

Westside Duplicate Bridge Club Club Constitution

Definitions

- a) **ACBL** means American Contract Bridge League
- b) **Board** means the Club's Board of Directors
- c) **Game Director** means the individual, or individuals placed in charge of a game(s) authorized by the Club
- d) **General Meeting** shall mean any Special or Annual Meeting at which all members are authorized to be in attendance
- e) **WDBC** or **Club** means The Westside Duplicate Bridge Club

Article 1 - General and Purpose

The WDBC, Club number 265793 of the ACBL is a not for profit organization sanctioned under the Regulations and Bylaws of the ACBL. The playing site of the Club will be a location determined by the Board.

The objectives of the Club are to:

- a) Provide a friendly and comfortable atmosphere to play sanctioned duplicate bridge
- b) Preserve, promote and stimulate interest in duplicate contract bridge by offering games with stipulated master point limits
- c) Encourage and maintain a high standard of conduct and
- d) Promote the development of the Club's members

Article 2 - Membership Meetings

- a. Annual General Meetings shall be held no later than 60 days following the end of the Club's fiscal year.
- b. Special General Meetings may be called by the Board or will be called by the President within 30 days, if so demanded by petition from a minimum of 25% of paid-up members with a specific matter for resolution.
- c. Notices of Meetings will be given at least 14 days prior to a General Meeting by posting a notice by electronic means and at the place Club games are played. Members without access to email may be notified by telephone.
- d. Quorum - A quorum at any general meeting shall be 15% of all Club members in good standing as of the day prior to the called General Meeting
- e. Proxies - Voting by proxy shall not be allowed at any General Meeting.

Article 3 - Board of Directors

- a. **Powers and duties** - The management of all business, property, and interests, and other affairs of the Club shall be vested in its Board of Directors. It may impose sanctions upon members in accordance with ACBL Rules and Regulations. It may take such action and establish policies from time-to-time as it considers appropriate including any actions necessary to comply with any human rights, anti-harassment or other legislation which exists now or which may be enacted in the future.
- b. **Nomination and Election of Directors** - The Board, in advance of an Annual General Meeting shall appoint a Nominating Committee Chairperson who shall determine and present to the members a list of nominees who are members of the Club. Nominations may also be made from the floor.
- c. **Term of Office** - Directors shall be elected or appointed for a term of either one year or until the next Annual General Meeting, whichever is later. All Board members may stand for re-election but may not hold the same office for more than three consecutive terms.
- d. **Composition of the Board** - The Board shall consist of a minimum of three and a maximum of eight members as the membership may determine from time to time. Any vacancy caused by resignation, death or other reason maybe filled by appointment by the Board from the general membership. In addition to the elected Board members, the Board itself may appoint to the Board, with full voting privileges, the Club Manager if not already a Board director. Game Directors may be invited to attend Board meetings as ex-officio non-voting members to provide advice to the Board.
- e. **Voting** by Telephone/video conference call or by email will be allowed at Board meetings.
- f. **Board Meetings** may be held as often as deemed necessary by the Board or at the call of the President. A **quorum** shall be a simple majority of the Board Members duly elected or appointed at the time of the meeting.

Article 4 - Officers

Election - As soon as practical but no later than 14 days following the election of the Board Members at the Annual General Meeting, the Board Members shall appoint from among their members, a President, a Vice President, a Secretary and a Treasurer and such other appointments as they consider necessary.

Article 5 - Membership and Voting

- a. **Members** in **good standing** are considered to be all of those who have paid their membership for the current year and who are not under sanction by the ACBL Rules.
- b. In order to **vote** at a General Meeting or Extra General Meeting, members must have been in good standing with the Club for 90 days prior to the meeting.

Article 6 - Bridge Activities

- a. **Fees** - The annual membership fee shall be established by the Board from time-to time. Fees for scheduled games shall be determined by the Board from time to time. Honorary Life Memberships may be granted by the Board and "Free Play" games may be awarded by the Board for service to the Club.
- b. **Game Formats and Structure** - The Board shall determine the number and time of games to be played. It will also control the stratification levels of such games.

Article 7 - Financial

- a. **Fiscal Year** - The fiscal year of the Club shall be October 1st to September 30th or such other period as the members may decide at a General Meeting.
- b. **Financial Statements** - The Board shall present to the members at each Annual General Meeting a set of financial statements including a balance sheet, a statement of revenue and expenses and a statement showing sources and uses of cash. Financial statements will be the responsibility of the Treasurer. The Board will determine which financial statements and/or reports are required throughout the year in order to manage the affairs of the Club.
- c. **Audit** - Financial Statements will be reviewed and approved by the Board and certified correct (without formal audit) by at least one member of the Club who is not a Board member.
- d. **Expenditures** - The Board will present for approval to the members at each Annual General Meeting a budget for the new fiscal year. The Board shall be limited to individual expenditures of a maximum of \$200.00 when such expenditures are not clearly and specifically set out in the Budget. Any expenditure outside the authorized budget must be approved by the members at a General Meeting.
- e. **Assets** - The Club's assets shall remain in the joint ownership of all current paid-up members.
- f. **Banking** - The Club funds shall be kept on deposit with a Schedule 1 Canadian chartered bank and withdrawals shall require the signatures of 2 out of 5 authorized Board Directors. The Treasurer shall be one of the 5 authorized to sign withdrawals.
- g. **Loans and guarantees** - The Board shall not borrow funds from any institution or individual on behalf of the Club and shall not undertake any guarantees of the obligations of others.

Article 8 - Miscellaneous

- a. **Advising Members** - The Club Members shall be promptly advised of any changes in Club rules, Club policy or game fees or other changes.
- b. **Liability** - The Club shall not be responsible for personal injury to members or visitors or for the loss of or damage to the property of members or visitors.
- c. **Directors and Officers Liability** - The Club and its individual members will not hold the Board directors responsible for any loss or damage, physical or otherwise, relative to the Club's affairs and assets where it can be shown he/she acted in a responsible manner, given the information available to him/her at the time.
- d. **Amendments** - to this Constitution shall require the approval of two thirds of the Members present at a General Meeting.
- e. **Dissolution** - of the Club. If it is resolved by at least two thirds of the Club membership that the Club should be dissolved, the President or a Board Member acting in that capacity shall use his/her best efforts to inform all members of the Club, and ACBL at least thirty days prior to such dissolution.

He/she shall then ensure that all outstanding claims by and against the Club are settled, liquidate all tangible assets for cash and contribute the remaining cash assets to a local registered charity on behalf of the Club. This clause will not be amendable