

# **Constitution of the South Western Ontario Bridge Association, Unit 249 of the American Contract Bridge League.**

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## **The Unit:**

The Unit functions within the By-laws and Regulations of the American Contract Bridge League and its District.

## **Objectives of the Organization**

The objectives of the organization are:

1. To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate bridge and any modifications thereof;
2. To cooperate with and assist the League in the promotion and conduct of contract bridge tournaments;
3. To encourage the highest standards of conduct and ethics by its members, and to enforce such standards;
4. To promote the development and organization of affiliated clubs within the Unit;
5. To cooperate in the League's charity program and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes;
6. To conduct such other activities as may be in keeping with its principle objectives.

## **SECTION I**

### **ARTICLE I: UNIT JURISDICTION**

The geographical area within which this Unit may operate shall be such area as is at present assigned to it by the Board of Directors of the ACBL, and as it may hereafter be modified from time to time. At the time of formation, the Unit consists of the counties of Bruce, Grey, Huron, Perth, Elgin, Wellington, Brant, Waterloo, Oxford, Essex, Kent, Lambton, Middlesex and the portion of Haldimand-Norfolk that is west of County Road 18, in the province of Ontario, Canada.

### **ARTICLE II: MEMBERSHIP**

Any person residing within the playing area of the Unit is eligible for membership. Membership shall bind the applicant to full compliance with and adherence to these, Articles the Unit's Charter and the Charter and By-laws of the American Contract Bridge League.

Such person, upon favourable action, shall become and remain a member unless:

1. He changes his residence to a place outside the jurisdiction of the Unit, in which case he shall become a member of the new Unit immediately upon processing by the League of his change of address;
2. He has failed to pay his dues in accordance with regulations of the American Contract Bridge League;
3. He has been suspended or expelled from membership in accordance with regulations established by the American Contract Bridge League and the Board of Directors of the Unit, provided that such regulations conform to the rules and due process and that such regulations as are established by the Board of Directors of the Unit are not in conflict with the regulations of American Contract Bridge League.

### **ARTICLE III: DUES**

Annual dues shall be assessed by the Board of Directors of the American Contract Bridge League.

## **SECTION II**

### **ARTICLE IV: GENERAL MEETINGS OF MEMBERS**

1. The annual or any other general meetings of the members shall be held within the boundaries of Unit 249, as the Unit Board of Directors may determine and on such a day as the said directors shall appoint provided that the annual meeting of the members shall be on a day prior to the last day of September in each year following the end of the fiscal year and normally in conjunction with a unit tournament.
2. At every annual meeting in addition to any other business that may be transacted, the president will report the activities of the Board of Directors.
3. The members may consider and transact any business, either specific or general, without notice thereof at any general meeting of the members. The Unit Board of Directors may choose to defer this business to a future meeting.
4. Special meetings of the members may be called at any time to consider specific subject matters by the Unit Board of Directors, by the President or by petition of twenty (20) of the members. Notice of the time and place of a special meeting shall be given at least ten (10) days before any such meeting. The notice of any such meeting shall contain an agenda of the matters to be taken up. No other business shall be acted upon at such a special meeting.
5. A quorum for the transaction of business at any general or special meeting shall consist of ten (10) members.
6. No proxies shall be permitted.

### **ARTICLE V: ADJOURNMENTS**

Any meeting of the Unit of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **ARTICLE VI: VOTING OF MEMBERS**

1. Each member shall, at all meetings, be entitled to one vote and he may not vote by proxy. No members shall be entitled to vote at meetings of the Unit unless the member has paid all dues or fees, if any, then payable by him.
2. At all meetings of members, every question shall be decided by a majority of the votes of the members present in person, unless otherwise required by the By-laws of the Unit, or by law. Every question shall be decided upon in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be admissible evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour or against such a resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by members present and in person and such poll shall be taken in such a manner as the Chair shall direct, and the result of such poll shall be deemed the decision of the Board in general meeting upon the matter in question. In a case of an equality to votes in a general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second deciding vote.

## SECTION III

### ARTICLE VII: UNIT BOARD OF DIRECTORS

1. The affairs of the Unit shall be managed and conducted by the Unit Board of Directors, which shall consist of ten (10) elected and up to four (4) appointed persons, all of whom must be members of the Unit.
2. Each Director shall hold office for a period of two (2) years and shall continue to hold office until his successor has been duly elected. The commencement of the term shall be established by the regulations of the Unit Board of Directors.
3. A nominating committee is to be appointed to nominate sufficient candidates to fill the positions open for the directors at large. Further nominations are to be received from the membership at large. Such nominations must be signed by two (2) members, accepted by the nominee, and must be received by the Secretary of the Unit at least twenty-one (21) days prior to the date of the election.
4. The election of members to the Board of Directors will take place at a tournament as determined by the Unit Board. Ballots, which may also be published in the Unit publication or sent by post to all Unit members, may be mailed to the Unit Secretary by any member of the Unit specifying the member's choice for the Unit Board of Directors. These ballots must be received ten (10) days prior to the tournament designated as the election tournament. The Board of Directors may set conditions to control and validate the mail ballots from time to time as they see fit. The successful candidates will take office at the first meeting subsequent to the election or at any meeting deemed by the Board of Directors. At the first meeting, the Board may, at its discretion, appoint up to four (4) Directors from designated geographical areas to attempt to guarantee representation from these areas. There can be no more than two (2) appointees from any one geographical area. No more than four (4) members may be elected from any one geographical area. After the appointments, no geographical area may have more than five (5) members serving on the Board of Directors. The Board of Directors does not need to ensure that each geographical region is represented.

The geographical areas at the time of formation of the Unit are:

1. Windsor, Chatham, Kingsville, Ridgeway
  2. London
  3. Kitchener-Waterloo, Guelph, Stratford
  4. Tillsonburg, Woodstock, Brantford, St. Thomas
  5. Goderich, Kincardine, Owen Sound
  6. Sarnia
5. Any vacancy on the Unit Board of Directors shall be filled by the Board of Directors and the persons so appointed shall hold office for the balance of the unexpired term, subject to the provisions regarding geographical representation as outlined in Section III, Article VII, Item 4.
  6. The Unit Board of Directors shall hold a minimum of three (3) meetings a year, one of which shall be designated the annual meeting. Subsequent regular meetings thereafter shall be held pursuant to regulations established by the Board of Directors, on appropriate notice.
  7. A quorum of the Unit Board of Directors for the transaction of business shall not consist of less than fifty (50) percent of the Board members.
  8. In addition to the powers herein granted by other provisions hereof, and by the laws of the province of Ontario, the Unit Board of Directors shall have powers and duties including, but not limited to:
    - a) The conduct and management, supervision and control of the business of the Unit;

- b) The management, supervision, control and conducting of tournaments, the selection of all dates and locations for holding such tournaments and the making of all contracts in connection therewith;
  - c) The employment and discharging of employees and the supervision of their conduct and fixing of their compensation;
  - d) The censure, suspension, expulsion or discipline of any member. But no member shall be censored, suspended or expelled or otherwise disciplined until he has been furnished with written charges, to which he has time to reply or until after a hearing of which he has received reasonable notice. He may be represented by council. Disciplinary action by the Unit may be appealed to the District II Judiciary Chairman. The right of a member, against whom charges are pending, to play in tournaments during such a penalty shall not be affected unless otherwise directed by the Board;
9. The Directors shall receive no remuneration for acting as such other than expenses as determined by the Board from time to time.
10. The members of the Unit may, by resolution passed by at least two-thirds of the votes cast at general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect a person in his stead for the remainder of his term.

#### **ARTICLE VIII: UNIT OFFICERS**

1. There shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers as the Board may determine by means of a By-law from time to time. The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the new Board after the election of Directors. The other officers of the Unit Board need not be members of the Board but they shall not have voting rights at Board meetings if they are not elected members of the Board.
2. The President shall, when present, preside at all meetings of the members of the Unit and Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Unit. The President and Secretary or other officers shall sign all By-laws. During the absence or inability of the President, his duties and powers shall be exercised by the Vice-President. If both the President and Vice-President are absent, the Unit Secretary will call for a vote of the attending members to elect an acting Chair for the meeting. The duties of the President and Vice-President shall conform to the regulations of the American Contract Bridge League.
3. Vacancies due to death, resignation or other causes shall be filled by the Unit Board of Directors, subject to the conditions imposed by Section III, Article VII, Item 4.
4. The duties of the officers shall be those outlined in the Unit By-laws and Regulations, and such others as may be assigned by the Unit Board of Directors.

#### **SECTION IV**

#### **ARTICLE IX: AMENDING PROCEDURE**

Amendments to the By-laws may be proposed by the members of the Unit upon petition signed by at least twenty (20) members and submitted to the Secretary at least thirty (30) days in advance of the annual meeting or any special meeting called for the purpose, or upon petition signed by three (3) member of the Unit Board of Directors. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of the meeting. The concurrence of two-thirds of all members voting shall be required to pass any amendment.

**ARTICLE X: UNIT RECORDS**

The Directors shall see that all necessary books and records of the Unit, required by the By-laws of the Unit or any applicable statute, are regularly and properly kept.

**ARTICLE XI: PAYMENT OF MONIES**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Unit, shall be signed by such officer or officers, agent or agents of the Unit Board in such a manner as shall, from time to time, be determined by resolution of the Board.

**ARTICLE XII : SECURITIES**

The securities of the Unit shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Unit Board signed by such officer or officers, agent or agents of the Unit Board in such a manner as shall, from time to time, be determined by resolution of the Board or Directors and such authority may be general or confined to specific instances.

**ARTICLE XIII: NOTICE OF MEETINGS**

Whenever, under the provision of the By-laws of the Unit, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or public letter box, in a prepaid, sealed wrapper addressed to the Director, officer or member at his or their address as the same appears in the records of the Unit. A notice or other document sent by post shall be held to be sent at the time when the same appears on the books of the Unit. A notice or other document sent by post shall be recorded to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or, if telegraphed, shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice, the address of any member, Director or officer shall be his last address as recorded in the files of the Unit.

At the discretion of the Unit Board, notice may be given by timely advertisement in the Unit publication.

**ARTICLE XIV: FISCAL YEAR**

Unless otherwise ordered by Unit Board of Directors, the fiscal year of the Unit shall terminate on the thirty first (31) day of December in each year.

**ARTICLE XV: MEANING AND INTENT**

In these Articles and in all other Articles of the Unit hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and the references to persons shall include firms and corporations.

**Passed by the Unit 249 Board of Directors January 24, 2015, London**

**Passed by Unit 249 Members August 8, 2015, Tillsonburg AGM**



**Jim Brimmer, President**



**Lee Easterbrook, Secretary**