

Motion for the ACBL Board of Governors' January 2021 Meeting

Submitted by: Doug Couchman, District 17, at the January 17th Board of Governors Special Meeting

Purpose: To request modification of the Bylaws to increase the effectiveness of the Board of Governors

Item 21SBG1-01 – Modification of Bylaws (Amended)

Moved that: The Board of Governors request the Board of Directors replace Article IX of the Bylaws with the text shown in Appendix A (or substantially similar text as approved by the ACBL Bylaws Committee).

Discussion: The Board of Governors comprises members with a wealth of knowledge, experience, and enthusiasm, but historically these assets have not been well used for furtherance of the ACBL's goals. A working group chaired by Bob Heller, Board Member and past President of the ACBL, developed proposed changes to the bylaws that if implemented will aid the Board in being a more effective resource for the ACBL. Emphasis is placed on the Board's ability to represent the needs and desires of the membership at large and to convey these needs to management and the Board of Directors, and on the Board of Governor's ability to participate in committees established by the Board of Directors and to create and operate committees of its own, providing the experience and expertise of Board members to bear on difficult problems facing the League. The proposed changes also provide for a reduction in the size of the Board that comports with the elimination of the First and Second Alternate positions that has already become effective, and for the removal of Board members who do not participate actively in Board meetings.

The motion provides that the Board of Governors requests that the Bylaws change be formally initiated by the Board of Directors in order to ensure that if passed, the change can effective as soon as possible.

Notes: See Appendix A (below) for proposed changes. References to "Board of Governors" will need to be changed to "Board or Representatives" if Item 21SBG-02 is passed.

Effective Date: Immediate

Estimated Costs/Savings: None

Appendix A

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 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 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.
- 9.2.56 Perform such other duties as may be specified elsewhere in these Bylaws or as may be assigned by the Board of Directors or 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 are members of the Board of Governors as of January 1, 2021 by virtue of their former status as First and Second Alternates 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 are 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 Article 9.7.3). If, by virtue of Article 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 Article 9.7.3). If, by virtue of Article 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 Effective January 1, 2021, all persons duly elected to the Board of Governors in accordance with Article VIII of these Bylaws shall maintain their membership on the Board of Governors until their term expires (subject to Article 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 Article 9.3.1. If a member referred to in this provision is deemed to have resigned in accordance with Article 9.7.3 at any time that member will be replaced in accordance with Article 9.3.7.

9.3.6 Each Representative must:

- i) be a member in good standing of the ACBL;
- 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 the term.

9.3.7 In the event of a vacancy referred to in Article 9.3.5 occurs in any District, the President of the District shall be notified immediately, and the District shall appoint a replacement member for the duration of the term of the member.

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 required by the Chair;

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 (usually concurrent with the fall NABC) 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 3 regular meetings annually in conjunction with the North American Bridge Championships (NABCs). Regular meetings shall be held in person **if possible** as well as electronically.

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, place (**if held in person**), 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 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 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. A member will be deemed to have attended a meeting if that person can participate in the meeting in a manner that allows for contemporaneous communication.