

CALGARY DUPLICATE BRIDGE ASSOCIATION

ACBL UNIT 390

BYLAWS

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BYLAWS

of the

CALGARY DUPLICATE BRIDGE ASSOCIATION

ACBL UNIT 390

(adopted March 24, 2018)

ARTICLE I

NAME; INCORPORATION; REGISTERED OFFICE

1.1 Name. The name of this organization shall be the CALGARY DUPLICATE BRIDGE ASSOCIATION ACBL UNIT 390 and is referred to in these bylaws as the “Unit”.

1.2 Incorporation. The Unit is incorporated as a non-profit Society under the laws of the Province of Alberta.

1.3 Registered Office. The registered office of the Unit shall be located in the Province of Alberta at such place as may be fixed from time to time by the Board of Directors upon filing of such notice as may be required by law.

ARTICLE II

AMERICAN CONTRACT BRIDGE LEAGUE

2.1 Governance. The Unit is a separate legal entity that interacts with the American Contract Bridge League (“ACBL”) through the unit charter process. As such, the Unit and its members shall be subject to, and abide by, the bylaws and regulations of the ACBL as in existence and amended from time to time by the ACBL. No Unit rule, regulation or bylaw shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL unless such rule is a requirement under the laws of the Province of Alberta. The Unit shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures and bylaws of the ACBL.

2.2 Borrowing Power. The Unit cannot borrow money.

ARTICLE III

ACBL UNIT JURISDICTION

3.1 Jurisdiction. The geographical area within which this Unit shall have ACBL jurisdiction is as presently, or may be in the future, assigned to it by the Board of Directors of the ACBL.

ARTICLE IV

MEMBERSHIP

4.1 Members. Any person who is a member of the American Contract Bridge League and resides within the geographic area over which this Unit has jurisdiction shall be a member of the Unit. Any person who lives outside the geographic area over which this Unit has jurisdiction may apply for membership in the Unit according to regulations established by the ACBL. Any person who resides in the geographical area of the Unit may apply to become a member of a different unit according to regulations established by the ACBL. These applications are in writing and directed to the Secretary of the Unit. Members of the Unit may be suspended, expelled or otherwise disciplined in accordance with rules and regulations established by the ACBL Board of Directors.

4.2 Rights and Obligations. In accordance with the procedures established by the ACBL Board of Directors, the members of the Unit shall have voting rights and any other legal rights or privileges in connection with the governance of the Unit. Members of the Unit shall be required to abide by, and to conduct themselves in a manner consistent with, the bylaws, regulations, policies, code of conduct and ethics standards established by the ACBL.

4.3 Termination of Membership. A member shall remain a member of the Unit until they change their residence to a place outside the jurisdiction of the Unit, without taking the necessary steps to retain membership in the Unit, as per ACBL regulations.

ARTICLE V

MEMBERSHIP MEETINGS

5.1 Annual Meeting. The Annual Meeting of the Unit shall be held at such time and place as may from time to time be fixed by the President or the Board. The agenda of the Annual Meeting shall include the presentation of audited financial statements, election of directors, appointment of the auditors and transaction of such other business as may properly come before the meeting. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Unit or invalidate any action taken by the Board of Directors or officers of the Unit.

5.2 Special Meetings. Special meetings of the membership of the Unit may be called by the President or the Board of Directors. A special meeting shall be called by the President on petition by not less than fifty (50) members entitled to vote.

5.3 Place of Meeting. All membership meetings of the Unit shall be held within the geographical limits of the Unit.

5.4 Notice of Meeting. Notice, written, printed or by electronic transmission, stating the place, day and hour of the Annual Meeting or the Special Meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) days before the date of the meeting, at the direction of the President, by the Unit Secretary to each member entitled to vote at such meeting.

5.5 Chairman and Secretary of the Meeting. The President or, in the absence of the President, the Vice President shall chair any meeting of the members. If the President or Vice President are not present, the persons present and entitled to vote shall choose a member of the Board of Directors to chair the meeting. If the Secretary is absent, the Chairman shall appoint a person who need not be a member of the Unit to act as secretary of the meeting.

5.6 Quorum. Thirty (30) members in good standing of the Unit shall constitute a quorum of any meeting of the membership.

5.7 Voting. Subject to applicable legislation or regulation, every member in attendance at a meeting of the members is entitled to one vote for each item of business that has properly come before the meeting. Unless otherwise required by the bylaws or by law, every question at a meeting of the members shall be determined by a majority of the votes cast on the question. In the event of an equality of votes, the Chairman shall be entitled to a second or casting vote. Any item of business that has properly come before the meeting as a special resolution shall be passed by a majority of not less than 75% of the votes of those members in attendance who, if entitled to do so, cast a vote on that question.

5.8 Proxy Voting. No proxy voting shall be permitted at membership meetings.

ARTICLE VI

BOARD OF DIRECTORS

6.1 Powers and Duties. The management of all business, property, and interests, and other affairs of the Unit shall be vested in its Board of Directors. Among the powers hereby conferred is the power to impose sanctions upon members in accordance with ACBL rules and regulations, to delegate non-policy making authority to members who are not directors, and, in general, to take such other and further actions as may from time to time be necessary to further and implement the aims of the Unit. The Board of Directors is the sole judge of its own membership.

6.2 Directors Fiduciary Duties and Standards of Conduct. Each Director is subject to a duty of loyalty to the Unit and a duty of care in the performance of his duties as a director.

6.3 Nomination and Election of Directors. At a time reasonably in advance of each annual meeting of the Unit, the President shall appoint a nominating committee. The nominating committee shall determine and present to the members a list of nominees for election as directors to fill the position of those directors whose term shall expire at the next annual meeting of the members. The members shall, by affirmative vote as required by the provisions of Article 5.7 of these bylaws, elect the requisite number from among the list of nominees.

6.4 Number. The Board of Directors shall consist of not fewer than seven (7) members and not more than twelve (12) members. All directors must be members in good standing of the ACBL as well as members of the Unit. All directors shall not have financial or personal interests that are, or appear to be, inconsistent or at odds with the interests of the Unit nor derive a financial or other benefit directly or indirectly from decisions of the Unit Board.

6.5 Term of Office. The requisite number of directors shall be elected each year to replace those who are retiring. The term of office shall be two (2) years and shall commence immediately following the election at the Annual Meeting. All Board members shall hold office until their successors are elected unless preceded by their death, resignation or removal.

6.6 Regular and Special Meetings. The Board shall establish a schedule for regular meetings. Regular meetings of the Board of Directors shall be held, with proper notice, not less frequently than once per quarter. Special Meetings of the Board may be called at any time by the President, the Board, or upon the written request of the majority of the directors.

6.7 Notice. Meetings of the Board of Directors may be held without notice if a quorum of the Board is present provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting otherwise they are void as though the meeting did not occur.

6.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6.9 Vacancies. All vacancies in the Board of Directors whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall hold office for the unexpired term of their predecessor.

6.10 Removal. Any member of the Board of Directors may be removed from the Board by a majority vote of the Board of Directors after being notified in writing or by email by the Secretary.

6.11 Remuneration and Reimbursement. The directors of the Unit shall serve without remuneration but may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

6.12 Resignation. Any director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral notice at any meeting of the Board of Directors. The notice will specify the effective date of the resignation. Acceptance of a Director's resignation will not be necessary to make it effective.

6.13 Voting by Proxy. Voting by proxy is not permitted.

ARTICLE VII

OFFICERS

7.1 Designations. The Board of Directors shall appoint a President, a Vice President, a Secretary and a Treasurer from among the directors. All officers shall be appointed for terms of one year. Officers may serve more than one term and shall hold office until their successors are appointed. Any two or more offices may be held by the same person.

7.2 President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Unit and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

7.3 Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to them by the Board of Directors.

7.4 Secretary. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the Unit records, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Unit will not adopt a seal.

7.5 Treasurer. The Treasurer shall have the custody of all monies and securities of the Unit and shall keep regular books of account. The Treasurer shall disburse funds in payment of the just demands against the Unit or as may be ordered by the Board of Directors and shall render to the Board of Directors, from time to time as may be required, an account of all transactions undertaken or recorded as Treasurer and of the financial condition of the Unit. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The books of the Unit shall be audited once a year and presented to the membership at the Annual General Meeting.

7.6 Removal. Any officer of the Unit may be removed at any time by a majority vote of the Board of Directors after being notified in writing or by email.

7.7 Remuneration and Reimbursement. The officers of the Unit shall serve without remuneration but may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

7.8 Resignation of Officers. Any officer may resign at any time by delivering written notice to the President or Secretary, or by giving oral notice at any meeting of the Board of Directors. The notice will specify the effective date of the resignation. Acceptance of an officer's resignation will not be necessary to make it effective.

7.9 Vacancies. Any vacancy occurring in any office whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the directors. An officer appointed to fill a vacancy shall hold office for the unexpired term of their predecessor.

ARTICLE VIII

COMMITTEES

8.1 Establishment. The President, with the approval of the Board of Directors, shall have the power to create and appoint the members of such standing and special committees as may deemed necessary or appropriate, designate the chairs thereof and assign functions thereto. The members of committees need not be members of the Board of Directors.

8.2 Terms of Office. Each member of a committee shall serve until a successor is appointed or they resign unless the committee is sooner dissolved.

ARTICLE IX

AMENDMENT OF THE BYLAWS

9.1 Bylaws. These bylaws may be amended, altered or repealed and new bylaws may be adopted by a Special Resolution of the members present at any Annual or Special Meeting of the members at which quorum is present and proper notice has been given.

ARTICLE X

INDEMNIFICATION

10.1 Indemnity. The Unit shall indemnify all directors and officers, and all former directors and officers of the Unit, their heirs, executors, administrators, successors and assigns against all costs, damages, charges and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect to any action or proceeding in which they are made a party by reason only of being or having been a director or officer of the Unit if: a) they acted honestly and in good faith with a view to the best interests of the Unit, and b) they had reasonable grounds for believing that their conduct was lawful.

ARTICLE XI

MISCELLANEOUS

11.1 Publication. The official publications of the Unit shall be as designated by the Board of Directors and shall be published by the Unit.

11.2 Inoperative Sections. If any portion of the bylaws shall be invalid or inoperative; then, that portion to the extent reasonable and possible shall be severed from the document. The remainder shall be valid and operative, and effect shall be given to the intent that remaining portion manifests.

11.3 Interpretation. Whenever the content indicates the singular shall encompass the plural or vice versa. The headings are solely for organization, convenience and clarity. They do not define, limit or describe the scope of these bylaws or the intent of any of the provisions.

11.4 Books and Records. The Unit shall keep correct and complete records and books of account and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

11.5 Inspection of Books and Records. Members, in good standing, have the right to inspect the books and records of the Unit. They will submit a written request to the Unit Secretary who will set up a time convenient to the officer involved when the inspection can occur. The books/records may not be removed from the place of the meeting by the member who requested the inspection.

11.6 Fiscal Year. The fiscal year of the Unit shall run from April 1 to March 31.

ARTICLE XII

DISSOLUTION and NONPROFIT STATUS

12.1 Dissolution. The Unit is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members. It is organized solely for nonprofit purposes. On the dissolution or winding up of this Unit, assets held in trust or assets of the Unit remaining after payment of, or provision for payment of all debts and liabilities of the Unit shall be distributed according to the regulations and policies of the ACBL and the Laws of the Province of Alberta.