

**EASTERN ONTARIO AND THE OUTAOUAIS BRIDGE ASSOCIATION
(UNIT 192 OF THE AMERICAN CONTRACT BRIDGE LEAGUE, ONTARIO CORPORATION
NUMBER 1740628)**

BYLAWS

ARTICLE ONE: DEFINITIONS

In this Bylaw:

- a) "ACBL" and/or "League" means the American Contract Bridge League;
- b) "Board" means the Board of Directors of the Corporation;
- c) "Corporation" means Eastern Ontario and the Outaouais Bridge Association.

ARTICLE TWO: AMERICAN CONTRACT BRIDGE LEAGUE

The Corporation is a separate legal entity that interacts with the American Contract Bridge League (ACBL) through the Corporation charter process. As such, the Corporation 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 ACBL. To the extent permitted by law, no rule, regulation, or bylaw adopted by the Corporation shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL. The Corporation shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures, and bylaws of the ACBL.

ARTICLE THREE: ACBL CORPORATION JURISDICTION

The geographical area within which this Corporation shall have ACBL jurisdiction is such area as is presently or may in future be assigned to it by the Board of Directors of the ACBL. (Map attached to official Corporation records).

Presently, this includes:

- a) that part of the Province of Ontario consisting of the Counties of Renfrew, Lennox and Addington, Frontenac, Leeds, Lanark, Grenville, Dundas, Stormont, Russell, Prescott and Glengarry, and City of Ottawa;
- b) that part of the Province of Quebec described in the ACBL Charter and boundary map (Map attached to official Corporation records).

ARTICLE FOUR: MEMBERSHIP

4.1 Members

Any person who is a member of the ACBL and resides within the geographical area over which this Corporation has jurisdiction shall be entitled to become a member of the Corporation. Any person who lives outside the geographical area over which this Corporation has jurisdiction may apply for membership in the Corporation according to the regulations established by the ACBL. Any person who resides within the geographical area of the

Corporation may apply to become a member of a different Corporation or of a different ACBL Unit according to regulations established by the ACBL.

4.2 Rights and Obligations

Each member in good standing shall have one vote. Members of the Corporation shall be required to abide by, or to conduct themselves in a manner consistent with the Bylaws, regulations, policies, code of conduct, and ethics standards established by the ACBL .

4.3 Termination of Membership

A member shall remain a member of the Corporation unless and until he changes his residence to a place outside the jurisdiction of the Corporation, without taking the necessary steps to retain membership in the Corporation, per ACBL regulations.

A membership is not transferable. A membership ceases on the death of the member or upon non-payment of the annual dues or on resignation of the member from membership.

4.4 Fees

Each member of the Corporation shall pay annually to the ACBL such fees as the ACBL shall determine, on or before the date set by ACBL .

ARTICLE FIVE: MEMBERSHIP MEETINGS

5.1 Annual Meeting

The Annual Meeting of the Corporation shall be held between the first of June and the thirtieth of September each year. The agenda of the Annual Meeting shall include presentation of annual reports and transactions of such other business as may properly come before the meeting. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Corporation or invalidate any action taken by the Board of Directors or Officers of the Corporation.

5.2 Special Meetings

Special meetings of the membership may be called by the Board of Directors and/or the President. In addition, special meetings shall be called on written submission to the President signed by at least twenty members of the Corporation entitled to vote. Notice of special meetings shall include an agenda for the matter(s) to be dealt with and no other business will be conducted at the Special Meeting.

5.3 Notice of Meetings

Notice of the time and place and, in the case of a special meeting, the purpose(s) for which a meeting is called, may be given by electronic (email), written (personal delivery or regular mail),telecopier or by posting same on the website of the Corporation at least twenty (20)

days prior to the date scheduled for the meeting.

5.4 Place of Meeting

All membership meetings of the Corporation will be held within the geographical jurisdiction of the Corporation within the Province of Ontario.

5.5 Quorum

Twenty members in good standing of the Corporation shall constitute a quorum at any meeting of the membership.

5.6 Proxy Voting

No proxy voting shall be permitted at membership meetings.

5.7 Invalidity of Proceedings

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to the general members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any general member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any general member, director, officer for any meeting or otherwise, the address of any general member, director or officer shall be his or her last address recorded on the books of the Corporation or as provided by ACBL.

5.8 Adjournment

Any meetings of members of the Corporation duly constituted may be adjourned at 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 and such adjournment may be made notwithstanding that no quorum is present.

5.9 Voting

At all meetings of members every question shall be decided by a majority of the votes of the members unless otherwise required by the by-laws of the Corporation or by law. Every question shall be decided 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, and unless, a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number of proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn but if a poll be demanded and not withdrawn, the questions shall be decided by a majority of votes given by the members and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision

of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall not be entitled to a second or casting vote.

ARTICLE SIX: BOARD OF DIRECTORS

6.1 Powers and Duties

The management of all business, property, and interests, and other affairs of the Corporation 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 directors and, in general, to take such other and further actions as may from time to time be necessary to further and implement the purposes and aims of the Corporation.

6.2 Board Members' Fiduciary Duties and Standards of Conduct

Each board member is subject to a duty of loyalty to the Corporation and a duty of care in the performance of his duties as a Board member.

6.3 Number of Board Members

The board shall consist of seven members. All Board members must be members in good standing of the ACBL as well as members of the Corporation.

6.4 Board Member Term of Office

Board members shall be elected for terms of office of approximately two years or until a replacement has been appointed, the term to commence the day after the date of the first Annual Meeting following their election and finishing on the day of the second Annual meeting thereafter.

6.5 Regular and Special Meetings

The Board shall establish a schedule for regular meetings. Regular meetings of the Board shall be held not less frequently than three times per year. Special meetings of the Board may be called at any time by the President, or upon request of four or more Board members. Members of the Board of Directors may participate in Board meetings by means of a conference telephone, or other electronic communications equipment, or emails, and participation by such means shall constitute presence at a meeting. Email or printed agreement of votes of such meetings will be acceptable. Wherever possible, Board meetings will be held at Corporation tournaments.

6.6 Meetings Notice

Notice (written, printed or electronically submitted) of any Board meeting stating the place, day, and hour of the meeting shall be provided no fewer than ten days prior to the meeting.

6.7 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 purposes 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.

6.8 Quorum

A quorum at a Board of Directors meeting shall consist of a simple majority of the Board, unless otherwise provided.

6.9 Voting by Proxy

Voting by proxy is not permitted.

6.10 Resignation

Any Board member may resign at any time by delivering written notice to the President or Secretary, or by giving oral or written (including electronic) notice at any meeting of the Board. A Board member's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later resignation date. Acceptance of a Board member's resignation will not be necessary to make it effective.

6.11 Membership on the Board

The Board shall have the sole authority to decide who is a member of the Board.

ARTICLE SEVEN: DIVISION OF THE CORPORATION

7.1 Electoral Areas

The Corporation shall be divided into four electoral areas.

- a) Brockville, Prescott, Morrisburg, Cornwall, Hawkesbury and surrounding townships;
- b) Kingston, Gananoque, Napanee and surrounding townships;
- c) Almonte, Arnprior, Braeside, Smiths Falls, Kemptville, Carleton Place, Perth, Pembroke, Renfrew, Eganville, Douglas, Petawawa, Deep River and surrounding townships; and
- d) The National Capital Region, and that part of the province of Quebec described in the ACBL charter and map attached to official Corporation records.

ARTICLE EIGHT: ELECTION OF THE BOARD OF DIRECTORS

8.1 Board Member Numbers per Electoral Area

Areas in Section 7.1 “a”, “b” and “c” shall each elect one member to the Board and Area “d” will elect 4 members to the Board.

8.2 Election Timing

Areas “a” and “c” will hold an election during the even-numbered years.

Area “b” will hold an election during the odd-numbered years.

Area “d” will elect two members each year.

8.3 Alternates

The alternate for each of areas shall be the unsuccessful candidate having received the most votes in the last election in that area.

8.4 Board Vacancy

Should a vacancy occur on the board, the alternate from the area where the vacancy occurs shall fill the remainder of the departed member’s term. Should a vacancy occur and the alternate be unable to complete the term, the Board shall appoint another member to serve as Area representative to complete the term.

8.5 Intention to Run for Office

Any Corporation member in good standing shall be eligible to seek to fill pending vacancies due to end of office term. All such persons, including incumbents, must advise the Secretary and President, in writing or by electronic submission by April 15 of the year a vacancy will occur, of their intent to seek office.

8.6 Elections

The Secretary will advise by May 1 the person responsible for conducting elections, in an area when more applicants than openings exist. Such intentions will be published on the Corporation Website, and elections, when necessary, will be held sometime during the last three weeks of June.

8.7 Elections for Terms beginning July 2008

The special meeting attendees in July 2008 will be asked to declare a one time only election for all seven positions, with the top two vote getters in “d” to be declared elected for a two year term and the next two for one year terms. Fifth place vote getter in “d” would be the alternate.

8.8 Delegates

The members, in electing the Board members from their geographic area, shall be electing such Board members as delegates to the Annual General Meeting of the Corporation from each electoral area. Effective the day after the Annual General Meeting such delegates shall automatically become the members of the Board of Directors representing each electoral area.

ARTICLE NINE: OFFICERS

9.1 Designations

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected for a period of one year by the Board of Directors. Officers shall hold office until their successors are elected and qualified. The Secretary and Treasurer positions may be ex-officio and may be combined at the wish of the Board.

9.2 President

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

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 from time to time by the Board of Directors.

9.4 Secretary

The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the corporate books and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

9.5 Treasurer

The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of just demands against the Corporation or as may be ordered 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 Corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. Cheques issued by the Corporation requires the signature of two officers.

9.6 Delegation

If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by provision of these Bylaws the board of Directors may, from time

to time, delegate the power or duties of such officer to any other officer, Board member, or other person it may select.

9.7 Removal

The Board may, by resolution passed by at least two thirds of the members of the Board, at a duly constituted meeting of which notice specifying its intention to pass such resolution has been given, remove any Board member or Officer before the expiration of that person's term of office. Absence from three consecutive Board meetings may be cause for removal at the option of the Board.

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.

9.9 Resignation

Any officer may resign at any time by delivering written notice to the president or Secretary, or by giving oral or written notice at any meeting of the Board. An officer's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later resignation date. Acceptance of an officer's resignation will not be necessary to make it effective.

9.10 Compensation and reimbursement

The officers of the Corporation shall serve without compensation, unless otherwise approved by a majority of the whole Board, but are authorized to receive reimbursement of expenditures made on behalf of the Corporation.

9.11 Loans

The Corporation shall not make loans to any board member, Officer or member. Any board member or officer who assents to or participates in the making of such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE TEN: MEETINGS OF THE DIRECTORS

10.1 The Board of Directors shall hold its meetings at any place within Ontario.

10.2 No formal notice of any such meetings shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

10.3 No error or omission in giving such notice for meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may rectify and approve of any or all proceedings taken or had thereat.

- 10.4 Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telecopied or emailed to each director not less than one day before the meeting is to take place. The statutory declaration 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. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.
- 10.5 In the case of a director elected to fill a vacancy on the Board, no notice of the meeting at which he or she is elected shall be required to be given to that director.
- 10.6 At all meetings of directors, each director shall have one vote, and upon an equal division the Chairperson shall not have a second or casting vote.
- 10.7 A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, the President's duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.
- 10.8 If, within twenty minutes after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a time and place chosen by the President and the Secretary and notice of such adjourned meeting shall be sent by the Secretary to each of the directors at least forty-eight hours prior to the said meeting.

ARTICLE ELEVEN: EX-OFFICIO MEMBERS OF THE BOARD

The Board may appoint ex-officio members of the Board. Ex-officio members of the Board shall be entitled to attend all meetings without the right to vote.

ARTICLE TWELVE: FISCAL YEAR

The Corporation fiscal year shall be from April 1 to March 31 of each and every year.

ARTICLE THIRTEEN: COMMITTEES

13.1 Establishment

The President, with the approval of the Board, shall have the power to create and appoint the members of such standing and special committees as he may deem necessary or appropriate, designate the chairs thereof, and assign functions thereto. The members of committees need not be members of the Board.

13.2 Executive Committee

The Board may designate, from among its members, an Executive Committee. The

Executive Committee shall have at least three members. This Committee shall have powers as provided by resolution of the Board, except as prohibited by non-profit law. Rules governing meetings of the executive committee shall be as established by the Board, or in the absence thereof, by the committee itself.

13.3 Other Committees

Other committees shall be established at the discretion of the President. Each committee may adopt rules for its meetings which are not inconsistent with these bylaws. At least one member of each committee shall be a Board member.

13.4 Term of Office

Each committee member shall serve for one year and until a successor is appointed unless the committee is sooner dissolved.

ARTICLE FOURTEEN: DISCIPLINE

The removal of members shall be in accordance with terms and conditions of the Bylaws of the Corporation as established by the Board from time to time and if none, shall be in accordance with the Bylaws, rules and regulations of the ACBL.

ARTICLE FIFTEEN: ACCOUNTANT

A duly qualified accountant shall be appointed at the Annual General Meeting by a simple majority of the votes cast at that meeting, to conduct a review of the records and financial statements of the Corporation.

ARTICLE SIXTEEN: MISCELLANEOUS

16.1 Publication

The official publication of the Corporation is the Corporation Website.

16.2 Inoperative Portion

If any portion of the Bylaws shall be 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.

16.3 Interpretation

Whenever the context 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 in any of the provisions.

16.4 Books and Records

The Corporation shall keep complete books and records of accounts and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

16.5 Protection and Indemnity of Directors and Others

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability;
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful act or his or her own wilful default.

16.6 Execution of Documents

- (a) Subject to contracts and/or writings made in the ordinary course of the Corporation's activities, all deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two (2) officers and the Secretary .

ARTICLE SEVENTEEN: AMENDMENT OF THE BYLAWS

These bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of 2/3 of the members present at any meeting of the members at which a quorum is present, and not otherwise.

ARTICLE EIGHTEEN: DISSOLUTION AND NON-PROFIT STATUS

This Corporation 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. On the dissolution or winding up of this Corporation assets remaining after the payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed according to the regulations and policies of the ACBL. If this Corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction.

The foregoing Bylaw No. 1 is hereby passed by all the directors of EASTERN ONTARIO AND THE OUTAOUAIS BRIDGE ASSOCIATION pursuant to the provisions of the *Corporations Act*, as evidenced by the signature hereof of all the directors.

DATED this ___ day of _____, 2009.

Constance Allison

Douglas Stewart Reynolds

Ronald Wilfred Crowley

Shona Donovan

George Rob Kitchen

Nelsa Kalil

Gary Taylor

In lieu of confirmation at a general meeting of the members of EASTERN ONTARIO AND THE OUTAOUAIS BRIDGE ASSOCIATION, we the undersigned, being all the members of the Corporation entitled to vote at a meeting of the members hereby confirm in writing the above By-law No. 1 pursuant to the *Corporations Act*, Ontario.