

## Memorandum

To: Members of Halifax Bridge World (HBW)

From: Board of Directors

Re; Revised By-Laws for HBW

Date: August 18, 2008

The Board of Directors appointed a committee (Margo Beveridge, Wes Burton, and Goldie Trager) to review and revise the by-laws of HBW. They have been working on this in consultation with the Board throughout the winter and spring of this fiscal year. The attached document has been approved by the Board for presentation to the membership at the September annual meeting. A vote will be taken at the annual meeting and they will be effective commencing July 1, 2009.

The by-laws committee consulted extensively with Linda and our accountant, Blair McMullen, to ensure that we have rules that work for our club. HBW is incorporated under the Nova Scotia Societies Act. The by-laws committee worked from a standard form used for Societies in Nova Scotia and revised them to reflect the HBW's actual needs and practices.

The major changes are outlined below:

- An annual contribution will be required to qualify as a member of HBW. The amount will be set each year by the Board of Directors. The purpose is to enable us to keep a register of members to be in compliance with the Societies Act.
- Officers will be elected at the annual meeting. Although this has been past practice, the by-laws did not provide for it.
- Fifteen members will be required for a quorum at annual meetings rather than five.
- There will be a maximum of 9 directors elected. The Board feels that it is difficult to work with 15 and has had to appoint an executive committee to operate efficiently. With a smaller Board, this may not be necessary.
- Directors' terms shall be for 2 years and shall be staggered so that not all Directors retire in the same year.
- Directors shall be required to meet once in each quarter. Currently there is no such requirement.
- A majority of Directors must be present to constitute a quorum for Directors' meetings. Currently one third constitutes a quorum.

- Directors have broader powers to appoint committees.
- The Chairperson shall have a vote at Directors' meetings and a second casting vote in the event of a tie.
- The past Chairperson has been added as an officer.
- All references to an auditor have been removed and replaced with the requirement to hire an independent certified accountant to do the financial statements of the Society each year.
- All references to "revenue" have been removed on the advice of Blair McMullen.
- The Discipline Committee and the Manager have been given powers to deal with conduct problems affecting the Club.
- Directors and Officers are indemnified for costs incurred in lawsuits etc. arising out of activities relating to the Club's business.
- All meetings will be conducted according to Robert's Rules of Order.

You will notice some other minor changes made to bring our by-laws into the 21<sup>st</sup> century.

Please review these at your convenience. Questions or comments can be sent to Goldie at [trager@ns.sympatico.ca](mailto:trager@ns.sympatico.ca) by September 11<sup>th</sup>. The Board is having a meeting on September 15<sup>th</sup> at which your comments will be reviewed and addressed.