

**ARTICLES OF INCORPORATION  
OF THE BURLINGTON BRIDGE CLUB, INC.**

The undersigned, all of whom are citizens of the United States and residents of the State of Vermont, desiring to form a Nonprofit Corporation under the Vermont Nonprofit Corporation Act, do hereby certify:

**I. Name and Principal Office**

The name of the Corporation is the Burlington Bridge Club, Inc., as certified by the Vermont Secretary of State effective July 23, 2024. The principal office of the Corporation is in the Town of Williston, Chittenden County, Vermont.

**II. Corporate Purpose**

The Corporation is organized exclusively for social, recreational, and educational purposes including promotion of the game of duplicate bridge; promotion of the charitable activities of the American Contract Bridge League (ACBL); and education of the public at large about the health benefits and social aspects of the game of bridge.

**III. Initial Resident Agent and Office  
For Service of Process**

The initial resident agent is J. Stuart Showalter. The office for service of process is 600 Blair Park Road, #150, Williston, VT 05495. Email: vtbridgeacbl@gmail.com. Phone: 802-872-5722.

**IV. Initial Directors**

The names and addresses of the persons who are the initial directors of the Corporation are as follows:

Steven Ackerman, 18 Lost Nation Rd., Essex, VT 05452  
Donna B. Hale, 370 Farrell St., Apt. 213, So. Burlington, VT 04403  
Mark D. Oettinger, 40 Edgewood Ln., Burlington, VT 05401  
Donald L. Sharp, 788 Bishop Rd., Shelburne, VT 05482  
J. Stuart Showalter, 236 Zephyr Rd. #307, Williston, VT 05495

**V. Private Inurement Prohibited**

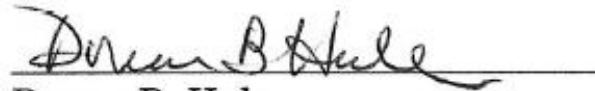
No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any individual, except that the Corporation may pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article II. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under the Internal Revenue Code

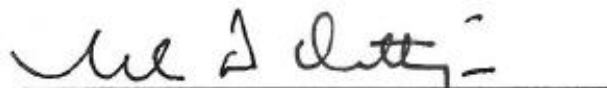
## VI. Perpetual Existence

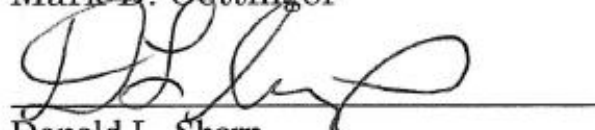
The Corporation is intended to have perpetual existence; however, if for any reason the Club should disband, all assets on hand shall be held in trust for the Club for a period of up to two years. If, at the end of two years, the Club has failed to recommence operations, the money shall be donated to the Vermont Bridge Association (ACBL Unit 175) or to the ACBL itself should the Unit no longer exist.

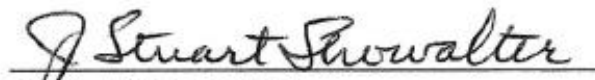
In witness whereof, we have subscribed our names.

  
Steven Ackerman

  
Donna B. Hale

  
Mark D. Oettinger

  
Donald L. Sharp

  
J. Stuart Showalter

Attachment: Certificate of Incorporation

**STATE OF VERMONT  
OFFICE OF SECRETARY OF STATE**

**The Office of Secretary of State hereby grants a**

Certificate of Incorporation

to

**BURLINGTON BRIDGE CLUB, INC.**

A Vermont Domestic Non-profit Corporation, effective July 23, 2024

July 23, 2024



Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital

A handwritten signature in black ink, appearing to read "Sarah Copeland Hanzas".

Sarah Copeland Hanzas  
Secretary of State

Business ID: 0452391  
Filing Number: 0003232202

# **Bylaws of the Burlington Bridge Club, Inc.**

## **ARTICLE I – Name and Purposes**

A. The name of the Club shall be the Burlington Bridge Club, Inc. Under a charter granted by the American Contract Bridge League (ACBL), it operates the Burlington Bridge Club (the “Club”) for the education, pleasure, and recreation of its members and guests. No part of the net earnings of the Club shall inure to the benefit of any individual.

B. The principal purposes of the Club are to:

- Maintain the social enjoyment of the game of bridge; promote improvements in the skills the individual player; educate newcomers on the social and intellectual benefits of the game; and promote knowledge about bridge among the public.
- Develop procedures, rules, and policies necessary to facilitate a positive, orderly, and welcoming social setting in which to play and learn the game of bridge.
- Assist the ACBL, District 25, and Unit 175 in promotion of the game of bridge.
- Increase the number of bridge players by recruiting and educating young people and other newcomers.
- Conduct duplicate bridge games at regularly scheduled times and award master points in accordance with ACBL requirements, including its Zero Tolerance Policy.
- Encourage and enforce the highest standards of conduct and ethics for bridge players.
- Cooperate in the ACBL’s charity programs and sponsor and conduct its own charity events for worthy humanitarian causes.
- Conduct such other activities as may be in keeping with these main objectives.

## **ARTICLE II – Membership and Dues**

A. Members of the Club shall include Vermont-resident ACBL members in good standing who wish to play in any of the Club’s duplicate games. Upon approval of the Governing Board, membership may also be extended to Vermont residents who are not ACBL members and to ACBL members who reside outside the State of Vermont.

B. There shall be no classes of membership, and no otherwise eligible person may be denied membership because of race, creed, color, sex, sexual orientation, gender identity, religion, national origin, or other legally prohibited classification.

C. Members shall be entitled to vote in person at the Annual Meeting and any special meetings of the Club and shall be eligible for election or appointment to any Club office or committee.

D. Dues, if any, shall be as determined from time to time by the Board of Directors. Bridge play requires payment of game fees, which shall be in addition to any membership dues and may vary depending on the needs of the Club and ACBL requirements.

## **ARTICLE III – Membership Meetings and Elections**

A. There shall be a meeting of the membership to elect Board members every second anniversary of the first meeting of the Board following incorporation. The Secretary shall provide the Club’s members with notice of the meeting and its agenda at least twenty days prior to the chosen date. “Notice” may be made by email, by posting on the Club’s website, and by signage at the Club.

B. Special meetings of the members may be called at any time upon written request of a majority of the Board. Notice of any special meeting shall be given at least ten days prior to the chosen date. Said notice shall contain a list of the matters to be considered, and no business may be conducted other than that which pertains to the agenda items.

C. A quorum for the transaction of business at any duly noticed meeting of the membership shall consist of those members present.

D. All membership meetings shall be conducted according to generally accepted rules of parliamentary procedure.

E. *Reserved powers.* In addition to such rights as are provided by law, the powers to amend the Articles of Incorporation and Bylaws, to elect or remove members of the Board, and to dissolve the corporation are reserved to the membership.

#### **ARTICLE IV – Governing Body and Officers**

A. The Club's governing body shall consist of a Board of Directors (the "Board") comprising five or more persons chosen by the membership at the biennial meeting, *provided that* the initial Board shall consist of the incorporators of the Burlington Bridge Club, Inc. A vacancy on the board may be filled by the remaining Board members from among the Club's members.

B. The officers of the Club shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be a Board member chosen for the position by vote of the Board. One person may serve as both Secretary and Treasurer, if necessary. Officers shall serve until their successors have been chosen. A vacancy in an officer position may be filled by vote of the remaining Board members, and the individual so chosen shall serve in that capacity until the next biennial meeting. The duties of the officers shall be those traditionally understood to be appropriate to the respective position and as otherwise assigned by the Board.

C. The first meeting of the Board shall take place within thirty days following the date of incorporation. At its first meeting, or as soon thereafter as practicable, the Board shall adopt these bylaws and a conflict-of-interest policy that complies with the requirements of the Internal Revenue Service and Vermont law for similar organizations.

D. The Board shall have all rights and powers generally held by similar Vermont nonprofit corporations; shall establish policies and procedures to achieve the purposes of the Club; and shall, upon recommendation of the Membership Committee, make final determinations regarding sanctioning of any member for violation of the Zero Tolerance Policy.

#### **ARTICLE V – Club Manager**

The daily activities of the Club shall be conducted by a Club Manager chosen by and responsible to the Board of Directors. The Club Manager shall be an active member of ACBL who is conversant with the typical operations of a duplicate bridge club. The Club Manager may, but need not, be a member of the Board but in any event shall attend board meetings and work closely with the Board members to help achieve the Club's purposes

#### **ARTICLE VI – Committees**

A. There shall be the following standing committees:

- The Education Committee, which shall be responsible for the Club's ongoing teaching program and for raising awareness of the game among the public.
- The Charities Committee, which shall be responsible for coordinating annual participation in The Longest Day fundraiser of the ACBL and Alzheimer's Association and for planning other activities to support ACBL charities
- The Facilities Committee, which shall be responsible for obtaining supplies and for general upkeep of the Club's spaces. The Club Manager shall chair the Facilities Committee.
- The Membership Committee, which shall be responsible for maintaining a roster of members, for assisting in the recruitment of new members, and for managing communications to the membership via email, the Club's website, and other means. The Membership Committee shall also be responsible for investigating alleged Zero Tolerance Policy violations or other inappropriate conduct by Club members and recommending to the Board necessary corrective or disciplinary actions.
- The Nominations Committee, which shall be responsible for choosing candidates for election to the Board.

B. The chairperson and members of each standing committee shall be appointed by the President. Committee members may be any member of the Club having an interest in the subject matter.

C. With the advice of the board, the President may establish other necessary committees from time to time and may appoint persons to serve on those committees.

## **ARTICLE VII – Finances**

- A. The fiscal year of the Club shall be January 1 to December 31. Prior to the end of each fiscal year, the Treasurer and the Directors shall prepare, or cause to be prepared, a budget of estimated income and expenditures for the coming year.
- B. The Treasurer shall deposit all funds of the Club in a financial institution approved by the Board, and all bills shall be paid by check, on-line transfer, or other electronic means. The Treasurer shall also submit financial reports to the Board as requested.
- C. Near the end of each fiscal year, an internal financial review shall be performed by a committee of three people appointed by the Board. The committee shall consist of the Treasurer and two other Club members, at least one of whom is not a Board member, who are familiar with generally accepted accounting practices. The review committee's findings shall be reported to the full board no later than December 15 in conjunction with preparation of the following year's budget.
- D. The Board may from time to time establish spending guidelines for use by the Treasurer, Club Manager, and others.

## **ARTICLE VIII – Vacancies in Office**

- A. If the office of the President should become vacant, the Vice-President shall assume the duties of President. With the consent of the board, the President may fill any vacancies on the board. Any appointee shall complete the unexpired terms of the individual they replaced.
- B. Removal of Board Members. Any officer or other director may be removed upon a two-thirds vote of the Board. Grounds for removal include, but are not limited to, nonattendance at meetings, disruptive conduct, taking actions that are contrary to Board policy, and other behavior detrimental to the mission of the Club or the welfare of its members.

## **ARTICLE IX – Dissolution**

If for any reason the Club should disband, all assets and money on hand will be deposited in a bank chosen by the Board and shall be held in trust for the Club for a period of up to two years. If, at the end of two years, the Club has failed to recommence operations, the money shall be donated to the ACBL Educational Foundation (EIN 58-1733600).

## **ARTICLE X – Amendments**

Amendments to these bylaws may be made at any biennial or special meetings of the membership, if notice of the intended amendment has been given in accordance with Article III. A majority vote of all members present and voting is required for adoption. No amendments to these By-Laws may be made which are not in harmony with the Club's purposes or which are inconsistent with or contrary to the spirit and principles of the Club or the ACBL

## **ARTICLE XI – EFFECTIVE DATE**

These bylaws are effective beginning the first day of October 2024.

*J. Stuart Showalter*

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Secretary