

DURANGO BRIDGE CLUB, INC. BYLAWS August 22, 2020

ARTICLE I - Names

This nonprofit is incorporated in Colorado as the Durango Bridge Club, Inc. (referred to herein as the “Club”). The American Contract Bridge League is referred to as “the ACBL.” The Club is franchised by ACBL as Club # 225961, and is affiliated with District 364, Unit 17 of the ACBL. The Board of Directors will be referred to as “the Board.” The Members of the Board of Directors shall be referred to as “Board Members.” The words ‘he’ and ‘him’ refer also to ‘she’ and ‘her’.

ARTICLE II - Purposes

To the extent that the following fall within the scope of charitable or educational purposes authorized under section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code, the following are activities in which the Club proposes to engage:

- A. **To provide** a nonprofit corporation, governed by the Membership (as defined in Article III), open to the general public, where players can learn and enjoy the game of duplicate bridge under the rules of the ACBL.
- B. **To preserve** and stimulate interest in the art of playing duplicate bridge and offer opportunities for learning duplicate bridge skills by providing instruction in the game for beginners as well as more advanced players.
- C. **To promote** a pleasant atmosphere for the enjoyment of the game, offering opportunities for socialization through scheduled sessions of card playing, at low cost, in a controlled and friendly environment which adheres to the “Zero Tolerance Policy” of the club and the ACBL.
- D. **To encourage** the highest standards of conduct and ethics and enforce such standards during play.

ARTICLE III - Membership

- A. The Club Membership Year shall be July 1 through June 30.

- B. Membership is obtained by playing in at least ten (10) sessions of bridge at the Club or online at the Virtual Club during the previous Membership Year, provided that online players have played at the Club at least twice since July 1, 2018. Players eligible for membership may opt out by email to the Club Manager. Players not eligible under the above rule may pay the club ten (10) times the then current entry fee per game to obtain membership. Those obtaining Membership are referred to herein as “Members.”
- C. The Club shall maintain an alphabetized computer list of Members and their email addresses generated by the Club Manager from records of player attendance, and provided to the Club Secretary. (See Articles IV, V, & VI)
- D. Membership in the Club does not make someone personally liable for the acts, debts, liabilities or obligations of the Club.

ARTICLE IV – Board of Directors

- A. The Board of Directors shall consist of seven (7) elected Members.
- B. The terms of office of the first Board Members elected in accordance with Article V, Section A shall commence on January 1, 2020. The terms of four such Board Members shall be 31 months and of three Board Members shall be 19 months. The four first Board Members serving 31 months shall be chosen by lot. Thereafter, the term of office of Board Members shall be two (2) years. Until the first Board is elected, the current Advisory Board shall remain in place.
- C. In the event of a vacancy on the Board, the remaining Board Members must appoint a Member to fill out the term of the ex-Board Member within three months of the vacancy arising.
- D. A Board Member may be removed for cause by a petition signed by at least 66% of the Members, or by unanimous vote of the other Board Members. Cause for removal is defined as follows:
 - i. Failure to fulfill the general responsibilities of a Board Member or the specific duties of his office;
 - ii. Behavior that discredits, the Board, the Club, or the ACBL;
 - iii. Failure to comply with these Bylaws or other Board policies; or

iv. Failure to participate in three (3) consecutive quarterly Board meetings.

The Board Member in question is entitled to a hearing before the Board prior to a vote regarding his removal. If the removal is sought by a Member petition, the hearing shall be held at a Membership meeting called in accordance with Article V, with a vote taken at the conclusion of the hearing.

E. Board Members shall receive no compensation except reimbursement for their expenses for serving in that capacity, such expenses to be approved by the Board.

F. In addition to any powers granted by other provisions of these bylaws, the Board shall have powers and duties including, but not limited to the following:

i. The Board shall hold a meeting at least once each calendar quarter, at the call of the President with at least five (5) days prior notice which notice shall also be provided to Club Members. A quorum for transaction of business shall consist of a majority of Board Members. Board Members may attend meetings telephonically or electronically. Club Members may attend Board meetings in person.

ii. The Board shall appoint the following officers from among the Board Members: President, Vice President, Secretary, Treasurer, and Tournament Chair, all to serve for a one-year term. The Board shall select these officers at its first meeting following the annual election, or at the first meeting after August 1 in the event no election was necessary in accordance with Article V.

iii. The Board shall oversee all business of the Club, which includes, but is not limited to the following:

a. Approve disciplinary actions involving Club Members in accordance with the Zero Tolerance Policy & Procedures of the Club. The Board must establish and maintain at all times policies and procedures regarding Zero Tolerance.

b. Appoint and supervise a Club Manager, whose duties shall include, but not be limited to those required by the ACBL. The Club Manager will report to the Board on the operations of the Club at each meeting. If the Club Manager is elected to the Board, he shall hold no office.

c. Authorize all leases, contracts, donations, or other arrangements used to secure locations for the Club's sessions, classes, or other events.

- d. Approve the hiring of any employees, contractors or agents and specify their compensation.
 - e. Establish the entry fee per game.
 - f. Review the annual Form 990 tax filing.
 - h. Review and amend or approve financial statements and budgets.
 - i. Acquire, hold, administer and maintain all physical properties and funds of the Club.
 - j. Assign someone responsibility to maintain the Club's website.
 - k. Establish policies and procedures regarding expenditures of the Club.
- G. Board Members who have a conflict of interest with regard to any item of Club business shall reveal the conflict to the Board and shall not play any part in a vote of the Board on such matter.
- H. The Board may take action without a meeting if a majority of Board Members consent by email. Such action shall be a valid Board action as though it had been authorized at a regular Board meeting.
- I. Publication of the approved minutes of all Board meetings, the approved Treasurer's report, and all decisions made without a meeting shall be by email to the Members.

ARTICLE V – Membership Meetings & Election of Board of Directors

- A. The Club's registered agent, Donald A. Squires, shall schedule a special Member meeting to approve and adopt these Bylaws during October 2019, followed by election of the first Board of Directors to be held in accordance with these Bylaws during the two months after Bylaw approval by the membership.
- B. The annual meeting of the Members shall be held in August, on a date and at a place and time fixed by the Board. The Secretary shall email a notice of this meeting to all Members of record as of July 1 not less than twenty (20) days prior to the annual meeting. The notice shall include an agenda and proxy form.
- C. The Board of Directors may call a special meeting of Members at any time, upon not less than ten (10) days prior notice given by the Secretary by email to the Members, describing the purpose or purposes of the meeting. In addition, the Members comprising

15% or more of the total membership may petition in writing for a special meeting for the purposes they describe, and such a meeting shall be held not more than thirty (30) days after receipt of such request and upon not less than ten (10) days prior notice given by the Secretary by email to the Members. Proxies will be permitted at such meetings.

D. Members shall be eligible to vote, one vote per Member, on any matter brought before a meeting. Members may give their written proxy for any meeting to another Member said proxy form being included with the emailed notice of the meeting. A member may carry only one proxy. A quorum (those present and proxies) for the transaction of business at any Membership meeting shall be twenty-five percent (25%) of total membership.

E. With regard to the election of the Board of Directors:

- i. Any Member may run for the Board by submitting his name to the Secretary during the month of June. This right shall be a matter of notice on the Club's website.
- ii. In the event that as of July 1 there is no contest for the election of Board Members, because there are not more candidates than positions to be filled, the Board may determine that the formality of an election is unnecessary and declare the candidates elected.
- iii. When there is a contest for election of Board Members, during the first week of July the Secretary shall prepare a ballot and email it to all Members of record as of June 1. The election shall be conducted by email. The names of Members voting by email shall be kept confidential by the Secretary except as necessary to meet the requirements of paragraph v. below. Names on the ballot shall appear in alphabetical order, with incumbents designated, and the number of vacancies stated. Proxy voting is not permitted. Email ballots shall be secured by the Secretary.
- ~~iv.~~ Each Member candidate for the Board may furnish to the Secretary a campaign statement, of no more than two hundred (200) words. The Secretary shall email such campaign statements to all Members with the ballot.
- v. At the close of the election at the end of the third week in July, the Secretary shall count the votes. The Secretary's tabulation of votes shall be verified by another Board Member with the agreed upon results being written up and signed by the

Secretary and the other Board Member. Election results shall be emailed to Members by the Secretary. In the event there is a tie for the election of Board Members, the President, assisted by the other Board Members shall by lot determine the Board Member or Members elected at the first Board meeting following the election.

- vi. Marked ballots shall be saved for one month and then disposed of by the Secretary.

ARTICLE VI - Officers

- A. The President, under the direction of the Board, is responsible for the overall conduct of the Club's affairs. The President's duties include, but are not limited to the following:
 - i. Subject to the approval of the Board, appoint a Manager to supervise the sessions held by the Club;
 - ii. Execute on behalf of the Club all contracts approved by the Board;
 - iii. Be authorized to sign checks drawn on the Club's bank account according to policies and procedures established by the Board.
 - iv. Execute and file all filings required to obtain and maintain the Club's tax exemption with the I.R.S.;
 - v. Execute and file with the Colorado Secretary of State all certificates or other documents necessary or appropriate with regard to the Club's corporate status;
 - vi. Preside over meetings of the Board; and present a report to Members at their annual meeting in August.
- B. The Vice-President shall preside over the club's committees, including the Zero Tolerance Committee, and report to the Board regarding such committees and their recommendations. The Vice-President shall assume the duties of the President when necessary.
- C. The Secretary with the Club Manager's assistance shall maintain a list of Members with their email addresses, send out notices and minutes of meetings, prepare minutes of the Board and Member meetings for approval, and conduct the annual election of the Board of Directors as set forth in Article V.
- D. The Treasurer shall:

- i. Oversee the Club's funds.
 - ii. Be authorized to sign checks drawn on the Club's bank account according to policies and procedures established by the Board.
 - iii. Be responsible for seeing that the Club's bills are paid in accordance with directions from the Board;
 - iv. Prepare quarterly and annual financial statements, and an annual budget;
 - v. Present a written Treasurer's Report at each Board meeting;
 - vi. Ensure that all necessary tax returns are filed with the I.R.S. and make any required State tax filing.
- E. The Tournament Chair shall supervise the Club's annual sectional tournament pursuant to the guidelines and policies of the ACBL and Unit 17. Such supervision includes but is not limited to recommending tournament dates and venues, establishing tournament committees, and reporting to the Board.
- F. The general standards for officers shall be those prescribed in Colorado law, and the regulations (including ethical standards) of the ACBL.
- G. Each officer shall, when he leaves office, turn over to his successor all records of the Club for which he had been responsible.

ARTICLE VII - Committees

- A. The **Zero Tolerance Committee** (hereafter "ZTC") is a standing committee of the Club which may not be dissolved by the Board. The Vice President of the Club will chair the ZTC, the membership of which shall include one other Board member, and a Club member who is not currently serving on the Board, all chosen by the Vice President. Committee members who are unable to be impartial or have a conflict of interest with respect to any incident being investigated must recuse themselves, and the Vice President shall appoint a replacement. The ZTC will address allegations of misconduct at the Club as detailed in the Zero Tolerance Policy & Procedures of the Club. The Board must establish and maintain at all times policies and procedures regarding Zero Tolerance.
- B. The Board shall create and dissolve any special committees it deems necessary. No committee shall incur any expense without the prior approval of the Board. Committees may include Members who are not Board Members.

ARTICLE VIII - Indemnification

Provided the actions of Board Members are within the scope of their authority, the Club shall indemnify and hold them harmless and they shall not be personally liable for the Club's debts, liabilities, or other obligations.

ARTICLE IX - Notices

All notices required by these Bylaws shall be given by email to the addresses of Members on file with the Club which list is obtained by the Secretary from the Club Manager, and such notices shall also be posted where the club plays bridge, and on the Club's website.

ARTICLE X - Amendments

The Club's Bylaws may be amended either (a) by the Board with the approval of a majority of the Members who vote at a meeting of Members called in accordance with Article V, or (b) without the approval of the Board, by the vote of 66% of the Members.

ARTICLE XI - Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the County Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.