

Bylaws of The Seattle Contract Bridge League

Revised April 11, 1987

Revised May 24, 2014

Proposed revisions November 2022

Article I

Name, Organization, and Purposes

1 Name, Organization, and Purposes

1.1 Name. The name of the organization is 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 (hereinafter "Unit 446" or "Unit").

Commented [DD1]: Probably not necessary to specifically name our 501 status here.

1.2 Organization. The SCBL 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.

1.3 Purposes. The purposes of the SCBL are as follows:

Commented [DD2]: Board: Should there be more here about our support of clubs?

1.3.1 To promote the game of duplicate contract bridge.

1.3.2 To encourage the highest standards of conduct and ethics by its members, and to enforce such standards.

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

1.3.4 To promote the development of, and cooperate with, clubs affiliated with the ACBL.

1.3.5 To conduct tournaments and other competitive events as permitted by the ACBL.

1.3.6 To conduct such other activities as may be 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 may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

Commented [DD3]: Our current registered agent (per St of WA) is Tom Brown; registered agent is updated when filing the annual report with the Secy of State

1.4.1 The registered office shall be the home or business address of the registered agent.

1.4.2 The registered agent shall be an officer of the corporation, chosen by the Board of Directors.

2 American Contract Bridge League and Jurisdiction

- 2.1 Unit Jurisdiction. This Unit shall have jurisdiction within the geographical area that is presently or may in the future be assigned to it by the Board of Directors of the ACBL.
- 2.2 Priority of ACBL. In the event that an SCBL rule, regulation, or bylaw is inconsistent with, or in contravention of, the rules, regulations, and bylaws of the ACBL, then that SCBL rule, regulation, or bylaw is void.
- 2.3 Priority of law. In the event that an SCBL rule, regulation, or bylaw is inconsistent with, or in contravention of, any federal law, any law of the State of Washington, or any local law within the Unit jurisdiction, then that SCBL rule, regulation, or bylaw is void.

Commented [DD4]: No need to specify that our current jurisdiction is King County. This is not a historical document.

Commented [DD5]: Added priority of applicable laws.

3 Membership

3.1 Persons living within the jurisdiction. Any person who is a member of the ACBL and resides within the geographical area over which this Unit has jurisdiction shall be a member of the SCBL unless they hold or gain membership in a different Unit according to the regulations established by the ACBL.

3.2 Persons living outside the jurisdiction. Any person who lives outside the geographical area over which this Unit has jurisdiction may apply for membership in the SCBL according to the regulations established by the ACBL.

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

Commented [DD6]: Query: What are Life Master fees?

3.4 Termination of Membership. A member shall remain in good standing unless and until

3.4.1 (i) that member has failed to pay membership dues as required by the ACBL; or

3.4.2 (ii) that member changes residence to a place outside the jurisdiction of the SCBL, without taking the necessary steps to retain membership in the SCBL; or

3.4.3 (iii) that member has been suspended or expelled from ACBL membership, in accordance with regulations established by the ACBL.

4 Membership Meetings

4.1 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

4.1.1 (a) presentation of annual reports and

4.1.2 (b) transaction of such other business as may properly come before the meeting.

4.2 Special Meetings called by the President or the Board of Directors. Special meetings of the membership of the SCBL may be called (a) by the President, on the President's own initiative; or (b) by the Board of Directors.

4.3 Special Meetings required by petition of the membership. A special meeting of the membership shall be called by the President upon petition by a sufficient number of members entitled to vote. A "sufficient number" is the lesser of (a) 100 members, or (b) 5 percent of the then-current membership.

4.4 Place of Membership Meetings. All membership meetings of the SCBL shall be held within the geographical jurisdiction of the Unit.

4.5 Advance Notice of Membership Meetings. Advance notice of any membership meeting shall be delivered not less than ten days 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. Delivery of such notice may be in written form; printed form; or electronic form.

4.5.1 Content of Notices for Annual Meetings. Advance notice of an annual meeting shall include the place, day, and hour of the annual meeting.

4.5.2 Content of Notices for Special Meetings. Advance notice of a special meeting shall include the place, day, and hour of the special meeting, and shall also include the purpose or purpose for which the meeting is called.

4.6 Quorum. At any meeting of the SCBL membership, a quorum shall be satisfied if a sufficient number of members in good standing are in attendance. A "sufficient number" is the lesser of (a) 100 members or (b) 5 percent of the then-current membership.

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

5 SCBL Board of Directors

5.1 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 are:

- 5.1.1 The power to impose sanctions upon members in accordance with ACBL rules and regulations.
- 5.1.2 The power to delegate non-policy-making authority to members who are not directors.
- 5.1.3 In general, the power 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.

5.2 Eligibility.

- 5.2.1 All members of the board shall be SCBL members in good standing.
- 5.2.2 Board members should be active in the local bridge community.
- 5.2.3 A member may run for election or be appointed to the board for a term only if, within the six years immediately prior to the start of their term, there have been at least 365 days during which that member has not served as a member of the Board of Directors.

5.3 Directors' Fiduciary Duties and Standards of Conduct.

- 5.3.1 Each director is subject to a duty of loyalty to the corporation and a duty of care in the performance of the duties that fall to each director. Each director's duty of loyalty to the corporation includes, without limitation:
 - 5.3.1.1 (a) The obligation to carry out duties as a director in good faith and in a manner the director believes to be in the best interests of the corporation.
 - 5.3.1.2 (b) The obligation to refrain from entering into 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.
 - 5.3.1.3 (c) The obligation to keep confidential any nonpublic information or data belonging to the corporation.
- 5.3.2 Each director will use reasonable care to recognize and attempt to avoid personal conflicts of interest, 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.
- 5.3.3 Each director shall 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 their 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.

5.3.4 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.

5.4 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.

Commented [DD7]: Board: Do we consider making this number something other than 12? Do we make it a range?

5.5 Term of Office.

5.5.1 Four (4) directors shall be elected each year for terms of office of three years in length, the terms to commence January 1 of the year following the election.

Commented [DD8]: Could be affected by changing the number of members of the board

5.5.2 All members of the Board of Directors shall hold office until their successors are elected and qualified, or until their sooner death, resignation, or removal.

5.5.3 (Repeat/refer to term limits?)

5.6 Regular Board 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.

5.7 Special Board Meetings. Special meetings of the Board may be called at any time by the President, by the Board, or upon the joint written or emailed request of a majority of the then-serving directors.

Commented [DD9]: Changed from "six" to avoid (A) later changes if the size of the board changes and (B) problems if several seats are vacant

5.8 Participation in Board Meetings. Members of the Board of Directors may participate in a meeting of the board by means of conference telephone, video communications software, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The Board may choose to conduct any meeting entirely online with video communications software.

Commented [DD10]: Removed "provided that all members consent to meeting online"

5.9 Notice of Board Meetings. Notice of any meeting of the board shall be provided to the members of the board prior to the meeting.

5.9.1 For regular board meetings, the published minutes of any regular meeting shall serve as sufficient notice of the subsequent regular meeting.

5.9.2 For regular board meetings, additional notice may be provided not less than 6 days nor more than 30 days prior to the date of the meeting.

Commented [DD11]: Additional notice is necessary, for instance, if considering the removal of a director for cause

5.9.3 For special board meetings, notice shall be provided not less than six days nor more than 30 days prior to the date of the meeting.

5.9.4 For any board meetings, notice shall include the place, day, and hour of the meeting.

5.9.5 Notice may be provided by postal mail to each director’s mailing address, or to each director’s e-mail address that has been provided for board communications.

5.10 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.

5.11 Quorum. A majority of the Board of Directors shall constitute a quorum. In any meeting at which a quorum is present, the act of the majority of the directors present shall be the act of the Board. The majority for a quorum is a majority of the size of the full Board, even when the Board has vacant positions.

Commented [DD12]: Problems if there are multiple vacant seats - imagine 6 vacant seats out of 12, the board can never reach a quorum. Suggest the quorum be a majority of "then-serving" members of the Board.

5.11.1 (Alternate) Quorum. A majority of then-serving members of the Board of Directors shall constitute a quorum for any regular or special board meeting. In any meeting at which a quorum is present, the act of the majority of the directors present shall be the act of the Board. In a vote that gathers exactly half of the votes presents, the action is defeated. "Majority" means "more than half" – exactly half does not count.

5.12 Compensation and reimbursement for directors. The directors of the corporation shall not be compensated for their service as directors of the corporation.

Commented [DD13]: Previous bylaws discussed compensation for officers but not other members of the board

5.12.1 The directors of the corporation may be entitled to reasonable compensation for their expenses, if any, incurred by them on behalf of the corporation, if approved by the Board of Directors.

5.12.2 Nothing herein shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving reimbursement or compensation therefor.

5.12.3 The compensation or reimbursement of other employees, agents, or consultants shall be fixed by the Board.

5.13 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, 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 their predecessor and until a successor is elected and qualified.

5.14 Removal. A Director may be removed for cause at any meeting of the Board of Directors, provided:

5.14.1 Said Director is notified, in writing, delivered by certified mail, or the grounds for such removal;

- 5.14.2 The grounds for such removal are submitted with the notice of said meeting and may include, but are not limited to: abandonment of duties; illegal conduct; unethical conduct; conduct in violation of ACBL or SCBL policies;
- 5.14.3 Said Director shall have a reasonable opportunity at said meeting to object and argue against removal with representation by counsel of that Director's choosing;
- 5.14.4 Said Director is permitted to vote on the motion for removal;
- 5.14.5 The motion for removal is carried with a two-thirds majority of the directors present at the meeting.
- 5.15 Resignation. Any director may resign from the board at any time by delivering written or electronic notice to the President or Secretary, or by giving oral or written notice at any meeting of the Board of Directors. If an officer resigns from the board, that officer is considered to have also resigned from their office. Unless the notice of resignation specifies otherwise,
 - 5.15.1 The director's resignation from the board will take effect upon delivery of notice;
 - 5.15.2 Acceptance of a director's resignation will not be necessary to make it effective.
- 5.16 Voting by Proxy. No director may attend a meeting of the Board of Directors or vote on any matter by proxy.

6 Officers

6.1 Designations. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

6.1.1 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.

6.1.2 The offices of President and Secretary may not be held by the same person.

6.1.3 The offices of President and Vice-President may not be held by the same person.

6.1.4 A Vice-President who temporarily takes on the duties of the President is not considered to hold that office.

6.2 President. The President shall

6.2.1 (a) preside at all meetings of the Board of Directors,

6.2.2 (b) have general supervision of the affairs of the corporation, and

6.2.3 (c) perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

6.2.4 A Director may not serve as President for more than two consecutive years.

6.3 Vice-President. During the absence or disability of the President, the Vice-President shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

6.3.1 If the office of the President becomes vacant, the Vice-President does not automatically take on the office of President. The Board elects a new President, and if the Vice-President is elected to the office of President, a new Vice-President is also chosen by the Board from among its other members.

6.4 Secretary. The Secretary shall

6.4.1 (a) 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;

6.4.2 (b) keep minutes of all meetings and publish such minutes in a timely manner following each meeting;

6.4.3 (c) have charge of the corporate records as defined in the Washington Nonprofit Corporation Act; and

6.4.4 (d) 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.

6.5 Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account.

6.5.1 The Treasurer shall disburse the funds of the corporation in payment of just demands against the corporation or as may be ordered by the Board of Directors and shall render

Commented [DD14]: Is there a desire for board members to be subject to a criminal background check? Perhaps only the executive committee? Perhaps only those responsible for finances?

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.

6.5.2 The Treasurer shall perform other duties as are incident to the office or are properly required by the Board of Directors.

6.6 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act on 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 the Board may select.

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

6.7.1 (Alternate to 6.7). Removal from office. The Board may remove an officer from their office at any time, with or without cause, by action of the majority of then-present directors at any regular or special meeting of the Board. Prior notice for removal from an office is not required. The appointment of a director does not create contract rights. Removal of a director from an office does not constitute removal of a director from the board.

Commented [DD15]: Board: Pls comment on distinction btw removing a director from the board and removing an officer from an office.

6.8 Vacancies. In case any office shall become vacant by reason of death, resignation, removal, or otherwise, the directors then in office may appoint a successor or successors for the unexpired term.

6.9 Compensation and Reimbursement of Officers. The officers of the SCBL shall serve without compensation, but in their capacity as members of the Board of Directors, may be authorized to receive reimbursement of expenditures made on behalf of the SCBL.

6.10 Resignation of Officers. Any officer may resign from their office at any time by delivering written or electronic 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. Unless the notice of resignation specifies otherwise,

6.10.1 The officer's resignation from the office will take effect upon delivery of notice;

6.10.2 Acceptance of an officer's resignation will not be necessary to make it effective;

6.10.3 Resignation from an office does not constitute resignation from the board of directors.

7 Committees

7.1 Establishment. The President, with the approval of the Board of Directors, shall have the power to create and appoint the members of such standing and special committees as are deemed necessary or appropriate, designate the chairs thereof, and assign functions thereto. The members of committees need not be members of the Board of Directors.

7.2 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.

Commented [DD16]: Has the job of the C&E cmte been absorbed by the Unit?

7.2.1 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.

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

7.2.3 Appeals shall be subject to the procedures specified in the ACBL Code of Disciplinary Regulations.

7.2.4 The Chair of the Conduct and Ethics Committee shall be named by the President, which Chair need not be a director.

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

7.3 Nominations & Elections Committee. The Board of Directors shall establish a Nominations & Elections Committee, to be re-formed each year, consisting of three (3) members of the board. No member of the N&E Committee may be the occupant of an expiring seat unless they are ineligible for re-election. The N&E Committee is charged with carrying out the Election Procedures defined elsewhere in these Bylaws.

7.4 Other Committees. Other committees shall be established at the discretion of the President. Each committee may adopt rules for its meetings which are not inconsistent with these Bylaws.

7.5 Expenses. No committee shall incur any expense without the prior consent of the Board of Directors.

8 Election Procedures

8.1 Scope. This section describes the process whereby the board of directors fills vacancies due to the expiration of a director's term. Vacancies due to other causes (such as resignation, death, or removal) are outside the scope of this section.

8.2 Nominations & Elections Committee. The N&E Committee shall consist of three (3) members of the Board of Directors. No member of the N&E Committee may be the occupant of an expiring seat unless they are ineligible for re-election.

8.3 Annual re-formation of the committee. The N&E Committee shall be re-formed each year, with the committee to be established no later than the first regular board meeting on or after June 1.

8.4 Prior to elections. The N&E Committee is charged with:

8.4.1 Assembling and updating a list showing, for each current member of the Board of Directors, the expiration date of their term; whether they are prohibited from running for an additional consecutive term; and if not, whether that director would stand for re-election to their seat.

8.4.2 Publishing to the membership, between August 1 and August 10, a call for nominations in the Unit publication and on the Unit website; nominees must be members in good standing of the Unit

8.4.3 Providing a mechanism to compile responses to the call for nominations, with nominations to be received by a deadline sufficient for the committee to continue its later work

8.4.4 Reporting to the Board, at the first regular board meeting on or after September 1, the status of the committee's work.

8.5 Election may not be necessary. Unless there are more nominees than expiring seats, an election is not necessary. Specifically:

8.5.1 If there are the same number of expiring seats as nominees, all nominees will be appointed to expiring seats, and an election will not be held.

8.5.2 If there are more expiring seats than nominees, all nominees will be appointed to expiring seats, an election will not be held, and any unfilled expiring seats may be filled by the board as if a director had resigned from the board.

8.5.3 If there are more nominees than expiring seats, an election shall be held.

8.6 Elections. When an election is necessary because there are more nominees than expiring seats, the N&E Committee will:

- 8.6.1 Publish to the membership, between October 1 and October 10, a ballot for the expiring board seats, along with candidate statements; which ballot is to be returned by a deadline not less than three weeks after publication
- 8.6.2 Provide a mechanism, via electronic and/or paper ballots, for the membership to express their choices for candidates to fill the expiring seats
 - 8.6.2.1 Ballots will be annotated with the voter's ACBL member number, to be used strictly to verify the validity of the ballots; the ACBL number shall not be used to match members with their votes.
 - 8.6.2.2 The ballot will ask the voter to choose as many candidates as there are expiring seats.
 - 8.6.2.3 A non-electronic method of submitting ballots must be provided. An electronic method of submitting ballots may be provided.
- 8.6.3 Counting ballots.
 - 8.6.3.1 Ballots will be counted by the N&E Committee at a time and date fixed by the committee.
 - 8.6.3.2 Ballots marked with more seats than are available will be considered spoiled and will not be counted.
 - 8.6.3.3 Ballots marked with fewer seats than are available will be counted.
- 8.6.4 Reporting results. The N&E Committee will report to the President and Secretary the number of votes received by each candidate. This report may occur between board meetings.
 - 8.6.4.1 At the next regular board meeting following the counting of the ballots, the candidates with the highest vote totals will be appointed to the expiring seats, effective as of the start of their term on the following January 1.
 - 8.6.4.2 In the event of a tie for the election of one or more Directors, the tie will be resolved at the next regular board meeting. The President of the Board, assisted by the Secretary, shall choose, by lot among the tied candidates, which of the candidates will be appointed to the expiring seats, effective as of the start of their term on the following January 1.
- 8.7 Definitions.
 - 8.7.1 In this section, "publishing to the membership" means to provide an article for the Unit publication; and to communicate to the membership via regular e-mail channels; and to produce a page for the Unit website containing the information to be communicated.

9 Amendment of the Bylaws

9.1 Amendments to Bylaws. Amendments to these Bylaws shall be made in accordance with the relevant provisions of the Washington Nonprofit Corporation Act.

9.2 Proposed Amendments. A proposal that these Bylaws be amended may be made by either:

9.2.1 A written statement by a sufficient number of members in good standing, filed with the Unit Secretary, setting forth the proposed amendment or amendments, signed by the proposers, together with either (a) a request that the proposal be submitted at the next annual or special meeting of the membership or (b) a call of a special meeting of the membership to consider the proposed amendment(s). A "sufficient number" shall be the lesser of (a) 100 members, or (b) 5 percent of the then-current membership.

9.2.2 A 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 the procedure required by these Bylaws.

9.3 Notice of meeting to consider bylaw amendments. 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:

9.3.1 (a) state that the purpose or one of the purposes of the meeting is the consideration of such proposal

9.3.2 (b) include a summary of the changes to be brought about by the amendments;

9.3.3 (c) include, directly or by a link to an online reference, a copy of the proposed amendment or amendments;

9.3.4 (d) be delivered to the membership via the e-mail address on file for each member, or without an e-mail address, by postal mail to the mailing address on file;

9.3.5 (e) be sent to the e-mail or postal mail address on file not less than 14 days and not more than 30 days in advance of the scheduled meeting to consider the amendments.

9.4 Quorum to consider bylaw amendments. The quorum required at a meeting of the membership to consider bylaw amendments shall be the same as the quorum required to conduct business at any meeting of the membership.

9.5 Adoption of amended bylaws. 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 at the meeting.

9.6 Effective Date of amended bylaws. Unless otherwise stated in the resolution to adopt the amended bylaws, the Bylaw changes shall become effective immediately upon affirmative vote of the members.

10 Miscellaneous

- 10.1 Publication. The official publication of the SCBL shall be as designated by the Board of Directors and shall be published by the SCBL.
- 10.2 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.
- 10.3 Interpretation. Whenever the context of these bylaws indicates, 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.
- 10.4 Books and Records. The SCBL shall keep correct and complete books and records of accounts as specified in the Washington Nonprofit Corporation Act.
- 10.5 All books and records of the corporation may be inspected by any member or any member's agent or attorney for any proper purpose at any reasonable time in accordance with Washington State law.
- 10.6 Fiscal Year. The fiscal year for the corporation shall run from January 1 to December 31.
- 10.7 Use of Roberts Rules of Order. Questions on procedure shall be resolved by the most recent revision of Roberts Rules of Order when not in conflict with these Bylaws.
- 10.8 Nonprofit Status. This corporation is organized as a not-for-profit corporation under section 501(c)(7) of the U.S. Internal Revenue Code. 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.
- 10.9 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.
- 10.10 **Background checks**
- 10.11 Loans. The corporation will not make loans to any director or officer.

Commented [DD17]: If we decide to require/request background checks for members of the board, or its officers, this is where we might specify that

Certification of the Board of Directors

The undersigned hereby certifies that (i) I am the _____ of the Seattle Contract Bridge League, a nonprofit corporation, (ii) the above Bylaws are a true, correct, and complete copy of bylaws adopted at a duly held meeting of the _____ (membership) on the ____ day of _____, 20____, 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 where, I have hereunto executed this Certificate in my official capacity on the ____ day of _____, 20____.

By: _____

Revised April 11, 1987

Revised May 24, 2014

Revised effective May _____, 2023