

ORGANIZATIONAL BY-LAW OF
KINGSTON DUPLICATE BRIDGE CLUB INC

1. General

Definitions

In this By-law, unless the context otherwise requires:

- a. "Board" means the board of directors of the Corporation;
- b. "By-laws" means this by-law (including the schedules to this by-law) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- c. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- d. "Member" means a member of the Corporation

Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-law are inconsistent with those contained in the Articles or the Corporations Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Execution of Contracts

Deeds, transfer, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Directors. In addition, the Board may from time to time direct the manner in which the person by whom a particular document or type of document shall be executed. Any Director may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2. Membership

Any bridge player who subscribes to the objectives of the Corporation and who pays the annual membership fee shall be a Member of the Corporation.

The Ethics and Conduct Committee may terminate or suspend a Member for violation of any provisions of the By-laws.

3. Annual meeting of Members.

There shall be an annual meeting of the Members of the Corporation on a date in September fixed by the Board of Directors.

The Board of Directors shall give the Members at least 10 days prior notice of the time and place of the annual meeting of the Members. Notice may be given by email or by posting a notice and making an announcement on the premises of the Corporation.

The business transacted at the annual meeting shall include:

- a. Receipt of the agenda;
- b. Receipt of the minutes of the previous annual and subsequent special meetings;
- c. Consideration of the financial statements;
- d. Report of the auditor;
- e. Reappointment or new appointment of the auditor for the coming year;
- f. Election of Directors;
- g. Such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting, so that such item of new business can be included in the notice of annual meeting.

Special meetings of the Members

The Directors may call a special meeting of the Members. The Board of Directors shall convene a special meeting within 21 days of the receipt by the Secretary of a written request of not less than 10 Members for any purpose connected with the affairs of the Corporation.

Virtual Meetings

The Board may authorize that an annual or special meeting of the members be held virtually by electronic means when it is not safe or practical to hold a meeting in person.

Chair

Any meeting of the Members shall be chaired by the President of the Corporation. In the President's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

Quorum

The quorum for the transaction of business at a Members' meeting shall be 25 Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Voting

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the By-laws provided that:

- a. each Member shall be entitled to one vote;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4. Directors

Election and Term

The Board of Directors of the Corporation shall consist of ~~thirteen (13)~~ ~~nine (9)~~ ten (10) Directors including the following:

- a. ~~Six (6)~~ Seven (7) officers elected by the Members;
 1. The President
 2. The Vice-President
 3. The Treasurer

4. The Secretary
5. A Representative of Novice and Intermediate players
6. Education Chair
7. Member at Large
8. ~~The Social Chair~~
9. ~~The Partnership Chair~~
10. ~~The Promotion Chair~~

The Board shall also include three (3) other voting directors: the Club Manager, a Past President, and the Chief Games Director all appointed by the Board. ~~The Chief Games Director and the Club Manager are non-voting members; the club manager will serve as the secretary of the club.~~

The term of office of the Directors shall be for one year from October 1 next following the date of their election or appointment and they may be elected or appointed for further one year terms.

Vacancies

The office of a Director shall be vacated immediately:

- a. If the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or the time specified in the notice, whichever is later;
- b. If the Director dies or becomes bankrupt;
- c. If the Director is found to be incapable of managing property by a court or under Ontario law; or
- d. If the Director is unwilling to perform the duties attached to his/her Directorship, the Director may be removed from the Board, by a majority vote of the other Directors, at a regular Board Meeting; or
- e. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. A quorum of Directors may fill a vacancy among the Directors;
- b. If there is not a quorum of Directors or there has been a failure to elect the minimum number of directors set out in the articles, the Directors in office shall, without delay,

- call a special meeting of Members to fill the vacancy and , if they fail to call such a meeting, the meeting may be called by any Member;
- c. If the vacancy occurs as a result of the Members removing a Director the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
 - d. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

Appointment of Club Manager and Board Committees

The Board may appoint a Manager for the club who shall become a Director of the Corporation. The Board may delegate to the Manager any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated.

Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Board Meetings Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place by giving notice at least seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none object of the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

The Board may fix the time and place of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

If the majority of the Directors consent, Directors may participate in a meeting of the Board or of a committee of Directors, by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting. Directors participating by such means are deemed to be present at that meeting.

Quorum

A quorum for the transaction of business is a majority of the Board entitled to vote at the meeting either in person or by telephonic or electronic means.

Chair

The President shall chair the meetings of the Board of Directors. In the absence of the President, the Directors present shall choose one of their number to act as the chair.

Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the chair shall not have a second or casting vote.

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Officers of the Corporation

The Officers of the Corporation who are members of the Board of Directors shall perform the duties set out in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

The Board of Directors may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

Conflict of Interest

A Director who is in any way directly or indirectly, interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve such contract or transaction.

5. Appointment of auditors

~~Auditors for the Corporation shall be appointed at the annual meeting of the Corporation.~~

Appropriate individual(s) may be appointed at the annual meeting of the Members to conduct an Audit or Review Engagement of the Corporation's financial records.

6. Financial

Banking

The Board shall by resolution from time to time designate the bank in which money, bonds or other securities of the Corporation shall be placed for safekeeping.

Financial Year

The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

7. Notices

Any notice required to be sent to any Member or Director shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation, provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

8. Passage and Amendments to By-laws

The Directors may from time to time pass by-laws to govern the affairs of the corporation. Such by-laws and any repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a meeting of the Members duly called for that purpose, are effective only until the next annual meeting of the Members unless confirmed thereat. The Members may at the general meeting or the annual meeting confirm, reject, amend or otherwise deal with any by-law passed by the Directors and submitted to the meeting for confirmation.

9. Change in the number of Board Members or location of the corporation's head office.

Any change in the number of Board Members or change in the location of the corporation's head office must be approved by a Special Resolution passed by the Directors and confirmed by two thirds of the Members at a general meeting of the corporation.

Enacted September 2015

President

Secretary

Changes shown in underline were adopted at the AGM January 26, 2021 **ADOPTED**
at the AGM September 19, 2015.

Amendments by the Board of Directors as shown (new text in underline, deleted text in strikethrough) to:

Section 3 (January 26, 2021)

Section 4 (January 26, 2021)

Section 4 (September 30, 2023)

Section 5 (April 17, 2018 and May 12, 2018)

Schedule A (November 14, 2017 and January 26, 2021)

These changes are in effect as voted upon by Members at the Annual General Meeting (per Section 8).

SCHEDULE A Duties of Officers of the Corporation

1. President

The duties of the President shall be:

- (a) To preside over all meetings of the Board of Directors and Members,
- (b) To propose an agenda for all meetings
- (c) To carry out the decisions and directions of the Board
- (d) To represent the Club to outside parties
- (e) To co-ordinate Board activities in fulfilling its governance responsibilities and facilitate co-operative relationships among directors and between the Board and the Club Manager
- (f) To lead the Board in monitoring and evaluating the performance of the Club Manager (g) To serve as a member on all Board Committees except the Conduct and Ethics Committee

2. Past President

The duties of the Past President shall be:

- (a) To convene and chair a nominating committee as provided in the Elections By-law, (b) To conduct the election of Officers of the Corporation as provided by the By-laws.

3. Vice-president

The duties of the Vice-President shall be: To assume the duties of the President in the event of absence or inability to serve,

- (a) To perform such other duties as may be delegated by the President or the Board.

4. Secretary

The duties of the Secretary shall be:

- (a) To keep minutes of all meetings of the Board and Members,
- (b) To give notice of all meetings with a proposed agenda,
- (c) To conduct and preserve the correspondence of the Club,
- (d) To provide such notices as are required by the Corporations Act,
- (e) To perform such other duties pertaining to the office of the Secretary as the Board may require.

5. Treasurer

The duties of the Treasurer shall be:

- (a) To make all necessary payments on behalf of the Corporation,
- (b) To maintain all bank accounts, supervise all financial transaction, and prepare all financial documents as required by the Board.
- (c) To prepare a budget for the approval of the Board no later than 60 days after the start of the financial year.

Social Chair

~~The duties of the Social Chair shall be:~~

- ~~(a) To recruit volunteers to help organize social events of the Club,~~
- ~~(b) To provide suitable refreshments at the Club,~~
- ~~(c) To make arrangements as required for special events,~~
- ~~(d) To send on behalf of the Club good wishes or condolences as occasion may require.~~

Partnership Chair

~~The Partnership Chair shall be responsible for finding bridge partners for those needing assistance.~~

6. Education Chair

The duty of the Education Chair shall be recruit instructors and co-ordinate all lessons.

Promotions Chair

~~The duty of the Promotions Chair shall be to promote the activities of the Club and to encourage membership in the Club and the American Contract Bridge League.~~

7. Representative of the Novice and Intermediate players

The representative will promote the interests of the I/N Section and act as liaison between the I/N Section and the Board by bringing issues from the I/N Section to the attention of the Board and conveying Board decisions to the I/N Section.