

BYLAWS OF THE SEATTLE CONTRACT BRIDGE LEAGUE (SCBL)

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ARTICLE I

NAME AND PURPOSES

Section 1.1. Name. The name of this organization shall be the Seattle Contract Bridge League (hereinafter called SCBL). The SCBL is incorporated under the Washington Nonprofit Corporation Act. The SCBL is also known as ACBL Unit 446 (“Unit”).

Section 1.2. Purposes. The purposes for which the SCBL is organized are: to promote the game of duplicate contract bridge; to encourage the highest standards of conduct and ethics by its members, and to enforce such standards; to provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership; to promote the development of and cooperate with clubs affiliated with the American Contract Bridge League; 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 1.3. 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. The registered agent shall have a business office identical with such registered office.

ARTICLE II

AMERICAN CONTRACT BRIDGE LEAGUE

This corporation operates under the auspices of the American Contract Bridge League (the “ACBL”), a New York not-for-profit corporation, and is subject to the bylaws and regulations of the ACBL, as such may be amended from time to time. No rule, regulation or bylaw adopted by the SCBL shall be inconsistent with or in contravention of the rules, regulations and bylaws of the ACBL.

ARTICLE III

UNIT JURISDICTION

The geographical area within which this Unit shall have jurisdiction shall be such area as is 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. 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 SCBL. Any person who lives outside the geographical area over which this corporation has jurisdiction may apply for membership in the SCBL according to regulations established by the ACBL. Any person who resides within the geographical area of the SCBL may apply to become a member of a different Unit according to regulations established by the ACBL.

Section 4.2. Dues. Membership dues shall be paid directly to the ACBL at the times and in the amounts established by the ACBL. Life Masters who exercise the option not to pay Life Master service fees shall be put on non-voting status by the SCBL, and shall not be eligible to become a member of the Board of Directors of the SCBL.

Section 4.3. Termination of Membership. A member shall remain in good standing unless and until (i) he has failed to pay his dues as required by the ACBL, or (ii) 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, or (iii) he has been suspended or expelled from ACBL membership, in accordance with regulations established by the ACBL.

ARTICLE V

MEMBERSHIP MEETINGS

Section 5.1. Annual Meeting. The Annual Meeting of the SCBL shall be held at such time and place as may from time to time be fixed by the President. 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.

Section 5.2. Special Meetings. Special meetings of the membership of the SCBL may be called by the President or by the Board of Directors. A special meeting shall be called by the President on petition by not less than 100 members entitled to vote.

Section 5.3. Place of Meeting. All membership meetings of the SCBL shall be held within the geographical limits of the Unit.

Section 5.4. Notice of Meetings. Notice, written or printed, or in an electronic transmission, stating the place, day, and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting.

Section 5.5. Quorum. One hundred (100) members in good standing of the SCBL shall constitute a quorum at any meeting of the membership.

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

ARTICLE VI

SCBL BOARD OF DIRECTORS

Section 6.1. Powers and Duties. The management of all the business, affairs, property and interests of the SCBL 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 SCBL as set forth in Article I.

Section 6.2. Directors' Fiduciary Duties and Standards of Conduct.

(1) 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. Each director's duty of loyalty to the corporation includes, without limitation: (a) the obligation to carry out his duties as a director in good faith and in a manner the director reasonably believes to be in the best interests of the corporation; (b) the obligation to refrain from entering in any transaction with the corporation, or causing the corporation to enter into any transaction, from which the director will personally receive any benefit in money, property, or services to which the director is not legally entitled; and (c) the obligation to keep confidential any nonpublic information or data belonging to the corporation.

(2) Each director will use reasonable care to recognize and attempt to avoid personal conflicts of interests, such as taking any action that would be inconsistent with or adverse to the activities of the corporation, or that confers an unfair advantage or preferential treatment upon the director or any family members or friends of the director.

(3) Each director will refrain from voting, or attempting to influence the vote of other directors, on any matter that comes before the Board of Directors if the director reasonably believes that his participation in the matter is likely to result in actions that are illegal or otherwise in conflict with the director's duties to the corporation.

(4) Each director will, before the Board of Directors acts with respect to any matter in which the director (or a member of the director's family) has a direct or indirect personal interest, disclose to the Board of Directors the material facts concerning the director's direct or indirect personal interest in the matter.

Section 6.3. 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 the SCBL.

6.4 Term of Office.

(a) Beginning with the election held in the fall of 2010 four directors shall be elected each year for terms of office of three years, the terms to commence January 1 of the year following the election.

(b) In order to effect the transition from two-year terms to three-year terms, at the election in the fall of 2008 two directors will be elected for terms of three years, and four directors will be elected for terms of two years. The terms shall commence January 1 of the year following the election. Each candidate shall declare whether he is a candidate for a two-year or a three-year position.

(c) At the election in the fall of 2009, four directors will be elected for terms of three years, and two directors will be elected for terms of two years. The terms shall commence January 1 of the year following the election. Each candidate shall declare whether he is a candidate for a two-year or a three-year position.

(d) No director may serve more than two consecutive full terms, whatever the length of the term. All Board Members shall hold office until their successors are elected and qualified or until their death, resignation or removal.

Section 6.5. Regular and Special Meetings. The Board may establish a schedule for regular meetings of the Board. 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 six 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.

Section 6.6. Notice. Notice, written or printed, of any regular or special meeting stating the place, day and hour of the meeting shall be mailed not less than six days nor more than thirty 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 6.7. 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 6.8. Quorum. A majority of the Board of Directors shall constitute a quorum. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 6.9. 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 even though less than a quorum of the Board of 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.

Section 6.10. Removal. A Director may be removed for cause at any meeting of the Board of Directors provided two-thirds of those present shall so vote. The Director subject to removal for cause shall be notified in writing, delivered by certified mail, of the grounds for such removal. 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.

Section 6.11. 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 6.12. Voting by Proxy. No director may attend a meeting of the Board of Directors or vote on any matter by proxy.

ARTICLE VII

OFFICERS

Section 7.1. 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 year by the Board of Directors. Such officers shall hold office until their successors are elected and qualified. Any two offices may be held by the same person, except the offices of President and Secretary.

Section 7.2. 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 consecutive years.

Section 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 have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.

Section 7.4. Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings of the Board of Directors which are called by the requisite number of directors, 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 7.5. 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 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 7.6. 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 or any director or any other person it may select.

Section 7.7. Removal. The Board may remove any officer at any time, with or without cause. The appointment of an officer does not create contract rights.

Section 7.8. 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.

Section 7.9. Compensation and Reimbursement of Officers. The officers of the SCBL shall serve without compensation, but may be authorized to receive reimbursement of expenditures made on behalf of the SCBL.

Section 7.10. 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. Unless the notice of resignation specifies otherwise, acceptance of an officer's resignation will not be necessary to make it effective.

ARTICLE VIII

ELECTION PROCEDURES

Section 8.1 Elections to Be By Ballot. The election of the Board of Directors shall be by ballot, except in the case of uncontested election, and shall be conducted as provided in this Article.

Section 8.2 Nominations.

(a) Not later than sixty days prior to the first week of October when the ballots are mailed, the Board shall select a Nominating Committee, composed of three members of the Board of Directors.

(b) The Nominating Committee shall solicit nominees who shall submit their qualifications either in writing or in person to the committee. The nominating committee will report their selections to the Secretary of the SCBL, who shall then report the selections to the membership through the Unit publication.

(c) Additionally, any member in good standing of Unit 446 may run for a position on the unit board by submitting a declaration of candidacy to the Unit President or a designee by a date that shall be publicized to the membership in the unit newsletter.

Section 8.3 Preparation and Mailing of Ballots. The Secretary shall cause ballots to be printed which shall set forth the names of all candidates, listing the candidates in alphabetical order.

Section 8.4 Casting of Ballots. Each member, upon marking his ballot, shall enclose it in an envelope, seal the envelope, and mail or deliver the same to the committee. When envelopes addressed to the election committee are received by it, they shall be placed in a box securely locked and there kept until the time of canvassing the votes.

Section 8.5 Canvass of Votes. The election committee shall begin the canvass of the votes on a date and at a time fixed by the election committee. No ballot shall be counted unless it is received by the time specified therein. No form of ballot other than the one herein provided for shall be counted.

Section 8.6 Report of Ballots. The names of the candidates elected shall be reported to the President and Secretary as soon as the result is determined by the election committee.

Section 8.7 Uncontested Election. In the event that not more than six candidates are nominated, in accordance with the provisions thereof, no vote of the members shall be taken as above provided.

Section 8.8 Ties. In the event there is a tie for the election of a Director or Directors, the President, assisted by the Secretary shall by lot, in the presence of the members attending the board meeting, determine the Director or Directors elected.

ARTICLE IX

COMMITTEES

Section 9.1. 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 9.2 Conduct and Ethics Committee. The Board of Directors shall establish a Conduct and Ethics Committee, consisting of seven members, at least two of which shall be members of the Board of Directors. All members shall serve one-year terms.

(a) Such committee will have all the powers to censure, suspend, expel, or otherwise discipline a member to the full extent afforded a Unit under the terms of the ACBL Code of Disciplinary Regulations, as the same may be amended from time to time.

(b) Such committee shall have original jurisdiction over all matters which may be heard by a Unit, including (i) alleged infractions occurring at an ACBL sanctioned club; (ii) appeals from the actions of a tournament committee at a Unit-sanctioned tournament; (iii) direct disciplinary action arising out of conduct at a Unit-sanctioned tournament; (iv) referrals from other units relating to actions of Unit members at non-Unit sanctioned tournaments.

(c) Appeals shall be subject to the procedures specified in the ACBL Code of Disciplinary Regulations.

(d) The Chairman of the Conduct and Ethics Committee shall be named by the President, which Chairman need not be a director.

(e) All conduct and ethics hearings shall be conducted in accordance with the ACBL Code of Disciplinary Regulations.

Section 9.3 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 9.4 Expenses. No committee shall incur any expense without the prior consent of the Board of Directors.

ARTICLE X

AMENDMENT OF THE BYLAWS

Section 10.1 Amendments to Bylaws.

(a) These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted in the following manner: A proposal that the Bylaws be amended may be made by not fewer than fifty members entitled to vote by filing with the Secretary a written statement setting forth the proposed amendment or amendments, signed by the proposers, together with a request that the proposal be submitted at the next annual or special meeting of the members or together with a call of a special meeting of members to consider such proposal.

(b) A proposal that the Bylaws be amended may also be made by resolution of the Board of Directors, and in such event the Board of Directors may direct that the proposal be submitted at the next annual or special meeting of members called by the Board of Directors to consider such proposal. Any call for a special meeting shall be in accordance with Section 5.2, Article V.

(c) When a proposal has been made as provided in this Article, the notice of the regular or special meeting at which the proposed amendment or amendments are to be considered shall state that the purpose or one of the purposes of the meeting is the consideration of such proposal, and a copy of the proposed amendment or amendments,

or a summary of the changes to be effected thereby, shall be set forth in, or mailed with, such notice.

(d) An amendment proposed and submitted at a regular or special meeting of members as provided in this Article shall be adopted if it receives the affirmative vote of two-thirds (2/3) of the members entitled to vote and present it at the meeting.

Section 10.2 Effective Date. The Bylaw changes shall become effective immediately upon affirmative vote of the members.

ARTICLE XI

MISCELLANEOUS

Section 1. Publication. The official publication of the SCBL shall be as designated by the Board of Directors and shall be published by the SCBL.

Section 2. 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 3. 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 4. Books and Records. The SCBL 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. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time in accordance with Washington Law.

Section 5. Fiscal Year. The fiscal year for the Corporation shall run from January 1 to December 31.

Section 6. Use of Roberts Rules of Order. Questions on procedure shall be resolved the most recent revision of Roberts Rules of Order when not in conflict with these bylaws.

Section 7. Nonprofit Status. This corporation is not organized for profit and shall have no capital stock. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributed to its Directors, officers, other private individuals, or organizations organized and operated for a profit.

Section 8. Directors' and Officers' Insurance. The corporation, acting through its officers and Board of Directors, may purchase and maintain insurance on behalf of an individual to cover liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation.

Section 9. Loans. The corporation will not make loans to any director or officer.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies (i) I am the President of the Seattle Contract Bridge League, a nonprofit corporation, (ii) the above Bylaws are a true, correct and complete copy of bylaws revised at a duly held meeting of the membership on the 20th day of October, 2007, 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 hereof 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 20th day of October, 2007.

By: Linda Mamula, President, Seattle Contract Bridge League

Revised October 20, 2007