

Unit 238 – Quonta

Constitution and By-Laws

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Article I

Section 1.1 Name

The name of this organization shall be Quonta Unit. The Quonta Unit is also known as ABCL Unit 238 and shall be referred to in these Bylaws as the "Unit".

Section 1.2 Purposes

- (a) To foster community welfare in the furtherance of the game of contract bridge in its various forms of competition.
- (b) To encourage the highest standards of conduct and ethics by its members and to enforce such standards.
- (c) To encourage and promote bridge competitions at the Unit level.
- (d) To provide services to satisfy the social, recreational, and competitive needs of the membership and the community.
- (e) To promote the development and organization of affiliated clubs within the Unit.
- (f) To conduct such other activities as may be in keeping with its principal objectives.

Article II American Contract Bridge League

The Unit is a separate legal entity that interacts with American Contract Bridge League (ACBL) through the Unit charter process and exists for the purposes specified in Article I of these Bylaws. 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 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. The Unit shall conduct its affairs in a manner consistent with the rules, regulations, polices, procedures and bylaws of the ACBL.

Article III Unit Jurisdiction

The geographical area within which this 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.

The Unit's geographical area consists of five (5) regions:

- 1) Greater City of Sudbury
- 2) Parry Sound
- 3) North Bay
- 4) North-Central (Kirkland Lake, Temiskaming Shores)
- 5) Far North (Timmins, Iroquis Falls, Kapuskasing)

Article IV Membership

Section 4.1 Members. Any person who is a member of the American Contract Bridge League and resides within the geographical area over which this corporation has jurisdiction shall be a member of the Unit. Any person who lives outside the geographical area over which this corporation 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 4.2 Rights and Obligations. Any person of good moral character and residing within the jurisdiction of the Unit, subject to District regulations, is eligible for membership.

Section 4.3 Termination of Membership. Such person, upon favourable action, shall become and remain a member unless:

- (a) He changes his residence to a place outside the jurisdiction of the Unit, in which case he shall become a member of the new Unit immediately on processing by the League of his change of address.

- (b) He has failed to pay his dues in accordance with regulations of the American Contract Bridge League
- (c) He has been suspended or expelled from membership in accordance with regulations established by the American Contract Bridge and the Board of Directors of the Unit, provided, however, that such regulations shall conform to the rules of due process applicable to membership corporations, and that such regulations as are established by the Board of Directors of the Unit shall not be in conflict with regulations of the American Contract Bridge League.

Article V Membership Meetings

Section 5.1 There shall be an annual meeting of the members which may be held in conjunction with a tournament, or special event, which Unit members attend.

Section 5.2 The Unit Board of Directors shall set the time and place of the Annual Meeting and shall give appropriate notice of such meeting.

Section 5.3 Special meeting of the members may be called at any time to consider specific subject matters by the unit executive, or by the President, or by a petition signed by twenty-five (25) or more members.

Notice of the time and place of any special meeting shall be given at least fifteen (15) days before such meeting. The notice of any special meeting shall contain an Agenda of the matters to be dealt with at such meeting. No other business shall be acted upon at such special meeting.

Section 5.4 A quorum for the transaction of business at any annual or special meeting shall consist of ten (10) members. In addition, at least two of the geographical areas (Article III) must be represented at these meetings.

Section 5.5 No proxies shall be permitted.

Section 5.6 Minutes of all meetings (Annual and Board) shall be posted in all clubs and over the website.

Article VI Board of Directors

(a) Section 6.1 Powers and Duties . The management of all business, property, and 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 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 Unit as set forth in Article I. The Board of Directors is the sole judge of its own membership, for any complaints and/or actions believed to be in contravention of these bylaws or those of the ACBL at any local games, sectional, and regional tournaments organized and /or sanctioned by the unit.

In addition to the powers herein granted by other provisions hereof, the Unit Board of directors shall have powers and duties including, but not limited to,

- (b) Manage, conduct, supervise and control the business and activities of the Unit, including but not limited to, selection of tournament sites for sectionals, regionals and Unit playoffs.
- (c) Acquire, hold, administer, maintain and dispose of all property of the Unit.
- (d) Appropriate the funds of the Unit for Unit purposes and the objectives as set forth in this constitution.
- (e) Audit all receipts and disbursements of the Unit.
- (f) Designate the person or persons, or officer or officers who shall sign all cheques or demands for money and notes of the Unit.

- (g) Employ such personnel to serve the Unit as it may from time to time determine.
- (h) Appoint delegates to represent the Unit at the District Meetings.

Section 6.2 Directors' Fiduciary Duties and Standards of Conduct

Each director is subject to a duty of loyalty to the Unit and a duty of care in the performance of his duties as a director.

Section 6.3 The Board of Directors shall consist of ten (10) members. All directors must be members in good standing of the ACBL as well as members of the Unit.

Section 6.4 Candidates for Director shall be nominated and elected from and by the membership of the unit at the Annual Meeting. The number of directors will be selected from the following areas:

(1)	Greater City of Sudbury	4
(2)	North Bay	3
(3)	Parry Sound	1
(4)	North-Central	1
(5)	Far North	1

Section 6.5 Term of Office Each Director shall hold the office for a period of three (3) years, and shall continue to hold office until his successor shall have been duly elected. The commencement of the term shall be established by regulations of the Unit Board of Directors.

Section 6.6 Regular and Special Meetings . The Board of Directors shall hold a minimum of two (2) meetings a year, one of which be designated as the Annual Meeting.

Section 6.7 Participation in Meeting by Conference Telephone

Members of the board may participate in a meeting through use of conference telephone or similar communications equipment.

Section 6.8 Quorum. A quorum of the Board of Directors for the transaction of business shall consist of not less than five (5) Directors.

Section 6.9 Vacancies. Any vacancy on the Unit Board of Directors shall be filled by the Board of Directors and the persons so appointed shall hold office for the balance of the unexpired term.

Section 6.10 Removal . Any officer or Director may be removed for cause at any meeting of the Unit Board of Directors, provided two thirds of those present constituting a quorum shall so vote. Any Officer or Director against whom impeachment charges shall be brought, shall be notified in writing, registered mail, of the charges against him/her, at least fifteen (15) days prior to the meeting and shall be given opportunity to be heard before the Unit Board of Directors and to be represented by counsel of his/her own choosing. Absence from three (3) consecutive meetings may cause for removal of a Director.

Section 6.11 Resignation. Any Director 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 director's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a director's resignation will not be necessary to make it effective.

Article VII

Officers

Section 7.1 Designations. The officers of the Unit shall consist of a President, a Vice-President, a Secretary and a Treasurer.

- (a) The Unit Board of Directors shall elect all officers at the Annual Meeting, and the persons elected shall hold office for one year or until their successors have been duly elected.
- (b) Vacancies due to death, resignations or other cause shall be filled by the Unit Board of Directors.
- (c) The duties of the officers shall be those outlined herein, and such others as may be assigned by the Unit Board of Directors.

Section 7.2 President. The President shall preside at Membership meeting and at meeting of the Board of Directors. He/she shall appoint and be a member of all standing committees. He/she shall report annually to the membership at the Annual Meeting. He/she shall have such other duties as may be prescribed by the Board of Directors or which are incidental to his /her office.

Section 7.3 Vice-President. The Vice-President shall act as President during the absence or incapacity of the President. Act as President during the period in which the office of President shall be vacant for any reason, including, but not limited to the resignation, death or removal of the President. May have other duties as may be assigned to him/her by the Board of Directors or the President.

Section 7.4 Secretary. The Secretary shall keep accurate records of all proceedings, reporting such at Membership and Board of Directors Meetings, and shall have such other duties as may be assigned by the Board of Directors or the President

Section 7.5 Treasurer. The Treasurer shall receive all monies and deposit in a financial institution approved by the Board. Pay all bills against the Unit. Keep accurate records of receipts and accounts payable and present a financial report to the Unit at the Annual Meeting

Section 7.6 Vacancies. In case any office shall become vacant by reason of death, resignation, removal or otherwise, the directors then in office may appoint a successor or successors for the unexpired term.

Section 7.7 Compensation and Reimbursement of officers. The officers of the Unit shall serve without compensation but may be authorized by the Board of Directors to receive reimbursement of expenditures made on behalf of the Unit.

Section 7.8 Resignation of Officers. 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.

Section 7.9 Removal. Any Officer or Director may be removed for cause at any meeting of the Unit Board of Directors, provided two thirds of those present constituting a quorum shall so vote. Any Officer or Director against whom impeachment charges shall be brought, shall be notified in writing, by registered mail, of the charges against him/her, at least fifteen (15) days prior to the meetings and shall be given an opportunity to be heard before the Unit Board of Directors and to be represented by counsel of his /her choosing. Absence from three (3) consecutive meetings may be cause for removal of a Director

Article VIII Committees

Section 8.1 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 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.

Article IX Amendment of the Bylaws

Amendments to the bylaws may be proposed by the members of the Unit upon petition signed by at least twenty-five (25) members and submitted to the Secretary at least thirty (30) days in advance of the Annual meeting, or upon petition signed by at least five (5) members of the Unit Board. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of the meeting. The concurrence of two-thirds of all members present and voting shall be required to pass any amendment.

