

BOD-BOG Task Force:
BOD Transition to Executive Board *and*
BOG Transition to Senate
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For the Governance Committee:

- *The BOD-BOG Task Force has developed a “best consensus” (as of 03/10/2019) proposal for how a transition from the current 25-member BOD to a 9-member Executive Board and from a 125+-member BOG to a 50-member Senate could be accomplished. Not everyone on the TF is in agreement with everything listed below. Red italicized phrases in the sections indicate some of the areas where your opinion is especially sought. There is also a section entitled Issues to be Resolved at the end where items that don’t fit neatly elsewhere are included.*
- *Review this proposal for transitioning the BOD and BOG to new governing bodies*
 - *There are several ways to do this—for simplicity’s sake, we are including only one option in this document*
 - *How can each transition be better managed/accomplished? Constructive criticism welcome!*
 - *Are there any inconsistencies across the four key proposed areas—Nominating Committee, Transition, Senate, Committees?*
 - *If you suggest an alternative, outline details of implementing that alternative and how it would fit into a complete governance structure. Keep in mind how the transition from the BOD to an Executive Board impacts the transition from the BOG to a Senate, and vice versa.*
 - *to move forward? (Is each transition doable?)*

Working Assumptions:

- Will require significant changes to both the ACBL Bylaws (online) and the Articles of Incorporation (AoI)
- The transition begins upon passage of the second reading of the Bylaws amendments by the BOD and the passage of these same amendments by the BOG at its meeting immediately following the BOD’s second-reading approval. The Senate President/Chair may be elected at the same meeting at which the BOG approves the Bylaws changes. *See more about this under Issues to Be Resolved, below.* Effective dates for elections of Senators and transition from BOG to Senate TBD.
- Link to understanding NY Not-for-Profit Corporation Law:
<https://codes.findlaw.com/ny/notforprofit-corporation-law>

- No one currently serving on the BOD shall serve a shortened term per NY NFPCL, Section 702.b.2
- **Year 0 = 2019** (assumes passage of first reading of Bylaws changes to address new structure)
- **Year 1 = 2020** (see above assumption for Year 0)
- **Year 2 = 2021** (see above assumption for Year 0)
- **Year 3 = 2022** (see above assumption for Year 0)
- **Year 4 = 2023** (see above assumption for Year 0)
- By Year 4, the full transition will be effective, assuming 2019 is Year 0 and at least one reading of Bylaws and AoI can be accomplished by this fall, and that with enthusiastic marketing, both the second reading will be approved by the BOD and immediately thereafter in March 2020 by the BOG
- “Years” will need to be aligned to the election calendar, and will not necessarily be calendar years

Proposed BOD-to-Executive-Board Transition Plan:

- A = BOD members just elected to new 3-year term
- B = BOD members 1 year into their 3-year term
- C = BOD members 2 years into their 3-year term
- EB1 = *BOG/Senate-elected* members in YR1 to serve in YR2
- EB2 = *BOG/Senate-elected* members in YR2 to serve in YR3
- EB3 = *BOG/Senate-elected* members in YR3 to serve in YR4

As BOD members are up for re-election, starting in YR1, those districts will not elect new representatives to the BOD. These former BOD members can announce their desire to serve on the new EB and go through the Nominating Committee to be placed on the ballot. They can also run for one of the two Senate positions in their district as soon as those elections are held. The districts whose BOD members may not run again but will collectively elect three *BOG Reps/Senators/individuals proposed by a Nominating Committee instead—details to be worked out based on upcoming discussions.*

- YR0 -- AAAAAAAAAABBBBBBBBBBCCCCCCCC (25 total) (2019)
- YR1 -- AAAAAAAAAABBBBBBBBBBCCCCCCCC (25 total) (2020)
- YR2 -- AAAAAAAAAABBBBBBBBBB(EB1)(EB1)(EB1) (20 total) (2021)
- YR3 -- AAAAAAAAA(EB1)(EB1)(EB1)(EB2)(EB2)(EB2) (14 total) (2022)
- YR4 -- (EB1)(EB1)(EB1)(EB2)(EB2)(EB2)(EB3)(EB3)(EB3) (9 total) (2023)

Issues to be Addressed:

1. How will the Senate President/Chair be selected? Options:
 - a. The existing BOD elects a Senate President/Chair, after the elections for Senators are complete (this could be a Senate president pro temp until the Senate formally convenes and decides when to elect their own President).
 - b. The existing BOG elects a future Senate President/Chair. (Could be a problem if the President-elect is not chosen by her district to be a Senator)
 - c. The existing BOG Chair becomes the new Senate President. (Same problem as in b).

Putting Names to the BOD/Executive Board Transition:

- **A** = BOD members just elected to new 3-year term (D6—Hennings, D9—Whipple, D10—R Jones, D11—Stephani, D12—Carman, D17—Bagley, D20—Vilhauer, D24—Levy)
- **B** = BOD members 1 year into their 3-year term (D1—Weniger, D5—Ellis, D7—Kovacich, D13—Subeck, D15—W Smith, D18—C Jones, D19—J Smith, D23—Lane, D-25—Bertoni)
- **C** = BOD members 2 years into their 3-year term (D2—Janicki, D3—Muñoz, D4—Glasson, D8—Heth, D14—Anderson, D16—Cuneo, D21—Zayac, D22—Lodge)