

BY-LAW 1
of the
NIAGARA AREA BRIDGE LEAGUE, UNIT 255, INC.

ARTICLE I NAME, PURPOSES, OFFICES

Section 1.1 The name of this organization shall be the Niagara Area Bridge League, Unit 255 Inc. and is also known as Niagara Area Unit 255 (and referred to in these By-laws as the “Unit”).

Section 1.2 The Unit is incorporated as a nonprofit corporation under the laws of the province of Ontario and shall be governed by the nonprofit corporation laws of Ontario.

Section 1.3 The purposes for which the Unit is organized are: to foster community welfare in the furtherance of the game of contract bridge in its various forms of competition; to promulgate high standards of conduct and ethics to its members, and to enforce such standards; to provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community; to promote and support the ACBL education program; to conduct tournaments and other competitive events as permitted by the American Contract Bridge League; and to conduct such other activities as may be in keeping with its principal objectives.

Section 1.4 The registered office of the corporation shall be located in the Niagara Region 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 (ACBL)

The Unit is a separate legal entity that interacts with the American Contract Bridge League (ACBL) through the Unit charter process and exists for the purposes specified in Article I of these By-laws. As such, the Unit and its members shall be subject to and abide by the By-laws and regulations of the ACBL as in existence and amended from time to time by ACBL. No rule, regulation or By-law adopted by the Unit shall be inconsistent with or be in contravention of the rules, regulations and By-laws of the ACBL. The Unit shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures and By-laws of the ACBL.

ARTICLE III ACBL UNIT JURISDICTION

The geographical area within which this Unit shall have ACBL jurisdiction is such area as is 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.** Any person who is a member of the American Contract Bridge League and resides within the geographical area over which this corporation has jurisdiction shall be a member of the Unit. Any person who lives outside the geographical area over which this corporation has jurisdiction may apply for membership in the Unit according to regulations established by the ACBL. Any person who resides within the geographical area of the Unit may apply to become a member of a different Unit according to regulations established by the ACBL.

Section 4.2 **Rights and Obligations.** In accordance with the procedures established by the ACBL Board of Directors, the members of the Unit shall have voting rights and any other legal rights or privileges in connection with the governance of the Unit. Members of the Unit shall be required to abide by, and to conduct themselves in a manner consistent with, the By-laws, regulations, policies, code of conduct and ethics standards established by the ACBL.

Section 4.3 **Termination of Membership.** A member shall remain a member of the Unit unless and until he changes his residence to a place outside the jurisdiction of the Unit, without taking the necessary steps to retain membership in the Unit, per ACBL regulations.

ARTICLE V MEETINGS

Section 5.1. **Annual Meeting.** The Annual Meeting of the Unit shall be held at such time and place as may from time to time be fixed by the President [or the Board prior to April 30th. 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 result in a forfeiture or dissolution of the Unit or invalidate any action taken by the Board of Directors or Officers of the Unit.

Section 5.2. **Special Meetings.** Special meetings of the membership of the Unit may be called by the President or by the Board of Directors. A special meeting shall be called by the President on petition by not less than twenty-five (25) members entitled to vote.

Section 5.3. **Place of Meeting.** All membership meetings of the Unit shall be held within the geographical limits of the Unit.

Section 5.4. **Notice of Meetings.** Notice, written, printed or by electronic transmission, stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the 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.

Section 5.5. **Quorum.** Twenty-five (25) of the total voting members in good standing of the Unit shall constitute a quorum at any meeting of the membership.

Section 5.6. **Proxy Voting.** No proxy voting shall be permitted at membership meetings.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1. **Powers and Duties.** The management of all business, property, and interests, and other affairs of the Unit 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 Unit 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.** At a time reasonably in advance of each annual meeting of the Unit, the President shall appoint a nominating committee. The nominating committee shall determine and present to the members a list of nominees for election as Directors to fill the positions of those Directors whose terms shall expire at the end of the year. The members shall, by the affirmative vote as required by the provisions of Section 5.5 of these By-laws, elect the requisite number of Directors from among the list of nominees.

Section 6.4. **Number.** The Board of Directors shall consist of seven (7) members. All directors must be members in good standing of the ACBL as well as members of the Unit. Each of the existing clubs within the Unit shall nominate 1 person to be on the Unit Board of Directors, the balance of the directors shall be elected by the Unit members.

Section 6.5. **Term of Office.** At large directors shall be elected each year for terms of office of three (3) years, the terms to commence the first week of January following the election. All Board Members shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal.

Section 6.6. **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, the Board, or upon the written request of four (4) or more directors.

Section 6.7. **Notice.** 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 6.8. **Compensation and Reimbursement of Directors.** The directors of the Unit shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

Section 6.9. **Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, as long as members participating in such meeting can hear one another.

Section 6.10. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.11. **Vacancies.** All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a 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 6.12. **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.

Section 6.13. **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 6.14. **Voting by Proxy.** Voting by proxy is permitted with the limit of only one proxy can be held by a voting member at the meeting.

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 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 three (3) consecutive years.

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.

Section 7.4. **Secretary.** The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have custodian of the corporate records, 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.

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.

Section 7.6. **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 By-laws, 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 7.7. **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 7.8. **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. **Term of Office.** Each member of a committee shall serve for one (1) year and until a successor is appointed unless the committee is sooner dissolved.

ARTICLE IX AMENDMENT OF THE BY-LAWS

These By-laws may be amended, altered or repealed and new By-laws may be adopted by a vote of two thirds (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise.

ARTICLE X INDEMNIFICATION

Section 10.1 **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 at all times, 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 Unit shall be as designated by the Board of Directors and shall be published by the Unit.

Section 11.2. **Inoperative Portion.** If any portion of the By-laws 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.

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 By-laws or the intent in any of the provisions.

Section 11.4. **Books and Records.** The Unit 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 run from January 1 to 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 Unit for the amount of such loan until the repayment thereof.

ARTICLE XII DISSOLUTION and NONPROFIT STATUS

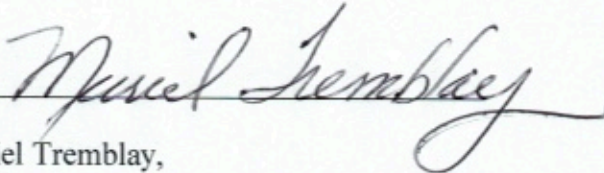
This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members. It is organized solely for nonprofit purposes. On the dissolution or winding up of this Corporation, assets remaining 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.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies

- (i) I am the President of the Unit, a nonprofit corporation,
- (ii) the above By-laws are a true, correct and complete copy of By-laws adopted at a duly held meeting of the Niagara Area Unit membership on the 25th day of August, 2020 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 25th day of August, 2020.

By: 

Muriel Tremblay,
President,
Niagara Area Bridge League Unit 255 Inc.