

District No. 2 of the American Contract Bridge League

BY-LAW No. 1

ARTICLE 1

NAME; PURPOSES; OFFICES

Section 1.1 Name.

The name of this organization shall be District No. 2 of the American Contract Bridge League. District No. 2 of the American Contract Bridge League is also known as ACBL District #2 (and referred to in these Bylaws as the “District”).

Section 1.2 Incorporation.

The District is incorporated as a not-for profit corporation under the laws of the province of Ontario and shall be governed by the Corporation Act of the province of Ontario

Section 1.3 Purpose.

The purpose of this organization shall be:

- a) to promote and foster contract bridge throughout District No. 2 of the ACBL;
- b) to conduct directly, or to assign to a member Unit, such Regional Tournaments as are held within the geographical limits of District No. 2;
- c) to coordinate tournament schedules within the District and adjacent districts; and
- d) to coordinate the GNT (Grand National Teams) and NAOP (North American Open Pairs) Unit and District Qualification tournaments
- e) to coordinate the election for the District Director, 1st and 2nd Alternate Directors to the ACBL Board of Directors.
- f) to appoint Board of Governors representatives if necessary.

Section 1.4 Registered Office and Registered Agent.

The registered office of the corporation shall be in Ontario at such place 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 II

AMERICAN CONTRACT BRIDGE LEAGUE

The District is a separate legal entity that interacts with the American Contract Bridge League (ACBL) and exists for the purposes specified in Article I of these bylaws. In its interaction with the ACBL the District and the ACBL members that reside in the district shall be subject to and abide by the bylaws and regulations of the ACBL as in existence and amended from time to time by ACBL. The District shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures, and bylaws of the ACBL. No rule, regulation or bylaw adopted by the District shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL.

ARTICLE III

ACBL DISTRICT JURISDICTION

A Unit is the geographical area within a district which is presently or may in the future be assigned to it by the Board of Directors of the ACBL. The units within which the District has ACBL jurisdiction are such units as are presently or may in the future be assigned to it by the Board of Directors of the ACBL.

ARTICLE IV
MEMBERSHIP

Section 4.1 Members. All ACBL units which are or hereafter come into being within the geographical boundaries of the District are automatically Member Units of the District so long as they remain within the District, without requirement of any petition or formal action on the part of the Unit.

Section 4.2 Rights and Obligations. In accordance with the procedures established by the ACBL Board of Directors and the District Board of Directors, the Member Units shall have voting rights and other legal rights or privileges in connection with the governance of the District. The Member Units shall be required to abide by the bylaws, regulations, policies, code of conduct, and ethics standards established by the ACBL.

Section 4.3 Termination of Membership. An ACBL member shall remain a member of the District unless and until he/she changes his/her residence to a unit outside the jurisdiction of the District, without taking the necessary steps to retain membership in a Member Unit, per ACBL regulations.

ARTICLE V
BOARD OF DIRECTORS (MEMBERSHIP) MEETINGS

Section 5.1. Annual Meeting. The Annual Meeting of the District shall be held at such time and place as may from time to time be fixed by the Board prior to April 30. The agenda of the Annual Meeting shall include presentation of annual reports 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 District or invalidate any action taken by the Board of Directors or Officers of the District.

Section 5.2. Special Meetings. Special meetings of the Board may be called at any time by the President, or upon the written request of 50% or more of the members of the Board of Directors. Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 5.3. Place of Meeting. All meetings of the District shall be held within the geographical limits of the Province of Ontario.

Section 5.4. Notice of Meeting. Notice, written, printed or by electronic transmission, stating the place, day and hour of any meeting and, the purpose or purposes for which the meeting is called, shall be delivered not less than 2 nor more than 6 weeks before the date of the general meeting and 3 weeks before the date of the annual meeting, by or at the direction of the President, Secretary or officers or persons calling the meeting, to each member entitled to vote at such meeting. In addition, the representatives of District 2 of the Board of Governors of the ACBL and the directors of the Canadian Bridge Federation for Zone 3 and 4 may attend with no voting rights.

Section 5.5. Agenda and conduct of meeting. The notice of meeting shall include the agenda, which shall include motions proposed by a Director of the Board and seconded by a Director of the Board. Motions from the floor during the meeting shall only be entertained because of discussions held during the meeting. Motions made during the meeting require a two-third (2/3) majority.

Section 5.6. Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 5.7. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, if members participating in such meeting can hear one another.

Section 5.8. Quorum. Fifty (50) percentage of the total members in good standing and not less than 5 of the Member Units of the District shall constitute a quorum at any meeting of the Board of Directors (Membership).

Section 5.9. Proxy Voting. Proxy voting shall be permitted at Board of Directors (Membership) meetings.

Section 5.10. Alternate representative. If a Unit Representative is unable to attend any meeting of the Board, he may designate in writing, directed to the Board, an alternate to attend in his place. Such alternate shall have full voting rights.

ARTICLE VI **BOARD OF DIRECTORS**

Section 6.1. Powers and Duties. The management of all business, property, interests, and other affairs of the District 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 purposes and aims of the District as set forth in Article I. The Board of Directors is the sole judge of its own membership.

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

Section 6.3. Nomination and Election of Directors. Each member Unit shall elect/appoint the representatives for that Unit. The president of the District shall be notified in writing of the representatives so selected by January 31 of each year. If the Unit fails to notify the District President or Secretary of new Representatives, any new Representatives, in accordance with Section (6.5) hereof, shall not be considered properly elected until the District is notified, and in accordance with Section (6.5) hereof, their predecessors' terms shall continue until the District is properly notified.

Section 6.4. Number. The Board of Directors shall consist of one delegate for every one thousand (1000) members or fraction thereof in each Unit as of the 31st day of December of the preceding year plus one (1). Membership figures shall be those as provided by the ACBL. The total number of delegates from one Unit cannot exceed 50% of the total number of Units (i.e. total number of Units is 9 therefore maximum number of Directors from one Unit is 4) The ACBL District Director shall be a member of the District Board and is entitled to one vote. The Chairperson of the Judiciary Committee shall serve as an ex-officio member of the District Board without power of vote. All directors must be members in good standing of the ACBL as well as members of a Member Unit.

Section 6.5. Term of Office. Directors shall be elected/appointed each year for terms of office of one (1) year, the terms to commence on the date of the Annual Meeting. All Board Members shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal.

Section 6.6. Ex-Officio Member. The immediate Past-President of the District Board shall be an ex-officio member of the Board, but will not be entitled to vote, as such.

Section 6.7. Auditor. The Board of directors shall appoint by resolution at the annual meeting an auditor or certified accountant to perform a review of the financial records for the ensuing year.

Section 6.8. Regular 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 year.

Section 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 the majority of the remaining directors. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is elected and qualified.

Section 6.10. Removal. A Director may be removed for cause at any meeting of the Board of Directors provided two-thirds of those present shall so vote. The Director subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by certified mail. The grounds for such removal must be submitted with the notice of said meeting and said Director shall have a reasonable opportunity at said meeting to object to and argue his removal with representation by counsel of his choosing at his own expense.

Section 6.11. Resignation. Any director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Board of Directors. 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 6.12. Leave of Absence. In the event that a member of the Board of Directors is charged under the Criminal Code (Canada) with:

- i) an offence of a sexual nature,
- ii) an offence against a person, including, without limitation an assault; or
- iii) an offence against rights of property or related to fraudulent transactions,

then such member shall be immediately be deemed to be on a leave of absence from the Board, until the final disposition of such charge. In the event such Board member is found not guilty of such charge or is otherwise granted a conditional or absolute discharge with respect thereto, then the member shall be entitled to resume his/her position and other activities with the Board. In the event the member is convicted of the offence, same shall constitute grounds for the member to be permanently removed from the Board upon the affirmative vote of two-thirds of the Board. During the period while the member is on a leave of absence, the member shall not be entitled to attend meetings of the board or committees thereof, or otherwise be provided with correspondence, reports, studies or other similar materials relating to the activities of the Board and the District.

ARTICLE VII OFFICERS

Section 7.1. Designations. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be elected for terms of one (1) year by the Board of Directors. Officers shall hold office until their successors are elected and qualified.

Section 7.2. President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors. A Director may not serve as President for more than two (2) consecutive years. The President does not vote except in the case of a tie.

Section 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 him from time to time by the Board of Directors. A Director may not serve as Vice President for more than two (2) consecutive years.

Section 7.4. Secretary. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the corporate books, 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 Secretary does not have to be a member of the Board of Directors and in that case does not have a vote.

Section 7.5. Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation 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 as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

All disbursements shall be by cheque carrying one authorized signature, which shall be that of the Treasurer.

Section 7.6 Nomination of Officers. A Nominating Committee consisting of at least three delegates representing three different Units shall be appointed by the President at least 60 days prior to the Annual Meeting. The immediate past president shall be the chair of the committee and other members shall be the District Representative to the National Board of Directors of the ACBL and one member of the District to be selected at large by the President of District 2.

The Nominating Committee so appointed shall present its slate of officers at the Annual Meeting. Notwithstanding the provisions of this Section 7.6, nominations may also be entertained at the Annual Meeting provided the nominated delegate is present and indicates his willingness to serve if elected.

Section 7.7. Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer, director or other person it may select.

Section 7.8. Removal. Section 6.10 applies equally to Officers.

Section 7.9. Vacancies. In case any office shall become vacant by reason of death, resignation, removal or otherwise, the directors then in office may appoint a successor or successors for the unexpired term.

Section 7.10. Compensation and Reimbursement of Officers. The officers of the District shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the District. The Secretary and Treasurer may be paid such honoraria as determined by the Board of Directors, notwithstanding that they are members of the Board of Directors.

Section 7.11. Resignation of Officers. Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board of Directors, or by giving oral or written notice at any meeting of the Board of Directors. Any officer's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of an officer's resignation will not be necessary to make it effective.

ARTICLE VIII COMMITTEES

Section 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 he may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. The members of committees need not be members of the Board of Directors.

Section 8.2 Executive Committee. The Executive Committee shall consist of the Officers of the District, the District Representative to the ACBL Board of Directors, plus the immediate Past-President. The immediate Past-President shall be a non-voting member. Its function shall be to execute the decisions and orders of the Board, to conduct routine administrative matters, to prepare long-range plans, and to act on matters of urgency. Actions taken by the Executive Committee must be reported at the next Annual Meeting of the District. The President may call a meeting of this Committee at any time. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by not for profit law. Rules governing meetings of the executive committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

Section 8.3 Other Committees. Other committees shall be established at the discretion of the President and with the approval by the Board of Directors. Each committee may adopt rules for its meetings which are not inconsistent with these bylaws. The Policy and Procedures Manual describes the function of each Committee.

Section 8.4. Term of Office. Each member of a committee shall serve for the time designated by the Board of Directors and until a successor is appointed unless the committee is sooner dissolved.

Section 8.5. Compensation. The Board of Directors will determine any compensation for members of committees of the District.

ARTICLE IX AMENDMENT OF THE BYLAWS

1. The Bylaws of the District may be amended, and new Bylaws adopted at any annual or special meeting of the Board.
2. Amendments may be proposed by any member of the Board and submitted to the Secretary at least 45 days in advance of any Regular or Special Meeting of the Board. The Secretary shall include the proposed amendment(s) on the agenda distributed for the next meeting and enclose a copy of the proposed amendment(s). The Secretary shall distribute that notice under the same provisions as the notice required for each meeting of the Board as provided for in Section 5.4 of these Bylaws.
3. The Secretary shall incorporate the text of the proposed amendment in the notice of the meeting.
4. If a quorum is present, the affirmative vote of two-thirds (2/3) of all members present and voting shall be required to pass any amendment.

5. One copy of any amendment shall be attached to these Bylaws, and one copy shall be filed with the national office of the ACBL.

ARTICLE X INDEMNIFICATION

Indemnity to Directors, Officers and Others. Every director or officer of the corporation or other person who had undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and his heirs, executors and administrators and the estate and effects, respectively, shall from time to time and always, be indemnified and saved harmless out of the funds of the Corporation from and against:

- I. All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action suit or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability, and
- II. All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE XI MISCELLANEOUS

Section 11.1. Publication. The official publication of the District shall be as designated by the Board of Directors and shall be published by the District or assigned.

Section 11.2. 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 portion held invalid or inoperative manifests until the next Annual General Meeting.

Section 11.3. 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 11.4. Conduct of Proceedings. The conduct of all proceedings of the Board of Directors and of all committees of the District shall be governed by Roberts' Rules of Order (latest edition) when not in conflict with these Bylaws.

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

Section 11.5. Fiscal Year. The fiscal year for the Corporation shall begin on January 1 and end on December 31.

Section 11.6. Loans. The corporation will not make loans to any director or officer. Any director or officer who assents to or participates in the making of any such loan shall be liable to the District for such loan until the repayment thereof.

Section 11.7. Borrowing. The corporation shall not borrow money for any purpose.

Section 11.8. Annual audit. The financial accounts held by the District shall be audited at the end of each fiscal year. A detailed report shall be made of all the funds, property, and accounts of the District. The annual review shall be delivered to the Board for their consideration at the Annual Meeting.

**ARTICLE XII
NONPROFIT STATUS and DISSOLUTION**

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 not for profit purposes. On the dissolution or winding up of this Corporation, assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed according to the regulations and policies of the ACBL. 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.

**ARTICLE XIII
EFFECTIVE DATE**

The foregoing Bylaws shall supersede all previous bylaws and shall become the official Bylaws of District 2 of the American Contract Bridge League. A copy of these Bylaws shall be filed with the National Office of the ACBL.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies

- (i) I am the President of the District, a not for profit corporation,
- (ii) the above By-laws are a true, correct and complete copy of By-laws adopted at a duly held meeting of the District 2 Board of Directors on the 3rd day of April 2021, and in accordance with the laws of the Province of Ontario, and
- (iii) 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 as President on 3rd day of April 2021.

By: _____

Tom Ramsay,
President,
District No. 2 of the American Contract Bridge League.