

ACBL SOUTH SASKATCHEWAN UNIT 573 INC.

BYLAWS

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BYLAWS
of the
ACBL SOUTH SASKATCHEWAN UNIT 573 INC.

ARTICLE I

NAME

Section 1.1 The ACBL South Saskatchewan Unit 573 Inc., hereinafter referred to as the "Unit" and also known as ACBL Unit 573, is a non-profit organization that is incorporated under the laws of the Province of Saskatchewan and is governed by The Non-profit Corporations Act, 1995 of the Province.

ARTICLE II

AFFILIATION

Section 2.1 The Unit is a separate legal entity that interacts with the American Contract Bridge League (ACBL) through the ACBL Unit charter process. As such, the Unit and its members shall be subject to and abide by the bylaws and regulations of the ACBL as in existence and amended from time to time by the ACBL. No rule, regulation or bylaw adopted by the Unit shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL.

ARTICLE III

PURPOSES AND RESPONSIBILITIES

Section 3.1 The purposes and responsibilities of the Unit are to:

- a. Provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community;
- b. Conduct tournaments and other competitive events as permitted by the ACBL;
- c. Promote interest in the game of contract bridge in its various forms of competition;
- d. Promote high standards of conduct and ethics to its members, and enforce such standards; and,
- e. Conduct other activities that are in keeping with the Unit's responsibilities.

ARTICLE IV

REGISTERED OFFICE

Section 4.1 The registered office of the Unit shall be located in the City of Regina, in the Province of Saskatchewan 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 V

JURISDICTION

Section 5.1 The geographical area within which the 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 VI

MEMBERSHIP

Section 6.1 Members. Any person who is a member in good standing of the ACBL who resides within the geographical area over which the Unit has jurisdiction shall be a member of the Unit. Any person who lives outside the geographical area over which the Unit 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 6.2 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 bylaws, regulations, policies, code of conduct, and ethics standards established by the ACBL.

Section 6.3 Termination of Membership. A member shall cease to be a member of the Unit if he/she changes his/her residence to a place outside the jurisdiction of the Unit without taking the necessary steps to retain membership in the Unit per ACBL regulations or upon his/her resignation, death or non-payment of ACBL dues in accordance with the regulations of the ACBL. Members may also be suspended, expelled, or otherwise disciplined in accordance with the rules and regulations established by the ACBL Board of Directors.

ARTICLE VII

MEMBERSHIP MEETINGS

Section 7.1 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 of Directors. The agenda for 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 7.2 Special Meetings. A special meeting shall be called by the President on petition by not less than any 50 members entitled to vote. Special meetings of the membership of the Unit may also be called by the President or by the Board of Directors as deemed necessary.

Section 7.3 Place of Meeting. All membership meetings of the Unit shall be held within the geographical limits of the Unit.

Section 7.4 Notice of Meetings. Notice, written, printed or by electronic transmission, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than 15 days nor more than 50 days before a 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 7.5 Quorum. Twenty of the total voting members in good standing of the Unit shall constitute a quorum at any meeting of the membership.

Section 7.6 Proxy Voting. No proxy voting shall be permitted at membership meetings.

ARTICLE VIII

BOARD OF DIRECTORS

Section 8.1 Powers and Duties. The management of all business, property, 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 Board Members, and, in general, to take such other actions as may from time to time be necessary to implement the purposes and responsibilities of the Unit as set forth in Article III.

Section 8.2 Board Members' Fiduciary Duties and Standards of Conduct. Each Board Member is subject to a duty of loyalty to the Unit and a duty of care in the performance of his/her duties as a Board Member.

Section 8.3 Nomination and Election. 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 Board Members to fill the positions of those Board Members whose terms shall expire at the end of the year. The members shall, by the affirmative vote as required by the provision of Section 7.5 of these bylaws, elect the requisite number of Board Members from among the list of nominees.

Section 8.4 Number. The Board of Directors shall consist of at least five members and no more than ten. All Board Members must be members in good standing of the ACBL as well as members of the Unit.

Section 8.5 Term of Office. The positions of President, Vice-President and Members-at-Large Group A are elected on the odd-numbered years. The positions of Secretary, Treasurer and Members-at-Large Group B are elected on the even-numbered years. At subsequent annual meetings, elections shall be held to replace Board Members whose term has expired, and thereafter those elected as Board Members shall serve a two-year term. Board Members whose term has expired shall be eligible for re-election. All members shall hold office until their successors are elected unless preceded by their death, resignation, or removal.

Section 8.6 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 every six months. Notice, written or printed, of any regular Board meeting stating the place, day, and hour of the meeting shall be mailed or communicated by electronic transmission no fewer than seven days prior to the date of the regular meeting.

Section 8.7 Special Meetings. Special meetings of the Board may be called at any time by the President, the Board, or upon the written request of three or more Board Members. Notice, written or printed, of any special Board meeting stating the place, day, and hour of the meeting shall be mailed or communicated by electronic transmission no fewer than two days prior to the date of the meeting.

Section 8.8 Waiver of Notice. Attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting, except where a Board 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 Board Member or Members, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 8.9 Participation in Meeting by Telephone Conference. Board Members may participate in a meeting through use of telephone conference or similar communications equipment, as long as members participating in such meeting can hear one another and a Board Member participating by these means is deemed to be present at the meeting.

Section 8.10 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 8.11 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 Board Members. A Board Member elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor and until a successor is elected.

Section 8.12 Removal. Subject to and in accordance with the provisions of The Non-profit Corporations Act, 1995, the members may, by ordinary resolution at a special meeting of the members, remove any Board Member from office and the vacancy created by such removal may be filled at the same meeting.

Section 8.13 Resignation. Any Board Member 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 Board Member's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a Board Member's resignation will not be necessary to make it effective.

Section 8.14 Voting by Proxy. Voting by proxy is not permitted at Unit Board meetings.

ARTICLE IX

OFFICERS

Section 9.1 Designations. The Officers of the Unit shall be a President, a Vice-President, a Secretary and a Treasurer. All Officers shall be elected for terms of two years by the membership. Officers may serve more than one term and shall hold office until their successors are elected.

Section 9.2 President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Unit and shall perform such other duties as are relevant to the office or are properly required of the President by the Board of Directors.

Section 9.3 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/her from time to time by the Board of Directors.

Section 9.4 Secretary. The Secretary shall issue notices for meetings, shall prepare meeting minutes, shall maintain Unit records, and shall make such reports and perform such other duties as are relevant to the office, or are properly required of the Secretary by the Board of Directors.

Section 9.5 Treasurer. The Treasurer shall oversee all monies and securities of the Unit and shall keep regular books of account. The Treasurer shall disburse the funds of the Unit in payment of just demands against the Unit or as may be directed 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 Unit. The Treasurer shall perform such other duties as are relevant to the office or are properly required by the Board of Directors.

Section 9.6 Delegation. If any Officer of the Unit 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, Board Member or other person it may select.

Section 9.7 Removal. The members may, by ordinary resolution at a special meeting of the members, remove any Officer from office and the vacancy created by such removal may be filled at the same meeting.

Section 9.8 Vacancies. In case any office shall become vacant by reason of death, resignation, removal, or otherwise, the Board Members then in office may appoint a successor or successors for the unexpired term and until a successor is elected.

Section 9.9 Compensation and Reimbursement. The Officers of the Unit shall serve without compensation but may receive reimbursement of expenditures made on behalf of the Unit.

Section 9.10 Resignation. 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 X

COMMITTEES

Section 10.1 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/she 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 10.2 Executive Committee. The Board may designate, from among its Board Members, an Executive Committee. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by 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 10.3 Other Committees. Other committees shall be established at the discretion of the President. Each committee may adopt rules for its meetings which are consistent with these bylaws.

ARTICLE XI

INDEMNIFICATION

Section 11.1 Indemnity. The Unit shall indemnify all Board Members/Officers, and all former Board Members/Officers of the Unit, their heirs, executors, administrators, successors and assigns against all costs, damage, charges and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred in respect to any action or proceeding in which he/she is made a party by reason only of being or having been a Board Member or Officer of the Unit if: a) he/she acted honestly and in good faith with a view to the best interests of the Unit; and b) he/she had reasonable grounds for believing that his/her conduct was lawful.

Section 11.2 Insurance. Subject to the limitations contained in The Non-profit Corporations Act, 1995, the Unit may purchase and maintain such insurance for the benefit of its Board Members and Officers as the Board may from time to time determine.

ARTICLE XII

AMENDMENT OF THE BYLAWS

Section 12.1 These bylaws may only be amended, altered or repealed and new bylaws may only be adopted by a vote of at least a two-thirds (2/3) majority of the members present at any meeting of the members at which a quorum is present.

ARTICLE XIII

MISCELLANEOUS

Section 13.1 Maintenance of Records. The Unit shall maintain records and books of account and shall keep minutes of proceedings of its Board of Directors and membership meetings.

Section 13.2 Inspection of Books and Records. Members in good standing have the right to inspect the books and records of the Unit. They will submit a written request to the Unit Secretary who will set up a time convenient to the Officer involved when the inspection can occur. The books and records may not be removed from the place of the meeting by the member who requested the inspection.

Section 13.3 Fiscal Year. The fiscal year for the Unit shall run from January 1 to December 31.

Section 13.4 Loans. The Unit will not make loans to any Board Member or Officer.

Section 13.5 Spending Limitations. The Board of Directors shall be authorized to approve the spending of an amount up to one thousand five hundred dollars (\$1,500.00) for any single expenditure. Expenditures exceeding \$1,500.00 will need the approval of a majority of the general membership present at a general meeting.

Section 13.6 Inoperative Portion. If any portion of the bylaws is 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 13.7 Interpretation. Whenever the content indicates, the singular shall encompass the plural or vice versa. The headings are solely used for organization, convenience and clarity; they do not define, limit or describe the scope of these bylaws or the intent of any of the provisions.

ARTICLE XIV

DISSOLUTION AND NON-PROFIT STATUS

Section 14.1 The Unit 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 non-profit purposes. A voluntary dissolution of the Unit needs to be approved by at least a two-thirds (2/3) majority of the Unit members at a membership meeting at which a quorum is present. On the dissolution or winding up of this Unit, assets held in trust or assets of the Unit remaining after payment of, or provision for payment of, all debts and liabilities of the Unit shall be distributed according to the regulations and policies of the ACBL and the laws of the Province of Saskatchewan.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies:

- (i) I am the President of the Unit, a non-profit corporation; and
- (ii) The above bylaws are a true, correct and complete copy of bylaws adopted at a duly held meeting of the Unit membership on the 24th day of March, 2018, and in accordance with the laws of the Province of Saskatchewan.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity as President of the Unit on the 24th day of March, 2018.

By: Barbara Miller