

**BYLAWS OF PENSACOLA BRIDGE CENTER, INC.**

Article I

Name

The name of this corporation not for profit is PENSACOLA BRIDGE CENTER, INC., and all meetings shall be conducted in accordance with the club's Bylaws and governed by Robert's Rules of Order. Amended 2014.

Article II

Members and Meetings of Members

1. Membership.

Persons who are interested in duplicate bridge activities shall be admitted to voting membership in the corporation after payment of any regular or special membership dues fixed by the Board of Directors.

2. Rights of Members. Each member may attend membership meetings and Board of Directors' meetings, vote at membership meetings, serve on committees, and hold elected office within the corporation. The right of a member to vote, and all his rights, interests, or privileges in or to the corporation shall cease on the termination of his membership. No member shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or privilege which is transferable or inheritable.

3. Resignation of Members. Any member may resign from the corporation by delivering a written resignation to the president or secretary of the corporation or by non-payment of dues.

4. Annual Meetings. The annual meeting of the members of the corporation shall be held at the principal office of the corporation or at such other place as the Board of Directors may determine. The annual meeting will be held at the annual Christmas party in December for the purpose of announcing the election of directors, the presentation of the written financial report by the treasurer and for the transaction of such other business that may properly come before the meeting. Amended 2014.

5. Special Meetings. Special meetings of the members, other than those regulated by statute, may be called at any time by the president or by three directors, and must be called by the president or secretary on receipt of the written request of one-quarter of the members of the corporation. Such called meeting shall be posted on the bulletin board and announced. Only those items of business set forth in the notice of the special meeting shall be discussed or acted upon at such meeting.

6. Notice of Meetings. Notice of any annual or special meeting, stating the time, place, and purpose or purposes thereof, shall be posted at the principal office of the corporation not less than ten (10) nor more than thirty (30) days before such meeting.

7. Quorum. At any meeting of members of the corporation, the presence of twenty percent of the members shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of the majority of the members present without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Quorum percentage changed to 15%.

8. Voting.

A. At every meeting of members each member shall be entitled to vote in person. Each member of the corporation shall be entitled to one vote. The vote for directors and, upon demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the members present, unless otherwise provided in these Bylaws.

B. Prior to the annual meeting the opportunity to cast a ballot for election of directors of the corporation shall be provided at all games for a

period of one week. Only voting members, as defined in Article II, are eligible to cast ballots. No proxy voting.

9. Removal of Members. Any member may be removed from membership by the affirmative vote of three-quarters of the Board of Directors at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes.

10. Compensation and Expenses. Members shall not be compensated for services to the corporation; provided, however, the Board of Directors shall have power in its discretion to contract for and pay reasonable compensation to members rendering unusual or special services to or for the corporation in effecting one or more of its purposes.

11. Dues. The Board of Directors may from time to time fix regular or special membership dues. The amount of any dues so fixed shall become, on and after notice, a debt to the corporation collectible by due course of law. Failure to pay dues shall render the member liable to removal from membership.

### Article III Directors

1. Election. The business and property of the corporation shall be managed and controlled by a Board of Directors, who shall be elected annually by the members to hold office until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The directors shall be chosen by ballot as prescribed in Article V. Directors shall be elected to staggered two year terms. At the initial general election in 1985 half of the directors will be elected to one year terms ending in April 1986. Half of the directors will be elected to two year terms in all subsequent elections beginning in April 1986. Elections will take place in November. No proxy voting. Amended 2014.

2. Number. The number of directors of the corporation shall be ten (10).

3. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

4. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by the Board of Directors, shall be filled for the unexpired portion of the term by vote of the directors then in office, although less than a quorum. Any director so elected by the Board of Directors shall hold office until the election and qualification of his successor.

5. Annual Meetings. Within 10 days following each annual membership meeting, the new Board of Directors may meet forthwith at the principal office of the corporation for the purpose of organization, the election of officers, and the transaction of other business; and, if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the directors.

6. Regular Meetings. Regular meetings of the Board of Directors shall be normally held monthly and no less frequently than quarter-annually. There will be no recording devices at meetings.

7. Special Meetings. Special meetings of the Board of Directors may be called by the president and must be called by the president on the written request of any member of the Board of Directors.

8. Notice of Meetings. Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least five days before the meeting, or by giving three days' notice by telephone to the director, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any regular directors' meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any business may be transacted.

9. Action without meeting. Action may be taken by the Board of Directors without a meeting if a majority of the members of the Board consent in writing to such action.

Such written consent shall be filed with the minutes of the proceedings of the Board of Directors.

10. Chairman. At all meetings of the Board of Directors, the president or vice-president, or in their absence a chairman chosen by the directors present shall preside.

11. Quorum. At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

12. Contracts and Services. No person or other entity dealing with the directors or officers shall be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or other action.

13. Compensation. Directors shall not be compensated for services to the corporation; provided, however, the Board of Directors shall have power in its discretion to contract for and to pay reasonable compensation to directors rendering unusual or exceptional services to or for the corporation in effecting one or more of its purposes.

14. Duties. The Board of Directors shall be present at the annual meeting of members and shall submit a written annual report of the Board of Directors. This report shall be verified by the president and treasurer or by a majority of the directors and shall show in appropriate detail the following: (I) the assets and liabilities of the corporation as of the end of the fiscal year immediately preceding the annual meeting, which shall be not more than four months prior to such meeting; (II) the principal changes in assets and liabilities during the year immediately preceding the date of the report; (III) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; (IV) the expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report; (V) the budget for the current fiscal year; (VI) the number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and (VII) a statement of the place where the names and addresses of the current members may be found. The annual report of directors shall be filed with the records of the corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

15. Removal of Directors. Any director may be removed from membership or from office by the affirmative vote of three-quarters of the votes cast at any regular or special meeting of the members called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Failure to attend two consecutive Board Meetings without a valid excuse, such as illness, would be an example of such conduct. Any such director proposed to be removed shall be entitled to at least ten days' notice in writing of the specific charges and of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

#### Article IV Officers

1. Number. The officers of the corporation shall be the president, vice-president, secretary, treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. The President, Vice President, Secretary and Treasurer will compose the Executive Board.

2. Election, Term of Office, and Qualifications. The officers shall be elected by the Board of Directors from among such persons as the Board of Directors may see fit at the first meeting of the Board of Directors after the annual meeting of members of the corporation.

3. Vacancies. Any vacancy in the office of the president shall be filled immediately by the vice president. In case any other office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first annual meeting of directors next succeeding and until the election and qualification of his successor.

4. President. The president shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors. He shall serve as an ex-officio member of all committees. The president will be empowered to sign checks in the absence of the Treasurer.

5. Vice President. At the request of the president, or in the event of his absence or disability, the vice president shall perform the duties and possess and exercise the powers of the president; and to the extent authorized by law the vice president shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him by the Board of Directors.

6. Secretary. The secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Directors and members of the corporation. He shall see that a record is kept, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, and such records shall be open for inspection as prescribed by law. He may sign with the president or vice president, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, he may affix the seal of the corporation. He shall in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

7. Treasurer. The treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation. He shall enter regularly on the books of the corporation to be kept by him for the purpose full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the corporation, and he shall exhibit such books at any reasonable time or times to any director or member upon reasonable notice at the offices of the corporation. He shall present such books to the Finance Committee quarter-annually for audit. He shall present a written financial report to the membership at each regular meeting. He shall assist the finance committee in the preparation of an annual budget. He shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

8. Salaries. Salaries of all officers, for services rendered to or for the corporation in effecting one or more of its purposes, may be fixed by the Board of Directors, and any salaries shall be reasonable in amount. The fact that any officer is a member of the corporation or a director, or a member of the salary advisory committee, shall not preclude his receiving a salary or voting on the resolution providing for the same.

9. Removal. Any officer may be removed from office by the affirmative vote of three-quarters of all the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be

removed shall be entitled to at least ten days' notice in writing of the specific charges and of the meeting of the Board of Directors at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

10. PDBC shall have an Executive Board which will consist of the President, Vice President, Secretary and Treasurer. Added 2014.

#### Article V Nominating Committee

1. Number. The Nominating Committee will consist of a Chair person and two other members. The elections will be held in November of each year. No proxies will be allowed. Voting will be by ballots. Amended 2014.

2. Duties. The nominating committee will consider the roster of voting members as candidates to the Board of Directors Board of Directors, and will select a slate by majority vote of the committee. The committee will obtain the consent of each nominee as a prerequisite to nomination. The report of the nominating committee will be posted on the bulletin board at least four weeks prior to the election period.

3. Additional candidates. After the report of the nominating committee has been posted, additional candidates may be proposed by sponsors of at least five voting members, with the consent of the candidate. Names of nominees and signatures of sponsoring members will be posted on the bulletin board, and a copy delivered to the president.

4. Ballots. The Board of Directors shall be chosen by ballot by a majority of the votes of the members voting. The election will be conducted by the Judiciary Committee, who will prepare ballots, count the votes and report results to the membership at the annual meeting. All ballots will be retained by the Chairman of the Judiciary Committee for thirty (30) days following the election, at which time they will be destroyed. No proxy voting.

5. Unit 219 Representatives will be elected by the Board of Directors in November according to Unit 219 Bylaws. Notification of upcoming election will be posted at least two weeks prior to the election. Amended 2014.

#### Article VI Standing and Advisory Committees

1. Appointment. Permanent standing committees and, when deemed necessary, advisory committees and their chairman will be appointed by the President.

2. Judiciary Committee. The Judiciary Committee shall be a standing committee and will consist of at least three members. This committee will conduct elections and will handle any matters involving players' ethics which cannot be satisfactorily resolved by the club management. The committee will recommend to the Board of Directors punitive or disciplinary measures, which will be considered for action by the Board.

3. Employment Committee. The Employment Committee shall be a standing committee and will consist of at least three members. This committee will be responsible for recommending to the Board of Directors candidates for managerial positions or game directors.

4. Finance Committee. The Finance Committee shall be a standing committee and will consist of at least three members. The committee will submit to the Board for its approval an annual budget for the following year not later than December 1. The committee will prepare longer range plans when considered necessary and appropriate by the Board.

5. Advisory Committees. The members and chairman of any such committee serve during the pleasure of the President. Such advisory committees shall advise with and aid the officers of the corporation in all matters designated by the President. Each such committee may prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. A majority of the committee members shall constitute a quorum, and the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee.

The members of any advisory committee shall not be compensated for services to the corporation; provided, however, the Board of Directors shall have power in its discretion to contract for and to pay reasonable compensation to any member of an advisory committee

rendering unusual or exceptional services to the corporation in effecting one or more of its purposes.

#### Article VII

##### Agents and Representatives

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

#### Article VIII

##### Contracts

1. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contact or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

2. There will be a formal rent agreement.

#### Article IX

##### Fiscal Year

The fiscal year of the corporation shall commence on the 1st day of January and end on the 31st day of December.

#### Article X

##### Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction.

#### Article XI

##### Amendments

##### 1. Bylaws.

A. The Board of Directors shall have power to make, alter, or rescind the Bylaws of the corporation by affirmative vote of a majority of the Board at a regular or special meeting of the Board of Directors; provided, however, that notice of the proposed action shall be mailed to each member at least seven days prior to the vote.

B. Any director or member may propose amendments. Proposed amendments shall be submitted in writing to any member of the Board of Directors at least fourteen days prior to the vote.

2. Articles of Incorporation. The Articles of Incorporation may be amended in the manner provided by law.

#### Article XII

#### HISTORY OF THE BY-LAWS

Originally adopted March 7, 1984.

Amended Feb. 18, 1986

Amended Oct. 20, 1987

Amended ???

Membership 1 & 3 modified

Announce not ratify the election

Proxy votes eliminated

Deleted Article IX and moved advisory committees to Article VI

Added Finance Committee a standing committee under Article VI

Quorum changed to 15%?

Article VI 2. Revised Judiciary Committee Procedures

Amended: May 2014