

Bridge Centre of Niagara



BYLAWS of the BRIDGE CENTRE OF NIAGARA

ARTICLE I - DEFINITIONS

1. “Act” or “ONCA” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
2. “Articles” means the “Articles of Incorporation” of the Corporation as amended or restated from time to time.
3. “Board” means the Board of Directors of the Corporation.
4. “Bylaws” means this bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force and effect.
5. “Chair of the Board of Directors” means the President elected to hold that office.
6. “Corporation” means the corporation that has passed these bylaws under the Act or that is deemed to have passed these bylaws under the Act.
7. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called.
8. “Member” means a member of the Corporation.
9. “Members” means the collective membership of the Corporation.
10. A Member “in good standing” means a member whose rights are not under suspension as a consequence of disciplinary proceedings, or by operation of some specific provision of these bylaws.
11. “Officer” means an Officer of the Corporation. (President, Vice-President, Treasurer, Secretary and Club Manager).
12. “BCON” means The Bridge Centre of Niagara.
13. “ACBL” means The American Contract Bridge League.
14. “Unit 255” is one of the units within ACBL
15. “AGM” means The Annual General Meeting
16. “Conduct and Ethics Committee” means a Standing Committee, as per Section 5.19.
17. “BCON rules” are as defined in the Club Policy and Procedure Manual or similarly named document.
18. A “proxy vote,” means the same as an “absentee vote” and is a ballot cast by a person (the proxy) on behalf of another person (the principal) when they are unable to attend a meeting.

ARTICLE II - NAME, PURPOSES, OFFICES

Section 2.1 Name

The name of this organization shall be the Bridge Centre of Niagara and is also known as BCON, and referred to in these bylaws as “BCON”.

Section 2.2 Incorporation

BCON is incorporated as a nonprofit corporation under the Corporations Act of the Province of Ontario (CA) and shall be governed by the CA and ONCA.

Section 2.3 The purposes for which BCON is organized are to:

1. Foster community welfare in the furtherance of the game of contract bridge in its various forms of competition;
2. Provide a place and the opportunity for playing duplicate bridge;
3. Provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community;
4. Promote and support contract and duplicate bridge education programs;
5. Conduct tournaments and other competitive contract and duplicate bridge events;
6. Promote a pleasant, welcoming, and courteous atmosphere for the enjoyment of the game;
7. Conduct such other activities as may be in keeping with its principal objectives.

Section 2.4 Address:

The registered office of the corporation is located at 2E Tremont Road, Unit 5, St. Catharines, Ontario, L2T 3B2, or at such place within the Niagara Region as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

ARTICLE III - BRIDGE CENTRE OF NIAGARA

BCON is a separate legal entity that may interact with the ACBL.

ARTICLE IV - USE OF BCON FACILITIES

BCON facilities shall be used for bridge related activities only. Any bridge related activities other than scheduled games and bridge classes will require the prior approval of the Board for each and every occasion.

ARTICLE V - ORGANIZATION

Section 5.1 Centre Management:

1. A Board of Directors, shall manage the property and business of BCON.
2. There shall be seven (7) voting members of the Board. These are the Officers in the positions of President, Vice-President, Secretary, Treasurer, Club Manager, and two (2) Directors.
3. Terms of office for Board members will be three years, commencing on the date of the AGM. Each year, a minimum of two (2) new Directors shall be elected for a three (3) year term. Any Director that has been brought on the board per Article 5.12 (Vacancies) shall be subject to the term of the person they replaced.
4. Committee Chairs and any BCON member may attend Board meetings with the permission of the President, and shall have voice with prior permission of the President, but no vote.

Section 5.2 Eligibility for the Board

1. Nominees must be BCON members in good standing
2. Nominees must have been BCON members for a minimum of one year, and must have been a member in the year immediately prior to being nominated.
3. Directors are elected to serve a three (3) year term, and may not succeed themselves after serving two (2) consecutive three (3) year terms.
4. Notwithstanding the above, no Director may succeed themselves after serving six (6) consecutive years.

Section 5.3 Elections

1. Directors shall be elected prior to the AGM as per the procedures detailed in Section 5.19.1.
2. Officers are elected by the Board at the Organizational Meeting:
 - (i) After the election of Board members, the newly elected Board may meet for the purpose of organization or otherwise,
 - a) immediately following their election, or
 - b) at such time and place as shall be fixed by consent of a majority of Board members.

Section 5.4 Duties and Responsibilities of Board Members:

1. President - The President Shall:
 - (i) Preside at all Board and Membership meetings.
 - (ii) Call Special Meetings.
 - (iii) Appoint all Committee Chairs, in consultation with Board members.
 - (iv) Appoint the standing Conduct and Ethics Committee.
 - (v) Effect strict adherence to these bylaws and BCON rules.
 - (vi) Effect all resolutions of the Board.
 - (vii) Serve as an ex-officio member of all committees.
 - (viii) Set the agenda for all meetings in consultation with the Secretary.
2. Vice -President - The Vice-President shall:
 - (i) Assist the President in the performance of that office.
 - (ii) Act as President in the absence of the President and exercise the powers and duties of that office.
3. Secretary - The Secretary shall:
 - (i) Record the minutes of all resolutions taken at such meetings.
 - (ii) Present the minutes for Board or Membership approval at the meeting following the meeting at which the minutes were taken.
 - (iii) Notify BCON membership of the AGM and Special Membership meetings.
 - (iv) Make documents available to all members.
 - (v) Maintain and update all BCON legal documents.
 - (vi) Verify that proxy forms have been correctly completed, and once satisfied, sign such proxy forms. (Schedule 2)
 - (vii) Update the Government of Ontario with the current Board members and any other information as required by ONCA and government regulations.

4. Treasurer - The Treasurer shall:
 - (i) Receive and deposit all funds received by BCON.
 - (ii) Disburse BCON funds as authorized by the Board and bylaws.
 - (iii) Maintain accurate records of all BCON financial transactions.
 - (iv) Report on the BCON financial situation at each Board meeting.
 - (v) Present a report at the AGM of BCON's financial status, and on major transactions of the previous year. This report shall be posted on the website, and be available to any and all members on request.
 - (vi) Present the budget for the following year at the AGM.

5. Club Manager - The Club Manager shall:
 - (i) Conduct all business with the ACBL (American Contract Bridge League), and the CBF (Canadian Bridge Federation).
 - (ii) With Board approval, schedule all BCON Championship and Special games.
 - (iii) Ensure that necessary fees, as approved by the Board, are paid.
 - (iv) Ensure that all ACBL masterpoint records have been updated as required to ensure accurate and fair handicap and stratification.
 - (v) Report monthly and year-to-date game attendance to the Board and recommend strategies and actions to improve game participation.
 - (vi) Report on game attendance at the AGM.

6. The Unit 255 Representative shall:
 - (i) Be a member of the Board at the time of their appointment.
 - (ii) Be elected each year by the Board, to the Unit 255 Board of Directors for a one year term from January 1st to December 31st, or as such period of the Unit 255 year.
 - (iii) Attend all Unit 255 Board of Directors and Membership meetings
 - (iv) Act as the liaison between the Board and the Unit 255 Board of Directors

7. Directors - Directors shall:
 - (i) Attend all Board and Membership meetings.
 - (ii) At all times follow the fiduciary requirements of those elected as Directors, including the duties of care, loyalty, reasonable diligence and confidentiality as decreed by statute and common law.
 - (iii) Respect the privacy of all members.
 - (iv) Perform other appropriate duties as requested by the President or Board.

Section 5.5 Powers of the Board of Directors:

1. In addition to the powers and authorities expressly conferred upon them by these bylaws, the Board may:
 - (i) Exercise all such powers of BCON and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these bylaws directed or required to be exercised by others.
 - (ii) Manage all business, property, and interests, and other affairs of BCON.
 - (iii) Impose sanctions upon offending Directors or members.
 - (iv) Delegate non policy making authority to members who are not Directors.

- (v) In general, take such other and further actions as may from time to time be necessary to further and implement the purposes and aims of BCON as set forth in Article II.
 - (vi) If a majority of Board members consent to any action taken without a meeting, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board.
2. Without prejudice to the general powers conferred by Section 5.5 and the Articles of Incorporation and BCON Bylaws, the Board shall have the following powers:
- (i) From time to time to make and change rules and regulations, consistent with these bylaws, for the management of BCON business and affairs.
 - (ii) To authorize expenditures in excess of \$500.00, excluding day to day expenditures, by vote at a regular or Special Board meeting.

Section 5.6 Voting at Board of Directors Meetings:

Every question at a meeting of the Board shall be decided by a majority of votes cast on the question. In the event of an equality of votes, the motion fails to pass.

1. When the vote is taken by a show of hands: The President shall exercise their right to vote, or their right to abstain, when their action will affect the outcome of the vote.
2. When the vote is taken by ballot: The President may either cast a vote, or abstain. The president announces the result of the vote with no mention of their own vote.

Section 5.7 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, or upon the written request of four (4) or more Directors.

Section 5.8 Notice of Meetings:

Notice, written or printed, of any regular or special meeting stating the place, day and hour of the meeting shall be forwarded no fewer than five (5) days nor more than ten (10) days prior to the date of the meeting.

Section 5.9 Compensation and Reimbursement of Directors:

The Directors of BCON shall serve without compensation in their capacity as Board members, but may be authorized to receive reimbursement of expenditures made on behalf of BCON. Directors may be compensated for services to BCON which are unrelated to their service as Board Directors.

Section 5.10 Online Participation in Meetings:

Online meetings, or a hybrid of online and in person meetings, may be held at the discretion of the President, or other presiding Officer in the absence of the chair, providing that a majority of Directors are in favour.

Section 5.11 Quorum:

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

Section 5.12 Vacancies:

All vacancies on the Board, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors. Each person so elected shall serve until the next AGM when the members shall confirm said Director or elect a successor to complete the term of the original Board Director.

Section 5.13 Removal:

A Director may be removed for cause at any meeting of the Board of Directors provided two-thirds ($\frac{2}{3}$) of those present shall so vote.

Section 5.14 Removal for Cause:

1. A Director may be removed for reasons of theft, mismanagement or perjury, as well as for failure to observe the fiduciary duties of care, loyalty, diligence or confidentiality.
2. The Board may declare vacant the position of a Board member if, within five (5) days notice of election, the Board member refuses to accept their position, either in writing or by failure to attend a meeting of the Board.
3. The Board may vote to remove a Board member from office if that Board member has three (3) unexcused absences from Board meetings within the year. Absences are excused by the President or their designee.

Section 5.15 Notice of Removal:

A Director subject to removal for cause shall be notified in writing, by registered mail, or similar, of the grounds for such removal, as well as the date on which they shall have the opportunity to dispute such action, the notice to be mailed at least ten (10) days before the meeting date. The notice must describe the grounds for such removal. Said Director shall have a reasonable opportunity at the meeting to object to and argue their removal without representation by counsel or by counsel of their choosing.

Section 5.16 Resignation:

Any Director may resign at any time by delivering written notice to the President, the Secretary, or by giving oral or written notice at any meeting of the Board. A Director's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a Director's resignation will not be necessary to make it effective.

Section 5.17 Voting by Proxy:

Voting by proxy shall not be permitted at Board meetings.

Section 5.18 Audit and Financial Review

Subject to the provisions of ONCA, the Board shall appoint annually at the AGM, an auditor or a person appointed to conduct a financial review engagement.

Section 5.19 Committees appointed by the Board

1. Nomination Committee and Election Procedures:
 - (i) The Nomination Committee is appointed by the President at least one (1) month prior to the AGM, and shall propose candidates for election as Directors of the Board.
 - (ii) This Committee shall be composed of two (2) to five (5) persons who are past BCON board members, and/or BCON members in good standing, and chaired by the immediate Past President, or a member in good standing appointed by the President.
 - (iii) Only members in good standing are eligible to be placed on the ballot.
 - (iv) Only those who have completed one (1) full year of membership in the year immediately prior to being nominated, are eligible to be placed on the ballot.
 - (v) Each year, the Nomination Committee shall generate a Nomination Form, from the template in Schedule 1 of these bylaws, or a form with the same information as in Schedule 1.
 - (vi) All candidates must complete the Nomination Form, which must be signed by two (2) members in good standing.
 - (vii) The Nomination Committee Chair shall confirm eligibility of candidates prior to accepting their Nomination Form.
 - (viii) The slate of nominees will be complete and posted at BCON and on the website, at least two (2) weeks prior to the AGM, and during this period members shall vote on the proposed slate by ballots cast at BCON.
 - (ix) The Board, at its discretion, may permit the use of mail-in or electronic voting.
 - (x) Members of the Nomination Committee shall count the ballots, and the President shall announce the election of the successful candidates at the AGM.
2. Conduct and Ethics Standing Committee:
 - (i) Appointed by the President.
 - (ii) Resolves matters involving improprieties at BCON.
 - (iii) Responds to written complaints received by the President.
 - (iv) Makes recommendations to the Board in accordance with ACBL or BCON rules.
3. Unless otherwise determined by the Board, each committee appointed by the Board shall have the power to fix the quorum for its meetings at not less than a majority of its members, and to fix its rules of procedure. The Chair of each committee is responsible for submitting reports as necessary to the President and Secretary on committee activities.
4. The President, with the approval of the Board, shall have the power to create and appoint the members of such standing and special committees as they deem necessary or appropriate, and to designate the Chairs thereof and assign functions thereto. The Chair of the committees, and the members of committees need not be members of the Board.
5. Each member of a committee shall serve for one (1) year or until a successor is appointed unless the committee is dissolved.

Section 5.20 Elections:

Directors shall be elected prior to the AGM as per the procedures detailed in Section 5.19. Only Members whose Nomination Form has been accepted by the Nomination Committee Chair are eligible to be placed on the ballot. No nominations may be made from the floor at the AGM.

Section 5.21 In Camera Meetings:

A portion of the Board of Directors meeting may be held in camera, and minutes will be taken only of motions made during the meeting. In camera meetings will be held in the following situations:

1. To safeguard the privacy of any individual member, board member or any other person.
2. To discuss issues concerning litigation, or sensitive property issues.
3. To safeguard the interests of BCON.
4. To provide an opportunity for the Board to discuss sensitive internal board governance, or membership issues.

Section 5.22 Indemnification:

No Director, Officer or committee member of the Corporation; a former Director or Officer of the Corporation; or an individual who acts or acted at the Corporation's request as a Director or Officer, will be liable for:

1. The acts, neglects or defaults of any other Director, Officer, committee member or employee of the corporation.
2. Joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquitted by resolution of the Board or for or on behalf of the Corporation.
3. The insufficiency or deficiency of any security, in or upon which any of the money, of or belonging to the Corporation shall be placed out or invested.
4. Any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited.
5. Any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust, provided that they have:
 - (i) Complied with ONCA and the corporation's Articles of Incorporation and Bylaws
 - (ii) Exercised their powers and discharged their duties in accordance with ONCA.

Section 5.23 Conflicts of Interest:

1. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by ONCA.
2. No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by ONCA.

ARTICLE VI - MEMBERSHIP

Section 6.1 Eligibility:

All persons who are interested in playing duplicate bridge are eligible for membership in BCON. Members shall abide by BCON rules, and all members in good standing shall have all the privileges of BCON. Any person, who has paid the requisite membership dues, shall be a member of BCON.

Section 6.2 Rights and Obligations:

In accordance with the procedures established by BCON, members in good standing, shall have voting rights and any other legal rights or privileges in connection with the governance of BCON. Members of BCON 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 of BCON.

Section 6.3 Termination of Membership:

A member shall remain a member of BCON providing he has paid the requisite annual membership dues, and is not found to be in violation of Section 6.2.

Section 6.4 Expulsion or Suspension of Members or Guests

The Board shall have the authority to review the conduct of any member or guest and impose such sanctions including expulsion from membership or suspension of membership privileges as may be approved by a vote of at least two-thirds ($\frac{2}{3}$) of the Board. All complaints concerning inappropriate conduct must be in writing and have been previously considered by the Conduct and Ethics Committee, at which time, the member or guest may appear and offer evidence in defence. Expulsion or suspension from the membership does not entitle the member to a refund of any portion of the membership fee which has been paid by that member.

Section 6.5 Membership Dues:

Members shall pay annual dues as established by the Board. The membership year shall be from April 1st to March 31st. The Board may allow semi-annual memberships and shall establish dues for such. Upon payment of the dues (annual or semi-annual) each member in good standing shall have full voting privileges. Any member may withdraw from BCON at any time. Withdrawal from membership does not entitle the member to a refund of any dues paid.

Section 6.6 Member Game Fees:

Members shall pay a fee, established by the Board, for all BCON games. Members who have not paid dues for the new club year or semi-annual membership shall be considered guests and charged fees according to Section 6.7 below

Section 6.7 Guest Game Fees:

Anyone, not a member of BCON, wishing to play in a BCON game is considered a guest of BCON. The guest may be assessed a surcharge, as established by the Board, to the regular member game fee.

ARTICLE VII - MEMBERSHIP MEETINGS

Section 7.1 Annual General Meeting:

The AGM of BCON shall be held at such time and place as may from time to time be fixed by the President or the Board, and shall take place within three months of the previous Membership Year End of March 31st. If the AGM is not held by June 30th, any member may call the meeting by mailing notice of such to the general membership.

The agenda of the AGM shall include:

1. Approval of Agenda;
2. Approval of Minutes from the previous AGM;
3. The successful slate of Directors shall be presented;
4. Presentation of Treasurer's report on the financial status of the corporation;
5. Approval of the Annual Operating Budget
6. Appointment and approval of Auditor or Financial Review process, as per ONCA requirements.
7. Annual reports and transactions of such other business as may properly come before the meeting.

The terms of Directors, as elected by members during the voting period as outlined in Section 5.19, shall begin as of the date of the AGM, and expire at the AGM in the year as determined by the Nomination Form.

Section 7.2 Special Meetings:

Special Meetings of the membership of BCON may be called by the President or by the Board. A Special Meeting shall be called by the President on petition by not less than twenty (20) members entitled to vote, and shall be held not more than thirty (30) days after receipt of the request. If the President should neglect or refuse to issue such a call, any person making the request may do so.

Section 7.3 Voting at the AGM and Special Meetings

Unless otherwise required by the Act or the Articles, every motion at a membership meeting shall be decided by a majority of the votes cast on the question. In the event of an equality of votes by either upon a show of hands or upon a ballot, the motion fails to pass.

Section 7.4 Place of Meeting:

All membership meetings of BCON shall be held within the Niagara Region.

Section 7.5 Notice of Meetings:

Notice stating the place, day and hour of the AGM and, in the case of a Special Meeting, the purpose(s) for which the meeting is called, shall be posted at BCON not less than ten (10) and not more than thirty (30) days before the date of the meeting. Said notice shall also be sent by electronic transmission, or at the direction of the President, Secretary, Officers or persons calling the meeting, to each member entitled to vote at such meeting.

Section 7.6 Quorum:

Quorum shall constitute twenty (20) members in good standing of BCON any meeting of the membership. Only those present at the meeting shall be counted in quorum.

Section 7.7 Voting by Proxy:

Voting by proxy shall be permitted at Membership Meetings.

1. In order for a proxy vote to be valid, the Proxy Form, found in Schedule 2 of these bylaws, must be completed and received by the Secretary, no later than 24 hours prior to the commencement of the meeting.
2. Only members in good standing may vote by proxy.
3. Only members in good standing may act as a proxy.
4. A vote by proxy is valid only for the date specified on the proxy form and any adjournments thereof.
5. The principal may revoke their proxy by providing signed and dated notification to the Secretary anytime up to the commencement of the meeting.
6. The principal may revoke a proxy by attending a meeting and casting their own ballot which nullifies the proxy.
7. Proxies shall be limited to general proxies, and specific proxies, as in Schedule 2 of these bylaws. Direct proxies, which utilize communication during the course of the meeting, between the principal and the proxy shall not be permitted.

ARTICLE VIII - AMENDMENT OF THE BYLAWS

These bylaws may be amended, altered or repealed and new bylaws may be adopted by a majority vote of the members present at any meeting of the members at which a quorum is present, and not otherwise.

ARTICLE IX - BOOKS AND RECORDS

Section 9.1 Deposit of Funds

The operating funds of BCON shall be maintained in the name of The Bridge Centre of Niagara, at a financial institution approved by the Board. This financial institution shall be authorized to disburse funds and all cheques on the same shall be drawn and signed by any one (1) Officer of the Board, at least two (2) of which must have signing authority with the financial institution. Reserve funds shall be invested in a separate account, approved by the Board.

Section 9.2 Contracts, Documents and Instruments

Contracts, documents or instruments in writing requiring execution by BCON must be signed by any two (2) Officers of the Board, with at least one of them being the President, and all contracts, documents or instruments in writing so signed shall be binding upon BCON without further authorization or formality.

Section 9.3 Books and Records:

BCON shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of its Board and Membership meetings.

Section 9.4 Fiscal Year:

The fiscal year for the Corporation shall run from January 1st to December 31st.

ARTICLE X - MISCELLANEOUS

Section 10.1 Inoperative Portion:

If any portion of the bylaws shall be invalid or inoperative then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that the portion held invalid or inoperative manifests.

Section 10.2 Interpretation:

Whenever the context indicates, the masculine gender shall encompass the feminine and neuter, and 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 in any of the provisions.

Section 10.3 Loans:

The Corporation shall not make loans to any Director or Officer.

Section 10.4 Borrowing:

The Board shall not borrow money upon the credit of the Corporation; issue, reissue, sell or pledge debt obligations of the Corporation; except as limited by law, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

Section 10.5 Conduct of Meetings:

Robert's Rules of Order Newly Revised will be used at all meetings

ARTICLE XI - DISSOLUTION AND NONPROFIT STATUS

This Corporation 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. This Corporation shall be dissolved and its affairs concluded by a majority vote of the members present at a duly organized Membership meeting (Dissolution Meeting.) On the dissolution of this Corporation, assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed to a charitable trust or non-profit organization, as approved by majority vote of the members at the Dissolution Meeting according to the regulations and policies of ONCA. If this Corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction.

CERTIFICATION OF THE BOARD OF DIRECTORS

Approved by the members at the Annual General Meeting held on the 27th of April, 2024

The undersigned hereby certifies:

1. I am the Secretary of the Bridge Centre of Niagara, a nonprofit corporation.
2. The above Bylaws are a true, correct and complete copy of Bylaws adopted at a duly held meeting of the membership on the 27th day of April, 2024, and in accordance with the laws of the Province of Ontario, and
3. The Resolutions are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity on 27th day of April, 2024.

Jane Jennings (President)

Brian Jones (Secretary)

Bridge Centre of Niagara



Schedule 1 Nomination Form for The Board of Directors *[year]*

There are *[number]* positions open for a *[number]* year term, and *[number]* position(s) for a *[number]* year term. Each nominee requires nomination from two (2) members.

I, _____, a member in good standing of BCON, hereby nominate
_____ to become a member of the Board of Directors.

Signature

Date

I, _____, a member in good standing of BCON, hereby nominate
_____ to become a member of the Board of Directors.

Signature

Date

I, _____, a member in good standing of BCON, hereby accept the
nomination to be on the Board of Directors.

Signature

Date

Nomination forms should be sent by email to *[insert address]* or left at the BCON office in an envelope addressed to *[Nomination Committee Chair]*.

All nominations must be signed by the Chair of the Nomination Committee by *[date]*. At that time nominations will be closed and an election will be held if there are in excess of *[number]* candidates.

If an election is called, you will be asked to submit a picture and short bio to be shared with the membership. Elections will be held from *[date]* to *[date]*. Successful candidates shall be announced at the AGM on *[date]*

I, _____, am the Chair of the Nomination Committee and have verified
that the above candidate is eligible for the BCON Board of Directors, and hereby accept this
nomination form.

Signature

Date

Bridge Centre of Niagara



Schedule 2

Proxy Form

To be completed and signed by the Secretary no later than 24 hours prior to commencement of the meeting.

I, _____ being a member in good standing of the Bridge Centre of Niagara, hereby appoint _____ as my Proxy to vote on my behalf at the membership meeting to be held on (date) _____ in the manner as indicated below.

Member's Name	Signature	Date
Proxy's Name	Signature	Date
Secretary's Name	Signature	Date

	Business to be transacted	For	Against	Abstain	Proxy's discretion
General Proxy	The Proxy has the power to vote at their discretion on all matters undertaken at the meeting				
	Routine Business				
Specific Proxy	Approval of Agenda				
	Approval of previous year's minutes				
	Approval of Financial Statements				
	Approval of Budget				
	Approval of Financial Review and CPA				
	Other Agenda items	(use attached additional page if necessary)			
List Item					
List Item					
List Item					
List Item					
List Item					

