

Motion

Item 243-BY01: Bylaws Changes for RD-DD

Date: October 31, 2024

Submitted by: Jonathan Steinberg on behalf of the By-Laws Committee (Jeff Overby, Doug Couchman, input from Stu Goodgold)

Coordinated with: Sabrina Goley, Compliance and Governance Specialist; and Margot Hennings, ACBL President

Purpose: Update, clean up, and revise By-Laws as appropriate

	Requires Change in Codification
	Requires Change in CDR
X	Requires Change in Bylaws
	Requires Action Item
	Specify Attachments to be Included in the Minutes: <i>(List attachments by title and column in the MIM)</i>

Moved that:

The ACBL By-Laws be revised as follows:

ARTICLE V ACBL BOARD OF DIRECTORS

- 5.2 **Composition.** The Board of Directors shall be composed of one (1) member from each Region of the ACBL (a “Regional Director”) ~~or “Director” and such other members as provided by these Bylaws.~~ The “entire board” consists of the total number of members entitled to vote if there are no vacancies, regardless of the number of members ~~actually~~ present at a meeting or vote. No proxy delegate voting is permitted. A member of the Board of Directors shall be a member of a Unit located within the Region ~~(or District, prior to 2021)~~ from which he was elected and must remain a member of a Unit located within the Region ~~(or District, prior to 2021)~~ during his term. If the person’s membership is transferred to a Unit not located within the Region ~~(or District, prior to 2021)~~ from which he was elected, he will be deemed to have resigned and his position will be filled according to the provisions of these Bylaws.
- 5.3 **Election.** A Regional Director ~~(or District Director, prior to 2021)~~ shall be elected for a term of three (3) years, until a successor is elected, or if elected as replacement Regional Director as set out below, for as long as provided by Board of Directors resolution.

- 5.3.3 Members of the Board of Directors are limited to four consecutive terms ~~(three-year terms, in most cases, but including the four-year initial terms for some Regional Directors due to the Board restructuring in 2020)~~. Terms on the Board of Directors in any capacity served or started prior to January 1, 2019, shall not be counted towards the four consecutive term limit.
- ~~5.3.4—The office of District Director shall be replaced with the office of Regional Director when an election for that office occurs during that member's term. If the former District Director is not elected as Regional Director, that member may choose to remain a member of the Board for the remainder of his original term in a non-representative office or capacity and will have full voting and other privileges held by other Board members.~~
- 5.4 **Vacancy.** ~~A member of the Board of Directors who does not complete his term shall be subject to the following provisions:~~ **A vacancy on the Board of Directors shall be handled according to the following provisions:**
- 5.4.1. If a Regional Director does not complete his term of office, **or a Regional Director position becomes vacant for any other reason, the Board of Directors shall proceed as per their established procedures for addressing vacancies, which may include the option to leave the position temporarily unfilled.** ~~the position will remain vacant until a replacement can be elected. The Board of Directors shall establish special election conditions to elect a new permanent Regional Director using a shortened 2.5-month election cycle to begin no later than 30 days after the vacancy occurs. The term of the replacement Regional Director begins when that person is declared elected and certified by the Board of Directors and shall last as long as the Board of Directors indicates in the special election conditions.~~
- 5.4.2 ~~If a District Director does not complete his term of office prior to December 31, 2021, that position shall be filled with the person elected as First or Second Alternate Director according to the July 2018 version of these Bylaws.~~
- 5.6 **Removal.** A member of the Board of Directors may be recalled at any time. The call for removal can be made by: (i) a majority vote of a majority of the Unit boards that elected the member; or (ii) twenty percent (20%) of the Region ~~(or District, prior to 2021)~~ members by petition. Removal of a Regional ~~(or District, prior to 2021)~~ Director shall be voted on by the members of the Unit boards who elected that Director. Removal requires a three-quarters (3/4) vote of the Unit board members voting as specified in Article VIII.
- 5.7 **Board of Director Meetings.**
- 5.7.1 The Board of Directors shall hold regular meetings each year ~~in accordance~~ **with as per** rules and regulations established by the Board of Directors. Notice of regular meetings shall be given by ~~the ACBL management~~ **President** to members of the Board of Directors at least thirty (30) days prior to the meeting.

ARTICLE VI

OFFICERS OF THE ACBL

6.1 ACBL Officers.

6.1.5 **Vacancy.** A vacancy in the office of President, ~~Vice-President~~, or Treasurer, because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of such officer's term from among the members of the Board of Directors ~~in accordance with~~ **as per** regulations of the Board of Directors.

ARTICLE VIII ELECTION PROCEDURES

8.1 Electors.

8.1.1 Regional Directors ~~and Representatives to the Advisory Council~~ shall be elected by the Unit boards located within each Region under the authority of the Director of Elections of the ACBL.

8.1.2 **Representatives to the Advisory Council shall be elected by Unit boards located within each District under the authority of the Director of Elections of the ACBL.**

8.2 **Elections.** Candidates for Regional Director and Representatives to the Advisory Council shall submit a written declaration of candidacy to the Director of Elections and shall be elected in accordance with rules and regulations established by the Board of Directors consistent with the following procedures:

8.2.1 Each Unit Board of Directors ~~in a Region or District shall be allocated votes as follows:~~ **member who has been determined to be a valid elector shall have Unit Board Member Voting Power based on the following formula:**

8.2.1.1 The membership of each Unit in the Region or 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 a date to be determined ~~in accordance with~~ **as per** election regulations established by the ACBL Board of Directors.

ARTICLE IX ADVISORY COUNCIL

9.3 **Membership.** The following shall make up the membership of the Advisory Council.

9.3.1 There shall be three Representatives from each District who shall be elected for terms of three (3) years. If a Representative's position becomes vacant (including as a result of the application of subsection 9.7.3), the District shall appoint a replacement for the duration of the Representative's term. **Each Representative**

must remain a member of a Unit located within the District that he or she represents during the Representative's term.

~~9.3.2 All persons who were members of the Advisory Council as of January 1, 2021 by virtue of their former status as First or Second Alternate Director to the Board of Directors shall remain members of the Advisory Council until one year following the date on which their terms would otherwise expire or until they resign or are deemed to have resigned or the position otherwise becomes vacant. If a member referred to in this provision resigns or is deemed to have resigned before January 1, 2024, he or she will not be replaced on the Advisory Council. No further elections shall take place for these positions.~~

9.3.32 All persons who were members of the Advisory Council as of January 1, 2021, by virtue of their former position of President of the Board of Directors shall maintain their membership (subject to subsection 9.7.3). ~~If, by virtue of subsection 9.7.3 such member is deemed to have resigned or the position otherwise becomes vacant, he or she will not be replaced on the Advisory Council.~~

9.3.4.3 **The current** and all past chairs of the Advisory Council shall also be members (subject to subsection 9.7.3). **If such a member resigns or if** by virtue of subsection 9.7.3, such member is deemed to have resigned, or the position otherwise becomes vacant, he or she will not be replaced on the Advisory Council.

~~9.3.5 Each Representative must be a member in good standing of the ACBL and be and remain a member of a Unit located within the District which he or she represents during the term.~~

9.3.64 No member of the Board of Directors shall have a voice or vote on the Advisory Council.

9.4 **Officers.** The following shall be the officers to be selected from the membership of the Advisory Council:

9.4.2 Vice-Chair, who shall be responsible to assist the Chair of the Advisory Council in the execution of duties, to perform the duties of Chair should the Chair of the Advisory Council be unable for any reason, **to succeed the Chair if the Chair position becomes vacant,** and to perform such other duties as the Chair requires.

9.7 **Meetings.**

9.7.1 The Advisory Council shall hold three regular meetings annually, ~~in conjunction with the North American Bridge Championships.~~ Regular meetings may be held in person, ~~as well as~~ or electronically. A member will also be deemed to have attended a meeting if that person participates in the meeting in a manner that allows for contemporaneous communication. Notice of regular meetings shall be given ~~by the Secretary~~ at least ~~thirty (30)~~ **seven (7)** days prior to the meeting.

~~Special meetings may be called by the Chair of the Advisory Council.~~ **The Chair of the Advisory Council may call special meetings.** Reasonable notice of the date, time, method, and agenda of special meetings shall be given to each member

of the Advisory Council ~~at least thirty (30) days prior to the meeting~~. Business transacted at special meetings shall be noted on the agenda furnished with the meeting notice. Special meetings may be held in person or electronically. ~~but meetings held in person may also be attended electronically.~~

- 9.7.3 Any member **of the Advisory Council may be removed by a two-thirds vote of the Advisory Council.** ~~who fails to attend two-thirds of all meetings available electronically in a calendar year shall be deemed to have resigned, and shall not be eligible to serve as a member of the Advisory Council until the next regularly scheduled election. Absence due to membership on the Board of Directors shall be excepted from this provision and the Chair of the Advisory Council may grant other exceptions in the event of extenuating circumstances.~~

ARTICLE X AMENDMENT OF THE BYLAWS

- 10.2 **If Initiated by a Member of the Advisory Council.** Any member of the Advisory Council may initiate a proposed Bylaw amendment.

- 10.2.1 The proposed amendment must be submitted in writing at any ~~regular~~ meeting of the Advisory Council.

Reference: <https://web2.acbl.org/documentlibrary/about/Bylaws.pdf>

Effective Date: As per ACBL regulations to amend By-Laws

Estimated Cost/Savings: N/A

Discussion: Removes multiple items that are no longer relevant. A few improved wording changes for clarity. A few changes to simplify procedures and not be tied down to detailed instructions.