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BYLAWS
of the
The District Nineteen Organization of the American Contract Bridge League

ARTICLE I

NAME; PURPOSES; OFFICES

Section 1.1 Name. The name of this organization shall be The District Nineteen Organization of the American Contract Bridge League. The District Nineteen Organization of the American Contract Bridge League is also known as ACBL District 19 (and is referred to in these Bylaws as the "District").

Section 1.2 Incorporation. The District is incorporated as a nonprofit corporation under the laws of the state of Washington and shall be governed by the nonprofit corporation law of the state of Washington.

Section 1.3 Purposes. The purposes for which the District is organized are: to foster community welfare in the furtherance of the game of contract bridge in its various forms of competition; to promulgate high standards of conduct and ethics to its members and to enforce such standards; to provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of bridge players and the community; to conduct tournaments and other competitive events as permitted by the American Contract Bridge League; and to conduct such other activities as may be in keeping with its principal objectives.

Section 1.4 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

ARTICLE II

AMERICAN CONTRACT BRIDGE LEAGUE

The District is a separate legal entity that interacts with the American Contract Bridge League (ACBL) and exists for the purposes specified in Article I of these bylaws. In its interaction with the ACBL the District and the ACBL members that reside in the district 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. The District shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures, and bylaws of the ACBL. No rule, regulation or bylaw adopted by the District shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL.

ARTICLE III

ACBL DISTRICT JURISDICTION

A unit is the geographical area within a district which is presently or may in the future be assigned to it by the Board of Directors of the ACBL. The units within which the District has ACBL jurisdiction are such units as are presently or may in the future be assigned to it by the Board of Directors of the ACBL.

ARTICLE IV

MEMBERSHIP

Section 4.1 Members. All ACBL units which are or hereafter come into being within the geographical boundaries of the District are automatically Member Units of the District so long as they remain within the District, without requirement of any petition or formal action on the part of the Unit.

Section 4.2 Rights and Obligations. In accordance with the procedures established by the ACBL Board of Directors and the District Board of Directors, the Member Units shall have voting rights and other legal rights or privileges in connection with the governance of the District. The Member Units shall be required to abide by the bylaws, regulations, policies, code of conduct, and ethics standards established by the ACBL.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. Powers and Duties. The management of all business, property, interests, and other affairs of the District 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 District as set forth in Article I.

Section 5.2. Directors' Fiduciary Duties and Standards of Conduct. Each director is subject to a duty of loyalty to the corporation and a duty of care in the performance of his duties as a director.

Section 5.3. Number. The Board of Directors shall consist of twelve (12) members. All directors must be members in good standing of the ACBL as well as members of a Member Unit. The twelve members shall consist of:

5.3.1 Two (2) members representing the Seattle Unit (#446).
5.3.2 Two (2) members representing the Vancouver Unit (#430).
5.3.3 Two (2) members representing Western Washington units, excluding the Seattle Unit.
5.3.4 Two (2) members representing Eastern Washington units.
5.3.5 One (1) member representing Alaska units.
5.3.6 One (1) member representing Vancouver Island units (#429 and #430)
5.3.7 One (1) member representing Mainland British Columbia units, excluding the Vancouver Unit.
5.3.8 The ACBL District Director representing District 19, who shall serve as an ex-officio voting member of the District board.

Section 5.4. Nomination and Election of Directors. Nomination and election of directors shall be as follows:

5.4.1 Directors representing the Seattle and Vancouver units shall be elected or appointed by their respective unit board of directors from among their respective unit members. The respective unit board of directors shall establish their own procedures for the election or appointment of their respective members of the district board.

5.4.2 Directors representing all other units shall be elected by the unit boards of the units they shall represent. Nomination and election procedures for these directors shall be:

5.4.2.1 All positions shall be self-nominating. Candidates shall file a declaration of candidacy with either the District President, District Secretary or District Director of Elections. The filing deadline shall be July 15th of the year prior to the commencement of the director's term of office.

5.4.2.2 If only one (1) candidate files for a position, that person shall be declared the winner of the election. No balloting shall occur.

5.4.2.3 If more than one (1) person files for a position, an election by mail ballot shall occur. The District Director of Elections shall conduct the election by the following procedure:

5.4.2.3.1 The Director of Elections shall provide complete copies of all election regulations to all candidates, including Section 5.4 of these Bylaws.

5.4.2.3.2 The Director of Elections shall obtain from the ACBL a listing of the unit board members of the units to be represented. This listing shall be of unit board members serving as of June 1st of the election year.

5.4.2.3.3 Each Unit Board of Directors shall have a "Unit Board Member Voting Power", based on the following formula:

i) The Unit membership divided by one hundred (100) and computed to the fourth decimal place.

ii) The division of the Unit membership shall then be divided by the number of board members in the Unit voting. The Unit Voting Power for each voter shall be computed to the fourth decimal place.

iii) A majority of Unit Board of Directors in the Unit must vote in order for the Unit's Voting Power to be included in the election results.

5.4.2.3.4 Printed ballots shall be mailed to each of the unit board members who were serving on June 1st. Ballots shall be mailed not later than August 15th and completed ballots must be postmarked not later than September 30th.

5.4.2.3.5 The ballots shall have a designation of unit, and be without any other identifying mark or marks. All candidates' names shall be listed alphabetically by last name. Instructions shall explain how votes are counted, state the postmark deadlines and how to cast the ballot. In the case where there are more than two (2) candidates, voters shall be directed to rank their choices from first to last among all candidates. Two (2) return envelopes shall be supplied with each official ballot. The smaller of the two envelopes shall be used to seal the ballot once marked. The smaller envelope shall then be sealed in the larger envelope, which shall be addressed and mailed to the District Director of Elections. The voter must sign his name and include his ACBL number on the back of the larger envelope. Failure to do so shall invalidate the ballot and it shall not be counted.

5.4.2.3.6 The time and place of opening and counting of ballots shall be stated in the directions sent to each voting board member. Such date shall be not less than 15 days nor more than 30 days after September 30th.

5.4.2.3.7 At the time of counting, the sealed ballots shall be removed from their outer envelope and the inner unmarked envelope shall be opened and counted in the presence of the District Director of Elections and two (2) other district members of the ACBL. All three shall sign statements attesting to the outcome of the election. Any other district members of the ACBL who wish may also be present.

5.4.2.3.8 If no candidate receives a weighted majority on the first counting of the ballots, the candidate receiving the fewest votes shall be dropped from the election. The ballots cast for that candidate shall be recounted with the second choices on those ballots being counted as first choice in the recount. This procedure shall be followed until one candidate receives a majority.

5.4.2.3.9 In the event such procedure does not break a tie, it will be broken by the Director of Elections by a drawing.

5.4.3 All elections shall be certified by the district board. All ballots shall be available for inspection by the candidates, the district board and district board members.

5.4.4 Results of all elections shall be announced to the candidates and board of directors immediately following the counting of ballots.

Section 5.5. Term of Office. Elected board members shall be elected for terms of office of three (3) years, the terms to commence January 1st. All board members shall hold office until December 31 of the year of the expiration of the term or until their sooner death, resignation or removal. Any board member who changes his residence from the area from which elected shall lose his membership on the district board of directors, and be replaced as provided in the section on vacancies.

Section 5.6 Election Term Rotation. Elected directors shall serve terms based on the following rotation:

5.6.1 Beginning January 1, 2011, and continuing every third year thereafter, one (1) term shall commence for three (3) board members, each to respectively represent Mainland British Columbia, Vancouver Island, and Alaska.

5.6.2 Beginning January 1, 2012, and continuing every third year thereafter, one (1) term shall commence for four (4) board members, each to respectively represent Seattle, Vancouver, Western Washington and Eastern Washington.

5.6.3 Beginning January 1, 2013, and continuing every third year thereafter, one (1) term shall commence for four (4) board members, each to respectively represent Seattle, Vancouver, Western Washington and Eastern Washington.

Section 5.7. Regular and Special Meetings. The Board shall establish a schedule for regular meetings. Regular meetings of the Board of Directors shall be held, with proper notice, not less frequently than two (2) times per year nor more frequently than three (3) times per year. Special meetings of the Board may be called at any time by the President, or upon the written request of 50% or more of the members of the Board of Directors.

Section 5.8. Notice. Notice, written or printed, of any regular or special meeting stating the place, day and hour of the meeting shall be mailed no fewer than ten (10) days nor more than thirty (30) days prior to the date of the meeting. Notice may be provided only by electronic transmission (e-mail) to those members of the Board of Directors who so consent.

Section 5.9. Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 5.10. Quorum. A majority of the Board of Directors, representing either a) at least four (4) elected areas, or b) three (3) elected areas and the District Director, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority vote of those members present shall be necessary to enact a resolution

Section 5.11. Vacancies. All vacancies in the Board of Directors, except those from the Seattle and Vancouver units, whether caused by resignation, death or otherwise, shall be filled by the affirmative vote of a majority of the remaining directors. Such replacement must be a member of a unit in the area being represented. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor.

5.11.1 Seattle and Vancouver, B.C., units boards shall fill vacancies for their respective directors by whatever procedure they designate. Notification of replacements must be received by the President or Secretary ten (10) days prior to any scheduled District Board meeting to be effective for that meeting, unless such vacancy occurs within ten (10) days prior to the meeting.

Section 5.12. Removal. An elected Director may be removed for cause at any meeting of the Board of Directors provided two-thirds (2/3) of those present shall so vote. The Director subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by certified mail. The grounds for such removal must be submitted with the notice of said meeting and said Director shall have a reasonable opportunity at said meeting to object to and argue his removal with representation by counsel of his choosing at his own expense. In addition, failure for a Director to attend two (2) consecutive regular meetings of the

district board shall cause the District President to declare such director's position vacant and open for replacement.

Section 5.13. 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.

Section 5.14. Voting by Proxy. Voting by proxy is not permitted.

Section 5.15. Employment of Board of Director's Members: No person who is serving, or who has served as a District Board director within the previous six (6) months may be employed by the district in any capacity where a salary or wages are paid by the district unless three-quarters (3/4) of the Board of Directors' membership shall approve such employment.

Section 5.16. Compensation of Board: No salaries shall be permitted for service as a board member. The Board of Directors shall establish reimbursement of expenses policies.

ARTICLE VI

OFFICERS

Section 6.1. Designations. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be elected for terms of one (1) calendar year beginning January 1st and ending December 31st. The election shall be by secret ballot of the Board of Directors. Officers shall hold office until their successors are elected and qualified. The offices of President and Vice-President must be held by a sitting member of the Board of Directors.

Section 6.2. 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 to the office or are properly required of the President by the Board of Directors. A Director may not serve as President for more than two (2) consecutive terms, and thereafter, may not succeed himself until there has been a lapse of three (3) years.

Section 6.3. 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.

Section 6.4. 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.

Section 6.5. 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 the 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.

Section 6.6. 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 the provisions of these Bylaws, the Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer, director or other person it may select.

Section 6.7. Removal. An officer may be removed from office for cause at any meeting of the Board of Directors provided two-thirds (2/3) of those present shall so vote. The officer subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by certified mail. The grounds for such removal must be submitted with the notice of said meeting and said officer shall have a reasonable opportunity at said meeting to object to and argue his removal with representation by counsel of his choosing at his own expense.

Section 6.8. 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. In the event of a vacancy in the office of President, the Vice-President shall immediately assume the office for the unexpired remainder of the term. Such assumption shall be considered a full term for purposes of term limits if more than six (6) months of the unexpired term is assumed by the incoming President.

Section 6.9. Compensation and Reimbursement of Officers. The officers of the District, with the exception of the Secretary, shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the District. The District Secretary may be compensated by the Board of Directors at a reasonable salary.

Section 6.10. 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.

ARTICLE VII

COMMITTEES

Section 7.1. 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.

Section 7.2. Executive Committee. The Board may designate, from among its directors, an Executive Committee. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by nonprofit law. Rules governing meetings of the executive committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

Section 7.3. Bylaw Committee. There shall be a standing Bylaw and Compliance Committee. This committee shall be responsible for amendments to the Bylaws and legal compliance issues.

Section 7.4. 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.

Section 7.5. Powers of Committees. Each committee shall serve have only those powers and authorities vested in it by the Board of Directors. An affirmative majority vote is required for any delegation of authority from the Board of Directors to a committee.

ARTICLE VIII

AMENDMENT OF THE BYLAWS

Section 8.1 These bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the board members present at any meeting of the board at which a quorum is present, and not otherwise.

Section 8.2 Bylaw amendments may be proposed by any board member, or by any member of a member unit of District 19. Proposed amendments must be submitted in writing to either the District President or the chairman of the Bylaws Committee. Upon receipt, the Bylaw Committee shall issue a recommendation to the full board, and the proposed amendments shall be voted upon at the next meeting of the Board of Directors.

ARTICLE IX

MISCELLANEOUS

Section 9.1. 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.

Section 9.2. 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.
Section 9.3. Books and Records. The District shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

Section 9.4. Fiscal Year. The fiscal year for the Corporation shall run from January 1 to December 31.

Section 9.5. Loans. The corporation will not make loans to any director or officer. Any director or officer who assents to or participates in the making of any such loan shall be liable to the district for the amount of such loan until the repayment thereof.

ARTICLE X

NONPROFIT STATUS and DISSOLUTION

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 nonprofit purposes. On the dissolution or winding up of this Corporation, assets remaining after 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.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies (i) I am the _____ of the District, a nonprofit corporation, (ii) the above Bylaws are a true, correct and complete copy of bylaws adopted at a duly held meeting of the Board of Directors on the 22nd day of August, 2011, and in accordance with the laws of the State of Washington, and (iii) the Resolutions are in full force and effect on the Effective Date of August 22, 2011, and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity on the 22nd day of August, 2011.

By: _____

Title: _____