

# The Village Card Club, Inc.

## BYLAWS

### ARTICLE I: PURPOSE

The purpose of the organization shall be to implement the club's objectives by:

**Section 1** Offering a variety of card playing experiences for its members and guests:

- A. Duplicate bridge games sanctioned by the American Contract Bridge League (ACBL) and conforming to its rules and regulations,
- B. Sanctioned tournaments and special events,
- C. Non-sanctioned duplicate and rubber bridge games,
- D. Instructional and educational programs,
- E. Other similar recreational activities; and

**Section 2** Supporting ACBL and community charitable causes.

### ARTICLE II: MEMBERSHIP, DUES, FEES

**Section 1** Types of membership:

A. Active membership: a member who pays annual dues to the Club;

B. Life membership:

1. A member who is 85 years of age before January 1,
2. A member who is a past President, or
3. A member who has made an extraordinary contribution to the Club in the view of the Board of Directors.

**Section 2** Members are expected to support and conform to Club policies. The Board of Directors shall have authority to suspend or revoke membership. All members who are current in dues shall be considered to be in good standing unless under suspension by the Board of Directors or by the ACBL or one of its subdivisions.

**Section 3** Annual dues and playing fees shall be proposed by the Board of Directors at any General Membership meeting for approval.

### ARTICLE III: BOARD OF DIRECTORS

The Board of Directors, the organization's executive board, shall be constituted as follows:

**Section 1** PRESIDENT:

- A. Preside at all General Membership and Board of Directors meetings;
- B. Appoint, with approval of the Board, the Parliamentarian;
- B. Appoint, with approval of the Board, a replacement for any vacated Board position;
- C. Appoint, with approval of the Board, committees needed for the operation of the Club;
- D. Serve ex-officio on all committees except Nominating and Audit;
- E. Serve as official representative of the Club.

**Section 2 VICE-PRESIDENT:**

- A. Assume the chair in the absence of the President;
- B. Assume the Presidency if the office is vacated;
- C. Coordinate and/or supervise special projects as directed by the President.

**Section 3 SECRETARY:**

- A. Prepare and maintain an accurate record of all business meetings;
- B. Prepare and transmit correspondence on behalf of the Club.

**Section 4 TREASURER:**

- A. Ensure that all income of the Club is properly recorded;
- B. Authorize disbursement of funds necessary for the operation of the Club;
- C. Oversee the financial records and post monthly financial statements;
- D. Secure, at Club expense, a fidelity bond to protect the Club from loss;
- E. Invest Club monies only in low-risk financial instruments.

**Section 5 COMMUNICATIONS DIRECTOR:**

- A. Develop and manage internal and external communications on behalf of the Club;
- B. Coordinate committees which focus on marketing, advertising and promotional activities.

**Section 6 LOGISTICS DIRECTOR:**

- A. Act as general purchasing agent for Club supplies and equipment;
- B. Coordinate committees responsible for facility and equipment maintenance.

**Section 7 MEMBER SERVICES DIRECTOR:**

- A. Compile and maintain the membership files;
- B. Collect and deposit annual dues;
- C. Prepare and publish the Club Directory;
- D. Coordinate committees which deliver member services.

**Section 8 PLAYER DEVELOPMENT DIRECTOR:**

- A. Ensure that the needs and interests of novice/intermediate players are considered;
- B. Recommend programs to encourage players' progressive development;
- C. Monitor the transition of players from entry courses to novice games and from lower to higher strata games;
- D. Serve as liaison between committees focusing on education and development and the Board of Directors.

**Section 9 PROGRAM DIRECTOR:**

- A. Develop the annual calendar of events for the approval of the Board;
- B. Recommend events and programs to achieve the business objectives of the Club;
- C. Chair committees that support sanctioned and non-sanctioned games.

## **ARTICLE IV: COMMITTEES**

The following Standing Committees, appointed by the President with approval of the Board of Directors, are established:

**Section 1 AUDIT COMMITTEE:**

This committee, consisting of three (3) members, shall audit the financial records of the Club at the close of the fiscal year and submit a written report to the Board of Directors within 90 days.

**Section 2 CONSTITUTION & BYLAWS COMMITTEE:**

This committee shall review the governing documents each year and offer any recommendations as Amendments at a General Membership meeting.

**Section 3 FINANCE COMMITTEE:**

This committee, chaired by the Treasurer and including the immediate past Treasurer and the Logistics Director, shall monitor financial performance and recommend fiscal policies to the Board of Directors and/or to the General Membership.

**Section 4 NOMINATING COMMITTEE:**

This committee, consisting of five (5) members reflecting the diversity of the Club, shall prepare a list of candidates for Officers and Directors as prescribed in Article V.

**Section 5 ELECTION COMMITTEE:**

This committee shall oversee the electoral process as prescribed in Article V.

Additional Standing Committees with power may be established in the Standing Rules. These committees, appointed by the President with approval of the Board, shall conduct the Club's business in their assigned area of responsibility.

Special ad hoc committees may be appointed by the President to carry out specified tasks for the operation of the club.

All committee terms continue into the following year until such time as the Board of Directors approves the new committees.

## **ARTICLE V: ELECTIONS**

**Section 1** The Board of Directors shall be elected at the December Membership meeting and shall assume their duties on the following January 1.

**Section 2** The Officers shall be elected for a term of one year and may not serve more than two (2) consecutive terms in the same office.

**Section 3** The Directors shall be elected on an alternate-year schedule for a term of two (2) years and may not serve more than two (2) consecutive terms in the same position.

**Section 4** When a Director position has been filled on an interim basis during the first year of a two-year term, the candidate for that position shall be elected to a one-year term.

**Section 5** No individual may hold more than one seat on the Board of Directors concurrently.

**Section 6** All members in good standing who are also members of the ACBL are eligible for election as Officers and Directors; however, no more than one member of a family (defined as spouses, life partners, parent/child or siblings) may serve concurrently on the Board of Directors.

**Section 7** Any eligible member who wishes to be a candidate should notify the Nominating Committee of his/her interest and submit an appropriate résumé. The committee shall endeavor to identify candidates for all open positions. All candidate résumés shall be posted by the Nominating Committee at the end of the nominating process.

**Section 8** The nominating process shall end three (3) weeks prior to the date of election. At that time the Director of Member Services shall provide a list of eligible voters (paid members in good standing) to the Election Committee.

**Section 9** The Election Committee shall announce dates, times and place for voting, the procedures for absentee voting and prepare printed ballots.

**Section 10** A plurality shall determine the winner. Election results shall be announced by the Chair of the Election Committee at the General Membership meeting.

## ARTICLE VI: MEETINGS

- Section 1** Meetings of the Board of Directors shall be scheduled monthly. Special meetings may be called by the President or by three (3) members of the Board of Directors.
- Section 2** There shall be no fewer than two (2) General Membership meetings each year.
- Section 3** Notice and agenda for regular Board meetings shall be posted on the bulletin board and website at least seven (7) days prior to a regular meeting and 24 hours prior to a special meeting. The Board, by a 2/3 vote of the members present, may take up items not on its agenda.
- Section 4** All regular meetings of the Board shall be open. When the Board is to consider an important matter, it should give Club members an opportunity to present their views.
- Section 5** The Board may close a portion of a meeting upon a majority vote. A motion to close the meeting shall include the topic to be discussed and the reason for the closed session. All meetings to discuss conduct, ethics or job performance may be closed, and final action regarding these topics may be taken in closed session. Final action on all other issues shall be taken in open session.
- Section 6** Written Minutes of Meetings:
- A. The Secretary shall keep written minutes of all meetings, open and closed. The minutes shall include: 1) the date, time and place of the meeting; 2) the members of the Board recorded as either present or absent; 3) all motions offered, whether adopted or otherwise disposed of; 4) all votes taken; and 5) pertinent business issues discussed.
  - B. The minutes of all open meetings, with related attachments, shall be posted on the bulletin board and website.
  - C. The minutes of closed meetings shall be retained in the Secretary's files.

## ARTICLE VII: CLUB MANAGEMENT

- Section 1** CLUB MANAGER:  
The Club Manager shall be appointed by the Board of Directors, and 1) shall be accountable to ACBL for the enforcement of its rules and regulations in all sanctioned games; 2) shall manage the employees who conduct the Club's sanctioned and non-sanctioned game offerings; and 3) shall administer the day-to-day operations of the Club not elsewhere assigned.
- Section 2** EDUCATION MANAGER:  
The Education Manager shall be appointed by the Board of Directors for a 3-year term that may be renewed by mutual agreement, and has full authority over the curriculum, teaching staff and the day-to-day operations of the Education Program.
- Section 3** Additional management and employee positions may be established by the Standing Rules.

## ARTICLE VIII: EMPLOYEE GUIDELINES

- Section 1** Discrimination based on race, creed, color, religion, national origin, ancestry, sex, gender, disability, sexual orientation or other personal characteristics covered by law is prohibited, and discriminatory action may not be taken against any member, employee or Board member.
- Section 2** No member may directly supervise an immediate family member.
- Section 3** Any employee who feels he/she has been treated unfairly should submit these issues to the Club Manager in writing. If satisfactory resolution does not occur, an appeal may be made to the Board of Directors, whose decision is final.

## ARTICLE IX: 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 as defined in Article VIII, Section 1, any person who initiates formal legal action against the Village Card Club or against any officer, director, or agent of the Club, or causes the Board of Directors to retain legal counsel due to the threat of such action, without first exhausting all administrative or other internal remedies, shall be subject to expulsion from the Club.

## ARTICLE X: RULES OF ORDER

Robert's Rules of Order, Newly Revised 10<sup>th</sup> Edition, shall be accepted as the governing authority for the Club for items not specifically covered in these Bylaws.

## ARTICLE XI: AMENDMENTS

**Section 1** These Bylaws may be amended at any General Membership meeting by an affirmative vote of two-thirds (2/3) of those members in attendance, provided a quorum of eighty (80) members is present, and provided that the proposed amendment is posted on the club bulletin board and website at least two (2) weeks prior to the meeting. A verbal announcement that a proposed amendment is posted shall be made at each regularly scheduled game.

**Section 2** Amendments may be offered by: 1) the Constitution and Bylaws Committee, 2) the Board of Directors, or 3) any member in good standing.

Amended and Restated: June 9, 2011