

**BY-LAWS
OF THE
BREMERTON-LAKEWOOD-TACOMA UNIT, INC.
(ACBL UNIT 451)**

1 NAME—PURPOSES—OFFICES

1.1 Name. The name of this organization shall be the Bremerton-Lakewood-Tacoma Unit. The Bremerton-Lakewood-Tacoma Unit is also known as ACBL Unit 451. In these By-Laws “Unit” without further modification means the Bremerton-Lakewood-Tacoma Unit.

1.2 Incorporation. The Unit is incorporated as a nonprofit corporation under the laws of the state of the State of Washington and shall be governed by the nonprofit corporation law of that state. The Unit shall take all reasonable steps to obtain and to maintain tax exempt status under Internal Revenue Code Section 501(c)(4) and its successors.

1.3 Purposes. The purposes for which the Unit is organized include without limitation:

1.3.1 To foster community welfare in the furtherance of the game of contract bridge in its various forms of competition:

- To promote the development and organization of sanctioned club games within the unit.
- To actively promote the development and enrollment of bridge players as members of ACBL.

1.3.2 To promulgate and to enforce high standards of conduct and ethics for its members:

- To have a conduct and ethics committee.
- To process reports of dishonest, unethical, or improper conduct by participants in sanctioned games, unit events, or tournaments under its jurisdiction, and to discipline members guilty of such conduct in a manner fully consistent with the ACBL Disciplinary Regulations.
- To recruit a pool of experienced, temperate players to serve on appeals committees at the Unit’s Sectional Tournaments and Unit Games.

1.3.3 To provide and to assist organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community:

- To elect a unit board of directors annually or bi-annually by popular vote of unit members.
- To fill the positions of Education Liaison, Tournament Coordinator and Intermediate/ Newcomer Coordinator.
- To participate in and conduct elections for District Director, First and Second Alternate Directors, and Board of Governors Representatives.
- To perform basic marketing functions as established by the ACBL Board of Directors.
- To cooperate with the district and ACBL in the promotion of district-wide and ACBL-wide tournaments.
- To have a designated unit electronic contact (UEC) to allow the ACBL to

conduct business between the ACBL and the unit electronically.

- To establish and maintain amicable relations with neighboring units, the district, and conferences, thus fostering cooperation on matters of mutual interest.

1.3.4 To conduct tournaments and other competitive events as permitted by the American Contract Bridge League:

- To promote interest in duplicate bridge by providing a continuous and attractive program of bridge events to supplement those offered by clubs with sanctioned games.
- To prepare conditions of contest for tournaments under its auspices.

1.3.5 To conduct such other activities authorized by law and in keeping with its principal objectives.

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 the Board of Directors may fix from time to time by filing of such notices as required by law.

2 AMERICAN CONTRACT BRIDGE LEAGUE

The Unit is a separate legal entity that interacts with the 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 contravene the rules,

regulations, and bylaws of the ACBL. The Unit's conduct shall conform to the rules, regulations, policies, procedures and bylaws of the ACBL.

3 ACBL 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.

4 MEMBERSHIP

4.1 Members. Except as provided immediately below, 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.

4.2 Exceptions.

4.2.1 Opt In. 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.

4.2.2 Opt Out. 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.

4.3 Rights and Obligations.

4.3.1 A member shall be eligible to cast a single vote on Unit matters and in Unit elections ninety-one days after the ABCL reports the member's membership in the Unit to the Unit.

4.3.2 Members of the Unit shall be

required to abide by, and to conduct themselves in a manner consistent with the Bylaws, regulations, policies, code of conduct and ethics standards established by the ACBL.

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

5 MEMBERSHIP MEETINGS

5.1 Annual Meeting. The Annual Meeting of the Unit shall be held during the first quarter of each year at such time and place as the Board may establish. The agenda of the Annual Meeting shall include presentation of annual reports and transaction 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 Unit or invalidate any action taken by the Board of Directors or Officers of the Unit.

5.2 Special Meetings.

5.2.1 Either the Board of Directors or the President may call a Special Meeting of the membership of the Unit.

5.2.2 If one-tenth or more of the membership petitions the Secretary in writing to call a Special Meeting, and if the petition states a lawful and proper purpose for the special meeting the Secretary shall give notice of a Special Meeting within thirty days of receiving such petition.

5.3 Place of Meeting. All membership meetings of the Unit shall be held within the

geographical limits of the Unit.

5.4 Notice of Meetings.

5.4.1 Means. Except as provided below, notice of the Annual Meeting and any Special Meeting shall be by first class mail to each member's address as provided by the ACBL. If a member has consented to notice by email and provided an email address in the manner specified by RCW 24.03.009, then the Unit's notice to that member shall be by email and not by first class mail unless and until the member revokes the member's consent to receive notice by email.

5.4.2 Content. The Notice of any meeting of the membership shall state the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

5.4.3 Timing.

5.4.3.1 The Secretary shall deliver notice for the Annual Meeting not less than ten but no more than fifty days before the Annual Meeting.

5.4.3.2 The Secretary shall deliver notice for a Special Meeting not less than ten but no more than thirty days before the meeting.

5.5 Quorum. One-tenth of the full membership of the Unit shall constitute a quorum at any meeting of the membership.

5.6 Proxy Voting. No proxy voting shall be permitted at membership meetings.

6 BOARD OF DIRECTORS

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.

6.2 Number. The Board of Directors shall consist of nine members.

6.3 Eligibility. A director must:

6.3.1 Be a member in good standing of the ACBL,

6.3.2 Be eligible to vote in unit elections, and,

6.3.3 Agree to maintain internet access including an email account, to accept notice of meetings by email, and generally to conduct the business of the unit using email and other features supported by the internet.

6.4 Term of Office. The Directors shall serve staggered terms of three years with one-third the terms expiring each year. The three year term shall begin the May 1st following election and end April 30th three years afterward. Directors shall serve until their successors are elected and qualified or unless the Director's death, resignation, or removal intervenes.

6.5 Transition. The Directors serving on April 30, 2008 shall have their terms extended by four months to conform with the section immediately above.

6.6 Term Limits. No Director may serve more than two, consecutive terms. For the purposes of term limits, a partial term of at least seventy-eight weeks shall constitute a full term. If a Director has served two, consecutive terms, the Director shall not be eligible to serve again on the Unit's Board of Directors for three years.

6.7 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.

6.8 Nomination and Election of Directors.

6.8.1 No later than six months before each annual meeting of the Unit, the President shall appoint a nominating committee.

6.8.2 The nominating committee shall determine and present to the members as part of the notice of the annual meeting a list of nominees for election as Directors to fill the positions of those Directors whose terms shall expire at the end of the year.

6.8.3 If a member eligible to vote in the election presents to the Nominating Committee no later than ninety-one days before the annual meeting a petition signed by at least fifteen other members eligible to vote in the election and endorsing the member's candidacy to be a Director, then the Nominating Committee shall include the petitioning member on the list of candidates presented to the members as part of the notice of the annual meeting and on the ballots to be cast at the annual meeting.

6.8.4 If the ballot includes both candidates nominated by the nominating committee and by petition, then the ballot submitted to the

members shall identify each candidate as nominated by the committee or by petition.

6.8.5 The election of Directors shall be the first matter of new business at the annual meeting.

6.8.6 The Chair of the nominating committee shall be the teller of the votes. The Chair shall rank the nominees from highest to lowest by vote counts. The vacancies to be filled shall be filled in descending order starting with the nominee with the highest vote.

6.8.7 The Chair shall report the results to the Board of Directors and the nominees no later than the close of the Annual Meeting.

6.9 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 once each calendar quarter. Special meetings of the Board may be called at any time by the President, the Board, or upon the written request of four or more directors. Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

6.10 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 fifteen days nor more than forty-five 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.

6.11 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.

6.12 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Departures following the establishment of a quorum shall break the quorum.

6.13 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is elected and qualified.

6.14 Removal. Upon a motion made by one and seconded by two other Directors, a majority of the Board of Directors may impeach a member of the Board. The motion of impeachment shall state the reason(s) for impeachment and set a date within no less than thirty days nor more than sixty days for a special meeting of the Board of Directors at which the sole question shall be the removal of the Director. The movant for impeachment shall present the case against the impeached Director. The impeached Director shall have an opportunity to be heard, may present evidence, may submit argument in writing, and may have the

assistance of counsel. Removal shall require two-thirds of the Board of Directors present and voting. The action by the Board of Directors shall be conclusive and final.

6.15 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.

6.16 Procedure During Meeting of the Board of Directors.

6.16.1 Voting by Proxy. Voting by proxy is not permitted within the Board of Directors.

6.16.2 Assent Presumed Unless Director Records Dissent. A director who is present at a meeting of the Unit's board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent or abstention shall be entered in the minutes of the meeting or unless the director shall deliver his or her dissent or abstention to such action to the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver such dissent or abstention to the secretary of the corporation immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. A director that voted in favor of an action may not thereafter record either his dissent or his abstention.

6.16.3 Requirements for Actions. An Action by the Board of Directors requires a motion by a director, a second by a director,

and votes in support by a plurality of the directors then present for the meeting.

6.16.4 Debate. During meetings and elsewhere with respect to other members of the Board, the Directors shall display behavior consistent with the principles of "Zero Tolerance." A motion "to close discussion and to decide an issue" is in order at any time a motion is under discussion and requires a plurality of those voting.

7 OFFICERS

7.1 Designations. The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer and a Deputy Treasurer. All officers shall be elected for terms of one year by the Board of Directors. Officers shall hold office until their successors are elected and qualified.

7.2 President. The President shall preside at all meetings of the membership and 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. The President shall not be authorized to sign checks on behalf of the Unit, but the President shall receive, review, and promptly convey all bank statements and other documents from the Unit's financial institutions to the Treasurer. A Director may not serve as President for more than two consecutive years.

7.3 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 serve as the Unit's Corporate Resident Agent and shall maintain the Unit's Registered Office. Upon taking office and upon any subsequent

change in address or other contact information, the Vice President shall provide the Secretary contact information sufficient for required reports to the State. The Vice President shall have such additional powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.

7.4 Secretary. The Secretary shall

7.4.1 Issue notices for meetings of the membership and the Board of Directors;

7.4.2 Keep correct and complete books, records of accounts, and minutes of all acts of the Board of Directors and membership meetings.

7.4.3 Receive and retain the financial records and reports prepared by the Treasurer,

7.4.4 No sooner than January 1 and no later than March 1 of each year, deliver the Unit's reports required each year by RCW 24.03.395 to the Secretary of State including:

7.4.4.1 The name of the unit and the state or country under the laws of which it is incorporated;

7.4.4.2 The address of the registered office of the unit as maintained by the Vice President including street and number and the name of the Vice President as its registered agent in this state at such address;

7.4.4.3 A brief statement of the character of the affairs which the unit is actually conducting;

7.4.4.4 The names and respective addresses of the directors and officers of the corporation; and

7.4.4.5 The Unit's unified business identifier number; as well as

7.4.5 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.

7.5 Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation, shall be authorized to sign checks for the Unit, 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 provide the Deputy Treasurer back up copies of all the Unit's books of account and other financial records. The Treasurer shall prepare and file such financial reports and returns required to meet the Unit's reporting and tax obligations. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

7.6 Deputy Treasurer. In the Treasurer's absence or disability, the Deputy Treasurer shall serve as the Acting Treasurer.

7.7 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.

7.8 Removal. Upon a motion made by one and seconded by two other Directors, a majority of the Board of Directors may impeach an Officer. The motion of impeachment shall state the reason(s) for impeachment, whether the Officer is to be impeached only as an Officer or also as a Director, and set a date within no less than thirty days nor more than sixty days for a special meeting of the Board of Directors at which the sole question shall be the removal of the Officer. The movant for impeachment shall present the case against the impeached Officer. The impeached Officer shall have an opportunity to be heard, may present evidence, may submit argument in writing, and may have the assistance of counsel. Removal shall require two-thirds of the Board of Directors present and voting. The action by the Board of Directors shall be conclusive and final.

7.9 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.

7.10 Compensation and Reimbursement of Officers.

7.10.1 The officers of the Unit shall serve without compensation for their services as officers and directors but may be authorized to receive reimbursement of expenditures made on behalf of the Unit. Expenditures larger than fifteen dollars require prior authorization by the Board or subsequent ratification by two-thirds the board present and voting.

7.10.2 Officers of the Unit may contract

with the Unit and receive payment for their services and expenses. All such contracts must be reasonable and must receive prior approval by the board. The director contracting with the board may not vote on the approval of the contract and for that issue, the director's presence shall not contribute to a quorum.

7.11 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.

8 COMMITTEES

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.

8.2 Committees. 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.

8.3 Term of Office. Unless the Board of Directors specifies otherwise, each member of a committee shall serve until the following March 31st unless the committee is sooner dissolved.

9 PUBLICATIONS.

The official publication of the Unit shall be as designated by the Board of Directors and shall be published by the Unit. The Board of Directors may appoint and pay an Editor to compile its official publication and such other materials that may recruit and maintain membership or otherwise advance duplicate bridge within the jurisdiction of the Unit.

10 INDEMNIFICATION AND OTHER FINANCIAL PROVISIONS

10.1 Insurance. Each year, the Unit shall purchase and maintain insurance on behalf of its directors and officers against liability asserted against or incurred by any such officer or director arising from the individual's status as a director or officer, but such insurance shall protect only the Unit and not the individual if either

10.1.1 The individual is adjudged liable to the Unit or

10.1.2 The individual is adjudged liable on the basis that the officer or director improperly received personal benefit.

10.2 Bonding. Unless included within the insurance obtained for the directors and officers, each member of the board authorized to sign checks for the unit shall be bonded in an amount not less than twice the unit's assets at the beginning of the officer's term. The unit shall pay for the bonds but the officers must cooperate in the acquisition of the bonds.

10.3 Fiscal Year. The fiscal year for the Corporation shall run from January 1st to December 31st each year.

10.4 Large Expenditures. When the Board

of Directors authorizes an expenditure larger than two thousand dollars, it shall also designate a second Director to countersign—not endorse—the Unit's check. No check larger than two thousand dollars is authorized without an authorized, second signature.

10.5 Loans. The corporation may 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 Unit for the amount of such loan until the repayment thereof.

10.6 Audit. Following receipt of the Treasurer's required annual reports, the Audit Committee shall undertake or obtain an external audit of the Unit's activities and finances for the prior year. If the Audit Committee includes a Certified Public Accountant, then the Committee may conduct the audit under the supervision of the Accountant. If the Audit Committee does not include a CPA, then the Audit Committee shall undertake its best efforts to obtain an audit at reasonable cost, including but not limited to an audit by a work study student in accountancy at an institute of higher education in Pierce or Kitsap County.

10.7 Dissolution and Nonprofit Status.

10.7.1 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.

10.7.2 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 as follows.

10.7.2.1 If the membership of the Unit is distributed to one or more other units of the ACBL, then the remaining assets shall be distributed to the successor units in proportion to the members they acquire from this unit.

10.7.2.2 If the ACBL ceases to operate or if for similar reasons board cannot identify any organization that will provide the unit's members similar opportunities to pursue the purposes of the unit, then the board shall adopt a plan to distribute the units assets consistent with then current laws governing the unit.

10.7.2.3 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.

11 INTERPRETATION AND AMENDMENT OF THE BYLAWS

11.1 Amendment. These bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of two-thirds of the members present at any meeting of the members at which a quorum is present, and not otherwise.

11.2 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.

11.3 Severability. 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.

First Draft
~~April 24, 2007~~

~~Second Draft
July 31, 2007~~

~~Third Draft
November 13, 2007~~

~~Fourth Draft
November 19, 2007~~

~~Fifth Draft
February 18, 2008~~

Approved by Special Meeting of the Membership March 16, 2008

Clifford David Allo
President, Unit 451, 2008

Approved By-Laws of the
Bremerton-Lakewood-Tacoma Unit
2008.wpd