

# District No. 2 of the American Contract Bridge League

## BY-LAWS

### ARTICLE I DEFINITIONS

1. "ACBL" means The American Contract Bridge League.
2. "AGM" means The Annual General Meeting
3. "Act" or "ONCA" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
4. "Articles" means the "Articles of Incorporation" of the Corporation as amended or restated from time to time.
5. "Board" means the Board of Directors of the Corporation.
6. "Bylaws" means this bylaw and all other bylaws of the Corporation as amended and which are, from time to time, in force and effect.
7. "Chair of the Board of Directors" means the President elected to hold that office.
8. "Corporation" means the corporation that has passed these bylaws under the Act or that is deemed to have passed these bylaws under the Act.
9. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called.
10. "District" means the District No. 2 of the American Contract Bridge League.
11. "District rules" are as defined in the District Policy and Procedure Manual or similarly named document.
12. "Member" means a member of the Corporation.
13. "Membership" means the collective Members of the Corporation.
14. A Member "in good standing" means a Member whose rights are not under suspension because of disciplinary proceedings, or by operation of some specific provision of these bylaws.
15. "Member Unit" means the geographical area within the District which is assigned to it by the Board of Directors of the ACBL
16. "Officer" means an Officer of the Corporation. (President, Vice-President, Treasurer, Secretary).
17. "Proxy vote," means the same as an "absentee vote" and is a ballot cast by a person (the proxy) on behalf of another person (the principal) when they are unable to attend a meeting.
18. "Representative" means the member of a Unit elected or appointed to be a Member or Director.

**ARTICLE II**  
**NAME; PURPOSES; OFFICES**

**Section 2.1 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 by-laws as District.

**Section 2.2 Incorporation.**

The District is incorporated as a not-for-profit corporation under the Corporations Act of the Province of Ontario (CA) and shall be governed by the CA and the Act or ONCA.

**Section 2.3 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.
- d) to coordinate the GNT (Grand National Teams) and NAOP (North American Open Pairs) Unit and District Qualification tournaments and
- e) to appoint Advisory Council representatives if necessary.

**Section 2.4 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 III**  
**DISTRICT 2 OF THE AMERICAN CONTRACT BRIDGE LEAGUE**

**Section 3.1**

The District shall conduct its affairs in a manner consistent with the rules, regulations, policies, and procedures of ONCA.

**Section 3.2**

The District is a separate legal entity that interacts with the American Contract Bridge League (ACBL) and exists for the purposes specified in Article II 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 IV**  
**ACBL DISTRICT JURISDICTION**

The Member Units over 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 V**  
**MEMBERSHIP**

**Section 5.1 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 5.2 Rights and Obligations.**

In accordance with the procedures established by the ACBL Board of Directors and the District members, 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 5.3. Nomination and election of Representatives (Members).**

Each Member Unit shall appoint the Representatives for that Unit. One of those Representatives must be designated as a Director of the Board of Directors. 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 5.4. Number.**

The Membership of the District shall consist of one Representative for every one thousand (1000) ACBL members or fraction thereof in each Member 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 Representatives from one Member Unit cannot exceed 50% of the total number of Member Units (i.e. total number of Member Units is 9 therefore maximum number of Representatives from one Unit is 4). All Representatives must be members in good standing of the ACBL as well as members of a Member Unit.

**Section 5.5. Term of Office.**

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

**Section 5.6 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 VI**  
**MEMBERSHIP MEETINGS**

**Section 6.1. Annual General Meeting.**

The AGM of the District shall be held at such time and place as may from time to time be fixed by the Membership prior to April 30. The agenda of the AGM shall include presentation of annual reports and transaction of such other business as may properly come before the meeting. Failure to hold an AGM shall not work a forfeiture or dissolution of the District or invalidate any action taken by the Membership or Officers of the District.

**Section 6.2. Special Meetings.**

Special meetings of the Membership 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 6.3. Place of Meeting**

All meetings of the District shall be held within the geographical limits of the Province of Ontario. All meetings will be online meetings via webinars unless otherwise noted.

**Section 6.4. Notice of Meeting.**

Notice, written, printed or by electronic transmission, stating the place (if held at a physical location) , day and hour of any meeting and, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) days nor more than sixty (60) days prior to the date of the AGM and not less than 10 nor more than 30 days before the date of the special meeting, by or at the direction of the President, Secretary or Board calling the meeting, to each Member entitled to vote at such meeting. In addition, the ACBL Region 1 Director and representatives of District 2 of

the Advisory Council of the ACBL and the directors of the Canadian Bridge Federation for Zones 3 and 4 may attend the AGM with no voting rights.

**Section 6.5. Agenda and conduct of meeting.**

The notice of meeting shall include the agenda, which shall include motions proposed by the Board of Directors. 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 6.6. Waiver of Notice.**

Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member 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 Member or Members, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

**Section 6.7. 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 Membership meeting.

**Section 6.8. Proxy Voting.**

Proxy voting shall be permitted at Membership meetings.

In order for a proxy vote to be valid, the proxy is to be made public to the President prior to the commencement of the meeting.

**Section 6.9. 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.

**Section 6.10. Leave of Absence.**

If a Member 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 immediately be deemed to be on a leave of absence from the District, until the final disposition of such charge. In the event such 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 District. In the event the Member is convicted of the offence, same shall constitute grounds for the Member to be permanently removed from the District upon the affirmative vote of two-thirds of the Membership. 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 District.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

**Section 7.1. 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 II. The Board of Directors is the sole judge of its own membership.

**Section 7.2. 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 7.3. Nomination and Election of Directors.**

Each Member Unit shall elect/appoint the Representative for that Member Unit to be on the Board of Directors. The President of the District shall be notified in writing of the Representative so selected by January 31 of each year. If the Member Unit fails to notify the District President or Secretary of any new Representative, in accordance with Section (5.5) hereof, shall not be considered properly elected until the District is notified, and in accordance with Section (.5) hereof, their predecessors' terms shall continue until the District is properly notified

**Section 7.4. Number.**

The Board of Directors shall consist of one Representative for each Member Unit. All Directors must be members in good standing of the ACBL as well as member of a Member Unit.

**Section 7.5. 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 General Meeting. All Directors shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal.

**Section 7.6. Ex-Officio Member.**

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

**Section 7.7. Audit and financial review.**

Subject to the provisions of ONCA, the Board shall appoint annually at the AGM, an auditor or a person appointed to conduct a financial review engagement.

**Section 7.8. 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 7.9. Quorum.**

The majority of the Board of Directors in good standing shall constitute a quorum at any Board meeting.

**Section 7.10. Proxy Voting.**

Proxy voting shall not be permitted at Board meetings.

**Section 7.11. 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 7.12. 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 at his own expense.

**Section 7.13. 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.

**ARTICLE VIII**  
**OFFICERS**

**Section 8.1. 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 8.2. President.**

The President shall preside at all meetings of the Board of Directors and Membership, 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 8.3. 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 her/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 8.4. 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 8.5. 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 present a report at the AGM of the District financial status, and on major transactions of the previous year. This report shall be posted on the website and be available to all members on request. The Treasurer shall present the budget for the following year at the AGM. 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 either be by cheque carrying one authorized signature, which shall be that of the Treasurer or by E-transfer.

**Section 8.6 Nomination of Officers.**

A Nominating Committee consisting of at least three Representatives representing three different Member 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.

The Nominating Committee so appointed shall present its slate of officers at the Annual General Meeting.

Notwithstanding the provisions of this Section 8.6, nominations may also be entertained at the Annual General Meeting provided the nominated delegate is present and indicates his willingness to serve if elected.

**Section 8.7. 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 8.8. 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 8.9. 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 IX**  
**COMMITTEES**

**Section 9.1. 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 she/he may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. The members of committees need not be Members of the District.

**Section 9.2 Executive Committee.**

The Executive Committee shall consist of the Officers of the District and 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 9.3 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 9.4. 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 9.5. Compensation.**

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

**ARTICLE X**  
**AMENDMENT OF THE BYLAWS**

**Section 10.1. Bylaw Meeting**

The Bylaws of the District may be amended, and new Bylaws adopted at any annual or special meetings of the Board.

**Section 10.2. Proposal of Amendment**

Amendments may be proposed by any member of the Membership and submitted to the Secretary at least 30 days in advance of any regular or special meetings of the Membership. The Secretary shall either include the proposed amendment(s) on the agenda distributed for the next meeting or 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 Membership as provided for in Section 6.4 of these Bylaws. The Secretary shall incorporate the text of the proposed amendment in the notice of the meeting.

**Section 10.3 Voting**

If a quorum (as per Section 6.7) is present, the affirmative vote of two-thirds (2/3) of all members present and voting shall be required to pass any amendment.

**ARTICLE XI**  
**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:

1. The acts, neglects or defaults of any other Director, Officer, committee member or employee of the corporation.
2. Joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquitted by resolution of the Board or for or on behalf of the Corporation.
3. The insufficiency or deficiency of any security, in or upon which any of the money, of or belonging to the Corporation shall be placed out or invested.
4. Any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited.
5. Any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust, provided that they have:
  - (i) Complied with ONCA and the corporation's Articles of Incorporation and Bylaws
  - (ii) Exercised their powers and discharged their duties in accordance with ONCA.

**ARTICLE XII**  
**MISCELLANEOUS**

**Section 13.1. 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 13.2. 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 13.3. 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 13.4. 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 13.5. 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 in compliance with ONCA requirements.

**Section 13.6. Fiscal Year.**

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

**Section 13.7. 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 13.8. Borrowing.**

The corporation shall not borrow money for any purpose.

**Section 13.9. Annual financial review.**

The financial accounts held by the District shall be reviewed as per the requirements of ONCA 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 General Meeting.

**ARTICLE XIII**  
**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 or shall be distributed to a charitable trust or non-profit organization, as approved by majority vote of the members at the Dissolution Meeting according to the regulations and policies of ONCA. 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 XIV**  
**EFFECTIVE DATE**

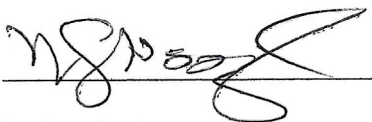
The foregoing Bylaws shall supersede all previous bylaws and shall become the official Bylaws of District 2 of the American Contract Bridge League in compliance with ONCA requirements.

**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 4th day of September 2024, 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 4th day of September 2024.

By:  \_\_\_\_\_

Wiebe Hoogland,  
President,  
District No. 2 of the American Contract Bridge League.