
GOVERNANCE

Item 211-02: Board of Governors Requested Bylaws Amendment – Second Reading

In accordance with discussions with the ACBL Board of Governors on January 17, 2021, the ACBL Bylaws shall be amended as follows:

ARTICLE IX BOARD OF GOVERNORS

- 9.1 **Purposes.** The purposes of the Board of Governors are:
- 9.1.1 To act as a forum for the expression of opinion by the membership.
 - 9.1.2 To identify the needs and concerns of the membership.
 - 9.1.3 To act as a liaison between members and both the Board of Directors and ACBL management to ensure the needs and concerns of the membership are addressed.
 - 9.1.4 To improve communication and coordination among Districts and Units.
- 9.2 **Duties.** To further these purposes, the Board of Governors shall:
- 9.2.1 Establish the following standing committees:
 - i) Club and teacher support, growth, and development;
 - ii) Membership growth and retention;
 - iii) General matters relating to the play of bridge.
 - 9.2.2 At the request of the Board of Directors and/or ACBL management, lead or participate in other committees as needed.
 - 9.2.3 Establish such other committees as are necessary to address the interests of the membership.
 - 9.2.4 Propose resolutions for consideration (and, if necessary, reconsideration) by the Board of Directors reflecting the needs and concerns of the membership.
 - 9.2.5 Report important issues from Board of Governors meetings to District and Unit members.
 - 9.2.6 Perform such other duties as may be specified elsewhere in these Bylaws or as may be assigned by the Board of Directors or ACBL management.
- 9.3 **Membership.** The following shall make up the membership of the Board of Governors.
- 9.3.1 Effective January 1, 2024, there shall be three Representatives from each District who shall be elected for a term of three (3) years.
 - 9.3.2 All persons who were members of the Board of Governors 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 Board of Governors until one year following the date on which their terms would otherwise expire or until they resign or are deemed to have resigned. 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 Board of Governors. No further elections shall take place for these positions.

- 9.3.3 All persons who were members of the Board of Governors 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, he or she will not be replaced on the Board of Governors.
- 9.3.4 All past Chairs of the Board of Governors shall also be members (subject to subsection 9.7.3). If, by virtue of subsection 9.7.3, such member is deemed to have resigned he or she will not be replaced on the Board of Governors.
- 9.3.5 All other members of the Board of Governors as of June 1, 2021 shall maintain their membership on the Board of Governors until their terms expire (subject to subsection 9.7.3). If a member's term extends beyond January 1, 2024, his or her membership shall be counted in the three Representatives referred to in subsection 9.3.1. If a member referred to in this provision is deemed to have resigned in accordance with subsection 9.7.3 at any time that member will be replaced in accordance with subsection 9.3.7.
- 9.3.6 Each Representative must:
- i) be a member in good standing of the ACBL; and
 - ii) be a member of a Unit located within the District which he or she represents and must remain a member of a Unit located with the District during their term.
- 9.3.7 If a vacancy referred to in subsection 9.3.5 occurs in any District, the President of the District shall be immediately notified and the District shall appoint a replacement member for the duration of the term of the member.
- 9.3.8 No member of the Board of Directors shall have a voice or vote on the Board of Governors.
- 9.4 **Officers.** The following shall be the officers to be selected from the membership of the Board of Governors:
- 9.4.1 Chair, who shall be responsible to Chair all meetings, make appointments to committees, attend all regular and special meetings of the Board of Directors with voice but without vote and with the same compensation and reimbursement of expenses as a member of the Board of Directors, and perform such other duties as the position requires.
- 9.4.2 Vice-Chair, who shall be responsible to assist the Chair in the execution of duties, to perform the duties of Chair should the Chair be unable for any reason and to perform such other duties as the Chair requires.
- 9.4.3 Secretary, who shall be appointed by the Chair and approved by the Board of Governors. The Secretary shall be responsible to give timely notice of all meetings,

take minutes of all meetings, monitor attendance at all meetings, distribute all correspondence to the membership of the Board of Governors and to perform such other duties as the Chair requires.

- 9.5 **Officer Elections and Term of Office.** At its Fall meeting in even numbered years, the Board of Governors shall elect one of its members as Chair and one as Vice-Chair. The term of office shall be two years commencing on January 1 of the year following the election. The Chair may be elected to no more than two consecutive terms.
- 9.6 **Voting Privileges.** Each Board of Governors member shall have one vote. No proxy voting is permitted.
- 9.7 **Meetings.**
- 9.7.1 The Board of Governors shall hold three regular meetings annually in conjunction with the North American Bridge Championships. Regular meetings may be held in person as well as 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) days prior to the meeting.
- Special meetings may be called by the Chair of the Board of Governors. Notice of the date, time, method, and agenda of special meetings shall be given to each member of the Board of Governors at least thirty (30) days prior 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.
- 9.7.2 A quorum at a meeting of the Board of Governors shall consist of thirty (30) members of the Board of Governors representing a majority of ACBL Districts.
- 9.7.3 Any member 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 Board of Governors until the next regularly scheduled election. The Chair may grant an exception in the event of extenuating circumstances.

Effective upon ratification

Item 211-03: Requested Name Change Amendment – Second Reading

In accordance with the request of the ACBL Board of Governors expected to be made on January 17, 2021, all references to “Board of Governors” in the ACBL Bylaws, Codification, Handbook, website and all other sources be changed to “Board of Representatives” and all references to “Representatives” to the “Board of Governors” in the ACBL Bylaws, Codification, Handbook, website and all other sources be changed to “members” of the “Board of Representatives,” except where a reference to the prior Board of Governors is needed (e.g., “All persons who were members of the Board of Governors as of January 1, 2021”)

Effective upon ratification

Item 211-04: Title Remove ACBL Educational Foundation Bylaws

The reference to the ACBL Educational Foundation be removed as noted below:

CHAPTER V – CHARITY, FOUNDATIONS AND SPECIAL FUNDS

A. ADMINISTRATION AND POLICY REGARDING CHARITY

Section 1 – ACBL Charity Foundation and ACBL Educational Foundation

1.1 The ACBL Charity Foundation is a self-supporting, independent organization, paying all its own expenses without exception and reimbursing the ACBL for any and all expenses incurred on behalf of the ACBL Charity Foundation.

1.2 The ACBL Educational Foundation is a self-supporting, independent organization, paying all its own expenses without exception and reimbursing the ACBL for administrative services costs.

See Appendix 5-A1 Bylaws of the American Contract Bridge League Charity Foundation, Corp.

~~See Appendix 5-A2 Bylaws of the American Contract Bridge League Educational Foundation~~

Effective April 1, 2021