



Aylmer Poker Club

Bylaws v2.0

1 MEMBERSHIP TERMS

1.1 Membership Types

Two types of memberships are offered: Home Games (cash games) and Bar League (tournaments). Home Games members may attend a limited number of publicly hosted events and may receive additional invitations to private games at the discretion of individual hosts. Bar League members gain unrestricted access to the league's events.

1.2 Duration

Home Games memberships are valid for their stated duration. Bar League memberships are valid only until the end of the current season.

1.3 Eligibility

All members must be 18 or older and referred by an existing member.

1.4 Renewal

Memberships do not automatically renew; re-registration is required after expiration.

1.5 Suspension or Revocation

Memberships may be suspended or revoked for breaches of the code of conduct, game rules, or other relevant mandates, as determined by the Board or delegated officers.

1.6 Non-Governance

Members have no rights or obligations related to corporate governance. Members may audit records and escalate issues to the Board, provided this right is not abused excessively.

2 BOARD OF DIRECTORS

2.1 Number of Directors

The Corporation shall have a minimum of three and a maximum of seven directors.

2.2 Terms of Directors

Directors serve indefinitely until resignation or removal.

2.3 Eligibility

There are no additional restrictions beyond capability and performance.

2.4 Appointment

Initial directors were appointed by the founder. Future directors are elected by the existing Board.

2.5 Removal and Vacancies

Directors may be removed at any time by majority vote of a quorum. Vacancies are filled according to Board discretion.

2.6 Conflict of Interest

Directors shall avoid actions that conflict with the purposes of the Corporation. Limited recreational poker activities outside the Corporation may be permitted if they do not interfere with the Corporation's operations and are approved by the Club Manager or other designated officer.

2.7 Officer Flexibility

The Board may create, remove, or adjust officer positions as needed.

3 OFFICERS & MANAGEMENT STRUCTURE

3.1 Officer Positions

- a) Club Manager
- b) Chief Financial Officer
- c) Bar League Manager
- d) Home Games Manager
- e) Training Manager

3.2 Appointment and Removal

Officers are appointed and may be removed by the Board at any time. Terms are indefinite.

3.3 Duties

High-level duties are determined by the Board and detailed in operational manuals.

3.4 Authority

Officers may recruit volunteer support staff to fulfill their responsibilities.

3.5 Reporting

Officers report to the Board or designated officer.

4 MANAGER DUTIES & AUTHORITY

All Managers are officers of the Corporation and hold the delegated authority described below.

4.1 High-Level Duties

Each officer has defined responsibilities in operational manuals, including oversight of their domain and reporting requirements.

4.2 Recruitment Authority

All managers may recruit volunteer staff as needed.

4.3 Operational Restrictions

Directors and officers shall avoid actions conflicting with the Corporation's purposes.

5 LEGAL RISK & LIABILITY

5.1 Director and Manager Liability

Directors and officers are indemnified for actions taken in good faith. All directors and officers are responsible for any actions that unreasonably jeopardize Corporation assets.

5.2 Insurance

The Corporation maintains no insurance; all responsible parties accept personal and organizational risk.

5.3 Member and Participant Liability

Members assume all risks associated with participation and must comply with rules and policies.

5.4 Third-Party Liability

The Corporation is not responsible for third-party actions, omissions, or obligations.

5.5 Limits of Authority

Only the Board or officers explicitly delegated by the Board may legally or financially commit the Corporation. Currently, the Club Manager and Chief Financial Officer are authorized to manage banking and execute contracts on behalf of the Corporation.

5.6 Internal Disputes

Internal disputes are ultimately resolved by the Board, with delegation to specialized officers if appropriate.

6 BOARD MEETINGS

6.1 Frequency

Meetings are held as needed.

6.2 Notice

At least 48 hours' notice is required; meetings may be virtual or in-person.

6.3 Quorum

A simple majority of directors constitutes a quorum.

6.4 Voting

Each director has one vote; decisions are by simple majority of those present.

6.5 Chairperson of the Board

The Board may designate a Chairperson to preside over meetings; this is optional.

6.6 Minutes

Minutes shall be recorded for all meetings of the Board. Draft minutes shall be circulated to all directors promptly after each meeting.

6.7 Approval and Access

Minutes are approved once all directors have indicated consent via electronic or written communication, or by signature of a designated officer on behalf of the Board. Approved minutes are maintained by the CFO or other designated officer. All directors have unrestricted access to Board minutes and related records.

7 CODE OF CONDUCT & DISCIPLINE

7.1 Scope

Applies to all members, officers, managers, volunteers, and participants.

7.2 Standards of Conduct

Includes honesty, integrity, respect, compliance with rules, and avoidance of conflicts or misconduct.

7.3 Reporting and Escalation

Breaches are reported upward: managers → Club Manager → Board.

7.4 Investigation and Decision

Board investigates and makes final disciplinary decisions.

7.5 Disciplinary Measures

Game-rule violations follow operational policies; serious breaches (e.g., cheating or violence) may result in immediate lifetime ban; other breaches may result in warnings, suspension, or removal.

7.6 Finality

Board decisions are final.

8 OFFICERS & MANAGEMENT

8.1 Creation of Officer Positions

Board may create, modify, or remove officer positions as necessary.

8.2 Appointment and Removal

Officers serve indefinitely until resignation or removal by the Board.

8.3 Duties

High-level duties are determined by the Board and outlined in operational policies.

8.4 Authority

Officers exercise only delegated authority and may recruit volunteer staff.

8.5 Conflict of Interest

Officers shall avoid actions conflicting with Corporation purposes.

8.6 Reporting

Officers report to the Board or designated officer.

9 FINANCIALS & RECORDS

9.1 Fiscal Year

The fiscal year aligns with the calendar year, ending December 31st.

9.2 Banking

Banking and financial authority are exercised only by officers delegated by the Board, as described in Section 5.5.

9.3 Budgets and Expenditures

Significant expenditures are approved by the Board; routine financial decisions may be delegated.

9.4 Accounting and Record-Keeping

CFO maintains financial records. Board reviews periodically.

9.5 Member Access to Records

Members may review financial records, subject to reasonable limitations; annual reports are publicly released.

9.6 Internal Oversight

Formal audits are not required; the Board retains financial oversight.

9.7 Liability

Directors and officers are responsible for actions that unreasonably jeopardize Corporation assets.