

BYLAWS OF ACBL D-20 ORGANIZATION, INC.

TABLE OF CONTENTS

ARTICLE I: NAME; PURPOSES; OFFICES

SECTION 1.1 Name.

SECTION 1.2 Incorporation.

SECTION 1.3 Purposes.

SECTION 1.4 Registered office and registered name.

ARTICLE II: AMERICAN CONTRACT BRIDGE LEAGUE

ARTICLE III: ACBL DISTRICT JURISDICTION

ARTICLE IV: MEMBERSHIP

SECTION 4.1 Members.

SECTION 4.2 Rights and obligations.

ARTICLE V: BOARD OF DIRECTORS

SECTION 5.1 Powers and duties.

SECTION 5.2 Directors' fiduciary duties and standards of conduct.

SECTION 5.3 Election of Directors.

5.3.1. Area Representatives

5.3.2. Voting Board members.

5.3.3. Non-voting Board members.

SECTION 5.4 Voting.

5.4.1 Proxies.

SECTION 5.5 Regular and special meetings.

SECTION 5.6 Regular meetings.

5.6.1 Place of meeting.

5.6.2 Notice.

5.6.3 Waiver of notice.

5.6.4 Agenda.

SECTION 5.7 Special meetings.

SECTION 5.8 Quorum and voting.

SECTION 5.9 Removal.

SECTION 5.10 Resignation.

SECTION 5.11 Forfeiture/Vacancy.

5.11.1 Forfeiture.

5.11.2 Vacancy

ARTICLE VI: OFFICERS

SECTION 6.1 Designations.

6.1.2 Eligibility.

SECTION 6.2 President.

SECTION 6.3 Vice-President.

SECTION 6.4 Secretary.

SECTION 6.5 Treasurer.

SECTION 6.6 Delegation.

SECTION 6.8 Election of officers.

SECTION 6.9. Compensation and reimbursement.

SECTION 6.10 Conflicts/recusal.

ARTICLE VII: COMMITTEES AND ADMINISTRATION

SECTION 7.1 Establishment of committees.

SECTION 7.2 Standing committees.

SECTION 7.3 Special committees.

SECTION 7.4 Coordinator positions.

SECTION 7.5 Administrative positions.

ARTICLE VIII: AMENDMENT OF THE BYLAWS

ARTICLE IX: INDEMNIFICATION

SECTION 9.1 Reimbursement.

SECTION 9.2 Non-exclusive.

ARTICLE X: MISCELLANEOUS

SECTION 10.1 Fiscal year.

SECTION 10.2 Manual of Policies and Procedures.

SECTION 10.3 Inoperative portion.

SECTION 10.4 Interpretation.

ARTICLE XI: NONPROFIT STATUS AND DISSOLUTION

BYLAWS OF ACBL D-20 ORGANIZATION, INC.

ARTICLE I: NAME; PURPOSES; OFFICES

SECTION 1.1. NAME. The name of this organization shall be ACBL D-20 ORGANIZATION, INC., also known as ACBL D-20, and District 20, and referred to in these Bylaws as “D-20.”

SECTION 1.2. INCORPORATION. D-20 is incorporated as a nonprofit corporation under the laws of the state of Oregon and shall be governed by the nonprofit corporation law of the State of Oregon.

SECTION 1.3. PURPOSES. The purposes for which D-20 is organized are:

- 1) To foster community welfare in the furtherance of the game of contract bridge in its various forms of competition;
- 2) To promulgate high standards of conduct and ethics to its members and to enforce such standards;
- 3) To provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community;
- 4) To provide educational programs to teach people how to play bridge and to introduce them to duplicate bridge;
- 5) To conduct tournaments and other competitive events as permitted by the American Contract Bridge League; and
- 6) To conduct such other activities as may be in keeping with its principal purposes.

SECTION 1.4. REGISTERED OFFICE AND REGISTERED AGENT. The registered office of the corporation shall be located in the State of Oregon 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. The Registered Agent shall be the Secretary of the corporation, or a person designated by the Board.

ARTICLE II: AMERICAN CONTRACT BRIDGE LEAGUE

D-20 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. D-20 and the ACBL members that reside in D-20 shall be subject to and abide by the Bylaws and regulations of D-20 and of the ACBL as in existence and amended from time to time. D-20 shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures, 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 D-20 has 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 that are or hereafter come into being within the geographical boundaries of D-20 are automatically Member Units of D-20 so long as they remain within D-20, 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 D-20 Board of Directors, the Member Units shall have voting rights through their designated Area Representatives and other legal rights or privileges in connection with the governance of D-20. The Member Units shall be required to abide by the Bylaws, regulations, policies, code of conduct, and ethics standards established by D-20 and the ACBL.

ARTICLE V: BOARD OF DIRECTORS

SECTION 5.1. POWERS AND DUTIES. The management of all business, property, interests, and other affairs of D-20 shall be vested in its Board of Directors. Among the powers hereby conferred is the power to impose sanctions in accordance with ACBL rules and regulations, to delegate non-policy making authority, 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 D-20 as set forth in Article I. The Board of Directors is the sole judge of its own membership.

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. ELECTION OF DIRECTORS. The Board of Directors shall consist of:

- 1) Area Representatives elected by Member Units,
- 2) The District Director who is elected by Member Units,
- 3) Non-voting Directors elected by Member Units,

All Directors must be members in good standing of the ACBL as well as members of a Member Unit.

5.3.1. AREA REPRESENTATIVES. The Board will assign each Member Unit to a designated geographic area, known as an "Area". The Board may adjust and amend the designation from time to time as may be appropriate. The Units in each Area of D-20 shall elect one of their members to represent the Area on the Board of Directors. The manner in which a Representative is elected shall be defined by the Units in each Area. These Directors will be known as Area Representatives, and shall serve staggered three (3) years terms as designated by the Board.

5.3.2. VOTING BOARD MEMBERS. The following Directors are elected by Member Units and shall be voting Directors:

- 1) Area Representatives, and
- 2) The District Director

5.3.3. NON-VOTING BOARD MEMBERS. The following Directors are elected by Member Units and shall be non-voting Directors but otherwise have all rights and responsibilities of the voting Directors, including the right to propose and second motions before the Board:

- 1) First Alternate District Director;

- 2) Second Alternate District Director;
- 3) Board of Governors Representatives (3).

SECTION 5.4. VOTING. Subject to Section 6.8.3 below relating to the election of the President, voting on any agenda item at a D-20 Board meeting may be in person, by teleconference or, in advance, by mail or e-mail.

5.4.1 PROXIES. An Area Representative may designate an individual who resides in his Area to act as Proxy at a regular Board meeting. A Proxy may vote on motions, but not propose or second motions. No Proxy voting shall be permitted for elections.

SECTION 5.5. 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 times per year. Special meetings of the Board may be called at any time by the President, or upon the written request of a majority of the Directors of the Board.

SECTION 5.6. REGULAR MEETINGS

5.6.1. PLACE OF MEETING. All regular meetings of the D-20 Board shall be held within the geographical limits of D-20.

5.6.2. NOTICE. Written notice of any regular meeting stating the place, day and hour of the meeting shall be mailed no less than fourteen (14) days nor more than thirty (30) days prior to the date of the meeting. Notice may be provided by electronic transmission (e-mail) to those members of the Board of Directors who so consent. The notice shall include an agenda for the meeting.

5.6.3. 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 the equivalent to the giving of notice.

5.6.4. AGENDA. The President shall compile and cause the Secretary to distribute an agenda for each meeting not later than fourteen (14) days prior to any regularly scheduled meeting. Board members wishing to place items on the agenda shall submit them to the Secretary in writing seven (7) days prior to the meeting. The President may add such items to the agenda. Should the President fail to do so, his decision will be subject to Board review during the scheduled meeting.

SECTION 5.7. SPECIAL MEETINGS.

Special meetings of the Board may, at the discretion of the President, be conducted by means of electronic communication.

In addition, the Board may act without the necessity of a special meeting by written resolution signed by a majority of the voting Board members.

SECTION 5.8. QUORUM AND VOTING. A majority of the voting members of the Board of Directors, including their proxies, if given, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of those voting shall decide any resolution except one that amends these Bylaws (see Article VIII). Resolutions brought before the Board on which a vote is tied shall be deemed not to be carried.

SECTION 5.9. REMOVAL. A 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 against his removal with representation by counsel of his choosing at his own expense.

SECTION 5.10. 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 5.11 FORFEITURE/VACANCY.

5.11.1. FORFEITURE. The Secretary shall promptly notify the Units in any Area whose Representative fails to attend two consecutive Board meetings, either in person or via proxy. The Area so notified may, but is not required to, elect a successor Representative to complete the existing term of any such Representative. Should the Area fail to elect a successor Representative, then the incumbent Representative shall continue to represent the Area.

5.11.2. VACANCY. If an Area Representative resigns or otherwise vacates the office, then the Units in that Area are required to elect another Representative. Area Representatives who complete their term of office (three years) may be reelected for additional terms at the discretion of the Units of the Area.

A vacancy in the office of District Director or First Alternate shall be filled in accordance with ACBL regulations. Other vacancies in the Board of Directors whether caused by resignation, death or otherwise, may be filled by election by the Member Units, or by the affirmative vote of a majority of the remaining voting directors. A Director elected or appointed to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is elected.

ARTICLE VI: OFFICERS

SECTION 6.1. DESIGNATIONS. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The President, Vice-President, Secretary and Treasurer shall be elected for terms of one (1) year by the voting members of the Directors of the Board. Officers shall hold office until their successors are elected and qualified. The Board may elect or appoint additional officers at its discretion.

6.1.2 ELIGIBILITY. The Vice-President, Treasurer and Secretary of D-20 shall be elected from the voting and non-voting Board Members of D-20. The President may be any ACBL member in good standing who is a member of a Member Unit of D-20.

SECTION 6.2. PRESIDENT. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of D-20, and shall perform such other duties as are incident to the office or are assigned by the Board of Directors. The President may not serve for more than two (2) consecutive terms and may not be elected again until there has been a lapse of at least 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 by the President or 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 records, and shall make such reports and perform such other duties as are incident to the office, or are assigned by the President or 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 Board, other than the President, is absent or unable to act, the Board of Directors may delegate the powers or duties of such officer to another officer, Director or other person it may select.

SECTION 6.7. RESIGNATION AND REMOVAL. An 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. The 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. The Board of Directors may remove any officer of the board or any other person it is entitled to elect or appoint at any time with or without cause.

SECTION 6.8. ELECTION OF OFFICERS.

6.8.1. TIME OF ELECTION. The officers of D-20 shall be elected at the first D-20 Board meeting held in each fiscal year, hereinafter referred to as the "Election Meeting."

6.8.2. NOMINATION OF PRESIDENT. Candidates for President shall nominate themselves in writing to the D-20 Secretary not later than January 1st of each year. All voting members of the Board shall be eligible to vote for the President.

If there are no nominations, a nominating committee consisting of the President, the Vice-President, and the Secretary shall solicit and designate candidates.

6.8.3. MANNER OF VOTING FOR PRESIDENT. Voting for President shall be conducted by secret ballot. Voting Board Members who are unable to attend the Election Meeting may vote in the election for President by sending a sealed written ballot to the Secretary. In the event there is only one nominee for the office, then that person shall be considered elected by acclamation.

6.8.4. NOMINATION AND ELECTION OF VICE-PRESIDENT, SECRETARY AND TREASURER. During the Board's Election Meeting, candidates for Vice-President, Secretary and Treasurer shall be nominated from the floor with a voice vote or show of hands by all voting members of the Board.

SECTION 6.9. COMPENSATION AND REIMBURSEMENT. The Directors of D-20 shall serve without compensation for performing their duties as Directors, but may be authorized by the Board to receive advancement of or reimbursement for expenditures made on behalf of D-20.

SECTION 6.10. CONFLICTS/RECUSAL. No individual shall be disqualified from serving on the Board of D-20 by reason of their status as an independent contractor of D-20. However, all Board Members shall recuse themselves from participation in any matters that come before the Board that would cause a conflict of interest or give the appearance thereof. The President shall have summary authority to declare an automatic recusal of such a Board member from participation in such matters, which declaration may be overruled by the Board.

ARTICLE VII: COMMITTEES AND ADMINISTRATION

SECTION 7.1. ESTABLISHMENT OF COMMITTEES. The President 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. The President shall be an ex-officio member of all D-20 committees.

SECTION 7.2. STANDING COMMITTEES. Members of standing committees serve until their resignation or removal. Standing committees shall include a Bylaws Committee and a Finance Committee. The Treasurer shall be a member of the Finance Committee.

SECTION 7.3. SPECIAL COMMITTEES. Special committees shall be established at the discretion of the President to address a specific issue or issues and may adopt rules for its meetings which are not inconsistent with these bylaws. The Chair of each committee may be appointed by the President, or elected by the committee members. The Chair will represent the committee when advising the Board of the Committee's activities or findings. Members of committees serve until the committee has served its function, or until their sooner resignation or removal.

SECTION 7.4. COORDINATOR POSITIONS. The President may appoint Coordinators for positions required by ACBL and to oversee activities of interest to the Board. Positions may include, but are not limited to, those required by ACBL.

SECTION 7.5. ADMINISTRATIVE POSITIONS. The Board may contract with individuals or entities as independent contractors to perform such administrative functions as it deems necessary to efficiently conduct the business of D-20. The Board will set the compensation and duties for such positions through individual contractual agreements.

ARTICLE VIII: AMENDMENT OF THE BYLAWS

These Bylaws may be amended at any meeting of the Board of Directors by a two-thirds (2/3) vote of a the voting members of the Board. Notice of such meeting stating the amendments to be considered, and soliciting comments, shall be transmitted by mail, fax, e-mail, or otherwise in a manner reasonably calculated to provide notice to each Member Unit and Area Representative, no fewer than thirty (30) days or more than sixty (60) days prior to such meeting. Comments on the proposed amendments, if any, shall be transmitted by the Member Unit to its designated Area Representative prior to the meeting.

ARTICLE IX: INDEMNIFICATION

Pursuant to Section 9.1 hereafter, D-20 shall indemnify any current or past Board member, officer, or Agent of D-20 (collectively referred to as "Indemnitee") who is made, or threatened to be made, a party

to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or other (including an action, suit, or proceeding by or in the right of D-20), by reason of the fact that such person is or was a Board member, officer, or Agent of D-20 to the fullest extent not prohibited by law.

SECTION 9.1. REIMBURSEMENT. D-20 shall pay for or reimburse the reasonable expenses incurred by Indemnitee in any action, suit, or proceeding described above in advance of the final disposition of such action, suit, or proceeding to the fullest extent permitted, provided that the Indemnitee furnishes D-20 with (1) a written affirmation of the Indemnitee's good faith belief that the Indemnitee has met the standard of conduct described in ORS 60.391, and (2) a written undertaking, executed personally on the Indemnitee's behalf, to repay the advance if it is ultimately determined that the Indemnitee did not meet that standard of conduct.

SECTION 9.2. NON-EXCLUSIVE. This Article IX shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of Indemnitee that may be included in any statute, bylaw, agreement, general or specific action of the Board of D-20, insurance, or other document or arrangement.

ARTICLE X: MISCELLANEOUS

SECTION 10.1. FISCAL YEAR. The fiscal year for the corporation shall run from February 1 to January 31.

SECTION 10.2. MANUAL OF POLICY AND PROCEDURES. A manual entitled, "District 20 Manual of Policies and Procedures (MOPP)" shall be maintained by the Secretary of the D-20 Board of Directors. This Manual shall contain policies, procedures and other information passed by the D-20 Board of Directors. The provisions of this manual are binding on D-20 and its Board of Directors. These provisions may be modified, removed or new provisions added from time to time only by official action of the D-20 Board of Directors.

SECTION 10.3. 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 10.4. 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.

ARTICLE XI: 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

We, being the President and Secretary of D-20, do hereby certify the above Bylaws are (i) a true, correct and complete copy of bylaws and are in accordance with the laws of the State of Oregon, and (ii) the Resolutions are in full force and effect and (iii) that the foregoing Bylaws were duly and regularly amended on the following dates:

- | | |
|-------------------|--------------------|
| February 28, 1976 | December 29, 2000 |
| February 26, 1983 | April 26, 2002 |
| October 18, 1986 | August 8, 2003 |
| August 20, 1988 | September 29, 2006 |
| December 30, 1988 | February 24, 2012 |
| August 19, 1989 | |

IN WITNESS THEREOF, we have hereunto executed this Certificate in our official capacities on _____ day of _____, _____.

Jeffrey Taylor, President

Dated : _____

Marie Ashton, Secretary

Dated : _____