

DISTRICT 18 OF THE AMERICAN CONTRACT BRIDGE LEAGUE
BY-LAWS

ARTICLE I: NAME

Section 1: The name of this organization shall be “District 18 of the American Contract Bridge League”, hereinafter referred to as the “District”.

Section 2: The name “American Contract Bridge League” will hereinafter be referred to in these By-Laws as “ACBL”.

ARTICLE II: PRINCIPAL OFFICE AND JURISDICTIONAL AREA

Section 1: The headquarters of the District shall be such place within the District as the Board of Directors may designate.

Section 2: The jurisdictional area of the District shall consist of all the Units within District 18 as defined by the ACBL Board of Directors.

ARTICLE III: OBJECTS

Section 1: The objects of this District shall be:

- A. To cooperate with and assist ACBL in the promotion and conduct of bridge tournaments, and to perform such other functions as may hereafter be delegated by ACBL.
- B. To promote the highest standards of conduct and ethics for participants in tournaments and to take any and all steps necessary for that purpose.
- C. To seek concerted action on all matters affecting the District by consultation with, and recommendations to the District Representative on the National Board of Directors.
- D. To conduct the Regionals allocated to the District, deciding where and when they will be held, in accordance with ACBL regulations.
- E. To prepare a tentative schedule of sectional tournaments to be held by the units in the District, subject to approval by ACBL, using the following procedures:
 1. Before any unit seeks sanction from ACBL for a tournament date, they shall give reasonable notice to the District Tournament Coordinator of their intended date.
 2. The District Tournament Coordinator shall confer with a ranking, rated bridge director in the District, or if none lives in the District, then such other director as does the majority of the directing as shall be determined by the District Tournament Coordinator and in conjunction with said director shall schedule sectionals requested by the units.
 3. Where, in the opinion of the District Tournament Coordinator a conflict exists by reason of proximity of dates and distance or playing area, he shall attempt to notify the two units and arrange agreeable rescheduling. If this becomes

impossible, he shall then submit the question of rescheduling to the directors individually by mail or by phone in such a manner as to give reasonable notice of the question presented and an opportunity for them to signify their approval.

4. The District Tournament Coordinator and the members of the Board of Directors shall give consideration to the following things in determining questions of scheduling:
 - a. The greatest benefit to the greatest number of players that would be expected to participate.
 - b. The benefit to the individual units to permit financial success of their sectionals.
 - c. The historic reservation of certain dates by certain units and the possibility of conflicts with national, regional or sectional tournaments located within or without the District in proximity to the unit seeking the sectional.

F. To promote District-wide games to provide financing for the District organization.

ARTICLE IV: MEMBERSHIP

Section 1: All units within the geographical boundaries of the District are automatically members of the District. This includes all existing units plus any which may be added in the future.

Section 2: A member unit may be disciplined by the District for cause, after a hearing, in accordance with ACBL regulations.

Section 3: An individual member of the ACBL may be disciplined by the District for cause, after a hearing, in accordance with ACBL regulations. The District shall have appellate powers, in the event of an appeal by an individual member from disciplinary action by a member unit of the District, in accordance with ACBL regulations.

ARTICLE V: THE BOARD OF DIRECTORS

Section 1: The business, affairs, and property of the District shall be conducted and controlled in all respects by the District Board of Directors, hereinafter referred to as the "Board".

Section 2: The Board may appoint committees and delegate to them assignments, projects, fact finding or planning studies. The establishment of policy shall remain with the Board. Members of such committees must be members of the ACBL and members of units within the District area. The power and duty of a committee is limited to the restrictions included in the resolution by which it is created. A District Judiciary Committee shall be established to function in all disciplinary matters in accordance with ACBL regulations.

Section 3: The District President may appoint an Executive Committee composed of three members of the Board to conduct such District business as the President may deem necessary or proper between regular or special meetings of the Board.

Section 4: A special district membership meeting may be called with at least 30 days notice to all Units by the President and/or the Board. The place of meeting may be held in conjunction with one of the District Regional tournaments.

Section 5: If the affairs of the District warrant and the income justifies it, the Board may appoint a general manager or executive secretary to conduct the business of the District. This position may carry an honorarium.

Section 6: The Board shall elect a president, vice- president, secretary and treasurer for terms of two years or until a successor is elected or appointed, except that the offices of secretary and treasurer may be combined, and may appoint such additional officers as it may deem necessary for the proper conduct of its business. The Board may designate the powers of the treasurer to receive, disburse, and account for District funds and may require a bond of such officer to be provided for by District funds.

Section 7: Newly elected Board members will be seated at the Board meeting held during the first District regional in each calendar year. At this same meeting, on even numbered years, the Board will elect a slate of officers to serve for the following two years.

Section 8: The Board may elect a Chairman of the Board, whose duties are to conduct Board meetings in the absence of the President. This position is normally reserved for the immediate past president who may still be a member of the Board.

ARTICLE VI: ELECTIONS

Section 1: The District Board of Directors shall consist of one representative from each of the following areas: Saskatchewan/Northern Manitoba, Alberta, Utah, Wyoming, Montana and Idaho, chosen by member units in a manner hereinafter described, plus the District Representative to the National Board of Directors of the ACBL.

Section 2: In the election of members of the Board, each Unit Board of Directors in the district shall be allocated votes as follows:

- A. The membership of each Unit in the District shall be divided by one hundred (100) to determine the number of votes allocated to each Unit board ("Unit Voting Power"). The Unit membership shall be the number of Unit members recorded by the ACBL as enrolled in each Unit on November 1.
- B. Each Unit board member shall be entitled to vote the Unit Voting Power in his Unit divided by the number of board members in such Unit and voting in person or by mail (Unit Board Member Voting Power).
- C. Each candidate shall receive the number of Unit votes cast for such candidate multiplied by the Unit Board Member Voting Power. Each individual Unit needs a 50% turnout to be included in the count for the District Board position.

Section 3: Election to the Board shall be for a term of three years. There will be no restriction on the number of consecutive terms a member may serve when duly elected.

Approximately one third of the Board will be up for election each year in accordance with the following formula:

- A. In year one, Montana will seat one member and Saskatchewan/Northern Manitoba will seat one member.
- B. In year two, Wyoming and Idaho will each seat one member.
- C. In year three, Alberta and Utah will each seat one member.

Elected members will be seated in accordance with Article V, Section 7 and will serve a term expiring March 31st of the third year or until a successor is elected or appointed.

Section 4: The Board shall appoint an Election Officer whose duties shall be:

- A. By December 1st of each year to advise each member unit within a state or province electing a member to the Board of such election and provide each unit with the Regulations for Conducting Elections. To further advise each member unit that nominations to the Board must be submitted to the Board via the election officer no later than January 15th. Prepare a notice of Call for Nominations to run in WASUMI for the period of November 15th to January 15th. Provide member units with copies of this Call for Nominations to distribute throughout their unit. Nominees must reside within the area to be represented.
- B. Upon receipt of notices of nomination, and with the approval of the Board, prepare and submit a ballot and other material for conducting an election, by February 1st, to each member unit, listing the nominees for election from its area. Ballots are to be returned by March 1st. In the case of ties, runoff elections are to be held before April 1st.
- C. Upon receipt of ballots, to determine which nominee received the greatest number of votes and to request the Board to certify the result. Notify all candidates and member units of the results of the election. Prepare a report on the election to be published in WASUMI.
- D. Because of the unique nature of the Treasurer's role, overlap between an outgoing and incoming Treasurer is important. To facilitate overlap, the outgoing Treasurer is provided with the support of the current expense policy to attend the Board Meeting where the new Treasurer is seated.

Section 5: District 18 delegates elected to the ACBL National Board of Directors, who are no longer serving in that capacity will be considered Honorary Members of the District 18 Board, without voting powers so long as they continue to reside within the boundaries of District 18.

ARTICLE VII: MEETINGS

Section 1: An official meeting of the District Board of directors may be held at every District regional tournament when, in the opinion of the District President it is desirable to do so. Notice of the meeting shall be made in writing, by the president, to each Board member at least thirty days prior to such meeting.

Section 2: The president, or any five members of the Board representing at least three areas within the District as defined in Article VI, Section 1 of these By-Laws, may call a special meeting of the Board by giving not less than ten nor more than thirty days notice, in writing, to each member of the Board, stating the time and place of such meeting, together with an agenda of the business to be considered. All such meetings shall be within the District area.

Section 3: The president shall preside at all meetings of the Board of Directors. If for good and sufficient reason the president cannot attend a meeting of the Board, the Chairman of the Board or Vice-President, in that order, shall preside. If none of these is present, the members of the Board present, constituting a quorum, shall select a member from among themselves to preside.

Section 4: A quorum for the transaction of business at any Board meeting shall consist of five members representing at least three areas within the District as defined in Article VI, Section 1 of these By-Laws. A majority vote of those members present shall be necessary to enact a resolution.

Section 5: If a Board member is unable to attend a meeting he may appoint a proxy to represent him. This must be done in writing and the proxy appointed must reside in the same area as the Board member. All proxies will be non-voting.

Section 6: The Board is authorized to conduct meetings electronically as specified in Article VIII.

Section 7: If a Board member misses two consecutive meetings without having what the Board considers good and sufficient reason, the Board, by majority vote, may declare his position vacated and appoint another ACBL member from the same area to complete the unexpired term.

Section 8: In the event of a Board Member position becoming vacant mid-term, the Board, by majority vote, may appoint another ACBL member from the same area or call an election to complete the unexpired term. Such appointed member shall have the same Board rights and privileges as if elected.

Section 9: No salaries shall be permitted Board Members. However, the Board may establish reimbursement of expense policies.

ARTICLE VIII: E-BUSINESS

Section 1: Online meetings of the Board or any Committee may be called for necessary business within the mandate of the Board or any Committee, including money matters, based on the principles of urgency or simplicity, or other valid grounds.

Section 2: An online meeting may be called at any time by the President or Chairman or by a majority of the voting members of the Board or any Committee.

Section 3: A majority of the voting members of the Board or any Committee shall constitute a quorum.

Section 4: Notice to all members and alternates of the committee should be delivered by email, telephone, first class mail, facsimile transmission, or in person at least 72 hours in advance. Meetings may be called on a shorter notice at the discretion of the President or Chairman or a majority of the Board or Committee. There will be a stated time limit for the member to respond to the notice. The notice shall include a statement of the purposes of the meeting, and the business transacted at such meeting shall be limited to those stated purposes. Board or Committee members shall acknowledge receipt of notice as soon as possible.

Section 5: Any such online meeting must be conducted by a technology that allows all persons participating to hear each other at the same time (and if video is available to see each other as well).

Section 6: When voting on a motion to be approved by unanimous written consent, the Board or any Committee may do so electronically (by email or facsimile).

Section 7: The Minutes will be submitted to the Board of Directors or any Committee within fourteen (14) days of the conclusion of the meeting.

ARTICLE IX: INDEMNITY

Section 1: To the fullest extent permitted by law, the District shall indemnify its directors, officers and employees, including persons formerly occupying any such positions as authorized.

Section 2: On written request to the Board of Directors by any person seeking indemnification, the Board of Directors shall promptly determine whether the indemnification is authorized and, if so, the Board shall authorize indemnification.

Section 3: A person may seek advance indemnification so long as he/she certifies that such advance shall be repaid if it is ultimately determined that the person is not entitled to be indemnified by the District for these expenses.

ARTICLE X: AMENDMENTS AND GENERAL MATTERS

Section 1: These By-Laws may be amended by an affirmative vote of at least two thirds of the members of the District Board at a special meeting called for that purpose in accordance with the provisions of Article VII, Section 2 of these By-Laws.

Section 2: The official publication of the District shall be determined by the Board of Directors and shall be published by the District or District appointee.

Section 3: If any portion of these 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 the portion held invalid or inoperative manifests.

Section 4: 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 5: The District shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of its Board of Directors, committees and its members.

Effective: September 28, 2011.