

BY-LAWS

of the

RED DEER BRIDGE CLUB

**IN THE MATTER of the Societies Act, being
Section 14 of the Revised Statues of Alberta 2000 and
Amendments thereto;**

**AND IN THE MATTER OF THE
RED DEER BRIDGE CLUB
(hereinafter referred to as “the Club”)**

1. PREAMBLE

The Red Deer Bridge Club operates pursuant to the rules and regulations of the ACBL.

2. MEMBERSHIP

Any person who resides in the Province of Alberta, and who enjoys playing bridge, shall be eligible for membership in the Club, provided that he or she:

- (i) complies with the By-laws as, from time to time, amended and the rules and regulations enacted by the Club or its Executive Committee (officers/directors), and the ACBL'S Disciplinary Sanction Guidelines.
- (ii) pays all membership dues and charges set by the members of the Club at the Annual General Meeting.
- (iii) Any member may resign in writing or by telephone or email.

3. LOSS OF MEMBERSHIP

Members may lose their right to membership in the Club and all privileges associated with the same in the following circumstances:

- (i) by non-attendance and/or failure to pay the annual membership fee or any indebtedness due by the member to the Club. An unpaid member may be readmitted to membership upon payment of this fee and any indebtedness that is owing by that member.
- (ii) by expulsion or suspension by a vote of three-fourths of those Members of the Executive Committee (officers/directors) as a result of conduct having been determined by the Executive Committee (officers/directors) to be improper,

unbecoming, or likely to adversely affect the reputation of the Club or by willfully committing a breach of the By-Laws of the Club or the ACBL Disciplinary Sanction Guidelines. No member shall be expelled or suspended without being first given an opportunity to be heard by the Executive Committee (officers/directors) at a meeting called for that purpose.

4. MEETING OF MEMBERS

- (i) A Special or Annual General Meeting of the members shall be held at such date, time and place in Red Deer, as the Executive Committee (officers/directors) may determine from time to time. At every Annual General Meeting, in addition to any other business that may be transacted, the following will occur:
 - (a) the Executive Committee (officers/directors) report, the Financial Report, and the report of the member appointed to review the Financial Report ((hereinafter referred to as "the Financial Review Member"), shall be presented.
 - (b) Directors shall be elected.
 - (c) An Auditor (Financial Review Member) will be appointed for the ensuing year, and his/her remuneration if any shall be fixed.
- (ii) Except where the Societies Act otherwise provides or these By-laws otherwise require, the members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Executive Committee (officers/directors) or the President or the Vice-President shall have the power to call at any time a Special Meeting of the Club.

5. NOTICES OF MEETINGS OF MEMBERS, AND ADJOURNMENTS

- (i) Unless otherwise provided, whenever notice is required to be given, such notice is considered given by posting a sign at the Club, posting on the Club website and by sending notices to all members, who have provided current email addresses, at those email addresses provided. Such notice shall be held to be given on the day the sign is posted, the emails sent, and the Club website is updated, and shall be given at least two (2) days prior to the meeting.
- (ii) No error or omission in providing notice of any Annual General Meeting, General Committee Meeting or Special Meeting or any such adjourned meeting shall

invalidate the meeting or invalidate any proceedings taken if a majority of the members present vote otherwise.

6. QUORUMS

- (i) Ten members present in person (in addition to any members of the Executive Committee [officers/directors]) shall constitute a quorum at any Annual General Meeting or Special Meeting of the Club (hereinafter referred to as the 'meeting').
- (ii) In the event that a quorum is not present within thirty (30) minutes after the time called for the commencement of meeting, the meeting shall stand adjourned to a time and place set by the President (or Vice-President, in his/her absence).
- (iii) A quorum at any adjourned meeting shall constitute all of those members who are present, with no less than five (5) members present in person (in addition to any members of the Executive Committee [officers/directors]).

7. RIGHT TO VOTE

Every member in good standing whose fees are fully paid up shall be entitled to one vote at any Annual General Meeting or Special Meeting of the Club.

8. EXECUTIVE COMMITTEE (OFFICERS/DIRECTORS)

- (i) The affairs of the Club shall be managed by an Executive Committee (officers/directors) of not less than five (5) and not more than nine (9) members, each of whom at the time of election and throughout the term of office shall be a member of the Club.
- (ii) The Members (officers/directors) of the Executive Committee are as follows: the President, Vice-President, Secretary, and Treasurer or, in lieu of a Secretary and Treasurer, the Secretary-Treasurer, Directors-at-Large, and such other Officers as the members of the Club may determine from time-to-time.
- (iii) One person may hold more than one (1) office except the offices of President and Vice-President.
- (iv) All Directors shall be elected by the members of the Club at the Annual General Meeting; provided that, in default of such election, then the incumbents, being Members of the Executive Committee (officers/directors), shall hold office until their

successors are elected. After the elections of the Directors at the Annual General Meeting, at the next meeting of the Executive Committee, the Executive Committee shall elect Directors to the officer positions of President, Vice-President, Treasurer-Secretary or Secretary and Treasurer from amongst them.

9. APPOINTING/REMOVING THE EXECUTIVE COMMITTEE (OFFICERS/DIRECTORS)

Each Member of the Executive Committee (officers/directors) shall be elected to hold office for a term of two years. The election of the Directors may be by a show of hands unless a secret ballot is requested by a majority of the members at the Annual General Meeting. An election of the officer positions at the Executive Committee meeting subsequent to the Annual General Meeting shall be by a show of hands unless a secret ballot is requested by the majority of the Executive Committee.

REMOVAL: The members of the Club may, by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such a resolution has been given, remove any Member of the Executive Committee (officers/directors) before the expiration of that member's term of office, and may, by a majority of the votes cast at that meeting, elect any other member for the remainder of that term.

10. POWERS OF THE EXECUTIVE COMMITTEE (OFFICERS/DIRECTORS)

The Executive Committee (officers/directors) of the Club may administer the affairs of the Club, make any kind of contract which the Club may lawfully enter into, and may exercise all such other powers and all such other acts as the Club by its By-laws sets forth.

11. VACANCIES ON EXECUTIVE COMMITTEE (OFFICERS/DIRECTORS)

- (i) If any officers or directors of the Executive Committee (officers/directors) resigns office before the end of his/her term or, without reasonable excuse, is absent from three (3) or more Executive Committee (officers/directors) meetings, or is suspended or expelled from the Club, the vacancy shall be filled in the manner set out below.
- (ii) Vacancies of the officers/directors of the Executive Committee may be appointed by the Executive Committee (officers/directors) from among the qualified members

of the Club, if they see fit to do so; until such vacancy can be filled at the next Annual General Meeting of the members. If there is no longer a quorum because of vacancies, the Executive Committee (officers/directors) shall forthwith call a meeting of the members to elect replacements.

12. QUORUM AND MEETINGS OF THE EXECUTIVE COMMITTEE (OFFICERS/DIRECTORS)

- (i) A majority of the Executive Committee (officers/directors) in attendance shall constitute a quorum for the transactions of business.
- (ii) The Executive Committee (officers/directors) may hold its meetings at such places, days and times as it may from time to time determine, which meetings may be formally called by the President, Vice-President, the Secretary on the direction of the President or Vice-President, or by two Members of the Executive Committee (officers/directors).
- (iii) Notice of such meetings shall be delivered by email at the current email address provided by the member or, if no email address exists, by telephone, not less than two (2) days before the meeting is to take place. No formal notice of any such meeting shall be necessary if all the Members of the Executive Committee (officers/directors) are present, or if those absent have signified their consent to the meeting being held in their absence.
- (iv) The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- (v) An Executive Committee (officers/directors) meeting may also be held, without further notice, immediately following the Annual General Meeting of the Club.
- (vi) Any meetings of the Executive Committee (officers/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 such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

13. VOTING, EXECUTIVE COMMITTEE (OFFICERS/DIRECTORS)

- (i) Questions arising at any meeting of the Executive Committee (officers/directors) shall be decided by a majority of votes taken by a show of hands unless a secret ballot is otherwise requested by the majority of the Executive Committee (officers/directors).
- (ii) A declaration by the President that a resolution has been carried and an entry to that effect in the Minutes shall suffice without a breakdown of the numbers of votes for or against. In the absence of the President, those duties may be performed by the Vice-President or such other Member of the Executive Committee (officers/directors) as the Executive Committee (officers/directors) may from time-to-time appoint for the purpose.

14. RESOLUTION IN WRITING

A resolution in writing signed by all the Members of the Executive Committee (officers/directors) shall be valid and effectual as if it has been passed at a meeting of the Executive Committee (officers/directors) duly called and constituted but shall be attached to the minutes of the next meeting.

15. REMUNERATION OF EXECUTIVE COMMITTEE (OFFICERS/DIRECTORS)

No Member of the Executive Committee (officers/directors) shall receive remuneration from the Club for services rendered as a Member of the Executive Committee (officers/directors), unless three-fourths of the Executive Committee (officers/directors) Members vote otherwise.

16. LIABILITY OF EXECUTIVE COMMITTEE (OFFICERS/DIRECTORS)

Every Member of the Executive Committee (officers/directors) and his/her heirs, executors, administrators and estate shall be deemed to have assumed office on the express understanding, agreement, and condition that he/she/it shall at all times be indemnified by the Club from and against all costs, charges and expenses whatsoever he/she/it incurs in or about any action, suit, proceedings which is brought, commenced or prosecuted against the Member for or in respect of any act, deed, matter or thing, whatsoever made in the

execution of the duties of the Executive Committee (officers/directors), except such costs, charges of expenses as are occasioned by the Member's own wilful negligence or fraudulent actions.

17. OFFICERS, DIRECTORS, AGENTS, AND EMPLOYEES

The Executive Committee (officers/directors) may appoint such officers and agents and authorize the employment of such other persons as it deems necessary to carry out the objects of the Club and such officers, agents, and employees shall have such authority and shall perform such duties as from time-to-time may be prescribed by the Executive Committee (officers/directors).

18. DUTIES / POWERS OF THE OFFICERS/DIRECTORS OF THE EXECUTIVE COMMITTEE

(i) PRESIDENT

The President, when present, shall have the following duties/powers:

- (a) he/she shall chair all meetings of the members of the Club and of the Executive Committee (officers/directors);
- (b) he/she shall chair the general management and supervision of the affairs and operations of the Club;
- (c) he/she shall sign all resolutions and membership certificates, together with the Secretary or other Officer appointed by the Members of the Executive Committee (officers/directors). During the absence or inability of the President to act, those duties and powers shall be exercised by the Vice-President.

(ii) VICE-PRESIDENT

The Vice-President shall perform all duties of the President whenever the President shall cease to hold office or is unable to attend to those duties. If the Vice-President is unable to perform the duties of the President, the Executive Committee (officers/directors) shall nominate another Executive Committee (officers/directors) Member to assume those duties in his/her absence.

(iii) TREASURER

The Treasurer, or person performing the usual duties of a treasurer shall:

- (a) keep full and accurate accounts of all receipts and disbursements of the Club in the computer accounting programs used for that purpose;

- (b) deposit all monies or deposits to the credit of the Club in such bank or banks or financial institutions as may from time-to-time be designated by the Executive Committee (officers/directors);
- (c) disburse the funds of the Club under the direction of the Executive Committee (officers/directors);
- (d) provide a report on the financial position of the Club at the Executive Committee (officers/directors) Meetings and the Annual General Meetings; and
- (e) perform other duties as may from time-to-time be determined by the Executive Committee (officers/directors).

(iv) SECRETARY

The Secretary shall have the following duties/powers:

- (a) record the Minutes of all Club and Executive Committee (officers/directors) Meetings;
- (b) give all notices required to be given to members and to the Executive Committee (officers/directors);
- (c) hold any seal of the Club and all books, papers, records, correspondence, contracts, minutes and other documents belonging to the Club;
- (d) perform such other duties as may from time-to-time be determined by the Executive Committee (officers/directors).

19. BORROWING AND EXECUTION OF CONTRACTS/DOCUMENTS POWERS

- (i) The Executive Committee (officers/directors) may from time-to-time have powers to:
 - (a) borrow money on the credit of the Club;
 - (b) issue, sell or pledge securities of the Club; and
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club, including book debts, rights, and powers, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Club, provided that debentures shall not be issued without the sanction of an extraordinary resolution of the Club.
- (ii) All transfers, licenses and contracts of the Club shall be signed by either the President (or Vice-President) and by the Secretary or such other person or persons as

are authorized by the Executive Committee (officers/directors), and the Secretary shall affix the seal of the Club to such documents as require the same.

20. APPOINTMENT OF AUDITOR

The Executive Committee (officers/directors) shall appoint an Auditor or Auditors (hereinafter referred to as "the Financial Review Member") to audit the books of the Club once a year.

21. SEAL

The Executive Committee (officers/directors) may adopt a seal, which shall be the common seal of the Club and shall be under the control of the Executive Committee (officers/directors).

22. AMENDMENT OF BY-LAWS

- (i) The By-laws of the Club shall not be altered or added to except by a special resolution of the Club.
- (ii) For all purposes of the Club, "special resolution" shall mean a resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at an Annual General Meeting of which notice, specifying the intention to propose the resolution as a special resolution, has been duly given.

23. BOOKS AND RECORDS

- (i) The Executive Committee (officers/directors) shall see that all necessary books and records of the Club required by the By-laws of the Club or by any applicable statute or law are regularly and properly kept.
- (ii) Unless a resolution by the members stipulates to the contrary, the Executive Committee (officers/directors) shall from time-to-time determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Club or any of them shall be open to the inspection of members who are not Members of the Executive Committee (officers/directors).

24. PROXIES

No proxy voting will be allowed at any Annual, Special or Executive Committee (officer's/director's) Meeting.

25. DISBANDMENT OF CLUB

Monies gained from disbandment of the Club and its assets shall be given to a non-profit organization determined by the membership at a special meeting called for such purpose.