

## **BY-LAWS**

Quick Tricks Duplicate Bridge Club, Inc.

Established 2012

### Founders

John De Crescente

Bruce Upson

### Officers

John De Crescente, President

Wadid Halika, Vice President

Marie Alice Fombrun, Secretary

Kenneth F Esbin, Treasurer

Jack Winkler, Parliamentarian

Bruce Upson, Ex Officio

*Effective Date: 01-Jan-2012*

## **NAME AND PURPOSE**

### **Name**

- The name of the organization shall be the Quick Tricks Duplicate Bridge Club, Inc., hereinafter referred to as the “Club”.
- The registered office of the Club shall be in Broward County.

### **Purpose**

- The Purpose of the Club, and any future component organizations, shall be in furtherance of the Articles of Incorporation, to socialize with, and promote without interest of pecuniary gain, and the playing of the game of duplicate bridge amongst gay and gay-friendly people in South Florida;
- Further, to give charitably, a portion of every entry fee, to charity(ies) serving the LGBT community in South Florida.

### **Lawful Activities**

- The Club may undertake any lawful activity consistent with the purpose stated above. The Club shall be operated exclusively for social organizational purposes.
- No part of the activities of the Club shall be carried on for-profit.
- It is intended that the Club shall be of the character described in Section 501 of the Internal Revenue Code of the United States of America.
- Without regard to race, color, creed, religion, gender, age, origin, sexual orientation, or handicap, membership in the Club shall be open to persons having an interest in the game of Duplicate Bridge in a gay-friendly environment.
- The Club is intended to have a Zero Tolerance policy.
- The Club shall have a Game Director assigned to each game session.

## **MEMBERSHIP**

### **Membership Qualifications**

- Without regard to race, color, creed, religion, gender, age, origin, sexual orientation, or handicap, the Club shall be open to persons having an interest in the game of Duplicate Bridge.
- Applicants shall be required to submit a written application.
- Applicants shall be required to remit a payment for the member fee.
- Applicants approved for membership shall retain rights and privileges for a period of the current calendar year, except where such have been suspended or revoked. (See **Resignation or Removal from the Club**)
- Game Directors, individuals engaged in contract services for the Club, and others persons compensated for the services to the Club, shall be not be eligible for membership. Such persons may be eligible for any non-member benefits available, such attendance at special parties, theatre activities, etc...).

### **Rights and Responsibilities of Members**

- To promote a friendly environment and maintain an enjoyable atmosphere at all times at any event, game or meeting of the Club
- To maintain a high standard of ethics and sportsmanship at all times.
- Members of the Club shall have a right to participate in and to vote at Membership Meetings
- To vote for the election of members of the Board of Directors.

- Members do not have a right to vote at regular or special meetings of the Board of Directors, but are encouraged to attend.
- Voting by proxy is permissible, however, such proxy(ies) must be:
  - In writing, stating the designated holder, the authority given and time limit for the proxy.
  - Signed and dated by the member of the Club giving the proxy.

### **Resignation or Removal from the Club**

- Members who fail to timely pay any membership dues or fees, shall be deemed to have voluntarily resigned membership.
- The Club shall maintain a ZERO TOLERANCE Policy
- Game Director
  - May censure any Member or non-member and may eject such person(s) from the premises with cause for the session during which an incident occurs.
  - May not suspend or permanently bar a person from the Club.
  - For censurable incidents, Game Directors shall complete a Player Action Incident Form and submit it to the Board with recommendations for any appropriate follow-up action over and above one-time ejections.
- All action(s) and follow-up(s) shall originate from the Board
  - Suspensions, probations and/or permanent disbarments shall originate from the Board.
  - No action(s) shall be taken until a written notice has been given to the member and an opportunity offered to that person to defend him or herself and all ACBL procedures for suspension, probation and disbarment have been met.
  - An affirmative vote of a majority of the Board members present at the meeting is then required for any action taken.
  - The removal of any member, and barring of any person, for any period of time whatsoever, must appear in the minutes of the Board of Directors and the offender(s) must be notified by letter of the action taken and any available appeal procedure.

## **BOARD OF DIRECTORS**

### **Membership on the Board of Directors**

- The Board of Directors (herein referred to as the “Board”) shall consist of no less than five (5) and no more than seven (7) members. Five (5) members of the Board shall be elected from the Membership. The two (2) founders may, if not otherwise elected, at their discretion, serve on the Board, ex officio, with all rights and privileges thereto.
- Members of the Board shall be elected to the following offices: President, Vice President, Secretary, Treasurer, and Parliamentarian.
- No member of the Board shall receive compensation for their position.

### **Powers of the Board of Directors**

- The Board shall not have any powers which are granted to any other body by Federal laws, laws of the State of Florida, the Articles of Incorporation or these By-Laws.
- The Board shall convene Regular Boards Meetings monthly in order to effectively manage and control the affairs of the Club in carrying out its purposes according to the Articles of Incorporation and these By-Laws.
- At the request of the President, or a majority of the Board, Special Board Meetings may be called to address special, unforeseen, or urgent needs.
- In the event that an issue needs immediate resolution between the regularly scheduled Board meetings, the Board may act by majority written consent, email or by majority approval of an issue by telephone or conference call, therein deemed as a Special Board Meeting.

### **Meetings of the Board of Directors**

- For the purposes of conducting official business, the presence of four (4) members of the Board shall constitute a quorum.
- Once a quorum has been established, a simple majority vote of those members of the Board present, in person or via proxy, shall be needed for all passage of all motions, except where otherwise required by Federal laws, laws of the State of Florida, the Articles of Incorporation or these By-Laws.
- Only votes taken at a Regular and/or Special Board Meeting shall be valid.
- Minutes shall be kept for all Regular and Special Board Meetings.

### **Duties of the Board of Directors**

- To hold a meeting of the Members annually.
- To call Special Membership Meetings of the Club to consider any specific subject(s).
- To censure, suspend or expel any Member for conduct improper and prejudicial to the welfare and reputation of the Club. (See **Resignation or Removal from the Club** herein.)
- To determine the weekly schedule of all games, set the fees for such and other Club activities.
- To set membership fee(s) and/or due(s).
- To appoint such committees as may become necessary or advisable, from the membership, or as hereinafter stipulated.
- To dissolve any committee as may become no longer necessary.
- To contract for any services needed for the maintenance and operation of the Club.
- To secure bonding, if deemed necessary, in an appropriate amount for the President, Vice President, Secretary, and Treasurer.
- To give final approval over all independent contractors hired by or for the Club's activities.
- To control commitments of indebtedness or expenses by individual Board members and to set reasonable limits on individual Office(s) and Officers(s).
- All members of the Board of Directors are encouraged to assist each other and enlist assistance in the performance of their duties.
  
- The President's duties:
  - To serve as Chairperson of all meetings of the Board
  - To serve as Chairperson of all meetings of the Club
  - Shall serve as member ex-officio of all committees
  - Perform all duties customary to the office
  - Perform such other duties as may be assigned by the Board
  
- The Vice President's duties:
  - To assume all of the duties of the President if for any reason that Officer is absent or is incapable to act.
  - Perform all duties customary to the office
  - Perform such other duties as may be assigned by the Board
  
- The Secretary's duties:
  - Shall prepare and retain the minutes of all meetings of the Board
  - Shall prepare and retain the minutes of all meetings of the Club
  - Shall maintain and release copies of these minutes to any member requesting one
  - Shall maintain a full and complete membership roster
  - Perform other duties as is customary to the office.
  - Perform such other duties as may be assigned by the Board

- The Treasurer's duties:
  - Shall maintain all official financial records and files of the Club.
  - Shall propose an annual budget for adoption by the Board
  - Shall report monthly to the Board all income and expenses against the adopted budget.
  - A copy of the monthly reports shall be made available to any member requesting one.
  - Perform other duties as is customary to the office.
  - Perform such other duties as may be assigned by the Board
  
- The Parliamentarian's duties:
  - To ensure that meetings of the Board and/or meetings of the Club shall be maintained in accordance with *ROBERTS RULES OF ORDER REVISED*, in all cases which are not covered in these By-Laws and/or any special rules of orders adopted for such meetings.
  - Perform other duties as is customary to the office.
  - Perform such other duties as may be assigned by the Board

### **Committees**

- From time to time, the Board may deem it necessary to appoint special committees. The Board will provide these committees a detailed outline of their objectives and time frame.
- The President shall nominate, subject to the Board approval, a Chair to any such Committee.
- Participation in these committees will be opened to all Members in good standing.
- These committees will report their results back to the Board.

### **Compensation**

- No Board, nor Committee member, nor Member of the Club shall receive compensation for services performed in their respective positions, except for reimbursement of reasonable expense(s) incurred in the performance of official duties, and, limited by, and subject to approval by the Board.

### **Resignation or Removal from the Board**

- A Board or Committee member may resign by submitting a written resignation to the Board or Chair of their Committee.
- Any member elected to the Board may be removed by a majority vote of the other members of the Board for instances of non-performance, malfeasance, or gross misconduct, or, without cause by a majority vote of the Members.
- Should a member of the Board leave prior to the end of their term, the successor shall be named by the President with a majority approval of the Board. The successor shall serve the unexpired term of the member leaving the Board.

## **ANNUAL MEETING AND ELECTIONS**

### **Date**

- The Board shall set the dates of all elections, except that the election for the Board will be held at the Annual Meeting.
- The Board shall give at least 60 day advance notification of the Annual Meeting including the date, time and place of such meeting.

### **Quorum**

- 10% of the total Membership present, in person or via proxy, shall be deemed a quorum.

- Once a quorum has been established, a simple majority vote of those Members present, in person or via proxy, shall be needed for passage of motions, except where otherwise required by Federal laws, laws of the State of Florida, the Articles of Incorporation or these By-Laws.

**Term See Amendment 1**

- ~~Members of the Board are elected for a period of one year or until their successors take office.~~
- ~~Board members begin service at the next scheduled meeting of the Board following the election.~~

**Election and Eligibility See Amendment 2**

- ~~Any Member may be nominated for, or volunteer for, membership on the Board.~~
- ~~Members expressing interest in candidacy on the Board must submit their interest in writing to the Secretary of the Board at least 30 days prior to the Annual Meeting.~~
- ~~The Board shall submit the list of names as candidates to the Membership for their consideration at least two weeks prior to the Annual Meeting.~~

**Voting Procedure See Amendment 3**

- ~~At the Annual Meeting, voting shall be held by secret ballot.~~
- ~~The election is by a majority vote of the members who are present at the meeting.~~

**AMENDMENTS TO THESE BY-LAWS**

- An amendment to these By-Laws may be proposed by any Member.
- The Board shall be responsible for writing and refining the proposed amendment, and seeking any legal or other professional advice, which it deems necessary, before bring the motion of the amendment before the Board.
  - If the Board approved the amendment, it will be submitted to the Club at the next scheduled Annual Meeting or any Special Meeting of the Membership.
  - If the proposed amendment is not approved by the Board of Directors, the written endorsement of 10% of the membership of the Club, shall cause it to be brought before the Club directly during the next scheduled Annual Meeting.
  - It shall require the approval two-thirds of the Members present, or via proxy, to pass any amendment to these By-Laws.

**INDEMNIFICATION**

- The Club shall indemnify all Officers to the extent permitted or required by law, with respect to liabilities and expenses arising out of any action, suit, or proceeding in which they may become involved by reason of their affiliation with the Club, provided that such Officers shall have discharged the duties of their positions in good faith, with the degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

# Quick Tricks Duplicate Bridge Club

## Amendments to Bylaws

Passed by a vote of 35 to 1 on Tuesday, July 17, 2012

**Amendment 1 Replace on page 6 the Paragraph titled “Term” with the following:**

### **Term**

Members of the board are elected for a period of one year.

The newly elected officers are to take office at the conclusion of the meeting at which they are elected.

Outgoing officers are asked to serve in an advisory capacity, as ex officio, non-voting board members for a period of time not to exceed 90 days.

**Amendment 2 Replace on page 6 the Paragraph titled “Election and Eligibility” with the following:**

### **Election and Eligibility**

The president of the board shall nominate and the board shall approve three members-at-large to a nominating committee. At least one member is to be a board member and serve as chairman.

The committee will nominate one candidate for each office and secure each nominee's consent to serve before doing so. The proposed slate will be submitted to the Board 60 days before the annual meeting.

In addition, any other club members having an interest in becoming a candidate must submit their interest in writing 30 days prior to the annual meeting. To qualify to be on the ballot, the candidate's application requires the signatures of a minimum of ten 10 per cent of the general membership in support of their candidacy. Those members will be added to the ballots after the nominating committee determines their willingness to serve.

**Amendment 3 Replace on page 6 the Paragraph titled “Voting Procedure” with the following:**

### **Voting Procedure**

The election of officers will be by secret ballot. The final slate of officers will be distributed to the general membership via email or letter two (2) weeks prior to the annual meeting. Ballots will be distributed at the start of the meeting and collected by the nominating committee who will retire to count the ballots.

If there is not a clear majority, a second ballot will be distributed for a vote between the two top vote getters.