

**DISTRICT 11 BYLAWS**

**ISSUE AND REVISION RECORD**

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<b>FIRST REVISION</b>	<b>10/24/1970</b>
<b>SECOND REVISION</b>	<b>2/10/1971</b>
<b>THIRD REVISION</b>	<b>9/22/1979</b>
<b>FOURTH REVISION</b>	<b>2/2/1985</b>
<b>FIFTH REVISION</b>	<b>6/24/1989</b>
<b>SIXTH REVISION</b>	<b>4/6/1991</b>
<b>SEVENTH REVISION</b>	<b>2/22/1997</b>
<b>EIGHTH REVISION</b>	<b>7/10/1999</b>
<b>NINTH REVISION</b>	<b>8/4/2007</b>
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<b>APPROVED BY DISTRICT 11 BOARD</b>	<b>6/6/2015</b>

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# **BYLAWS OF DISTRICT 11**

**June 6, 2015**

## **ARTICLE I**

### **NAME; PURPOSES; REGISTERED AGENT**

**Section 1.1. Name:** The name of this organization is the American Contract Bridge League District 11.

**Section 1.2. Incorporation:** District 11 is incorporated as a non-profit corporation under the laws of the State of Ohio and shall be governed by the non-profit Corporation law of the State of Ohio. District 11 is comprised of eight (8) stand-alone units.

**Section 1.3. Purposes, Objectives:** The purposes for which District 11 is organized are to:

- develop, promote, and support programs within the District that encourage participation in the game of competitive duplicate bridge;
- assist the ACBL in promoting and conducting bridge tournaments within the District;
- help coordinate tournament schedules within the District and between adjacent districts;
- foster community welfare in the furtherance of the game of contract bridge in its various forms of competition;
- seek concerted action on all matters affecting District 11 by consultation with and recommendation to the District Representative to the National Board of Directors;
- promulgate high standards of conduct and ethics to its members and to enforce such standards;
- serve as a fact-finding body in connection with any matters arising within the District;
- allocate to the member units the regionals assigned to the District by the League;
- recommend the election of specific individuals to represent the District on the National Board of Directors, the first and second alternates to the National Board, and the three (3) representatives to the National Board of Governors;
- provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and their communities;
- publicize all tournaments and activities to all members within the District and units;
- promote membership in the ACBL;
- conduct such other activities as may be in keeping with the best interests and objectives of the ACBL.

**Section 1.4. Registered Offices and Registered Agent:** The registered office of the Corporation shall be located in the State of Ohio 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.

## **ARTICLE II**

### **AMERICAN CONTRACT BRIDGE LEAGUE**

District 11 is a separate legal entity that interacts with the American Contract Bridge League (ACBL) through the charter process and exists for the purposes specified in Article I, Section 1.3 of these Bylaws. As such, the District and its members and member units shall be subject to and abide by the Bylaws and regulations of the ACBL as in existence and amended from time to time by the ACBL. No rule, regulation, or Bylaw adopted by the District shall be inconsistent with or be in contravention of the rules, regulations and Bylaws of the ACBL. The District shall conduct its affairs in a manner consistent with the rules, regulations, policies, and procedures and Bylaws of the ACBL.

## **ARTICLE III**

### **ACBL DISTRICT 11 JURISDICTIONS**

The geographical area within which District 11 shall have ACBL jurisdiction includes all areas which are presently or may in the future be assigned to it by the Board of Directors of the ACBL. This geographical area is broken down into eight (8) separate units in the states of Ohio, Kentucky, Indiana, and West Virginia. These areas are described as Unit 117 (Louisville, KY), Unit 122 (Central Ohio), Unit 124 (Cincinnati, OH), Unit 130 (Central Indiana), Unit 136 (Miami Valley-Dayton, OH), Unit 164 (Lexington-Central KY), Unit 193 (Southern Indiana), and Unit 227 (West Virginia-Appalachian).

## **ARTICLE IV**

### **MEMBERSHIP**

**Section 4.1. Members:** Any person who is a member of the ACBL in good standing and who resides within the geographical area over which District 11 has jurisdiction shall be a member of the District. Any person who lives outside the geographical area over which the District has jurisdiction may apply for membership in District 11 according to the regulations established by the ACBL. All ACBL units which are or hereafter come into being within the geographical boundaries of ACBL District 11 are automatically members of the organization so long as they remain within the District, without requirement of any petition or formal action on the part of the unit.

**Section 4.2. Unit Membership Defined:** The membership of a unit shall be the greatest head count of members recorded with the ACBL for the preceding calendar year.

**Section 4.3. Rights and Obligations:** In accordance with the procedures established by the ACBL Board of Directors, the members of the District shall have voting rights and any other legal rights or privileges in connection with the governance of the District. Members of the District shall be required to abide by, and to conduct themselves in a manner consistent with the Bylaws, regulations, policies, code of conduct and ethics standards established by the ACBL.

**Section 4.4. Termination of Membership:** A member shall remain a member of the District unless and until the member changes his/her residence to a place outside the jurisdiction of the District, without taking necessary steps to retain membership in the District, per ACBL regulations. District membership shall terminate as soon as the individual's ACBL membership terminates.

## **ARTICLE V**

### **BOARD OF DIRECTORS MEETINGS**

**Section 5.1. District 11 Board and Fiscal Year:** The District 11 Board year and fiscal year shall be concurrent and shall be defined as the calendar year.

**Section 5.2. Number of Meetings:** The District shall hold four (4) Board of Directors meetings annually unless extenuating circumstances exist. These meetings typically coincide with each regional tournament held within the District. The meetings shall be held at such date and time as shall be designated by the District President or the President's authorized representative.

**Section 5.3. Notice of Meetings:** Notice of the Board of Directors meetings shall be made by the District Secretary in writing or by electronic means to each voting representative to the District Board and to the remaining members of the District Board and the District webmaster at least fourteen (14) days prior to such meeting and said notice shall include the Agenda to be discussed. Any member of the District desiring to include an item on the agenda shall so advise the District Secretary in writing or by electronic means at least seven (7) days prior to the meeting.

**Section 5.4. Election of Officers:** Election of Officers (President, Vice President, Secretary, Treasurer) shall take place at the annual meeting (fourth [4<sup>th</sup>] meeting) of the District Board of Directors each year. The newly elected officers shall assume their official duties at the first District 11 Board Meeting following their election which shall be the first meeting of the District Board of Directors in the next calendar year.

**Section 5.5. Special Meetings:** Special meetings of the Board of Directors may be called by the President or by a majority of the District Board members, or a special meeting may be called by a petition signed by a majority of the members of at least five (5) of the eight (8) member units and forwarded to the District Secretary. Notice of such meetings, stating the place, time, day, hour, and purpose, shall be made in writing or by electronic means not less than ten (10) days prior to the meeting.

**Section 5.6. Place of Meetings:** All meetings of the District 11 Board shall be held within the geographical limits of the District.

**Section 5.7. Quorum:** A quorum at any meeting shall consist of no fewer than seven (7) Board Members representing at least four (4) units.

**Section 5.8. Proxy Voting:** Proxy voting is not permitted.

## ARTICLE VI

### BOARD OF DIRECTORS

**Section 6.1. Authority:** The Board of Directors shall be the governing body of District 11.

**Section 6.2. Representation from Units:** Each unit president or the unit president's designated alternate shall be a voting member of the District Board, as well as one additional member from each unit either appointed or elected as the Unit Representative to the District Board. A unit president may appoint an alternate to attend the District Board Meetings if the regular member is unable to attend but shall submit in writing or by electronic means, as soon as possible, the name(s) of such alternate(s) to the District Secretary.

**Section 6.3. Exclusions:** All members of the Board of Directors shall be in good standing with the ACBL. No member of the Board of Directors shall be employed by ACBL. Likewise, no contractor employed by the District 11 Board of Directors may be a sitting member of the District Board. The contractor may be invited as a guest of the Board from time to time.

**Section 6.4. Compensation and Expense Reimbursement:** The officers and members of the District Board shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the District.

**Section 6.5. Board Members:** The officers and members of the District 11 Board shall be comprised of President, Vice President, Secretary, and Treasurer; eight (8) Unit Presidents, eight (8) unit representatives, the District Representative to the National Board, the District Tournament Coordinator, the District Recorder, the GNT/NAP coordinator, and the District Youth coordinator; for a total of twenty-five (25) persons. Only the two (2) duly appointed representatives from each unit shall have voting rights. No more than two (2) officers shall be from the same unit. In addition to the voting members of the board, there are other individuals who hold specific jobs in the District. These individuals are listed on the official roster of the District Board and are ex-officio, non-voting members of the Board.

**Section 6.6. Powers and Duties:** The management of all business, property, and interests, and other affairs of the District shall be vested in the Board of Directors. The powers of the Board include the authority to:

- impose sanctions upon members in accordance with the ACBL rules and regulations;
- approve the venues, dates, and calendar of events for regional tournaments allocated by the District;
- employ personnel to serve the organization at the discretion of the Board of Directors;
- assess dues prorated on the basis of membership, or levy other assessments which are not prohibited by ACBL Bylaws upon member units;
- determine eligibility to participate in regional tournaments held in the District and to bar any League members from participation in any such regional tournaments, provided such determination shall not contravene ACBL Bylaws;

- promote the best interest of competitive contract bridge in the form of, but not limited to, entertainment, charity programs and assistance to the League;
- do such things as may be necessary to accomplish the objectives outlined in Article I, Section 1.3 of these Bylaws.

**Section 6.7. Director's 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/her duties as Director. In addition to the duties granted by the other provisions of these Bylaws and the Laws of the State of Ohio, and members of the Board of Directors shall have the following duties and responsibilities:

- hold, administer, and maintain all property of the District and to acquire and dispose of all real property of the District with ratification of two-thirds (2/3) vote of the District board;
- supervise and manage the funds of the District for the purposes set forth in the Articles of Incorporation;
- ensure a financial review of all receipts and disbursements of the District is conducted once per year;
- manage, supervise, and oversee all the business of the District including, but not limited to the sponsoring of tournaments, assist in selection of all dates and locations for holding such tournaments, and provide assistance in other matters as may be needed from time to time; in case of disputes the District 11 Board shall have final authority;
- participate in and provide leadership to the District, and in general, support all activities of the District to ensure its success.

**Section 6.8. Nomination and Election of Officers:** The election of officers shall be held during the annual meeting (the fourth [4<sup>th</sup>] regularly scheduled meeting) of the Board of Directors that occurs at the fourth (4<sup>th</sup>) regional tournament of the calendar year or at such other time and place as designated by the District 11 Board of Directors. The President shall appoint a nominating committee consisting of three (3) voting members of the Board and who are not members of the same unit, at least forty-five (45) days prior (3<sup>rd</sup> meeting of year) to the election meeting. No member of the nominating committee shall be eligible for nomination. The nominating committee shall prepare a slate, submitting the name of at least one (1) person for each office to be elected, after having secured the consent of each nominee to serve if elected. At the time of the election, additional nominations may be accepted from the floor.

**6.8.1. Officers to be Elected:** Those officers to be elected shall be the President, Vice President, Secretary, and Treasurer. The President and Vice President shall be elected from the District 11 Board membership or shall have served on the District Board within the past two (2) years. The President and Vice President shall serve for a term of two (2) years and may be re-elected for an additional term of two (2) years after which they may serve on the District Board in another capacity if so elected. The President and Vice President shall not be from the same member unit. The Secretary and Treasurer shall be elected by the District Board and may come from the membership at large. The Secretary and Treasurer shall hold office until replaced by

the Board or resignation. The offices of Secretary and Treasurer may NOT be held by the same person.

**6.8.2. Election Process:** A majority of votes is necessary for election; if no majority exists on the first ballot, the names of only those two (2) candidates, including ties, receiving the largest number of votes will be placed on the second ballot and the process repeated until one candidate receives the clear majority.

**6.8.3. Electors:** The electors shall consist of all members of the District 11 Board who are designated "voting members" (see Section 6.5). The District Representative to the National Board, the First and Second Alternates, and appointed District Board members are not considered electors, unless they are voting as authorized members or alternates of their respective unit(s). The elected Officers of the Board are **NOT** authorized to vote in elections but may vote as authorized members or alternates of their respective unit(s) as may occur.

**6.8.4. Vacancies:** A vacancy of any office that may occur due to death, resignation, retirement, disqualification, removal from office or otherwise shall be filled by the vote of a quorum of the remaining Board members who shall choose a successor, who shall then hold office for the remainder of the unexpired term (s) for which such vacancy occurred or until the next election of officers. The successors(s) shall be eligible to serve two (2) additional terms in addition to the unexpired term if so elected.

**6.8.5. Removal of an Officer for Cause:** An officer may be removed for cause at any meeting of the Board of Directors. The removal shall require two-thirds (2/3) vote of the Board. The officer subject to removal shall be notified in writing of the grounds for such removal by certified mail at least ten (10) days prior to said meeting. The grounds for such removal shall be submitted with the notice of said meeting and said officer shall have a reasonable opportunity at said meeting to object to and argue his/her removal with representation of counsel of his/her choice.

**6.8.6. Resignation of an Officer:** An officer may resign at any time by delivering written or electronic notice to the President or the District Secretary, or by giving written or oral notification at any meeting of the District Board of Directors. Said notification will take effect upon delivery of notice unless the notice of resignation specifies a later date.

**Section 6.9. Conflict of Interest:** It shall be the policy of the District and its Board of Directors that the directors, officers, and employees/contractors carry out their respective duties in a fashion that avoids actual, potential, or perceived conflict of interest. The District's directors, officers, and employees/contractors shall have the continuing affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the District.



## **ARTICLE VII**

### **DUTIES OF OFFICERS**

**Section 7.1. President:** The President shall:

- be the chief executive officer of the District and shall preside at all meetings of the District Board of Directors;
- supervise the management of the affairs of the District and perform all duties incidental to this office;
- assign any tasks that will contribute to the well-being of the District;
- be a member ex-officio of all committees and shall be the chairman of the Board of Directors;
- appoint such special committees as he/she shall from time to time deem necessary;
- be the second signatory on the District 11 financial account.

**Section 7.2. Vice President:** The Vice President shall perform the duties and exercise the powers of the President in his/her absence or his/her inability to act. If both the President and Vice President are unable to act, then the Board of Directors shall choose a presiding Officer from among this group.

**Section 7.3. Secretary:** The Secretary shall:

- record all proceedings (minutes) of the meetings of the Board of Directors;
- distribute via regular mail or by electronic means such minutes within thirty (30) days of the Board meeting to all Board members in attendance and retain these minutes in a bound book and electronic file available for all Board members to review;
- notify all Board members of impending special meetings;
- conduct all correspondence of the Board;
- be a non-voting, ex-officio member of all committees;
- keep records of all member units and their elected presidents and unit representatives, including phone numbers and e-mail addresses;
- keep records of attendees of all Board meetings.

**Section 7.4. Treasurer:** The Treasurer shall:

- have custody of and be responsible for all District 11 funds and securities;
- keep full and accurate accounts of receipts and disbursements;
- deposit all monies and other valuable effects in such depositories as may be designated by the Board of Directors;
- request approval of the Board prior to making any changes in these investments or depositories;
- give a full reporting of the financial condition of the District at the Board meetings, including receipts and disbursements for the year, assets on hand and bank balances;

- reimburse expenses approved upon presentation of receipts of such expense;
- prepare an annual budget for submission to the Board;
- present the books for financial review annually to the Financial Review Committee upon request at least thirty (30) days prior to the respective Board meeting;
- secure the approval of the Board for any unbudgeted item over \$500.00;
- prepare any and all tax returns, forms, and other documentation required by the state and federal governments pertaining to the District;
- be bonded by a bonding company approved by the Board of Directors;
- notify units of, and collect all charges/assessments due to the District from the units.

## **ARTICLE VIII**

### **COMMITTEES**

**Section 8.1. Establishment:** The President shall have the power and authority to create and appoint the members of such standing and special committees as he/she may deem necessary and appropriate and designate the chairs thereof and assign function thereto. Committee chairpersons shall come from the voting membership of the District Board EXCEPT for the annual financial review committee chair. The remaining members may come either from the Board or membership at large. The financial review committee chair shall have substantial financial background and shall not be a sitting Board member.

**Section 8.2. Term of Office:** Each member of a committee should serve until a successor is appointed or the committee is dissolved.

## **ARTICLE IX**

### **TOURNAMENTS**

**Section 9.1. Tournaments:** The ACBL currently grants the District a number of regional tournaments each calendar year and each regional is then re-allocated by the District to one or more of the District's units. The District also allocates each unit a number of sectionals and nlm tournaments each year with the following exceptions: (i) regional tournaments do not count toward the allocation (ii) up to two (2) progressive sectionals will count as one towards the allocation (iii) each unit may hold a nlm sectional in addition to their normal allocation. All dates must be approved by the District Tournament Coordinator (DTC) who publishes a calendar of events in the District each year. The (DTC) may schedule two Sectionals within the District on the same weekend which are 200 miles apart. This may be overruled by the consent of the two tournament chairs.

**9.1.1. Regionals:** Once the dates and locations are set and approved by the DTC, the respective unit boards are responsible for selecting a tournament chair or co-chairs who in turn will design the tournament schedule and submit it to ACBL and the DTC for approval. The unit presidents and chair or co-chairs for each regional are responsible for securing venues and contracts, selecting partnership chairs, communicating with the tournament Director in Charge, arranging for caddies and electronic scoring devices, making arrangements for the District Board

meeting dinner, advertising, and the overall success of the regional. The unit hosting the regional is responsible for paying an overall tournament assessment fee and a per table assessment fee to the District to help offset expenditures within the District. The amount of these assessments shall be determined annually by the District 11 Board at the first Board of Directors meeting each year. Each unit is also responsible for reimbursing the District for the two (2) attendees from their unit to the District Board meeting dinner at each regional. The respective unit(s) hosting the regional is allowed to keep the profits from the regional to use in promoting bridge across the various clubs in their unit(s).

**9.1.2. Tournament Calendars:** Each member unit president/unit tournament coordinator shall submit the sanction application to ACBL within Tourney Trax with dates and location of the unit's sectional and nlm tournaments. This information is then automatically forwarded to the District Tournament Coordinator for review and recording on the District Tournament calendar.

## **ARTICLE X**

### **MEMBER UNITS**

**Section 10.1. Unit Autonomy:** The eight (8) units within the District 11 jurisdiction are noted in Article III. Each unit retains autonomy in the conduct of their affairs as provided in the Regulations and Bylaws of the ACBL.

**Section 10.2. Roster of Unit Officers and Representatives:** All member unit secretaries shall submit the names, addresses, and e-mail contacts of officers and members of their unit board of directors to the District 11 Secretary promptly after the unit's annual elections. This shall include the elected or appointed unit representative to the District Board.

## **ARTICLE XI**

### **ADOPTION, REVIEW, AND AMENDMENTS TO THE BYLAWS**

**Section 11.1. Adoption:** These Bylaws will become effective immediately upon approval by a two-thirds (2/3) majority of the District 11 Board of Directors voting at a regular meeting or by mail or by electronic means. Newly elected officers shall assume their duties at the first meeting of the Board of Directors which shall take place at the first (1<sup>st</sup>) regional tournament in the calendar year. It is incumbent upon all outgoing officers to ensure a smooth transition by sharing information and providing guidance.

**Section 11.2. Review of the Bylaws:** The President shall appoint a committee to review the Bylaws every four years.

**Section 11.3. Amendments:** These Bylaws may be amended at any meeting of the Board of Directors providing the notice of such meeting states the amendment to be considered and is either mailed or sent electronically to each voting member of the Board of Directors at least thirty (30) days prior to the meeting. A concurrence of two-thirds (2/3) of the authorized voting members present at any meeting of the Board of Directors where a quorum is present shall be required for the passage of any amendments to these Bylaws.

**ARTICLE XII**

**DISSOLUTION AND NON-PROFIT**

**Section 12.1.** This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members. It is organized solely for non-profit 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 and IRS. 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**

The undersigned hereby certifies (i) I am the President of ACBL District 11, a non-profit Corporation (ii) the above written BYLAWS are a true, correct and complete copy of the BYLAWS adopted at a duly held meeting of the District 11 Board of Directors on the sixth (6) day of June, 2015, and in accordance with the laws of the State of Ohio 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 the ----- of -----, 2015.

By: \_\_\_\_\_

President, District 11

## NOTABLE CHANGES TO THE DISTRICT 11 BYLAWS

1. Added the issue and revision record; page 1 of 12.
2. Added the table of contents; page 2 of 12.
3. Under Section 1.3. Purposes and Objectives; bullet #1: added “competitive duplicate”; bullet # 9: added “and the three (3) representatives to the National Board of Governors”.
4. Section 4.2.: added “head count”.
5. Section 4.4. Termination of Membership: Added the last sentence: “District membership shall terminate as soon as the individual’s ACBL membership terminates”.
6. Section 5.1. District 11 Board Year and Fiscal Year: Specified that the fiscal year and District Board year are concurrent and shall be defined as the calendar year.
7. Section 5.4. Election of Officers: added “Secretary and Treasurer to be elected” rather than appointed by the President or recommended by the Nominating Committee.
8. Section 5.4. Election of Officers: Changed the election meeting to the 4<sup>th</sup> District Board Meeting of the calendar year. Also specified when the new officers assume their duties.
9. Section 5.8. Proxy Voting: Specified that proxy voting is NOT allowed.
10. Section 6.3. Exclusions: Specified that any contractor(s) employed by the District Board shall not be a sitting member of the Board of Directors. Also specified that all Board of Directors shall be in good standing with the ACBL.
11. Section 6.5. Board Members: Specified that the officers of the District Board shall not be voting members. Also specified that no more than two (2) officers shall be from the same unit.
12. Section 6.6. Powers and Duties: bullet # 2: softened the language by changing the word “control/set” to coordinate.
13. Section 6.7. Director’s Fiduciary Duties and Standard of Conduct: bullet # 4; softened the language by changing the word “control” to manage, supervise, oversee, and assist -----.
14. Section 6.8. Nomination and Election of Officers: added “annual meeting” in first sentence. Specified election to be held at the 4<sup>th</sup> regularly scheduled District Board Meeting each year. Also added (3<sup>rd</sup> meeting of year) in sentence #6 to clarify when nominating committee is to be appointed. Added “at least” one (1) person in next to last sentence.

15. Section 6.8.1. Officers to be Elected: Specified that Secretary and Treasurer are to be elected by the Board. Also specified that the offices of Secretary and Treasurer shall NOT be held by the same person. Way too much work for one person.
16. Section 6.8.3. Electors: Added the word "Electors" and specified "voting members".
17. Section 6.9. Conflict of Interest: Added the entire section to the Bylaws.
18. Section 7.4. Treasurer: Bullet #8: specified "financial review" vs audit. Added the last bullet to duties: "notify units of, and collect all charges/assessments due to the District from the units".
19. Section 8.1.: Specified that the financial review committee chair person shall NOT be a voting member of the District 11 Board and shall have a substantial financial background.
20. Removed Section 9.1.2: Sectionals due to the fact the District doesn't have anything to do with the operation of sectionals.
21. Section 10.3. Tournament Calendars: moved this section to the Tournament section, 9.1.2.
22. Section 12.1. Added IRS after ACBL in the fifth sentence.

Terrell W. Holt

February 5, 2015

Revised February 24, 2015

Revised March 1, 2015

Revised May 14, 2015

Revised May 18, 2015