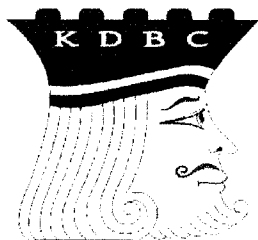


Kingston Duplicate Bridge Club Inc.
Agenda for the Special Board Meeting
July 24, 2018
Held at the Bridge Centre

1. **Review of 2018 Regional Tournament** (Gaylia Ohlman invited to attend)
2. **Duties of the Club Manager** (Appendix A)
3. **Getting Ready for the AGM:**
 - a. Amendments to the By-laws (Appendix B)
 - b. Motion on Bottled Water/Styrofoam
 - c. Motion on 11:30 start for Friday game
 - d. Executive for 2018-19
 - e. Quorum (who will be present?)
4. **Other Business**



**Kingston Duplicate Bridge Club Inc.
Minutes for the Special Board Meeting
July 24, 2018
Held at the Bridge Centre**

1. Review of 2018 Regional Tournament (Gaylia Ohlman invited to attend)

Gaylia presented her financial report (distributed at the meeting and a copy attached to these minutes) on the 2018 Kingston Regional, and provided a comparative summary of the 2016, 2017 and 2018 Regionals. In summary, after three years of Regionals, the Club now owns approximately \$11,000 worth of physical assets (tables, boards, bidding boxes etc) and will receive approximately \$3800 profit (final amount TBD).

In addition, the Regional has compensated the Club \$7,500 (\$2,500 per year) for lost revenue during the tournament, and the Club has "saved" (i.e., not having to spend) approximately \$5,500 in storage costs when the physical assets noted above were being stored for free in various individual's personal property; although it should be noted that the storage costs are now being paid for by the Club (going forward approximately \$2200 per year).

John asked about the free plays noted on the income statement; Gaylia explained that those were for Paul Thurston, Don Kersey (for doing the daily Bulletin), and last-minute partnership fill-ins. The discounted plays were for students and I/N players.

Positive feedback included: great atmosphere, very reasonable room rate, excellent meals (on campus). Negatives were: quality of the chairs, the noise in the playing space, parking, locked facilities at night (which made coming back after dinner difficult in some cases), distance to restaurants.

Suggestions included considering having day/afternoon Gold Rush (the most popular game), and if we are returning to SLC, to see what we could negotiate in terms of better parking arrangements (the meters were very frustrating).

On behalf of the executive, John thanked Gaylia and her team (Carol and Brian) for a very well-run tournament; and Marilyn for her excellent partnership desk. Gaylia left the meeting.

2. Duties of the Club Manager (Appendix A)

The current document titled "Duties of the Club Manager, By-Law #2" is a holdover from prior to incorporation, and is not actually a current By-Law of the Club. Marvin Baer was consulted as to the history relating to this and he replied by email *"The old by-law (from before incorporation) on the duties of the Club Manager was not adopted by the corporation. The contents were considered to be still in effect, but perhaps not suitable as a by-law requiring approval at a General Meeting. Instead the duties might be adopted and amended by the Board from time to time. Much as the Club does with the duties of the Game Directors and Tournament organizers. If the Board now wants to adopt The Club Managers duties as a by-law of the corporation, it should be reviewed with the new club manager and renumbered."*

It was agreed that the Board wishes to have the Duties of the Club Manager as a Board Policy document and not as a By-Law.

Motion to formally adopt the document "Duties of the Club Manager, By-Law #2" as a Board Policy and to delete "By-Law #2" from its title; moved by Elaine, seconded by Sharon. Motion carried.

Further discussion suggested that the responsibility of the Club Manager to develop the roster for cash takers be added to the Duties of the Club Manager.

Motion to renumber the existing item 4o as 4p, and add a new item 4o "establish a roster for the collection of game fees"; moved by Carol, seconded by Sharon. Motion carried.

A new copy of the document dated July 24, 2018 will be typed by the Secretary and filed in the Club Policies binder.

3. Getting Ready for the AGM

Elaine noted that she would be away for the AGM (as she had planned travel before the date was changed) and wanted to ensure that we were ready for the meeting. She will have the package all prepared before she leaves on September 12th.

a. Amendments to the By-laws (Appendix B)

The Board went over the changes to the Organizational By-laws for sections 4, 5 and Schedule A. It was agreed that as the number of Board members would not change under section 4, that a special resolution of the Board was not required per section 9 (and that the Board motions previously passed were sufficient).

b. Motion on Bottled Water/Styrofoam

The motion on this will be included as has been indicated to Club members.

c. Motion on 11:30 start for Friday game

The motion on this will be included as has been indicated to Club members.

d. Executive for 2018-19

The nominating committee will have its suggested nominees ready by August 15th and members can suggest additional names up until August 31st. It was agreed that the August communique will be issued just after August 15th and focus on the upcoming AGM.

e. Quorum (who will be present?)

Bob, Hamish, Elaine and Jennifer will be unable to attend the AGM due to previous commitments. Bill is looking into the possibility of his attendance.

4. Other Business

A letter from a member about the discontinuation of the I/N pass was distributed prior to the meeting (and a copy is attached to these minutes). John will acknowledge receipt of the letter and agreed it would be discussed at the AGM.

Riet asked if any progress had been made on finding someone to manage the bar for the AGM. John will contact Justin.

It was agreed to move the date for the next regular Board meeting to August 7th instead of August 14th, which conflicts with the Syracuse Regional.

Motion to adjourn: moved by Hamish, seconded by Elaine. Motion carried.

Members present: John Gerretsen, President; Carol Harries, Past President; Elaine McDougall, Secretary; Sharon Boal, Promotions Chair; Bob Fowkes, Social Chair; Marilyn Lindsay, Partnership Chair; Charlie Waddell, Education Chair; Hamish Taylor, I/N Representative; Riet Haaksman, Member-at-Large; Marlene Young, Member-at-Large. Regrets: Greg McKellar, Vice-President; Bill Mitchell, Treasurer.


John Gerretsen, President


Elaine McDougall, Secretary

From Gaylia Ohlman to Board
July 24, 2018

Kingston Regional

	2016	2017	2018
# of tables	929	1017	938.5
# of days	7	7	6
Gross Revenue	60,549.81	62,187.12	59,375
Total Expenses	53,252.87	56,199.60	50,484.66

Net Revenue over 3 years

\$22,174.80

Cash donations	2500	2500	2500
		Pending	Est Amt
			\$3,728
Total Donation in cash to club in 3 years			\$11,228.00

Inventory	179 tables purchased at	\$25.00/table	\$4,475
	60 sets of Boards with cards	\$65.00/set	\$3,900.00
	65 sets of Bidding Boxes with inserts	\$25.00/set	\$1,625
	Total		\$10,000

41 silver cases	\$20.00/case	\$820
Misc Items		65.5
Misc Coffee Items		\$60

Total Donation to club of inventory in 3 years **\$10,946**

\$10946+11228=22,174

Storage of above items for 30 months to save the cost of storage unit currently \$182/mt coming to a total of approx \$ 5460. **\$5,460**

Misc items still owned and are in the process of being sold and/or donated to club. Est Value **\$1,500**

Actual tables received 192, sold 3 still have 189
Extra 10 tables **\$250.00**

Total Benefits to Club from the 3 Regional **\$29,345.50**

Kingston Regional
Income Statement 2017-07-01 to 2018-07-31

REVENUE

Entry Fees		
Entry Fees	60,064.00	
Discounted Entries	-1,666.00	
Free Plays	-1,152.00	
Net Entry Fees		<u>57,246.00</u>
Net Sales		<u>57,246.00</u>

Other Revenue		
Lunch Sales	920.00	
Miscellaneous Sales	485.15	
Book Sales	723.50	
Total Other Revenue		<u>2,128.65</u>

TOTAL REVENUE		<u>59,374.65</u>
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EXPENSE

Purchases		
Net Purchases		<u>0.00</u>
Total Cost of Goods Sold		<u>0.00</u>

General & Administrative Expenses

Memberships	10.00	
Gym Rental	4,762.95	
Hospitality Lounge Rental	282.50	
Classroom Rental	63.56	
Accommodations	3,384.62	
Lunches(Sunday)	747.99	
Dinners	2,754.94	
Staff Meals	171.59	
Directors Fees	18,470.55	
Gifts and prizes	52.54	
Coffee Supplies	280.03	
ACBL Fees	5,106.81	
Hospitality	1,486.81	
Caddies	960.00	
Unit Fees	992.50	
Total Tournament Expenses		<u>39,527.39</u>
Tournament Expenses		<u>39,527.39</u>

Other Expenses

Management Fees	7,500.00	
Printing Costs	398.45	
Boards	490.00	
Office Supplies	26.22	
Postage	223.76	
Chair Rental	1,478.04	
Misc Expenses	789.80	
Parking	51.00	
Total		<u>10,957.27</u>
Depreciation Expense		<u>894.84</u>
Total Other Expenses		<u>11,852.11</u>

Charitable Donations

Donation		<u>2,500.00</u>
Total Charitable Donations		<u>2,500.00</u>

TOTAL EXPENSE		<u>53,879.50</u>
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NET INCOME		<u>5,495.15</u>
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Kingston Regional
Balance Sheet As at 2018-07-31

ASSETS

Current Assets		
Canadian Bank Account	3,738.95	
Equity Shares	<u>25.00</u>	
Total Cash		3,763.95
Total		<u>0.00</u>
Total Current Assets		<u>3,763.95</u>
Capital Assets		
Tables	4,450.00	
Depreciation Tables	<u>-1,205.95</u>	
Total Tables		3,244.05
Bidding Boxes	1,625.00	
Depreciation- Bidding Boxes	<u>-437.05</u>	
Total Bidding Boxes		1,187.95
Boards	3,950.00	
Depreciation - Boards	<u>-1,066.40</u>	
Total- Boards		2,883.60
Misc Equipment		65.50
Silver Cases for Boards	820.00	
DEpreciation-Cases	<u>-82.00</u>	
Total Cases		738.00
Total Capital Assets		<u>8,119.10</u>

Equipment	
Total Equipment	<u>0.00</u>

TOTAL ASSETS 11,883.05

LIABILITIES

Current Liabilities	
Total Current liabilities	<u>0.00</u>

Long Term liabilities	
Total Long Term liabilities	<u>0.00</u>

TOTAL LIABILITIES 0.00

EQUITY

Retained Earnings	
Retained Earnings - Previous Year	6,387.90
Current Earnings	<u>5,495.15</u>
Total Retained Earnings	<u>11,883.05</u>

TOTAL EQUITY 11,883.05

LIABILITIES AND EQUITY 11,883.05

KINGSTON DUPLICATE BRIDGE CLUB

BY-LAW NO.2

DUTIES OF THE CLUB MANAGER

1. The Executive shall appoint a Club Manager for a term to be agreed upon between the Executive and the Manager.
 2. The term of the Club Manager may be renewed by mutual agreement of the Manager and the Executive.
 3. The Executive shall set the remuneration of the Club Manager after the President has consulted the existing Manager or candidates for the position. The remuneration shall be reviewed each year.
 4. The Club Manager shall be responsible for:
 - a) submitting the Monthly Reports required by ACBL,
 - b) submitting correspondence to ACBL on club matters,
 - c) submitting the application for sanction renewals and special games to the ACBL and CBF,
 - d) maintaining game supplies,
 - e) establishing a list of game directors,
 - f) providing a schedule for game directors,
 - g) maintaining an annual membership roster,
 - h) updating monthly schedules on the website and the calendar provided to the members,
 - i) hiring and remuneration of the cleaning staff,
 - j) arranging to have the appropriate sets of boards dealt for each game,
 - k) issuing and keeping track of who has keys to the Club's premises and retrieving keys when the holders no longer need them,
 - l) arranging to replace and repair the equipment and furniture as needed, but seeking the approval of the Executive for all expenditures greater than \$500,
 - m) providing a Club Manager's Report as requested by the Executive at any General Meeting,
 - n) arranging the publication of a newsletter several times a year,
 - o) other responsibilities as assigned by the Executive.
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effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of voted 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)~~ ~~Directors including~~ the following:

a. Nine (9) officers, voting members, elected by the Members;

1. The President
2. The Vice-President
3. The Secretary
4. The Treasurer
5. The Social Chair
6. The Partnership Chair
7. The Education Chair
8. The Promotion Chair
9. A Representative of the Novice and Intermediate players,

~~The Board shall also include two other directors elected by the Members, the Club Manager appointed by the Board, and a Past President appointed by the Board.~~

b. two (2) Directors-at-Large, voting members, elected by the Members;
and

c. one (1) Past President, a voting member, appointed by the Board.

In addition to the above, the Club Manager shall be an ex officio non-voting member of the Board of Directors, and attend Board meetings at the request of the Board.

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, 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 Club Manager for the club who shall become a ~~Director of the Corporation~~ an ex officio, non-voting, member of the Board of Directors of the Corporation. The Board may delegate to the Club 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.

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.

Sched A cont _

8. Education Chair

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

9. 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.

10. 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.

To: President and Executive , Kingston Duplicate Bridge Club
From: Claudine Lallemand , Member
Date: July 23, 2018
Re: Bye bye I/N Pass

I was very disappointed to read about the disappearance of the I/N Pass coming this January 2019.

I have been of the opinion for a few years that \$65 was very little and I would have been happy to see the pass going up gradually each year. Why not have a I/N pass for \$100/\$110. I arrived at those numbers by using the frequency I play at the club.

(playing 3 X a week for 4 weeks = 12 times plus 2 Thursdays (mentors games) = 14 X \$8 = \$112.

A pass of \$110 would be totally acceptable.

For myself having a monthly pass is about facility, easy to "pay" at the desk, I imagine easier also for the member collecting money.

Having a prepaid pass of 10 regular games for \$80 helps but still you have to remember to have it with you.

So far the \$128 is too much for the number of times I play.

Voilà mes thoughts on the matter and if you would consider my suggestion maybe you could add a new priced I/N pass.

I will be away for the September AGM so I thought to share my thoughts with you in a letter.

Respectfully,

Claudine
