

## **CONSTITUTION AND BYLAWS of**

### **THE CANADIAN MARITIMES UNIT NUMBER 194 OF THE AMERICAN CONTRACT BRIDGE LEAGUE**

Repealed and replaced as of November 2017.  
Previously amended as of November 10, 2012;  
Previously amended as of November 12, 2011;  
Previously amended as of November 7, 2009;

#### **Article 1- Name, Status, Head Office**

- 1.1 The name of this organization is The Canadian Maritimes Unit Number 194 of the American Contract Bridge League (hereinafter referred to as the "Unit").
- 1.2 The Unit is an unincorporated not for profit association under the laws of the province of Nova Scotia.
- 1.3 The Head Office of the Unit shall be the domicile of the President of the Unit.

#### **Article 2 - Governance**

- 2.1 The Unit is an association that interacts with the American Contract Bridge League (hereinafter referred to as the "ACBL") through the unit charter process of the ACBL. As such, the Unit and its members shall be subject to and abide by, the Bylaws, rules and regulations of the ACBL as in existence and as amended from time to time by the ACBL. No Unit rule, regulation or bylaw shall be inconsistent with or be in contravention of those of the ACBL. The Unit shall conduct its affairs in a manner consistent with the rules, regulations, policies and Bylaws of the ACBL.
- 2.2 To the extent that the ACBL has vested governance authority over the Unit in Canada to the Canadian Bridge Federation (hereinafter referred to as the "CBF" the Unit shall conduct its affairs in a manner consistent with the rules, regulations, policies and Bylaws of the CBF.

#### **Article 3 - Jurisdiction**

- 3.1 The Unit has sole jurisdiction as presently, or as may be in the future, assigned and delegated by the ACBL. Currently that jurisdiction is throughout the province of Nova Scotia (exclusive of Cumberland County) and throughout the province of Newfoundland and Labrador.

#### **Article 4 - Objects**

- 4.1 The Unit shall maintain, promote and stimulate an interest in Contract Bridge, including but not restricted to Duplicate Contract Bridge.

- 4.2 The Unit may organize various bridge events and tournaments, including regular games at which Master Points or fractions thereof are awarded.
- 4.3 The Unit shall co-operate with and assist the ACBL in the promotion and conduct of ACBL sanctioned tournaments.
- 4.4 The Unit shall conduct Sectional Tournaments in compliance with ACBL regulations.
- 4.5 The Unit shall establish close relations and interchange with neighbouring Units in all matters of mutual interest.
- 4.6 The Unit shall promote the development and organization of Affiliated Clubs within the Unit. An Affiliated Club is any ACBL sanctioned club.

## **Article 5 - Membership**

- 5.1 Any person who is a member in good standing of the American Contract Bridge League and who resides within the geographic area over which this Unit has jurisdiction shall be a member of the Unit. To be in good standing a member must have
  - a) been up to date in his or her membership dues with the ACBL;
  - b) not been suspended or expelled in accordance with the Unit Bylaws or those of the ACBL.
- 5.2 In accordance with the procedures set by the ACBL, members of the Unit in good standing shall have voting rights and other legal rights or privileges in connection with the governance of the Unit.
- 5.3 Members of the Unit are required to abide by and conduct themselves in a manner consistent with the Bylaws, regulations, policies, code of conduct and ethic standards established by the ACBL and as supplemented by the CBF and/or the Unit from time to time. A member may be suspended, expelled or otherwise disciplined for non compliance in accordance with the rules and regulations established by the ACBL.
- 5.4 Membership in the Unit ceases when a member no longer resides in the geographic area over which this Unit has jurisdiction unless otherwise specifically permitted in accordance with the rules and procedures of the ACBL.
- 5.5 Only members of the unit in good standing and who have not otherwise been suspended or expelled may hold office.
- 5.6 Membership dues will be as set forth by the ACBL.

## **Article 6 - Membership Meetings**

### **Annual Meeting**

- 6.1 The Annual Meeting of the Unit shall be held on the second day of the "Fall Sectional" or at such time and place as may from time to time be fixed by the President or the Board. All membership meetings of the Unit shall be held within the geographic limits of the Unit.
- 6.2 Notice of the Annual Meeting stating the time and place of the meeting and giving notice of the purpose or purposes of such meeting and shall be given in writing, printed or by electronic transmission at least three weeks prior to the Annual Meeting.
- 6.3 For the purpose of this Section, notice is deemed to be given when a notice is transmitted electronically to all ACBL affiliated clubs within the Unit; transmitted electronically to members of the unit with emails registered with the ACBL; and/or published in the MARITIME BRIDGE LINE and distributed to all ACBL affiliated clubs within the Unit.
- 6.4 The Agenda of the Annual Meeting shall include the following items of business:
  - a) Approval of the Minutes of the last Annual Meeting;
  - b) Presentation of annual reports by the Officers of the Unit;
  - c) New business;
  - d) Election of Officers and Board;
  - e) Appointment of Auditor(s).
- 6.5 A quorum at the Annual Meeting shall be fifteen (15) members.
- 6.6 Failure to hold an Annual Meeting (or failure to have a quorum at such meeting) shall not cause a forfeiture or dissolution of the Unit or invalidate any action taken by the Board or Officers of the Unit.

### **General Meeting**

- 6.7 General Meetings of the membership may be held from time to time as a majority of the Board or fifteen of the members request. This request shall be made in writing to the Secretary of the Unit, whereupon the President shall set the time and place of the meeting.
- 6.8 Notice of the General Meeting may be given in the manner specified in Articles 6.2 and 6.3 herein. Such notice shall include the purpose or purposes of such meeting and shall be given at least three weeks prior to the General Meeting.
- 6.9 A quorum at the General Meeting shall be fifteen (15) members.
- 6.10 Business transacted at the General Meeting has the same force and effect as business transacted at the Annual Meeting.

### **Proxy Voting**

- 6.11 No proxy voting shall be permitted at General or Annual meetings.

## **Inspection of Books and Records**

- 6.12 Members, in good standing, have the right to inspect the books and records of the Unit. This will be arranged at a specific time and place following a written request to the Unit Secretary.

## **Article 7 - The Board**

### **Powers and Duties**

- 7.1 The oversight of management of all business, property and interests and other affairs of the Unit shall be vested in its Board. The Board sets policies for the Unit in keeping with those of the ACBL. The Board shall have complete authority over all tournaments conducted by the Unit, including the naming of events and Directors, the timing and place of future tournaments and the fees to be charged at tournaments, subject to the requirements of the ACBL. Among the powers herein conferred upon the Board 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 members of the Board, and, in general, to take such other and further actions as may from time to time be necessary to further implement the aims of the Unit. The Board is the sole judge of its own membership.
- 7.2 Each member of the Board is subject to the duty of loyalty and good faith to the Unit and to the duty of care in the performance of his or her duties as a member of the Board.
- 7.3 Officers of the Unit are members of the Board.
- 7.4 The Board shall hold not less than three Board Meetings annually. While generally the meetings will be held in person, nothing shall invalidate a meeting held through any other medium provided a quorum of the Board participates. A quorum of the Board shall consist of at least 9 members of the Board.

### **Nomination and Election of Board**

- 7.5 Election of members of the Board shall take place at the Annual Meeting.
- 7.6 Each member of the Board may hold office for two years or for a longer period if re-elected. The term shall commence immediately following the election at the Annual Meeting.
- 7.7 The area distribution of the members of the Board shall be:
- a) One member from the counties of Yarmouth, Shelburne and Digby;
  - b) One member from the counties of Queens and Lunenburg;
  - c) One member from the counties of Annapolis, Hants and Kings;
  - d) Three members from Halifax County
  - e) Two members from the Counties of Colchester, Pictou, Guysborough and Antigonish;
  - f) One member from Cape Breton Island;
  - g) One member from the Avalon Peninsula of Newfoundland and Labrador;
  - h) One member from the remainder of Newfoundland and Labrador.

7.8 The following shall be non-voting ex-officio members of the Board:

- a) The editor of the MARITIME BRIDGE LINE;
- b) The Zone 1 Director of the Canadian Bridge Federation;
- c) The Unit Tournament Chairman;
- d) The Can-At Chairman.

7.9 The Unit Tournament Chairman and the Can-At Chairman shall be by appointment from time to time by affirmative vote of a majority of the Board.

7.10 The following Officers are also members of the Board:

- a) The President;
- b) The First Vice President;
- c) The Second Vice President;
- d) The Secretary;
- e) The Treasurer;
- f) The Immediate Past President.

7.11 All members of the Board must be members in good standing of the ACBL and the Unit.

7.12 At a time reasonably in advance of each Annual Meeting of the Unit, (not less than two months) the President shall appoint a nominating committee. The nominating committee shall determine and present to the members a list of nominees for election as Board members to fill the position of those Board members whose term shall expire at the conclusion of the annual general meeting. Further nominations may be made by members of the Unit from the floor, provided the nominee is either present or has given consent in writing to the nomination.

7.13. Election of members of the Board, including Officers shall be by show of hands, but if a poll is demanded a secret ballot shall be held.

7.14 If a member of the Board resigns, or is unable to serve, another member may be appointed to fill the vacancy by affirmative vote of a majority of the Board. A member so elected shall hold office for the unexpired term of his or her predecessor.

7.15 Compensation of Officers shall be determined by the Board from time to time.

## **Article 8 - The Officers**

8.1 The Officers, excluding the Immediate Past President, shall be elected at the Annual Meeting for a two year term. Collectively the Officers shall be known as "the Executive".

### **The President**

8.2 The President is the Chief Executive Officer of the Unit and has general supervision of the Unit and shall perform such other duties as are incident to the office or are properly required of the President by the Board.

8.3 The President shall act as Chair of all meetings of the Unit and the Board.

- 8.4 The President may appoint standing and special committees with the approval of the Board, with the exception of the Rules and Ethics Committee which is appointed by the Board.
- 8.5 The President shall be the chief delegate or representative to the ACBL and shall supervise all correspondence and negotiations with that organization.
- 8.6 The President shall be one of the Signing Officers of the Unit.
- 8.7 The President shall be an ex-officio member of all committees with the exception of the Rules and Ethics Committee.

### **The Vice Presidents**

- 8.8 During the absence or disability of the President, the First Vice President shall exercise all of the powers and functions of the President and shall have such other powers and duties as may be assigned by the Board.
- 8.9 The First Vice President shall be one of the Signing Officers of the Unit.
- 8.10 During the absence or disability of the President and the First Vice President, the Second Vice President shall exercise all of the powers and functions of the President and shall have such other powers and duties as may be assigned by the Board.

### **The Secretary**

- 8.11 The Secretary shall issue notices for all meetings and shall keep minutes of all meetings of the Unit.
- 8.12 The Secretary shall have charge of all Unit records and shall supervise the details of membership, including maintaining a current list of members in good standing.
- 8.13 The Secretary shall verify that all persons seeking to vote are members in good standing.
- 8.14 The Secretary shall have available copies of the Constitution and By-Laws of the Unit at all Sectional and Regional Tournaments held by and in the Unit.
- 8.15 The Secretary shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the President or the Board.

### **The Treasurer**

- 8.16 The Treasurer shall collect and receive all moneys due and owing to the Unit and shall disburse funds in payment of the just demands against the Unit or as may be ordered by the Board and in accordance with these By-Laws.
- 8.17 The Treasurer shall be one of the Signing Officers of the Unit.
- 8.18 The Treasurer shall deposit all ordinary funds of the Unit in a Chartered Bank or Trust Company in the name of the Unit.

- 8.19 The Treasurer shall keep regular books of accounts and shall render to the Board from time to time as may be required, an account of all transactions undertaken or recorded as Treasurer and of the financial condition of the Unit. The Treasurer shall prepare annual financial statements. The Board shall arrange for an audit of the books once a year and the report and statements shall be presented to the membership at the Annual Meeting.
- 8.20 The Treasurer shall perform such other duties as are incident to the office or are properly required of the Treasurer by the Board.

### **Signing Officers**

- 8.21 The Signing Officers of the Unit shall be any two of:
- a) The President;
  - b) The Treasurer;
  - c) The First Vice President.
- 8.22 Any cheque payable to the ACBL shall require only one of the signatures as detailed in Section 8.21.
- 8.23 The Treasurer may, with the consent of the President, sign a cheque as sole Signing Officer not to exceed a dollar amount as fixed by the Board from time to time.
- 8.24 The Board shall, from time to time, determine the disbursement amount, which, if exceeded, shall require the signature of two Signing Officers.

### **Removal of Officer**

- 8.25 Any Officer of the Unit who conducts him or herself in a manner inconsistent with the purposes of the Unit, or acts in violation of his or her duties as set out in section 7.2 herein, or who exhibits chronic absenteeism from Board meetings may be expelled from office by a majority vote of the Board after written notice from the Secretary.

## **Article 9 - Complaints Against Members**

### **Rules and Ethics Rules and Ethics**

- 9.1 The Board shall appoint a Rules and Ethics Committee. The Rules and Ethics Committee shall consist of three members of the Unit, none of whom shall be Officers of the Board. The Rules and Ethics Committee shall be a standing committee of the Unit, the members of which shall serve at the pleasure of the Board, or until they resign or are unable to serve. The Rules and Ethics Committee shall be responsible for hearing, in the first instance, all complaints and disciplinary matters against members. The Rules and Ethics Committee shall select its own Chairman.

### **Complaint Procedure**

- 9.2 A complaint against a member must be made in writing and submitted to the President of the Unit. The right of a member to play in tournaments or Club games shall not be affected while a complaint is outstanding against the member.

### **Role of the Committee in Disciplinary Matters**

- 9.3. The President shall forward any complaint received to the Chairman of the Rules and Ethics Committee.
- 9.4. The Rules and Ethics Committee shall consider the complaint, confer with the complainant, communicate the complaint to the member complained against, give the member complained against an opportunity to be heard and may otherwise deal with the complaint in the manner they deem appropriate.
- 9.5. The Rules and Ethics Committee shall render a decision in writing to the President within thirty (30) days from which the complaint was received by the Chairman.

### **Role of the Board in Disciplinary Matters**

- 9.6. Within fifteen (15) days of receipt of the decision of the Rules and Ethics Committee, the President shall convene a meeting of the Board to consider the decision. The Board may, by majority:
  - a) Ratify or vary the decision of the Committee dismissing the complaint or imposing minor disciplinary sanctions;
  - b) Determine it is necessary to conduct a hearing of the complaint.

### **Formal Hearing Process**

- 9.7. If the Board determines a hearing of the complaint is required, the Secretary shall, in consultation with the Board, set the time and the place for such hearing and shall give notice in writing to the complainant and the member.
- 9.8. The hearing shall be a hearing de novo.
- 9.9. The member and the complainant may be represented by counsel. Counsel fees shall be for their own account.
- 9.10. At least eleven (11) members of the Board must be present for the hearing and shall act as a quasi-judicial body.
- 9.11. The hearing process shall be as follows:
  - a) The complainant shall appear and present evidence;
  - b) The member shall have the right of cross examination of the complainant any witnesses called by or on behalf of the complainant;
  - c) The member shall be given an opportunity to be heard and to present evidence;
  - d) The complainant shall have the right of cross examination;
  - e) The Board shall have the right to question all witnesses, through the President;
  - f) The Board may consider other evidence, upon notice to the parties and upon giving the parties the opportunity to be heard upon such other evidence.
  - g) The complainant and the member shall each be given the opportunity to make their respective final arguments.



9.12 Following the hearing, the Board present at the hearing shall confer and make a decision as follows:

- a) Dismiss the complaint;
- b) Impose disciplinary action, short of suspension, by simple majority of the Board present;
- c) Suspend the member by a seventy- five (75) per cent vote of the Board present;
- d) Expel the member from the unit by a unanimous vote of the Board present;
- e) Grant such further relief as a majority of Board members present deem appropriate.

9.13 The decision of the Board shall be final and binding upon the member and the member shall have no right of appeal subject only to any that may be expressly provided for by the ACBL.

## **Article 10 - General**

### **Fiscal Year**

10.1 The fiscal year of the Unit shall end on the 30th day of September in each and every year hereafter.

### **Borrowing Power**

10.2 The Unit cannot borrow money.

### **Indemnity**

10.3 The Unit shall indemnify all members of the Board/Officers, and all former members of the Board/Officers of the Unit, their heirs, executors, administrators, successors and assigns against all costs, damages, charges and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any action or proceeding in which he or she is made a party by reason only of being or having been a member of the Board/Officer of the Unit if: a) he or she acted honestly and in good faith with a view to the best interests of the Unit, and b) he or she had reasonable grounds for believing that his or her conduct was lawful.

## **Article 11 - Amendments**

### **Amendments to the Constitution and Bylaws**

11.1 The Constitution and By-Laws may be amended by a two-thirds majority vote of the members present at either the Annual Meeting or at any General Meeting called for this purpose. Notice of the proposed amendment shall be enclosed in the Notice of Meeting, failing which unanimous consent of the members present shall be required to make an amendment.

## **Inoperative Sections**

11.2 If any portion of the Bylaws shall be invalid or inoperative, then that portion, to the extent reasonable and possible shall be severed from the document. The remainder shall be valid and operative, and effect shall be given to the intent that remaining portion manifests.

## **Interpretation**

11.3 Whenever the content 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 of any provisions.