

**BY-LAWS OF THE MYRTLE BEACH DUPLICATE BRIDGE ASSOC., INC.,
MYRTLE BEACH, SOUTH CAROLINA
(Revised 6 September, 2000)**

ARTICLE I – NAME, LOCATION, PURPOSE, AND OBJECTIVES

SECTION 1. NAME. The name of the Corporation (hereinafter referred to as the “Club”) shall be the Myrtle Beach Duplicate Bridge Association, Inc.

SECTION 2. LOCATION. The principal office of the Corporation shall be located at P.O. Box 7045, Myrtle Beach, South Carolina 29572-7045.

SECTION 3. PURPOSE. The purpose of the Corporation is to operate, manage, and maintain a non-profit bridge club under the sanction of the American Contract Bridge League (ACBL).

SECTION 4. OBJECTIVES. The goal of the Corporation is to promote and conduct bridge activities and competition for Club members, guests and visitors, and,

- a. to establish and conduct programs for teaching bridge and increasing the participation of new players in Club games;
- b. to promote and stimulate interest in competitive bridge in all forms within the Grand Strand area;
- c. to encourage membership in the ACBL and to cooperate with all levels of the ACBL hierarchy in the promotion and operation of bridge tournaments and related activities;
- d. to cooperate with, and participate in, ACBL charity programs and to sponsor and conduct charity events in the Myrtle Beach and Grand Strand areas for the purpose of raising funds to support worthy charitable and humanitarian causes.

ARTICLE II – CORPORATE ORGANIZATION

SECTION 1. GENERAL. The Club is certified and incorporated as a Nonprofit Corporation by the State of South Carolina; Federal tax-exemption has been granted under Section 501(c)(7) of the Internal Revenue Code.

SECTION 2. CORPORATE STRUCTURE. The affairs of the Corporation shall be managed and conducted by a Board of Directors. The Board of Directors of the Corporation shall consist of the following nine (9) Club members:

The President

The Vice-President

The Secretary

The Treasurer

The immediate Past President

Four (4) At-Large Board Members

SECTION 3. MEMBERSHIP ELIGIBILITY. Any person shall be eligible for membership, provided that such person agrees to promote the objectives of the Club and accepts all provisions on the By-Laws. No person shall be denied membership because of race, religion, age sex, or ethnic origin.

SECTION 4. **FISCAL YEAR.** The fiscal year of the Corporation shall begin the first day of April and terminate the last day of March.

ARTICLE III – MEMBERSHIP

SECTION 1. **CLUB MEMBERSHIP.** Members of the Myrtle Beach Duplicate Bridge Association, Inc., shall consist of all persons who are currently members, and all eligible persons who hereafter apply and are approved for membership by the Board of Directors in accordance with these By-Laws. Effective upon payment of the annual membership dues, such persons shall become and remain members subject to the following:

- a. A member who is guilty of misconduct that is determined to be injurious to the character or interests of the Club, including ethical misconduct defined in ACBL regulation, or who shall have violated the By-Laws or other established regulations of the Club, may be expelled or suspended from the Club by a two-thirds (2/3) vote of the full Board of Directors; provided that no member shall be censured, suspended, expelled, or otherwise disciplined until they have been furnished with written charges, to which they have had time to reply, or until after a hearing of which the person shall have received reasonable notice. Every individual shall be afforded due process under applicable ACBL guidelines for membership organizations and such regulations as are established by the Board of Directors of the Club (which shall not be in conflict with the regulations of the ACBL).
- b. Membership privileges may be terminated if annual dues are not paid in accordance with regulation of the club.

SECTION 3. **DUES.** Annual membership dues shall be established by the Board of Directors.

SECTION 4. **GENERAL ASSESSMENTS.** The Board of Directors shall have no power to impose or levy any general assessment or annual charge to members, other than annual membership dues, unless approved by a two-thirds (2/3) vote of the membership, such vote to be conducted in accordance with these By-Laws.

ARTICLE IV – MEMBERSHIP MEETINGS

SECTION 1. **ANNUAL MEETING.** The annual membership meeting of the Corporation shall be held on the last Wednesday of March in each year, or on such other proximate date, at such time and place in Horry County, South Carolina, as may be specified by the Board of Directors.

SECTION 2. **SPECIAL MEETINGS.** Special meetings of the membership shall be called by the Secretary if so ordered to do so by the Board of Directors, or upon the written request of any ten (10) members.

SECTION 3. **NOTICE OF MEMBERSHIP MEETINGS.** Notice of the time and place of the annual membership meeting and of special meetings of the membership shall be in the form of appropriate written notices and oral announcements made at Club bridge game locations at least ten (10) days before the meeting is to be held. The notice shall include an agenda of the matters to be taken up at such meeting. No other business

shall be acted upon at any membership meeting unless approved by a majority vote of the members present..

SECTION 4. VOTING.

- a. Unless otherwise specified in these By-Laws, Club business that requires an approval vote at a membership meeting will be approved by a majority vote of the members present at the meeting.
- b. Unless otherwise specified in these By-Laws, Club business that requires approval by a majority vote, or a two-thirds (2/3) vote, of the membership will be submitted in a written ballot to every member. Ballots will be counted at the end of four weeks from mailing (or other distribution); non-returned ballots will be counted as approving the ballot issue.
- c. There shall be no voting by proxy at any membership meeting.

SECTION 5. QUORUM. A quorum for the transaction of business at any annual or special meeting of the membership shall consist of fifteen (15) of the active members.

ARTICLE V – BOARD OF DIRECTORS OF THE CORPORATION

SECTION 1. ELECTION OF THE BOARD OF DIRECTORS. Candidates for Board Officers and Members shall be chosen and elected from, and by, the membership of the Club. Each fiscal year a Nominating Committee comprised of three (3) members of the Club shall be appointed by the Board of Directors no later than the first Monday in February. At the annual membership meeting the Chair of the Nominating Committee will present the proposed slate for replacement of Board Members whose terms are expiring. Nominations may also be made from the floor at any meeting at which elections are held.

SECTION 2. AT-LARGE BOARD MEMBERS. Two At-Large Members of the Board shall be elected by simple majority vote of the members present at the annual membership meeting each year. The normal term of each Member of the Board shall be two (2) years, but under special circumstances the sitting Board may approve different terms in office. Board members shall take office on April 1st of the year they are elected. The immediate past-President will serve a term of two (2) years on the Board of Directors, with voting powers, following his/her term of office as Club President. Sitting Board Members or past Members of the Board of Directors may be re-elected to serve on the Board for additional terms in office, except that no elected Board Member may serve for more than six (6) consecutive years.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall normally be called by the President. Additional meetings of the Board will be held if requested by a majority of Members of the Board. The Board of Directors shall hold a minimum of three meetings a year.

SECTION 4. NOTICE OF BOARD MEETINGS. Timely oral or written notice of all meetings of the Board of Directors shall be given by the Secretary to each member of the Board. Notice of such meeting shall be given to each member at least one week before the time of the meeting. At the discretion of the President a meeting of the Board may be held without notice when all Members of the Board are present.

SECTION 5. QUORUM. Five (5) Members of the Board of Directors shall constitute a quorum for the transaction of business. Less than a quorum may vote to adjourn.

SECTION 6. **VOTING.** Unless otherwise specified by these By-Laws, all corporate business of the Board shall be approved by majority vote of the Board members present. Voting by proxy (by telephone or writing) at meetings of the Board of Directors may be approved by a quorum of the board.

SECTION 7. **POWERS AND DUTIES OF THE BOARD.** The Board of Directors shall control and manage all affairs, property and expenditures of the Club, and may exercise all the powers of the Corporation except such as those expressly reserved to the membership by law or by these By-Laws. All actions of the Board shall be by majority vote of the Board members present. Additional powers and duties of the Board derive from the Laws of the ACBL and the Corporation laws of the State of South Carolina.

SECTION 8. **OTHER DUTIES OF THE BOARD.** From time to time, the Board of Directors shall appoint a Club Manager. The Board shall determine the compensation, if any, to be paid to the Club Manager, to Bridge Game Directors, or to any other individual for services rendered to the Club. The Board shall resolve all issues that may arise between Committees.

SECTION 9. **STANDING COMMITTEES.** There shall be eight (8) Standing Committees:

- Equipment
- Ethics & Grievances
- History
- Hospitality
- Partnership
- “Sunshine”
- Tournament

Each elected Board Member shall be appointed to Chair a Standing Committee during his term in office, and will be responsible for forming Ad Hoc Committees of volunteers from the membership at-large to carry out the Committee’s functions, as may be necessary. Standing Committee Chairpersons shall coordinate Committee activities with the Club Manager and the Club President.

ARTICLE VI – OFFICERS

SECTION 1. **GENERAL.** The Officers of the Club (who are also Officers of the Corporation) shall be Members of the Board of Directors and shall consist of a President, a Vice-President, a Secretary, and a Treasurer. These officers shall be elected by a simple majority of the members present at the annual membership meeting.

SECTION 2. **TENURE OF OFFICERS.** All Officers shall normally hold office for two (2) years. Any Officer may be removed by a majority vote of the Board of Directors for cause. Vacancies on the Board may be filled by the Board of Directors for the unexpired term of office.

SECTION 3. **DUTIES AND POWERS OF OFFICERS.** The Corporate responsibilities of Club Officers are defined by the laws of South Carolina. Other duties and powers of Club Officers shall be as outlined and set forth in the By-Laws. Further duties and powers may be assigned by the President or Board of Directors.

PRESIDENT. The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over all affairs of the Club. The President shall be an ex-officio member of all Committees. If present at the meeting, the President shall preside at all meetings of the membership and of the Board of Directors.

- a. The President shall sign such corporate instruments as the Board of Directors may direct
- b. The President shall appoint all Committee Chairpersons for conducting the affairs of the Club except the Chair of the Nominating Committee who shall be chosen by Committee members

VICE-PRESIDENT. The Vice-President shall act for the President if the President is absent or disabled, and shall perform such other duties as may be assigned by the President. The Vice-President will normally serve as President-Elect.

SECRETARY. The Secretary shall attend all meetings of the membership and of the Board of Directors, shall keep detailed record of the conduct of all such meetings, including all votes and business transacted thereat, and shall publish minutes (or other summaries) of such meetings as are required by these By-Laws and by South Carolina articles of incorporation. The Secretary shall maintain all non-financial records of the Corporation, which records shall be open to inspection by the Board and any club member at all times. The Secretary shall conduct the correspondence of the Corporation, except that which is in the purview and responsibility of the Club Manager. The Secretary shall keep, or provide for the keeping of, the rolls of the membership, receive all membership applications, and shall perform such other duties as the Board of Directors may prescribe or which may be imposed by law.

TREASURER. The Treasurer is the Chief Financial Officer of the Corporation. He shall have general charge of the financial affairs of the Club subject to the supervision and control of the Board of Directors. He shall maintain financial records of the Corporation in conformance with generally accepted practices approved by the IRS for Section 501(c) (7) organizations. The Treasurer shall have authority in the name of, and on behalf of, the Corporation to collect all fees, dues and other accounts due to the Corporation. He shall have authority in the name of, and on behalf of, the Corporation to sign contracts, bonds, membership certificates, insurance policies, tax filings and any other such agreements as may require fiduciary authority. The Treasurer shall keep all Corporate funds in financial institutions in the name of the Corporation; shall keep regular books of account and render a statement of the accounts whenever requested to do so by the Board of Directors, and at each annual meeting. The Treasurer shall prepare for Board approval such documentation as may be required from time to time by the South Carolina Department of Revenue, by the Internal Revenue Service, or by other State and Federal Departments.

- a. The Treasurer shall have custody of all financial records and documents of the Corporation.
- b. A Board Member may be designated by the Board as Assistant Treasurer to act during the absence of the Treasurer. During such absence, the Assistant Treasurer will have all the fiduciary authority and responsibility assigned to the Treasurer by the State of South Carolina and these By-Laws.

ARTICLE VII – CLUB MANAGER

SECTION 1. GENERAL. The Club Manager shall be the Corporation’s manager of all Club bridge game activity and shall plan, organize, schedule and conduct all bridge activities of the Club. The Club Manager shall be the Club’s chief technical representative to the ACBL. The Club Manager shall prepare and publish game and tournament schedules. The Club manager shall be responsible for, and in charge of, assigning Bridge Game Directors for games held at the Club, and for promulgating standards under which the bridge games are to be conducted in accordance with ACBL rules and regulations. The Club Manager shall perform other duties as the Board of Directors may direct.

a. The Club Manager may not be a Member of the Board of Directors of the Corporation.

SECTION 2. BOARD AUTHORITY. The Board of Directors shall have final approval authority over corporate activities of the Club Manager.

ARTICLE VIII – AMENDMENTS AND INTERPRETATION

SECTION 1. AMENDMENTS. Articles I through VIII of these By-Laws may be amended at any regular or special meeting on the membership, with a quorum present, by affirmative vote of two-thirds (2/3) of the members present, provided that notice of the proposed amendment has been announced at least two weeks prior to the meeting.

SECTION 2. INTERPRETATION. The Board of Directors, by majority vote, shall resolve all questions of interpretation of these By-Laws.

SECTION 3. NOTIFICATION. The Internal Revenue Service shall be notified of all By-Law changes by copy of the amended By-Laws.

ARTICLE X – DISSOLUTION

SECTION 1. GENERAL. In the event of dissolution of the Corporation, its residual assets will be assigned to one or more organizations which themselves are exempt as organizations described in Section 501(c) and Section 170 (c) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

SECTION 2. PERMANENCE. This By-Law provision on dissolution is unalterable and permanent, and may not be amended by any future action of the Board of Directors or of the membership.

There being a quorum, these By-Laws as (amended) were approved by an affirmative vote of more than two-thirds of the members present at the special membership meeting of the Myrtle Beach Duplicate Bridge Association, Inc. on September 6, 2000.

Attested: _____, Secretary
Evelyn Brandon