

November 20, 2008
Amended October 11, 2011

BY-LAWS
OF
THE JACKSONVILLE SCHOOL OF BRIDGE, INC.

ARTICLE I. NAME AND AFFILIATION

- A. The name of this corporation shall be The Jacksonville School of Bridge, Inc. (the "Corporation").
- B. The Corporation shall be affiliated with the American Contract Bridge League ("ACBL") and shall comply with its laws and regulations.

ARTICLE II. PURPOSES, OBJECTIVES AND POWERS

- A. The purposes and objectives of the Corporation are:
 - 1. To promote and develop bridge education through:
 - (a) Classroom instruction
 - (b) Individual instruction
 - (c) Supervised play in sanctioned events
 - (d) Preparation and publication of education materials
 - (e) The provision of equipment, playing space and facilities for classes, games and events and tournaments
 - (f) Providing instruction for certifying Bridge Teachers and Directors
 - 2. To promote and encourage the playing of bridge and to further the interest and opportunity of members and others to participate in bridge activities.
 - 3. To maintain standards of conduct and ethics.
 - 4. To support charitable activities.
 - 5. To carry out other activities consistent with the objectives of the Corporation and the ACBL.
 - 6. To offer a friendly, healthy (smoke-free) environment for bridge players.
- B. To accomplish its purposes the Corporation shall have the following powers:
 - 1. To obtain funds and income for payment of compensation for services rendered, for reasonable expenses incurred, and for charitable purposes.

2. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objectives and purposes, any property, real or personal, of every kind, nature, or description and wherever situated.
3. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such real and personal property, as the objectives and purposes of the Corporation may require, subject to limitations as may be prescribed by law.
4. To borrow money and to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired for any other purpose of the Corporation, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, security agreement, or other instrument of trust, or by other lien upon assignment of, or security interest in, or agreement in regard to all or part of the property, rights, or privileges of the Corporation whether now owned or hereafter acquired.
5. To solicit contributions, grants, and gifts of funds from private and public sources for accomplishing the objectives and purposes of the Corporation.
6. To invest and reinvest its funds in common or preferred stock, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(4) of the Internal Revenue Code and its regulations as they now exist or as they may be amended ("Tax Code").
7. To exercise such other powers which now or may be conferred by law upon a Corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by any organization exempt under the Tax Code.

ARTICLE III. MEMBERSHIP

- A. Membership in the Corporation shall be available to all persons interested in and supportive of the objectives of the Corporation regardless of religion, race, sex, age, creed, or color.
- B. Membership shall be of the following classifications.
 - 1. Regular Members: upon application and payment of annual dues as established by the Board of Directors, an applicant shall become and remain a member unless:
 - a. The member has not paid dues established by the Board of Directors;
 - b. The member has been censured or expelled.
 - 2. Life Members: persons who have paid a fee established by the Board of Directors shall pay no annual dues, be designated Life Members, and have all the rights and privileges of regular members.
- C. All members shall have the right to participate in the business of the Corporation by having one vote on matters requiring a vote by the membership.

Any member may be censured, suspended, expelled, or otherwise disciplined for unethical or continually disruptive conduct or other reasons deemed sufficient by the Board of Directors, only by charges proffered in writing and by a vote of two-thirds (2/3) of the Board of Directors after a hearing. Notice of charges shall be given to the affected party ten (10) days before such hearing, and he or she shall have the right to appear before the board during the hearing to present a defense to the charges, to present witnesses, and be represented by counsel.

ARTICLE IV. DUES AND FEES

- A. Annual dues for regular members shall be \$15.00 or such other amount as the Board of Directors may specify.
- B. The fee for Life Membership shall be \$500.00 or such other amount as the Board of Directors may specify.

ARTICLE V. MEETINGS

- A. All meetings of the membership and of the Board of Directors shall be conducted at the site of the club games, presently 3353 Washburn Road, Jacksonville, Florida, unless changed in the notification of meeting.

- B. Annual Membership meetings of the Corporation shall be held during the last two weeks of October each year.
- C. Special Membership meetings of the Corporation may be held at any time upon the call of the President, a majority of the Board of Directors, or upon written request of thirty (30) members of the Corporation.
- D. Written notice of all membership meetings shall be communicated in writing to each member at least twenty one (21) days before the meeting date specified for that meeting by posting such notice at the principal place of business. The notice of the annual meeting shall contain the positions for election and the nominees. The President and/or Game Directors shall draw members' attention to the posted notice.

The purposes and agenda of Special Membership meetings shall be stated in the notice.

- E. A quorum shall be required for the transaction of business at a general or special membership meeting.
 - 1. A quorum shall consist of at least forty (40) members.
 - 2. Members may attend an annual or special meeting of the Corporation and must be present in person to cast a vote.
 - 3. Motions shall be carried by a simple majority.

ARTICLE VI. DIRECTORS

- A. The business and affairs of the Corporation shall be managed by a Board of Directors who shall serve without compensation. The Board shall consist of eleven (11) members of the Corporation including the immediate Past-President. Five (5) Directors shall be elected for a two-year term by the Members at the annual meeting in October of each year and shall take office on January 1 following their election.
- B. Game directors and other employees of the Corporation may serve on the Board if elected by the members. However, no Board member shall vote on any matter creating, or appearing to create, a conflict of interest.
- C. In addition to the powers and authorities expressly conferred upon them by the by-laws, the Board of Directors may exercise all such powers of the Corporation and carry out such powers of the Corporation, and other pertinent business matters, as are required to be exercised or done to conduct the business of the Corporation.

D. Board Meetings:

1. Regular meetings of the Board of Directors shall be held at least every three (3) months.
2. Special meetings may be called upon notice by means by the President, the Vice-President, the Secretary, or five members of the Board of Directors.

E. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting, in which a quorum is present, shall be the acts of the Board of Directors. No proxies are permitted.

F. Any action that may be taken at a meeting of the Directors may be taken without a meeting if consented to in writing and the action taken is signed by all of the Directors in office. Such action shall be filed in the records by the Secretary of the Corporation.

G. No Director shall receive salary or compensation, except that at the discretion of the Board of Directors, a Director may be reimbursed for necessary and reasonable expenses incurred in the discharge of his or her duties as a Director. All monies paid to any Director shall be reflected in the books of the Corporation.

H. The entire Board of Directors may be removed from office without assigning any cause by the vote of members entitled to vote if a majority of the votes cast at any annual or other special membership meeting so directs. Acting directors may be elected during said meeting to replace removed Directors for the remainder of the term.

I. The Board of Directors may declare the office of a Director vacant if the Director:

- i. Is declared of unsound mind by a court order;
- ii. Is convicted of a felony;
- iii. Within sixty (60) days after notice of his or her election, he or she neither accepts such office in writing nor attends a meeting of the Board of Directors without prior notice of the reason for intent not to attend;
- iv. Misses three (3) consecutive meetings without written notice specifying reasons for failure to attend;
- v. Does not fulfill other requirements of qualification as specified in these by-laws or any amendments to the by-laws of the Corporation.

J. Vacancies on the Board of Directors shall be filled by appointment by the Board of Directors for the unexpired term.

- K. Board members shall not vote on any matter creating, or appearing to create, a conflict of interest, including any matter affecting their personal or financial interests.

ARTICLE VII. OFFICERS

- A. The officers of the Corporation shall be elected by the immediate past president, the directors whose terms do not expire at the conclusion of the current calendar year, and the newly elected directors whose terms begin the following year, and the directors who were not re-elected shall not participate in the election of officers for the following year. The election shall take place immediately following the annual membership meeting, but nothing herein shall prevent the meeting from being continued, so long as the continued election occurs prior to January 1 of the following year.

- B. The officers of the Corporation shall be as follows:

President

Vice-President

Treasurer

Secretary

Other Officers may be appointed by the Board of Directors at its discretion.

- C. Duties of Officers:

1. The President shall be the chief executive officer of the Board of Directors. He shall carry into effect orders and resolutions of the Board of Directors. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation.

The President shall be ex-officio member of all committees and shall have the general powers and duties of a supervisor and manager usually vested in the office of the President.

The President shall not serve for more than two successive terms.

2. The Vice-President shall act as the President in the absence of the President and exercise all the powers and duties of that office.
3. The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all receipts and disbursements.

He shall disburse the funds of the Corporation as instructed by the Board of Directors and shall render at the annual meeting, or whenever requested, an account of all such transactions and the financial condition of the Corporation during the preceding fiscal year. The

accounts of the Treasurer may be audited within thirty (30) days after the close of the fiscal year.

The Treasurer will supervise the collection of dues and fees. He shall notify the Secretary to remove from the rolls any member who has failed to pay dues.

Checks, drafts, and vouchers drawn on the Corporation's funds must be signed by two officers of the Corporation if in excess of \$500.00.

4. The Secretary shall attend all meetings of The Board of Directors and act as clerk thereof. He shall record minutes of the meetings and maintain permanent records.

He shall give, or cause to be given, notice of all meetings of the Board of Directors and shall read the minutes at subsequent meeting of the Board of Directors unless such reading is waived by the Board.

The Secretary shall attend to the correspondence of the Corporation

5. The Vice President shall replace the President and fill his term in case of vacancy. Other officer vacancies will be filled by members of the board selected at the next meeting by a majority vote of all members of the Board.

ARTICLE VIII. SPECIAL COMMITTEES

- A. The following Special Committees of the Board shall be appointed at the discretion of the Board:
 - Finance and Budget Committee
 - Education Committee
 - Tournament Committee
 - Fund Raising Committee
 - By-Laws Committee
 - Personnel Committee
 - House Committee
 - Nominating Committee
 - Charity Committee
- B. Members of committees shall be appointed by the Board of Directors of the Corporation, and the term of office shall be at the pleasure of the Board of Directors.
- C. Duties of these committees shall be determined by the Board of Directors.

D. Committees shall report to the Board of Directors when requested to do so by the Directors or the President.

E. The Board of Directors may appoint any other committee not listed herein for any purpose not specifically defined in these by-laws.

F. The President shall be an ex-officio member of all committees.

G. Nominating Committee.

The Board of Directors prior to August 1 of each year shall elect the Chair of the Nominating Committee. Such Chair shall select four persons from the general membership to complete the committee. The Nominating Committee shall post on the Club notice board its recommended slate of Candidates for election to the Board of Directors at least two weeks before the annual meeting. The slate of candidates shall be voted upon at the annual meeting having added any nominations for Director from the floor.

H. Executive Committee

The Executive Committee shall comprise the President, Vice President, Treasurer and Secretary of the Corporation. The Committee shall take action on items needing immediate attention and that cannot be delayed until the next Board meeting. The President shall report the actions of the Executive Committee at the next meeting of the Board.

ARTICLE IX. EMPLOYEES

A. The Board of Directors may elect to hire employees to achieve the purposes of the Corporation, who shall not be members of the Board of Directors during their employment.

B. The Board of Directors shall define the duties and responsibilities of all employees in a detailed job description.

C. The Board of Directors shall set the salary and compensation of employees.

ARTICLE X. BOOKS AND RECORDS

A. The fiscal year of the Corporation shall begin on January 1st of each year and end on December 31st of that year.

B. The Corporation shall keep an original and duplicate record of proceedings, by-laws, membership registers, records of account, and inventory records at the registered office of the Corporation and at such other place as the Board may designate from time to time.

- C. Every member shall have the right to examine, either in person or by agent or attorney, at any reasonable time or times, for any reasonable purpose: financial records, the membership register and the records of proceedings of member and Board of Director meetings.

ARTICLE XI. TRANSACTION OF BUSINESS

- A. Whenever the lawful activity of the Corporation involves among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income, and in so doing, may make an incidental profit.
- B. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall profits be divided or distributed in any manner whatsoever among the members, directors or officers of the Corporation.

ARTICLE XII. PARLIAMENTARY PROCEDURE

The parliamentary procedure of the Corporation shall be Robert's Rules of Order, Newly Revised, provided they are consistent with the articles of incorporation and these by-laws.

ARTICLE XIII. INDEMNITY

The Corporation shall indemnify its officers, managers, directors, and other employees and agents to the fullest extent provided by law, but there shall be no indemnification for intentional malfeasance.

ARTICLE XIV. AMENDMENTS

These By-laws may be amended at any regular or special meeting of the members held in accordance with ARTICLE V of the By-laws. A copy of any proposed amendment shall be included in the Notice of Meeting and a copy of such proposed amendment shall be posted on the notice board at the Corporation's principal place of business for a period of not less than two weeks prior to the date of any meeting at which such amendment shall be submitted for approval. A majority vote of members present at the meeting shall be required for the adoption of any proposed amendment.