

**BYLAWS FOR CALGARY COMMUNITY BRIDGE LEAGUE,
A SOCIETY FORMED PURUSANT TO
THE SOCIETIES ACT OF ALBERTA**

1. MEMBERSHIP

- 1.1** Membership fee, if any, in the society shall be determined, from time to time, by the members at the annual general meeting, by a majority vote. Any person residing in Alberta, and being of the full age of eighteen years, may become a member upon approval by the board and upon payment of the fee. Any person under the age of eighteen years may in the same manner become a member upon payment of half of the said fee.
- 1.2** Any member wishing to withdraw from membership may do so upon a notice in writing to the board through the Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and thereafter shall be entitled to no membership privileges or powers in the society until reinstated. The board may direct that a member be expelled from membership for any cause which the board may deem reasonable.

2. BOARD OF DIRECTORS

- 2.1** The society shall be managed and administered by a board of directors consisting of nine members, all of whom shall be elected by the members of the society entitled to vote for election of the board of directors. All board members shall be duly nominated members of the society in good standing.
- 2.2** The term of office of the elected board members shall be for three years or until their successors are duly elected, but shall be on a rotating basis so that the terms of office of three members of the board shall terminate at each annual meeting. A board member may not serve for more than two consecutive terms. Notwithstanding the foregoing, at the annual meeting to be held in 2015, there shall be nine directors, of which three shall have a term of office of three years, three shall have a term of office of two years and three shall have a term of office of one year. The written nomination for a candidate for election as a board member at the annual meeting to be held in 2015 shall state the term of office for which such candidate may be elected.
- 2.3** Each eligible candidate for nomination as a board member may only be so nominated if a written nomination, signed by the nominator and seconder, and endorsed or accompanied by the written consent of the nominee to accept the position if elected thereto. The nominator and seconder shall be members of the society in good standing. Upon receipt of a nomination, the board shall cause

such nominee (including the name of the nominator and seconder) to be included in the annual meeting resolution pertaining to the election of board members set out notice of annual meeting.

- 2.4** Should any vacancy in the board occur by reason of the resignation or death of a board member (or howsoever), the remaining board members shall have the power to fill the vacancy by appointing to the board a member of the society in good standing, who will hold office until the next annual meeting, at which time there shall be elected a nominee to complete the remainder of the term of the board member with respect to whom the vacancy occurred.
- 2.5** The board may meet for dispatch of business, adjourn, and otherwise regulate its meetings and proceedings as it may deem fit. The President, or in his absence, the Vice-President, or in the absence or refusal to act of either of them, a board member chosen by the other board members present, shall act as chair of the meeting. Meetings of the board may be called by the President, the Vice-President or any two directors or by the Secretary at their request. No less than seven days' notice of a board meeting shall be given by the Secretary to all board members. Notice of board meetings may be given by electronic mail to board members who have consented in writing to receiving notice by such means and who have provided an email address for such purposes to the society. Meetings shall 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 of the board; otherwise they shall be null and void.
- 2.6** At all meetings of the board, five board members shall constitute a quorum. Attendance or voting by proxy at meetings of the board shall not be permitted. Board members shall be entitled to participate in all meetings of the board by teleconference and such other electronic means that allows for real-time communication between all board members as may be available from time to time (such as video conferencing). Board members participating by teleconference or by other electronic means shall be deemed to be in attendance for the purposes of determining a quorum.
- 2.7** Every matter to be voted upon at a meeting of the board shall be determined by a majority vote of those board members present, with each board member having one vote. In the case of a tie, the chair of the meeting shall have a second or casting vote. Board members participating by teleconference or by other electronic means shall be deemed to be present and shall be entitled to the same voting rights as if present in person.
- 2.8** A resolution passed without a meeting and evidenced by the written consent of all board members shall be as valid and effectual as if duly passed at a meeting of the board.

- 2.9** The board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society.
- 2.10** Any director may be expelled by the Board of Directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out the duties as Director as provided by the By-laws or by direction of the Board of Directors, by a two-thirds vote of those Directors present. Any director may also be expelled if he/she is absent from three (3) successive Regular Board Meetings without advance notice or adequate reason.

3. APPOINTMENTS

- 3.1** At a meeting of the board held within two weeks following the annual meeting the board members shall elect from among their number a President, Vice-President, Secretary and Treasurer.
- (a) The President shall preside at all meetings of the board and at all meetings, and shall perform such other duties and exercise such powers and functions within the jurisdiction of the board as are assigned to him or her from time to time by the board.
- (b) The Vice-President shall perform the duties of the President in the absence of the President or at his request and shall perform such other duties and exercise such other powers and functions within the jurisdiction of the board as are assigned to him or her from time to time by the board.
- (c) The Treasurer shall cause to be prepared, an annual report, duly audited, of the financial position of the society, approved by the board for presentation at the annual meeting and filing with the Secretary and shall perform such other duties and exercise such other powers and functions within the jurisdiction of the board as are assigned to him or her from time to time by the board. The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever bank, trust company, credit union or treasury branch the board may order. The Treasurer shall properly account for the funds of the society and keep such books as may be directed. The Treasurer shall present a full detailed account for receipts and disbursements to the board whenever requested.
- (d) The Secretary shall see that minutes are prepared and maintained for all board meetings, annual meetings and special meetings and perform such other duties and exercise such other powers and functions within the jurisdiction of the board as are assigned to him or her from time to time by

the board. The Secretary shall have charge of the seal of the society, which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of absence of the Secretary, the duties of the Secretary shall be discharged by such officer as may be appointed by the board. The Secretary shall have charge of all correspondence, books and records of the society. The Secretary shall keep a record of all members of the society and their addresses, including email addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a bank, trust company, credit union or treasury branch as required.

(e) All other Directors of the Society will perform such duties and exercise such other powers and functions within the jurisdiction of the Board as are assigned to him or her from time to time by the Board.

- 3.2** There shall be an Executive Committee comprised of the President, Vice-President, Treasurer and Secretary to perform such duties and exercise such powers and functions as may from time to time be assigned to it by the board.
- 3.3** The board shall appoint such other committees as it from time to time deems advisable. The chair of all other committees and the members of all other committees may be selected by the board from the membership of the society. Each committee so appointed shall perform such duties and exercise such powers and functions as may from time to time be assigned to it by the Board.
- 3.4** Unless authorized at any meeting of members and after notice for same shall have been given, no **director**, officer or member shall receive any remuneration for his/her services.
- 3.5** Every person who is or has been a board member or an officer shall be indemnified by the society against all costs and expenses reasonably incurred by him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a board member or officer, except to the extent that such costs or expenses sustained or incurred arose out of such person's own gross negligence, fraud or wilful misconduct in the performance of his or her duty as such board member or officer. The society, however, shall not be precluded from settling such litigation to which present or former board members or officers, or their personal representatives are or may be parties. If the action, suit or proceeding shall be settled with the approval of the board or otherwise terminated without final determination on the merits, each member of the board or officer shall be entitled to such indemnity (which amount shall not include any amount paid to

the society in settlement) if in the judgment of the board, the said board member or officer had not in any substantial way been grossly negligent, fraudulent or exercised wilful misconduct in the performance of his or her duties as charged in such action, suit or proceeding.

4. MEETINGS OF MEMBERS

- 4.1** Annual meetings shall be held at such place in Calgary as the board may direct and annual meetings shall normally be held on or before November 30th in each year and shall be at such reasonable time as the board shall set. Special meetings may be called by the board when it thinks fit and shall forthwith be called on the written request of at least twenty-five members in good standing (which may be signed in counterpart, electronically or by fax), which will be held at such place in Calgary as the board may direct and at such reasonable time as the board shall set. The chair of the meetings, acting reasonably, shall determine all issues of process, procedure and order for the meeting and the meetings shall not be governed by Robert's Rules of Order or similar rules of parliamentary procedure, unless so determined by the chair.
- 4.2** At least ten days' notice of an annual meeting and at least twenty-one days' notice of a special meeting shall be given to all members entitled to vote in person at the meeting. Notice shall be given to each person entitled to receive the same by electronic mail to members who have provided an email address for such purposes to the society. In addition, notice of meetings will be provided by posting notice of the meeting at CCBL bridge games, and where feasible by public announcement at similar events. Written notices of meetings shall: (i) state the general nature of the business to be conducted at the meeting; and (ii) shall include full copies of all resolutions.
- 4.3** Twenty members personally present and entitled to vote shall be a quorum at any Meeting. No business may be transacted at a Meeting, except to appoint a Chair and to dissolve or adjourn the Meeting, unless a quorum be present. If within one hour after the time set for a special meeting called on the written request of members, a quorum is not present, the special meeting shall be dissolved. If within one hour after the time set for a meeting called by the board, a quorum is not present, the meeting shall stand adjourned to the same place, time, and day of the next week; and the members present at the adjourned meeting shall constitute a quorum. The chair may with the consent of the meeting adjourn the meeting from time to time and from place to place, but every adjournment shall be treated as a prolongation of the original meeting, and it shall only be competent to transact business which might properly have been transacted at the original meeting.

- 4.4** The President, the Vice-President or such other member as approved by the board, shall preside as chair at every meeting. If the President, Vice-President or designated member are not present at the time set for the meeting, or if each decline to take the chair, then the members present and entitled to vote shall choose one of their number to be the chair based on a simple majority of votes cast by those eligible to vote at the meeting.
- 4.5** Any member may consent to the society communicating with such member via email or other electronic means and such electronic communication, once given, shall be deemed to satisfy the provisions of these bylaws as if such notice had been sent to the member by mail. For greater certainty, no member shall be required to provide such consent to receive electronic communications and if no consent is provided by the member, the society shall communicate as otherwise contemplated herein.
- 4.6** For any meeting, the board may allow for online voting provided the board is satisfied that the online system is secure and will properly tabulate the votes submitted. In the event the board provides for online voting by members for any meeting, the details for such online voting shall be set out in the notice of meeting.
- 4.7** Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

5. AUDITING

- 5.1** The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant elected for that purpose at the annual meeting. A complete and proper statement of the standing of the books of the previous year shall be submitted by such auditor at the annual meeting. The fiscal year of the society shall end on June 30 in each year.
- 5.2** The books and records of the society may be inspected by any member at the annual meeting or at any time upon giving reasonable notice and arranging a time satisfactory with the officer or officers having charge of same. Each board member shall at all times have access to such books and records.

6. BORROWING

- 6.1** For the purposes of carrying out its objects, the society may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the

authority of the members as approved by special resolution of not less than seventy-five percent of the votes cast by the members at the meeting.

7. BYLAWS

- 7.1** The Bylaws may be rescinded, replaced, altered or added to upon the authority of the members as approved by special resolution of not less than seventy-five percent of the votes cast by the members of the meeting.

8. DISSOLUTION

- 8.1** Upon dissolution of the society, any assets remaining after paying debts and liabilities, shall be:

- (a) disbursed to eligible charities or religious groups or purposes;
- (b) transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the board.

Upon dissolution, any gaming proceeds remaining will be donated to another charitable or religious organization or transferred to a municipality as per the above.