

The Village Card Club, Inc. - By-Laws

ARTICLE I: NAME

THE VILLAGE CARD CLUB, INC.

ARTICLE II: PURPOSE

To organize bridge games and programs sponsored by the Club which shall be classified as follows:

- A. Duplicate bridge games that are sanctioned by the American Contract Bridge League.
These games shall conform to ACBL and club rules and regulations.
- B. Duplicate bridge games that are not sanctioned by the ACBL.
- C. Organized non-duplicate games.
- D. Instructional and educational programs.
- E. Other activities of the Club.

ARTICLE III: MEMBERSHIP, DUES, FEES

Section 1. Members are expected to support and conform to Club policies. All members shall be considered to be in good standing unless under suspension by the Board of Directors, any Unit, District and/or by ACBL.

Section 2. The setting of dues, playing fees and the awarding of prizes shall be recommended by the Board of Directors at any General Membership Meeting for approval of the Club membership.

Section 3. There shall be two (2) types of membership.

- A. Active - a member who pays yearly dues to The Village Card Club, Inc.
- B. Life membership:
 - 1. A member who is 85 years of age before January 1,
 - 2. A member who is a past President,
 - 3. An individual who has made an extraordinary contribution, as deemed by the current Board of Directors, to the Village Card Club, Inc.

ARTICLE IV: OFFICERS AND RESPONSIBILITIES OF OFFICE

The following officers shall be elected in December of each year, for a term of one year, and assume their term of office the following January 1.

Section 1. PRESIDENT

The President shall:

- A. serve as the presiding officer for all business meetings, as Chairman of the Board of Directors, and will present to the general membership such recommendations as the Board shall deem necessary,

- B.** appoint, with approval of the Board of Directors, committees as needed for the operation of the Club,
- C.** serve ex-officio on all committees with the exception of the Nominating, Auditing and Conduct and Ethics Committees, unless asked to attend by the committee chairman,
- D.** serve as official representative of the Club and shall sign checks in the absence of the Treasurer,
- E.** appoint, with approval of the Board of Directors, a club member in good standing, to assume the powers and duties of a vacated Board position.

Section 2. VICE PRESIDENT

The Vice-President shall:

- A.** fill the chair in the absence of the President and conduct the business of the Club,
- B.** assume the office of President in the event the President is unable to serve the full elected term,
- C.** assist in coordinating and supervising special projects as requested by the President.

Section 3. SECRETARY

The Secretary shall:

- A.** keep an accurate record of all business meetings,
- B.** prepare and transmit correspondence necessary for the Club as directed by the President,
- C.** maintain the files of the Club.
- D.** At the direction of the Board President, post the agenda on the VCC Bulletin Board and the VCC web site, in accordance with ARTICLE XIII, Section 8.

Section 4. TREASURER

The Treasurer shall:

- A.** receive all dues,
- B.** receive all other monies due the Club and keep an itemized record thereof,
- C.** disburse such funds as are necessary solely for the operation of the Club as authorized by the Board of Directors. All other operating expenditures, not budgeted or in excess of \$100.00, must be approved by the Board of Directors,
- D.** prepare a monthly financial statement in detail,
- E.** secure, at Club expense, a fidelity bond for the President and Treasurer,
- F.** see that all Village Card Club taxes are paid, including FICA and State Unemployment. See that all tax forms are prepared and filed in a timely manner and that a proper record of these forms is maintained for audit purposes,
- G.** be responsible for updating the signature card and/or account registration for the Village Card Club bank account and saving account.
- H.** The treasurer may invest VCC money only in financial instruments of a very low risk nature such as in a money market fund or a federally insured certificate of deposit with a maturity of 18 months or less. A short term government note would be acceptable. Stock investments of any kind would be inappropriate.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors shall consist of the elected officers (President, Vice-President, Secretary and Treasurer) and the following elected Directors: Membership Chairman, Game Manager, Purchasing Agent, Publicity Director, and a Player Development Director. The Club Manager and Parliamentarian, both appointed by the President, shall sit as non-voting members on the Board. All members of the Board of Directors and all employees, with the exception of the directors of non-sanctioned games, must be members of ACBL.

Section 1. MEMBERSHIP CHAIRMAN

The Membership Chairman shall:

- A.** compile a complete roster of the membership with full name, address and telephone for the printing of the annual Yearbook,
- B.** secure bids for printing the Yearbook and oversee same,
- C.** encourage attendance at Club sponsored games,
- D.** contact new residents, as given in local newspapers, who have expressed an interest in bridge,
- E.** collect annual dues

Section 2. GAME MANAGER

The Game Manager shall:

- A.** periodically provide statistical analysis of monthly game activities of the Village Card Club, Inc,
- B.** evaluate player's suggestions and recommend games to fulfill desires of the majority,
- C.** Develop the annual calendar of events for the approval of the Board each year, working with the Director of Education, and the Committee Chair of Mentoring, and the Club Manager.

Section 3. PURCHASING AGENT

The Purchasing Agent shall:

- A.** act as general purchasing agent for all club supplies and needs, as requested by the Board of Directors and game directors,
- B.** serve as a member of the Finance Committee,
- C.** take an annual inventory of all supplies at the beginning of each year.

Section 4. PUBLICITY DIRECTOR

The Publicity Director shall:

- A.** Update and submit other publicity information as needed for club operation including contact and other pertinent information updates to the POA and other local organizations
- B.** serve as Editor of the club newsletter
- C.** submit other publicity information as needed for club operation.

Section 5. PLAYER DEVELOPMENT DIRECTOR

The Player Development Director shall:

- A.** establish liaison with intermediate/newcomer players and directors to ensure that the needs and interests of their development are considered by the VCC Board.

- B.** recommend policies and programs to ensure the continued and progressive development of players in the VCC.
- C.** monitor the transition of players from education courses to novice and entry games, and from lower to higher strata games.
- D.** coordinate with the Club Manager monthly to determine player masterpoint achievements.
- E.** be a permanent member of the Education Committee.

Section 6. ACBL CLUB MANAGER

The Club Manager shall:

- A.** be appointed by the President, with approval of the Board, as a non-voting member of the Board of Directors and may serve indefinitely,
- B.** be accountable to the President in regards to administrative management of day to day club operations, not covered by specific assignments,
- C.** issue club masterpoint certificates to non-ACBL members,
- D.** prepare and file monthly activity reports,
- E.** correspond with ACBL on club game matters,
- F.** apply for sanction renewals and process any changes as requested by the Board of Directors,
- G.** educate Game Directors on proper operation of the computer and printer,
- H.** be accountable to the ACBL for the enforcement of ACBL rules and regulations in all ACBL sanctioned games,
- I.** be accountable to the ACBL for the enforcement of ACBL rules and regulations in all sanctioned games by the club,
- J.** work with the Board to recruit the best personnel for Game Directors and Game Clerks. Hire, train, and evaluate Game Directors.

Section 7. PARLIAMENTARIAN

The Parliamentarian shall:

- A.** be appointed by the President, with approval of the Board, as a non-voting member of the Board of Directors and may serve indefinitely,
- B.** be well versed on the rules and procedures of Parliamentary Law,
- C.** be available to advise the presiding officer on questions of procedure in transacting the business of the Board,
- D.** be prepared to ensure proper order of business throughout all meetings.

ARTICLE VI: EDUCATION

Section 1: DIRECTOR OF EDUCATION.

- A.** The Director of Education shall be appointed by the Board of Directors for a 3 year term, which may be renewed by mutual agreement.
- B.** The Board of Directors shall select the best qualified person from the applicants per the job description and qualification requirements as stated in the Standing Rules.

- C. The Director of Education shall be responsible and accountable for the day to day operations of the VCC Education Program.

ARTICLE VII: COMMITTEES

The following committees will be appointed by the President, with approval of the Board of Directors. Special ad hoc committees may be appointed as needed during the year to carry out specified tasks for the operation of the club. Committee's terms continue into the new year until such time as the board approves the new committees, but no later than the end of the 1st quarter.

Section 1. ELECTIONS

NOMINATING COMMITTEE The Nominating Committee shall consist of five (5) members, reflecting the diversity of the Club. It shall be the responsibility of this committee to prepare a list of candidates for the elected Officers and the Board of Directors as stated in Article VII. The committee will endeavor to present at least two (2) candidates for each elected position.

ELECTION COMMITTEE The Election Committee shall be charged with overseeing the electoral processes, i.e., preparing and counting ballots, conducting absentee voting, and reporting results.

Section 2. SOCIAL COMMITTEE The Social Committee shall be responsible for all social activities of the Club as planned by the Board of Directors. These events are to include the two (2) general business meetings, and all other social events as specified by the Board of Directors.

Section 3. CONDUCT AND ETHICS COMMITTEE The Conduct and Ethics Committee shall receive and act upon all written allegations of violations of ethics and/or conduct. Upon receipt of such allegations, the committee shall hear input from all affected parties. Any disciplinary action recommending suspension must be referred to the Board of Directors for review and approval.

Section 4. CONSTITUTION AND BY-LAWS COMMITTEE The Constitution and By-laws Committee shall review the Constitution and By-Laws each year and present suggested changes to the Board of Directors at least one month prior to a General Membership meeting.

Section 5. FINANCE COMMITTEE The Finance Committee shall be chaired by the Treasurer and consist of the Purchasing Agent and the immediate past Treasurer.

Section 6. HISTORICAL COMMITTEE The Historical Committee shall maintain past records, gather publicity materials and record the history, etc. of the Village Card Club, Inc.

Section 7. AUDIT COMMITTEE The Audit Committee shall consist of three (3) members appointed by the President (not to include the Treasurer). They audit the financial records of the Club at the close of each fiscal year and submit a written report to the Board of Directors within 60 days of the close of the fiscal year.

Section 8. PARTNERSHIP COMMITTEE The Partnership Committee shall maintain a list of players needing partners and secure said partners as needed.

Section 9. MENTORING PROGRAM COMMITTEE

The Mentoring Program Chairman shall:

- A. serve as chairperson of the Mentor Program Committee and nominate other committee members for approval by the Board of Directors by January 31st of each year.
- B. implement the VCC Mentor Program through the Committee.

Section 10. EDUCATION COMMITTEE

The Education Committee:

- A. Shall be appointed by the Director of Education.
- B. The Player Development Director will be a standing member of this committee.
- C. In addition to the Player Development Director, the Director of Education shall appoint no fewer than 3 members; at least one novice/intermediate player, and one advanced player.

Section 11. WEBSITE COMMITTEE

The Web site Committee shall recommend content and monitor the VCC web site.

Section 12. FACILITIES COMMITTEE

The Facilities Committee's responsibility shall be the physical and mechanical areas of the Casa de Carta. As problems arise, or are anticipated, the Committee will make recommendations to, or give options to the Village Card Club, Inc. Board of Directors (BOD). The BOD can then make an informed decision to be expedited by the Facilities Committee or the BOD.

ARTICLE VIII: ELECTIONS

Section 1. Any member in good standing is eligible to serve in an elected position.

Section 2. The Nominating Committee shall oversee and regulate the candidate selection process. Any Club member who wishes to become a candidate for election to the Board of Directors, or who has been nominated and has accepted the nomination, shall be presented to the membership as a viable candidate for such election. Any Candidate information exhibits will be administered by the Nominating Committee.

Section 3. The candidate selection process will end three (3) weeks prior to the date of election. At this time: (1) the Membership Chairman will provide a list of all current members to the Election Committee; (2) the Election Committee shall assume responsibility for all election activities.

Section 4. The Election Committee will prepare printed ballots, corresponding to the list of candidates. Dates, times, and place for absentee voting will be confirmed and announced at every game in the week prior to such voting.

Section 5. Printed ballots will be provided for all members at the election. A plurality vote will determine the winner of the election. Election results will be made available to members. A candidate may inquire about his/her tally only.

Section 6. No more than one member of a family shall be represented on the Board of Directors, and no individual may hold more than one seat on the Board of Directors at one time. Herein, the word "family" is defined as spouses, life partners, parent/child, and/or siblings.

- Section 7.** When an elected Director position has been filled on an interim basis during the first year of a two-year term, the candidate for that position will be elected to a one-year term.
- Section 8.** No electioneering will be allowed on the Village Card Club premises, with the exception of a time and place as specified by the Board of Directors.

ARTICLE IX: MEETINGS

- Section 1.** In addition to the regularly scheduled games, special activities may be held as scheduled by the Board of Directors.
- Section 2.** Meetings of the Board of Directors shall be scheduled monthly. Additional meetings will be held at the discretion of the President or three (3) members of the Board of Directors. Notification to all members of the Board must be given within 24 hours prior to the meeting.
- Section 3.** There shall be no fewer than two (2) general business meetings for the entire membership during each calendar year.
- Section 4.** Club Policy. It is the policy of the Village Card Club, Inc., that the Board exists to conduct the Club's business. It is the intent of this Article that their deliberations be conducted openly and that their actions be taken openly. When the Board is to make substantive recommendations or decisions on important matters, it should give members of the Club an opportunity to appear before it and present their views on the subject at a time scheduled by the President of the Club. It is important for members to hear the deliberative process and generally meetings should not be closed. Ballot voting should be used in disciplinary decisions, and as provided in Robert's Rules, should be used rarely only with a majority vote of the Board members when some members feel they are unable to vote their conscience without being subjected to undue pressure. If used, the minutes should indicate that the issue was decided by ballot vote.
- Section 5.** Definitions. Meeting means any regular or special meeting of a majority of a quorum of the members of the Board held for the purpose of discussing Club business.
- Section 6.** Open Meeting. All meetings of the Board shall be open to any member wishing to attend, except that the Board may close a portion of a meeting, upon a majority vote of a quorum present of the Board members, taken at a meeting for which notice has been given according to the Constitution and Bylaws.
- Section 7.** Closed Meeting Procedure. A motion to close any portion of a Board meeting shall include a description of the subject to be discussed and the reason for the closed meeting, and shall be limited to those topics mentioned in the motion. No binding or final action may be taken at a closed meeting except regarding conduct, ethics and/or personnel performance issues. All final action taken shall be in the open portion of the meeting and shall be preceded by a recital of the nature of the matter being considered and such other information as would inform the members of the business being conducted and recorded. All meetings of the Board to discuss conduct, ethics and/or personnel performance issues may be closed meetings.

Section 8. Meeting Notices and Agendas. The Board of Directors shall give notice of meetings to the members at least seven (7) days prior to a regularly scheduled meeting and 24 hours prior to a specially called meeting. The Notice, with an Agenda, shall state the date, time and location of such a meeting. If the Board plans to discuss a matter in a closed meeting, the Notice and Agenda of the meeting shall so indicate, including the subject matter. The Notice, with Agenda, shall be posted on the Club bulletin board and the Club web site. The Board may, by a 2/3 vote of the Board members present at a closed meeting, consider action items not on its Agenda.

Section 9. Written Minutes of Meetings

- A.** Content of Minutes. The Board shall keep written minutes of their meetings, whether open or closed. Such minutes shall include, but not be limited to: 1) The date, time and place of the meeting; 2) The members of the Board recorded as either present or absent; and 3) A general description of all matters proposed, discussed or decided upon and a record of any vote taken.
- B.** Posting of Minutes. The minutes of all Board open meetings, with related attachments of items presented, shall be posted on the Club bulletin board and the Club web site, upon approval of such minutes.
- C.** The minutes of closed meetings of the Board shall be retained.

Section 10. Conflict of Interest. If a Board member or a guest (due to a personal, family or close relationship) has a conflict of interest involving compensation, job performance or other discussion the Board may have that specifically impacts that person, the Board member or the President shall declare the conflict. Such member may present his or her opinions regarding the matter to the Board, but then must temporarily leave the room and withdraw from Board deliberation, voting and access to private Board information.

ARTICLE X: AMENDMENTS

Section 1. These Bylaws may be amended at any general meeting of the membership. Amendments to the Bylaws may be offered by: 1) any member in good standing of the Village Card Club, 2) the Constitution and Bylaws Committee, and/or 3) the VCC Board of Directors, provided that the procedures in Article IX of the Bylaws are followed.

Section 2. Amendments require an affirmative vote of two-thirds (2/3) of those members in attendance, and eligible to vote, provided a quorum of members is present, and provided that a written copy of the proposed amendments are made available to the general membership at least two (2) weeks prior to any General Membership meeting. A verbal announcement of the availability of the amendments shall be made at each regularly scheduled game.

Section 3. A quorum of eighty (80) members of the Village Card Club, Inc. is necessary to amend these By-Laws.

Section 4. Any proposed amendment to the Bylaws at the General Membership meeting, which was not made available to the membership at least 2 weeks prior to the meeting, will require a unanimous vote of a quorum of 80 in attendance to be accepted.

ARTICLE XI: RULES OF ORDER

Robert's Rules of Order, Revised, shall be accepted as the governing authority for the Club for items not specifically covered in the Constitution and By-Laws.

ARTICLE XII: EMPLOYEE GUIDELINES

- Section 1.** Discrimination. The Village Card Club defines discrimination as an issue involving race, creed, color, religion, national origin, ancestry, sex, gender, disability, sexual orientation or other personal characteristics covered by law. Discriminatory action may not be taken against any VCC member, employee, or Board member.
- Section 2.** Employees. No VCC member can directly supervise another immediate family member, with the exception of game clerks.
- Section 3.** Rights of Employees to Appeal. If any employee feels he/she has a job related problem or has the perception of being treated unfairly or being abused which is outside the employee's control, he/she may submit these issues to the Club Manager in writing. If satisfactory resolution does not occur, they may appeal to the Club President in writing to be heard by the entire Board. The decision by the Board is final.

ARTICLE XIII: INDEMNIFICATION

- Section 1.** INDEMNIFICATION RIGHTS. Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, or proceedings (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director, officer, or agent of the Club, or is or was serving at the request of the Club as a director, officer, or agent of another corporation or as the club manager or a club director, or as its representative in a partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under and pursuant to any procedure specified in the Arkansas Nonprofit Corporation Act of 1993, as amended from time to time, against all expenses, liabilities, and losses (including attorney's fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him or her in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any lawful manner by such person. Such right of indemnification shall not be exclusive of any other right which such director, officer, or agent may have or hereafter acquire and, without limiting the generality of such statement, any such person shall be entitled to his or her respective rights of indemnification under any agreement, provision of law, or otherwise, as well as their rights under this paragraph.
- Section 2.** INSURANCE. The Board of Directors may cause the Club to purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the Club, or is or was serving at the request of the Club as a director, officer, or agent of another corporation or as the club manager or a club director, or as its representative in a

partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Club would have the power to indemnify such person.

Section 3. Except in cases of discrimination, any person who initiates formal legal action against the VCC or against any officer, director, or agent as defined in Article XII, Section 1 of the Bylaws, or causes the Board of Directors to retain legal counsel due to the threat of such action, without first exhausting VCC administrative or other internal remedies or ACBL where pertinent, shall be subject to expulsion from the Village Card Club.

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