

Lake County Duplicate Bridge Clubs, Inc.

510 W. Key Ave., Eustis, FL 32726 • 352.589.9589

Bylaws

Revised January 11, 2017

ARTICLE I: OFFICES

The principal office of this nonprofit Corporation shall always be in the State of Florida. Its location within the State may be changed by the Board of Directors upon due notice to the members.

ARTICLE II: MEMBERS – MEETINGS – VOTES

Section 1: Membership

The members of this corporation, hereinafter called “member” or “members”, shall be all persons who have paid their dues for the current year to Lake County Duplicate Bridge Clubs, Inc. Members who have attained the age of 90 shall be exempt from paying annual dues but will continue to pay game fees.

Section 2: Members Annual and Special Meetings

- (a) Annually, during the month of November, a nominating committee consisting of one (1) Board member and two (2) non-Board members appointed by the President shall select at least one but not more than three nominees for each vacancy on the Board. Upon receipt of the Slate of Nominees, the President, at the December Board Meeting shall open the nominations to the floor and accept any nominations so made and seconded.
- (b) The Annual Meeting of the members shall be held during the month of January of each year on the date and time to be determined by the Board of Directors.
- (c) The purpose of the Annual Meeting is to elect members to the Board of Directors from the slate of candidates submitted by the nominating committee/open nominations, and to transact such other business that may properly come before the members. Voting for the Board members shall be by ballot provided to members or by Proxy. The nominees receiving a plurality of votes shall be declared elected.

- (d) Failure to timely hold an Annual Meeting shall in no way affect the terms of Officers or Directors, or the validity of actions taken by them. For valid reasons, and first giving the members ten (10) days written notice, the Directors may set or reset, as the case may be, the Annual Meeting but no later than March 31.
- (e) Special meetings of members may be called by the President, by a majority of the Directors, or by one-fourth (1/4) of the members. At least ten (10) days written notice prior to the date of the special meeting shall be directed to all Officers, Directors and members.
- (f) All Annual and Special meetings of the members of this non-profit Corporation shall be held at the permanent home located at 510 West Key Avenue, Eustis, Florida.
- (g) A *Waiver of Notice of and Place of Meeting* signed by any member shall be equivalent to the receiving of such notice. Attendance of a member at any meeting shall constitute a *Waiver of Notice* of such meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- (h) Every member of this non-profit Corporation shall be entitled to one vote at Annual or Special Meetings of members. A member desiring to express his/her consent or dissent without attending the meeting may authorize another member to act for him or her by Proxy. Every Proxy shall be in writing signed and dated by the members. No Proxy shall be valid after the meeting or an adjourned meeting for which it was given. All Proxies shall be delivered to the Secretary at least two days before such meeting. Every Proxy is subject to being revoked two days prior to the meeting for which it was given.
- (i) A quorum at any annual or special meeting of the members of this non-profit Corporation shall be the members present at the meeting.

ARTICLE III: BOARD OF DIRECTORS

Section 1: General Powers

Subject to the limitations of the Articles of Incorporation, these Bylaws and Chapter 617 of Florida Statutes concerning corporate action that must be authorized or approved by the members, all corporate powers shall be exercised by or under authority of the Board of Directors and the business and affairs of this non-profit Corporation shall be controlled by them.

Section 2: Members

Any member of this non-profit Corporation is eligible to be a Director. The Board will consist of six members elected from the membership at large. Terms of office will be for three years and a member may succeed him/her self once, except when filling an uncompleted term of less than six months, and may be elected again after a one year break in service. The Board may remove any Director who misses three successive meetings without being excused.

Section 3: Annual and Special Meetings

- (a) The Annual Meeting of the Board of Directors shall be held immediately following the adjournment of the Annual meeting of the members.
- (b) Special Meetings shall be held upon the call of the President or a Vice-President in the absence of the President, or upon the written notice of a majority of the Directors.
- (c) Business meetings of the Board of Directors will be open to members of the Corporation. Meetings must be held in person.
- (d) Notice or Waivers of Notice of meetings shall be given in writing ten (10) full days before the meeting.
- (e) A majority of the Directors in office shall constitute a quorum for the transaction of business.

Section 4: Vacancies

Vacancies occurring on the Board of Directors will be filled within thirty (30) days by appointment by the Board of Directors to complete the unexpired term.

Section 5: Compensation – Dissolution – Liquidation

- (a) No member of the Board shall be entitled to receive compensation for his/her services as a Board member. However, any expense incurred in behalf of the Corporation shall, upon approval of the Board of Directors, be repaid.
- (b) No dividend shall be paid and no part of the income of the Corporation shall be distributed to any member.
- (c) Benefits may be conferred upon its members in conformity with the Corporation purposes.

- (d) All the outstanding bills, costs and fees incurred in the dissolution or liquidation of the Corporation shall be paid and the balance, if any, shall be distributed to charitable organizations serving exempt purposes or an arm of federal or local government engaged in exempt functions.

Section 6: Expenditures

- (a) Expenditures up to \$1500 for a single item or service that benefits the club and its members require a majority approval by the Board of Directors.
- (b) Expenditures over \$1500 for a single item or service that benefits the club and its members require majority approval by the Board of Directors and majority approval of the votes cast by the members qualified to vote per Article II, section 2(h).
- (c) Expenditures for replacement of existing facilities or equipment, including but not limited to: air conditioner, roof, carpet, card dealing machine, computer, etc. shall be authorized and approved by the Board of Directors.

ARTICLE IV: OFFICERS

Section 1: Officers

The Officers of this non-profit Corporation shall be a President, Vice President, Treasurer and Secretary. The term of office shall be for one year and members may succeed themselves. The office of Secretary and Treasurer may be combined, but when combined that officer shall represent one member on the Board of Directors. A Corresponding Secretary may be appointed and duties outlined by the Directors, however, he or she shall not be a Director.

Section 2: Election and Term of Office

The Officers of this non-profit Corporation shall be elected annually by the Board of Directors. Each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until death, or resignation from the office.

Section 3: Vacancies

The Board of Directors shall fill vacancies in office, however occasioned, at any time by appointment for the unexpired term of such office.

Section 4: Duties

The President and in his/her absence, the Vice-President shall preside at all meetings of the members and Directors. The Secretary shall keep the Minutes of all meetings of members and the Directors. The Treasurer shall receive and disburse all funds of this Corporation duly accounting for same at all Annual Meetings of the members and the Board of Directors.

Section 5: Salaries – Expenses

No Officer shall be compensated for his/her services as an Officer. Any Officer shall be repaid all of his/her expenses incurred in behalf of the Corporation and approved by the Board of Directors.

Section 6: Delegation of Duties

In the absence **or** disability of any Officer or for any reason deemed sufficient by the Board of Directors, the Board of Directors may delegate his/her powers or duties to any other Officer or Director.

Section 7: Guidelines

Robert's Rule of Order and Robert's Parliamentary Law shall be the rule and guide in the conduct of all meetings.

ARTICLE V: COMMITTEES

Committees may be created by the Board of Directors for any purpose consistent with the purpose or the purposes of this Corporation as outlined in the Articles of Incorporation, but each Committee's duties or purpose shall expire at the next Annual Meeting of members and Board of Directors.

ARTICLE VI: BOOKS – REPORTS – RECORDS

All books, records and reports shall be kept and preserved by the Secretary. A copy of the Minutes of each regular and special meeting of the Board of Directors and members and a copy of the monthly financial statement will be posted on the Bridge Center bulletin board as soon as practical after each meeting.

ARTICLE VII: INTEREST . DIVIDENDS

No member shall receive any interest or dividend from the Corporation by reason of his/her being a member of the Corporation.

ARTICLE VIII: ANNUAL YEAR

The annual year of this Corporation shall be from January 1 through December 31 of each year.

ARTICLE IX: AMENDMENTS

These Bylaws may be altered, amended or replaced at any Annual Meeting or at any Special Meeting of the Board of Directors after due notice to all members of the time, place and purpose of the meeting is given.

Amended Bylaws of the Lake County Duplicate Bridge Clubs, Inc.: Duly accepted by the majority of the members casting ballots in the Annual Election of Officers and Bylaw Amendment for 2017 and approved at the Annual Meeting of the Membership held on January 11, 2017.