

## **Chapter IV: ACBL Governance and Operations**

### **Chapter IV – Board Procedures**

#### **A. Administration**

##### **Section 1 – ACBL Board of Directors**

Role and Foundation of Authority: The ACBL Board of Directors is the organization's governing body and acts as trustee (or fiduciary) for the collective interests of all ACBL Members. The mission statement of the board is to promote, grow and sustain the game of bridge and serve the bridge-related interests of our members.

~~The mission of the ACBL is to promote, grow and sustain the game of bridge and serve the bridge-related interests of our members.~~

The Board's authority is formally established in the ACBL Bylaws, Article V, Section 5.1, which grants it the power to supervise and regulate the business, property, and affairs of the ACBL. This authority is limited exclusively by law, the Certificate of Incorporation, and the ACBL Bylaws.

###### 1.1 Member Terms and Orientation:

- Composition and Term: The Board is comprised of 13 Regional Directors. The term of office for each Regional Director will commence January 1 following the year of election and will continue for a period of three years or until a successor is declared, elected and certified by the BOD.
- Term Limits: A Regional Director may serve no more than four (4) consecutive terms commencing with elections after January 1, 2019.
- Orientation Attendance: Newly elected Board Members are expected to attend an orientation program shortly following their election, typically early in the subsequent calendar year.
- Possess Necessary Technology: Maintain access to a personal computer or equivalent device and a secure, high-speed internet connection capable of supporting video conferencing and accessing secure websites.

###### 1.2 Strategic Leadership and Executive Oversight: The Board provides strategic direction and oversight through careful deliberation and formal action. This includes:

- Defining Mission and Goals: Defining the ACBL's Mission, Goals, and Objectives in cooperation with Management, and monitoring organizational adherence to these standards.

- Establishing Direction: Formalizing and approving the long-range strategic plan that operationalizes the Mission, Goals, and Objectives, thereby establishing the overall organizational direction.
- Executive Management Oversight: Employing the Executive Director (ED) to manage day-to-day operations, and monitoring performance against established objectives and policies set by the Board.

1.3 Financial Stewardship: The Board is responsible for the stewardship and financial integrity of the ACBL, which includes:

- Overseeing all corporate assets and finances.
- Securing necessary operating and capital resources.
- Ensuring the ACBL has adequate internal accounting systems and controls.

1.4 Fiduciary Obligation: Above all, the Board must ensure that all organizational funds and assets are used solely for its stated purposes.

1.5 Affiliate Funding Oversight:

- Annual Review: The Board shall conduct an annual review of all funds allocated to all ACBL affiliated organizations (any organization that receives funds or grants from the ACBL) prior to disbursement.
- Funding Actions: The Board has the right to reduce or withhold funding from any affiliated organization that fails to adhere to ACBL rules and regulations, particularly disciplinary standards.

1.6 Meetings and Documentation:

- Board Meeting Attendance: The ACBL Board of Directors will hold regular meetings three times yearly in conjunction with the North American Bridge Championships. Special Meetings are also held online several times a year. In addition, Board Members are assigned to several Board Committees each year. Regular and timely attendance, thorough preparation, careful attention and active participation at Board meetings is expected.
- Advisory Council (AC) Attendance: Board Members are encouraged to attend the in-person meetings of the Advisory Council (AC) held during NABCs, as well as all virtual meetings of the AC.
- Minutes: All actions of the BOD will be reported in the minutes, including summaries of Committee Chair reports or collateral documents relating to Board actions. The minutes can be found on the ACBL website.

## **Section 5—Minutes**

~~5.1 All actions of the Board of Directors will be reported in the minutes, including summaries of Committee Chair reports or collateral documents relating to Board actions.~~

### 1.7 Board Member Compensation and Reimbursement

Board Members are reimbursed for all official business expenses, including travel to required meetings, in accordance with the ACBL's reimbursement policy.

In addition to expense reimbursement, Board Members receive an annual stipend to offset general administrative costs related to member outreach and other official duties.

The ACBL Board President is granted a separate annual expense allowance to support the specific duties of their office.

All payments, including stipends and expense reimbursements, are fully reported to relevant tax authorities.

### 1.8 Board Member Conduct and Confidentiality:

- Conduct: The Board is the sole judge of the deportment of its Members. It has the right and obligation to enforce its own rules and to require that its Members refrain from conduct injurious to the ACBL and its purposes.
- Conflict Resolution: The Board Oversight Committee is authorized to investigate and attempt to facilitate a resolution between parties regarding issues of conduct by Board Members.
- Confidentiality: Board Members are expected to protect the confidentiality of all non-public information, including but not limited to, executive session discussions, sensitive financial data, personnel matters, and legal counsel communications.

### 1.9 Restrictions:

1.9.1 ACBL Employment: No current member of the ACBL Board of Directors (BOD), candidate for the BOD (if elected), or Chair of the ACBL Advisory Council, nor their immediate family members, may be employed by the ACBL in any capacity other than as a Tournament Director. This restriction applies during their term and for a period of one year following the conclusion of their service on the Board.

The one-year restriction does not apply to employment as a Tournament Director or to independent contractor roles where compensation is based solely on a commission structure tied to measurable benefits provided to the ACBL.

"Immediate family" includes: Spouse or domestic partner; parents, siblings (including in-laws and half-siblings), and children (natural, adopted, or by marriage).

## **Section 6 – Employment of Board of Directors**

- 6.1 No member of the ACBL Board of Directors, or candidate for such position if elected, or the ACBL Advisory Council chair, or the spouse, child, parent, brother, or sister, by blood or marriage, of a Board member or Advisory Council chair, will be employed as a permanent or temporary employee of the ACBL in any capacity other than that of Tournament Director until at least one year after leaving said position.
- 6.2 The requirement that a past Board member or chair of the Advisory Council be out of office for at least 12 months will not apply to employment as a Tournament Director or independent contractor in situations where sole payment is on a sales commission formula for quantifiable benefits brought to the ACBL.

1.9.2 NABC Participation Restrictions: ACBL Board members may not play in any event that overlaps with a scheduled Board meeting. Multiple-session team events are exempt from this restriction, provided the Board member strictly limits their participation to only those individual sessions which do not coincide with a Board meeting.

### **1.4 Special Considerations**

#### **1.4.1 NABC Level of NAP and GNT**

Members of the ACBL Board of Directors may not play in any event that conflicts with Board meetings. Board members are allowed to play in multiple-session team events which have individual sessions that conflict with Board meetings, provided the Board member only plays in those sessions which do not conflict with Board meetings.

1.9.3 Disclosure of Outside Service: At the time a Regional Director takes office, he or she may not be a member of the board of directors or a trustee of any other bridge or affiliated organization other than that of a Unit or District, unless he or she discloses the position to the Board and the Board approves either the

appointment or the individual's continued service in that role. Affiliated organization include, but are not limited to, any ACBL-affiliated charity and/or foundation and other bridge related organizations such as the NABF, WBF, USBF, CBF or FMB.

If he or she is a member of another bridge organization, Unit and/or District Bridge board, he or she will disclose the nature of the relationship to the entire ACBL Board before casting any votes on any matter pertaining to that organization. Failing that, he or she shall recuse themselves from voting on that matter.

Once apprised of a potential conflict, the ACBL Board may vote to allow or disallow the Board member from voting on any matter that might create an appearance of impropriety, or the Board member may recuse him or herself from voting on such matter(s).

1.10 Avoiding Preferential Treatment: Other than as relates directly to Board duties, no Board member will use their status to receive preferential treatment from ACBL staff and, where possible and appropriate, will take reasonable, affirmative steps to avoid receiving such treatment.

1.11 Unit and District Appeal Committees: Members of the Board of Directors may serve on bridge appeal committees in Unit and District events.

## **Section 1—ACBL Board of Directors**

### **1.1—Role**

1.1.1 The ACBL Board of Directors exists to act as trustees for the members' interests as representatives of all the members.

1.1.2 The Board of Directors will direct, oversee and inspire the organization through careful deliberation and establishment of policies.

1.1.3 Policies will be statements of values or strategies that address outcomes (what benefits, for whom, at what cost), the boundaries of prudence, effectiveness, ethics and legality to be observed by staff, Board roles and responsibilities, and the Board-staff relationship.

**1.2 Duties**

- 1.2.1 Establish an ACBL Mission Statement, in cooperation with ACBL management, which defines the purpose for existence of the association known as the American Contract Bridge League and which further defines the general goals that the ACBL will strive to achieve.**
- 1.2.2 Establish specific goals and objectives, in cooperation with ACBL management, and ensure that plans and policies are in place to enable their achievement.**
- 1.2.3 Monitor the organization's progress against its goals.**
- 1.2.4 Provide for required operating and capital resources to be available and ensure that appropriate controls are in place.**
- 1.2.5 Conduct an annual review of all funds allocated to all ACBL affiliated organizations, including but not limited to NABF and NBOs, prior to disbursement. An affiliated ACBL organization is any organization that receives funds, funding or grants from the ACBL. The Board has the right to reduce or withhold funding from any affiliated organization that does not adhere to ACBL rules and regulations, with particular emphasis on compliance with disciplinary standards. Noncompliance may impact both current and future funding allocations.**
- 1.2.6 Hire and review the Executive Director.**

**1.3 Responsibilities**

- 1.3.1 The Board should require of itself those disciplines needed for excellence in governing. These are among the expectations for Board members:**
  - 1.3.1.1 Regular and timely attendance, adequate preparation and careful attention at Board meetings.**
  - 1.3.1.2 The ability to communicate electronically via computer to facilitate communication between meetings.**

- 1.3.1.3 ~~Polite, pertinent discussion on the topic and addressed to the meeting chair.~~
- 1.3.1.4 ~~Polite treatment of Board members and Board actions during and between meetings.~~
- 1.3.1.5 ~~Newly elected Board members will be expected to attend an orientation program generally expected to be held at ACBL Headquarters on a date in January or February following their election.~~
- 1.3.1.6 ~~Board members are expected to protect the confidentiality of the information provided to them.~~
- 1.3.1.7 ~~Board members present at an NABC on the first Sunday are required to attend the Advisory Council meeting.~~
- 1.4.2 ~~Unit and District Appeal Committees: Members of the Board of Directors may serve on bridge appeal committees in Unit and District events.~~  
Moved to 1.11
- 1.4.3 ~~Members of the Board of Directors, the Chair of the Advisory Council and Goodwill Members of the Year shall automatically become a member of the ACBL Aileen Osofsky Goodwill Committee. Governance recommends moving to Codification –Chapter 1 – Membership Operating Guidelines, D. Goodwill, Ethics and Zero Tolerance, Section 1 - Goodwill Committee.~~

## **Section 2 – Officers of the Board of Directors.**

### **Section 2—Officers**

#### **2.1 Board of Directors**

~~The term of office of Regional Director will commence January 1 following the year of election and will continue for a period of three years or until a successor is declared elected and certified by the Board of Directors. For Regional Director elections occurring in 2021 only for Regions 2, 4, 5, and 11, Regional Directors will be elected for an initial four year term. For all Regional Director elections Occurring in 2022 (7, 8, 10 and 12), Regional Directors will be elected for an initial four year term.~~

The officer positions of the ACBL Board of Directors are President, Vice President, and Treasurer. These positions are elected by the Board for one-year terms commencing on January 1 of the following year or until a successor is elected. To be eligible for election as President, Vice President, or Treasurer, a candidate must be a current member of the ACBL Board of Directors.

2.1 President: The President will provide leadership of the Board of Directors in their strategic oversight of the organization. The President will perform all duties and responsibilities as required by the ACBL Bylaws and will ensure that procedures are in place to enable good governance.

In addition to serving as ACBL President, the President also continues to serve as their Region's representative on the Board of Directors.

2.1.2 Disclosure of Outside Service: At the time the ACBL President takes office, he or she may not be a member of the board of directors or a trustee of any other bridge organization (with the exception of a Unit or District). Restricted organizations include, but are not limited to, any ACBL-affiliated charity and/or foundation and other bridge related organizations such as the NABF, WBF, USBF, CBF or FMB.

## ~~2.2 President of the Board of Directors~~

~~2.2.1 The ACBL President is elected by the Board of Directors for a one-year term commencing on January 1 of the following year.~~

~~2.2.2 At the time the ACBL President takes office, he or she may not be a member of the board of directors or a trustee of any other bridge organization other than that of a Unit or District. Restricted organizations include, but are not limited to, any ACBL-affiliated charity and/or foundation and other bridge related organizations such as the NABF, WBF, USBF, CBF or FMB. (Effective 1/1/2020)~~

~~2.2.3 Guidelines outlining the duties, responsibilities and authority of the ACBL President are in Codification Appendix 4 A1 Duties, Responsibilities and Authority of the President. See also Appendix 4 A4 Standing Rules for Meetings and Committees. Governance recommends removal of 2.2.3.~~

~~2.2.4 The current ACBL President and companion when invited by the host organization will be allowed to play in any Senior Sectional or Regional or any restricted by masterpoint Sectional or Regional. If not otherwise qualified, no masterpoint awards will be issued. Governance recommends removal of 2.2.4~~

2.2 Vice-President: The ACBL Vice President will preside over the meetings when the President is unavailable and they hold a voting position on the Executive Committee. Additionally, the Vice President chairs the Board Oversight Committee, which reviews and addresses matters of BOD member conduct, offering findings and recommendations to the BOD.

2.3 Treasurer: The Treasurer shall fulfill the duties set forth in the ACBL Bylaws.

2.4 Officer Vacancy: In the event of a vacancy in any Officer position other than the President or Vice President, or in any other position elected by the Board, the ACBL Board of Directors will fill the vacancy at its next scheduled meeting.

2.4.1 President and Vice President: If a vacancy occurs in the office of President (or of President- elect) or Vice President (or Vice President-elect) subsequent to election but prior to assumption of office as President, the Board of Directors will act to elect a replacement in not less than 15 nor more than 45 days after the vacancy occurs. Declarations of candidacy will be required within 14 days.

2.4.2 Timeline: The timeline begins on the date the Board of Directors is notified in writing, by any means including electronic transmission, of the vacancy. Notice may be provided by the office- holder, an officer of the corporation, or a member of ACBL management. If a regular scheduled meeting occurs during this timeline, the election will occur at that meeting, otherwise the acting President will conduct an election ballot by alternative means.

#### **2.2.5 Vacancy**

**2.2.5.1** If a vacancy occurs in the office of President, or of President- elect subsequent to election but prior to assumption of office as President, the Board of Directors will act to elect a replacement in not less than 15 nor more than 45 days after the vacancy occurs. Declarations of candidacy will be required within 14 days.

**2.2.5.2** These time periods will start to run with the date the Board of Directors is notified in writing, by any means including electronic transmission, of the vacancy. Notice may be provided by the office- holder, an officer of the corporation, or a member of ACBL management.

**2.2.5.3** Should a regular scheduled meeting occur during this time span, the election will occur at that meeting, otherwise the acting President will conduct an election ballot by alternative means.

#### **2.3 Vice President**

~~2.3.1 The Board of Directors shall elect from among its members a Vice-President of the ACBL to serve for the following calendar year or until a successor is elected. Only a member of the Board of Directors may serve as Vice President. The Vice President will preside over the meetings when the President is unavailable.~~

**2.4 Treasurer**

~~2.4.1 The ACBL Treasurer is elected by the Board of Directors at the Fall Board meeting for a one year term commencing on January 1 of the following year.~~

~~2.4.2 The Treasurer shall fulfill the duties set forth in the ACBL Bylaws.~~

~~2.4.2.1 A vacancy in the office of Treasurer will be filled by the Board of Directors at its next regularly scheduled meeting.~~

**Section 3 – Elections Procedures for Officers and Other Elected Positions**

The Board of Directors also elects other positions, which are not officers of the Board but serve in external or representative roles:

- NABF. ACBL Representative(s) to the North American Bridge Federation (NABF) Board. Two individuals are elected. At least one must be a current ACBL Board Member; the other may be any ACBL member in good standing.
- WBF. ACBL Nominee to the World Bridge Federation (WBF) Executive Council. Must be an ACBL Board Member to qualify.
- 401K Trustees. Three individuals are elected. At least two of the three must be current ACBL Board Members; the other may be any ACBL member in good standing including an ACBL employee.

Candidates must meet the qualifications established by the BOD, and adhere to administrative procedures set by Management to be considered.

3.1 Nomination Procedures. Candidates must self-nominate by submitting a declaration of intent (maximum one page) to the Director of Elections via email at least ten (10) business days prior to the election. A resume may be submitted optionally.

3.1.1 Multiple Positions. Candidates may declare for multiple elected positions and retain or withdraw from subsequent races if not elected.

3.1.2 Floor Nominations. If there are no declared candidates for the position by the deadline, nominations from the floor will be accepted at the time of the election. Otherwise, floor nominations will not be accepted.

3.2 Election Procedures (see Special Rules under 3.3). All elections will be conducted by secret ballot.

3.2.1 Published Result. Vote totals will be announced at the end of each round of voting. The final election results, including vote totals, shall be recorded in the official Board Meeting Minutes. Only the names of those elected and not the vote totals will be published.

3.2.2 Election Order for Officers. Elections for ACBL Board officer positions shall be conducted in the following order: President, Vice-President, Treasurer. Candidates who have formally declared their interest to the Director of Elections in more than one of these positions and who are not elected may retain or withdraw their candidacy for successive elected positions.

3.2.3 Elected by Acclamation. If there is only one declared candidate for a position, no vote is necessary; the declared candidate is deemed elected.

3.2.4 Contested Election. If there is more than one declared candidate for a position, an election will be held. The candidate receiving the majority of votes cast is elected except under 4.3 below. In the event of a tie:

3.2.4.1 Each candidate (or a proxy speaker if the candidate for a non-Board-officer position is not present) will be given two minutes to address the board and the vote will be retaken after a short break.

3.2.4.2 If the vote is tied after the second ballot, a third vote will be taken no later than the end of that same day.

3.2.4.3 If the vote is still tied after three ballots, the tie will be broken by a coin flip by the Director of Elections, with heads being assigned to the candidate whose last name is alphabetically first.

3.2.5 Contested Election with No Majority. For elections except 4.3 below with more than two candidates where no majority is achieved the candidate(s) receiving the lowest number of votes cast, shall be eliminated. A run-off election will be held between the top two candidates.

3.3 Special Rules for NABF Representative Elections. Two NABF Representatives are elected by the ACBL Board.

3.3.1 NABF Contested Elections. If more than two candidates run, , the two candidates receiving the highest number of votes are elected, provided that at least one is a current ACBL Board member

3.3.2 NABF Representative Elected by Acclamation. If only two candidates run, both must receive a majority of the votes cast to be elected.

3.3.3 NABF Election Tie. In the unlikely event of a tie among all candidates, the tie-breaking process under 3.2.4. will be used until there are two clear winners.

3.4 Board Discretion to Fill Vacancy. At its discretion, the Board of Directors may choose not to fill a vacancy if the unexpired term is short in duration or if the Board determines that leaving the position vacant will not materially affect the functioning of the Board or its responsibilities.

### **Section 3—Elections**

~~The Board of Directors' election and nominating procedures for officers and other elected positions, follow.~~

#### **3.1 Nominations**

~~3.1.1 An eligible ACBL Board member desiring to be a candidate for an ACBL Board officer position, 401K Trustee, or ACBL nominee to the WBF Executive Council shall declare his own nomination by notifying the Director of Elections via email.~~

~~3.1.2 An ACBL member in good standing desiring to be a candidate for a position elected by the ACBL Board of Directors that is not listed in 3.1.1 above shall declare his own nomination by notifying the Director of Elections via email.~~

~~3.1.3 Candidates may declare interest in running for more than one position. Candidates are required to declare their interest in an elected position by submitting a declaration of intent, not to exceed one page, to the Director of Elections via email at least ten business days in advance of said election. In addition, candidates may submit a resume if desired. If there are no declared candidates for a position by the deadline, then and only then will nominations from the floor be accepted.~~

~~3.1.4 A person may only serve as ACBL President if he is also serving as a member of the Board of Directors.~~

#### **3.2 Voting Procedures**

~~3.2.1 All voting will be by secret ballot. Vote totals will be announced at the end of each round of voting. The final election results, including vote totals,~~

~~shall be recorded in the official Board Meeting Minutes. Only the names of those elected and not the vote totals will be published.~~

- ~~3.2.2 Elections for ACBL Board officer positions shall be conducted in the following order: President, Vice President, Treasurer. Candidates who have formally declared their interest to the Director of Elections in more than one of these positions and who are not elected may retain or withdraw their candidacy for successive elected positions.~~
- ~~3.2.3 For all elected positions, if there is only one declared candidate for a position, no vote is necessary; the declared candidate is deemed elected.~~
- ~~3.2.4 For all elected positions, if there is more than one declared candidate for a position, an election will be held. The candidate receiving the majority of votes cast is elected.~~
  - ~~3.2.4.1 If the vote is tied after the first ballot, each candidate (or a proxy speaker if the candidate for a non-Board officer position is not present) will be given two minutes to address the board and the vote will be retaken after a short break.~~
  - ~~3.2.4.2 If the vote is tied after the second ballot, a third vote will be taken no later than the end of that same day.~~
  - ~~3.2.4.3 If the vote is still tied after three ballots, the tie will be broken by a coin flip by the Director of Elections, with heads being assigned to the candidate whose last name is alphabetically first.~~
- ~~3.2.5 If more than two candidates run for a Board officer, 401K Trustee, or Representative to the WBF Executive Council position, and neither receives a majority of the votes cast, then the field shall be reduced to two candidates. The candidate(s) receiving the lowest number of votes cast, shall be eliminated and a run-off election will be held between the top two.~~
- ~~3.2.6 For the two available positions of ACBL Representative to the NABF Board, when more than two candidates declare for these positions, the two candidates receiving the highest number of votes are elected. When two or more candidates declare for the two positions of ACBL NABF Representative, the two candidates receiving the majority of votes cast are elected. In the unlikely event of a tie among all candidates, the process detailed in 3.2.4.1 through 3.2.4.3 will be used until there are two clear winners.~~

**Section 4 – Communications (removed per Board motion – effective Jan. 1, 2023)**

**Section 4 – Board Meeting Procedures**

The Board of Directors will hold Regular meetings three times yearly in conjunction with the North American Bridge Championships. The President will consult with the ACBL Board of Directors to determine the start date of each regular meeting.

Meetings of the ACBL Board of Directors are open to any ACBL Members in good standing with permission from the ACBL Board President. Attendees are excluded from:

- Executive Sessions and from disciplinary discussions deemed confidential.
- Participating in the proceedings unless requested to do so by the ACBL Board President.

**Chapter IV – Board Procedures**

**C. Meetings**

The ACBL Board of Directors will hold Regular meetings three times yearly in conjunction with the North American Bridge Championships.

The ACBL Board President will consult with the ACBL Board of Directors to determine the start date of each regular meeting.

The ACBL Board President will consult with ACBL management to determine the duration of each Regular meeting. Governance recommends removal of this sentence.

**Section 1 – Participation**

1.1 Meetings of the ACBL Board of Directors will be open to any ACBL members in good standing with permission from the ACBL Board President.

1.2 Attendees are excluded from Executive Sessions and from disciplinary discussions deemed confidential.

1.3 Attendees will not participate in the proceedings unless requested to do so by the ACBL Board President.

**Section 5 – Board Committees and Task Forces**

**Chapter IV – Board Procedures**

## **D. Committees**

The Board will utilize committees and task forces to help accomplish its work. The committees and task forces will assist by recommending policy, actions or alternatives for Board deliberations. There are five types of committees: Committees of the Board, Committees of the Corporation, Special Committees, Management Committees, and Other ACBL Bodies. At the end of every calendar year, each committee chair shall submit a committee report. This report will contain information on the process of the committee, progress made that year and thoughts of future undertakings.

### **Section 1 – Committees of the Board**

The Board shall have Committees of the Board, which have the authority to act on behalf of and bind the Board as provided by Board resolution. Other Committees of the Board may be created by the Board to take action on behalf of the Board as provided by Board resolution.

The following are Committees of the Board named within the ACBL Bylaws:

#### **1.1 Executive Committee**

##### **1.1.1 Purpose**

1.1.1.1 The purpose of the Executive Committee is to transact business of a time-sensitive nature requiring immediate action between Board of Directors meetings. The Executive Committee is answerable to the Board of Directors and subject to its general direction. It will have additional powers as the Board may delegate to it from time to time.

1.1.1.2 When the committee determines that exigent circumstances exist, the committee may act for the Board on matters otherwise requiring two readings.

##### **1.1.2 Composition**

1.1.2.1 The committee comprises the President of the ACBL, the Vice-President, and three additional at-large members of the Board of Directors. Both the President and Vice-President are ex-officio members with full voting rights.

1.1.2.2 The President of the ACBL is the chair of the committee. In the absence of the President, the Vice-President serves as chair of the committee.

1.1.3 Term of Office

1.1.3.1 Appointed at-large members serve a two-year term beginning January 1.

1.1.3.2 An appointed at-large member is not eligible for nomination by their respective Zone to an immediate successive term.

1.1.4 Nomination of At-large Members

1.1.4.1 Nomination and approval of the three at-large members of the Executive Committee zonal representatives will occur at a meeting of the Board of Directors.

1.1.4.2 Candidates will submit written declarations to the President ten (10) business days in advance of the start of the meeting. The President will ensure that the Zonal members receive the declarations.

1.1.4.3 One candidate for Executive Committee Zonal Representative will be nominated by each of the three zones: Eastern (Regions 2, 3, 4, 6, and 8); Central (Regions 1, 5, 7, and 9) and Western (Regions 10, 11, 12, and 13), and the Board will approve these nominees.

1.1.4.4 Each zone will nominate an alternate representative to serve on the committee when the primary committee member is unavailable. Alternates will be nominated and approved in the same manner and at the same time as the primary committee member.

1.1.4.5 In case an approved zonal member of the Executive Committee resigns, is removed from his position due to disciplinary action, or his term as a member of the Board of Directors expires during his term as a member of the Executive Committee and

he is not reelected to another term as Regional Director, the vacancy will be filled by the alternate zonal representative.

- 1.1.4.6 Directors from the affected zone will nominate a new alternate.

#### 1.1.5 Meetings

- 1.1.5.1 Meetings may be called by the President or by a majority of the members of the committee. Meetings (and therefore voting) may be held only in person or by conference call where a quorum is/ can be present.
- 1.1.5.2 A majority of the members of the committee will constitute a quorum.
- 1.1.5.3 Notice to all members and alternates of the committee should be delivered by email, telephone, first class mail, facsimile transmission, or in person at least 72 hours in advance, if possible. Meetings may be called on shorter notice at the discretion of the President or a majority of the committee. There will be a stated time limit for the committee member to respond to the notice. The notice will include a statement of the purposes of the meeting, and the business transacted at such meeting will be limited to those stated purposes. Committee members will acknowledge receipt of notice as soon as possible.

- 1.1.6 Reporting: The minutes of the Executive Committee will be submitted to the Board of Directors within 14 days of the conclusion of the Executive Committee meeting.

#### 1.2 Audit Committee

- 1.2.1 The Audit Committee provides independent oversight of internal controls within the ACBL, determines whether there are problems that should be reported to the Board, confers independently with the internal auditors and the independent accountants, reviews non-audit services to be performed by the independent accountants, determines the fees for audit and non-audit services performed by the independent accountants, recommends

the appointment of outside auditors, and other such duties as may be relegated to it by the Board of Directors.

- 1.2.2 The President nominates, and the Board approves, the chair and members at the beginning of his term. The committee will be comprised of three members of the Board of Directors. Only one of those persons serving as officers of the Board in the current or prior year shall be eligible to serve on the Committee. No more than one member of the Committee who is not an officer of the Board in the current or prior year shall be concurrently serving on the Finance Committee of the ACBL.

(See Appendix 4-D1 for the Audit Committee Charter)-

### 1.3 National Appeals and Charges Committee

- 1.3.1 Authority. The Board of Directors delegates authority to the A&C to act in all matters referred to it under the Bylaws, CDR and any other regulations expressly within the A&C's jurisdiction. However:

1.3.1.1 The A&C, at its discretion, may refer any matter it deems proper to the full Board for disposition.

1.3.1.2 The Board may decide by majority vote to handle a matter itself.

1.3.1.3 Matters of a non-disciplinary nature will be decided by the Board.

- 1.3.2 Other Responsibilities. A&C also reviews and provides input on agenda items dealing with conduct, deportment and ethics and any regulations involving the same.

- 1.3.3 Committee Membership. The President nominates, and the Board approves, the chair and members at the beginning of his term. Membership is comprised of Board members. If a committee member is unavailable to seat a panel of three for a disciplinary proceeding for any reason, an alternate member of the ACBL Board of Directors shall be chosen by the A&C Chair in consultation with the ACBL President. All members of the Board of Directors are approved for consideration.

- 1.3.4 Proceeding Restriction. During a disciplinary proceeding that is not referred to the full board for disposition, only ACBL Board members who are members of the A&C (and their advisor) may be present.
- 1.3.5 Conflict of Interest. No member of the Board of Directors will serve on a committee hearing an election protest or an appeal from his/her own Region involving a player from that Region, nor will he/she be allowed to vote on such an appeal if said appeal comes before the ACBL Board of Directors.

## **Section 2 –Committees of the Corporation**

- 2.1 A Committee of the Corporation is a body established by the Board of Directors to address a functional area for which there is a need for continuing evaluation. It will report the results of its deliberations to the Board of Directors at each regularly scheduled meeting of the Board of Directors.
- 2.2 The President appoints the chair and members at the beginning of his term. Membership is comprised of Board members.
- 2.3 Each of the committees will participate in planning and will recommend policies. Each committee may have subcommittees whose members need not be members of the committee.
- 2.4 The chair of a Committee of the Corporation or his designee is responsible for presenting his committee's motions to the Board as a whole for consideration or vote. Other duties of chair continue to rest with the ACBL President or his designee.
- 2.5 The committee chair coordinates the activities of that committee and keeps the President and/or Executive Director informed of its progress toward achieving the purpose for which it was established.
- 2.6 Finance Committee
  - 2.6.1 The Finance committee examines all financial-related matters and determines whether proposed expenditures may be made within Board guidelines for liquidity and capital preservation. (It is ACBL management's

function to allocate money according to policy set by the Board and objectives created under strategic planning).

2.6.2 The President appoints the chair and members at the beginning of his term. Membership is comprised of Board members.

2.7 Executive Director Review Committee

2.7.1 The term of office for each Executive Director Review Committee member will be from January 1 to December 31.

2.7.2 The President appoints the chair and members of the committee from among the members of the Board at the beginning of his term.

2.8 Laws Commission

2.8.1 There will be an ACBL Laws Commission which will prepare the Laws under which both duplicate and rubber bridge games will be governed. These Laws may be reviewed and revised periodically by the Commission.

2.8.2 The Commission will consist of a minimum of nine members and a maximum of 15 members. The Commission will elect the chair of the Laws Commission from among its members. The members will be appointed by the President of the ACBL with the approval of the Board of Directors and each will serve for a five-year term.

2.8.3 The Commission members will be appointed and confirmed at the Spring NABC. The term of office will begin on the day following the end of the Spring NABC and will expire on the day following the end of the appropriate subsequent Spring NABC.

2.8.4 If a member of the Commission is unable to serve his entire term for any reason, the vacancy so created will be filled by the President at the next meeting of the Board of Directors and is subject to Board approval. The newly appointed members will serve the remainder of the unexpired term.

2.8.5 Members of the Laws Commission who are not members of the ACBL Board of Directors or employees of the ACBL will receive one two-session

entry to an NABC+ event or lower, which is good for one year from date of receipt at the conclusion of their meetings at each NABC. Only those in attendance for all required meetings will be compensated.

- 2.8.6 Any member of the ACBL Laws Commission that has an unexcused absence as determined by the Commission chair for three consecutive meetings will be considered as resigned and the President will appoint someone to finish the remaining term.
- 2.8.7 The ACBL will send a representative from the ACBL Laws Commission to attend all meetings of the WBF Laws Committee held in conjunction with World Championships. In the years when the Drafting Committee is in session, but in any event no longer than four years.
  - 2.8.7.1 The representative will be selected by the ACBL Laws Commission.
  - 2.8.7.2 The ACBL will provide air fare actual ticket price using advance non-refundable ticketing reflecting the lowest direct service fare available for travel at reasonable times for the travel dates, per diem, and hotel room.

### **Section 3 – Special Committees**

- 3.1 A special committee is a body established by the Board of Directors, the Executive Committee, or the President to address a special purpose. It will meet, exist and report as required by the provisions of the enabling legislation. Enabling legislation will include commencement and termination dates/events.
- 3.2 Meetings of special committees held other than at the site of an NABC must be authorized by the President.
- 3.3 The President appoints the chair and members of special committees.
- 3.4 National Tournament Committee

- 3.4.1 Management will, upon review of the conditions of contest, determine if there is a need to convene the National Tournament Committee.
- 3.4.2 The chair of the Board Bridge Committee will be the chair of the National Tournament Committee.
- 3.4.3 The National Tournament Committee will have a minimum of five Board members. If there are fewer than five Board members at the tournament site who can serve on the committee, a conference call will be used to include enough additional Board members to meet the five Board-member requirement. Members of the Bridge and Tournament Committees of the Board of Directors will be the first ones called for this duty.

### **3.5 International Committee**

- 3.5.1 The Presidents of the WBF Zone 2 National Bridge Organizations shall be members of the "International Committee" or any successor committee whose functional area is participation in international bridge organizations and events. They may, individually or collectively, propose motions to the Board of Directors concerning international bridge or other issues that impact their NBOs. Their participation shall be limited to committee activities. Expenses attributable to their participation on the committee shall not be paid nor reimbursed by the ACBL.

### **3.6 Bylaws Committee**

- 3.6.1 The purpose of this committee is to review the ACBL Bylaws as needed and suggest appropriate revisions.
- 3.6.2 The President nominates, and the Board approves, the chair and members of the Bylaws Committee. The committee will consist of three members: two members of the Board of Directors, one of whom will be named chair, and the third member being the Chair of the Advisory Council or their designee.

## **Section 4 – Management Committees**

- 4.1 A management committee is a body established by the Executive Director to accomplish functions assigned to the ACBL staff by appropriate authorities.

## **Section 5 – Other ACBL Bodies**

Other ACBL bodies are non-Board committees established by the Board of Directors to accomplish goals and objectives deemed appropriate. These entities operate in accordance with, and under the provisions of, the enabling legislation.

5.1 ACBL Disciplinary Bodies. The ACBL Disciplinary Committee (ADC), Ethical Oversight Committee (EOC) and the Online Ethical Oversight Committee (OEOC) are ACBL disciplinary bodies that conduct disciplinary proceedings as specified in the ACBL Code of Disciplinary Regulations.

5.1.1 Composition. The ADC consists of 12 members. Both the EOC and the OEOC consist of 15 members. Members are appointed to serve staggered three-year terms.

5.1.2 Appointment. The President, in consultation with the current chair, annually appoints members to the committees for three-year terms. Appointments are subject to Board approval.

5.1.2.1 The term of office for the ADC and EOC begins the day after the Spring NABC's conclusion and expires the day after the subsequent Spring NABC.

5.1.2.2 The term of office for the OEOC begins the day after the Summer NABC's conclusion and expires the day after the subsequent Summer NABC.

5.1.2.3 During their tenure in office, members may not be dismissed except for grossly inappropriate behavior. If the President of the ACBL or the chair calls together the members of the committee, they may, by majority vote, remove a member of the committee.

5.1.3 Vacancy and Replacement. If a member is unable to complete the term, the President, subject to Board approval, appoints a replacement to serve the remainder of the unexpired term.

- 5.1.4 Chair Election and Term of Office. The committee elects the chair for a one-year term from among its members. The chair may not serve more than three consecutive one-year terms.
- 5.1.5 Compensation. The chair and committee members serving on a panel in a disciplinary proceeding will be compensated according to the guideline of a two-session entry to an NABC+ event for each day the committee meets.

5.2 ACBL Disciplinary Committee (removed per Board motion – effective March 13, 2024)

5.3 Competition and Conventions Committee

- 5.3.1 The purpose of the Competition and Conventions Committee is to review conventions and the convention charts, the alert procedure, the convention card and conditions of contest plus any other competitive aspects of bridge play, such as timing and procedures. The committee will meet and conduct work as needed between tournaments or at an NABC. The Competitions and Conventions committee may make changes to the following (effective 1/1/2022):
  - Alert Procedure
  - Convention Charts
  - Conditions of Contest
  - Defense DatabaseNotice of any change must be sent to the ACBL Board of Directors at least 30 days before the effective date of the change. The Board may choose to request additional information or take other action on the change within the 30-day period.(effective 1/1/2022)  
The Competitions and Conventions Committee should seek affirmative approval from the Board of Directors on major changes to these documents (e.g., significant structural changes, allowing a previously prohibited controversial convention, significant changes to event structure). (effective 1/1/2022)
- 5.3.2 The Competition and Conventions Committee will consist of 11 members, of which eight (8) shall be expert players appointed by the President in consultation with the Competition and Conventions Committee chair.

Appointments are subject to Board approval. The term of office for all eight expert players will be three-years. In addition, the chair of the ACBL Board's Bridge Committee shall be a voting ex-officio member of the Competition and Conventions Committee. The President shall designate a second voting ex-officio member from sitting ACBL Board members. ACBL management shall designate an ACBL Tournament Director to serve as a voting member.

- 5.3.3 The committee will elect the chair of the ACBL Competition and Conventions Committee from among its members for a one-year term, rotating at least every three years.
- 5.3.4 The Competition and Conventions Committee members will be appointed and confirmed by the Board at the Spring NABC. The term of office will begin on the day following the end of the Spring NABC and will expire on the day following the end of the appropriate subsequent Spring NABC.
- 5.3.5 If a member of the committee is unable to serve his entire term for any reason, the vacancy so created will be filled by the President at the next meeting of the Board of Directors, subject to Board approval. The newly appointed member will serve the remainder of the unexpired term.
- 5.3.6 Members of the Competition and Conventions Committee who are not members of the ACBL Board of Directors or employees of the ACBL will receive one two-session entry per meeting to an NABC+ event or lower. It is good for one year from date of receipt. Only those in attendance for all required meetings will be compensated.
- 5.3.7 Any member of the Competition and Conventions Committee that has an unexcused absence, as determined by the committee chair, for three consecutive meetings will be considered as resigned, and the President will appoint someone to finish the remaining term.
- 5.3.8 The Advisory Council will appoint three members to attend the Competitions and Conventions Committee meetings as non-voting members. These representatives will receive the same compensation as the voting members of the committee.

5.4 Ethical Oversight Committee (removed per Board motion – effective March 13, 2024)

5.5 Hall of Fame Committee

- 5.5.1 The Hall of Fame Committee will be a nine-member committee with staggered three-year terms, with one member from Canada, Mexico, or Bermuda. A committee member may only serve two consecutive terms but may be reappointed after a one-year hiatus.
- 5.5.2 The President, after consultation with the current chair, appoints Hall of Fame Committee members. Appointments are subject to Board approval.
- 5.5.3 The committee will elect the chair from among its members for a one-year term.
- 5.5.4 The Hall of Fame Committee members will be appointed and confirmed at the Spring NABC. The term of office will begin on the day following the end of the Spring NABC and will expire on the day following the end of the appropriate subsequent Spring NABC.
- 5.5.5 If a member of the committee is unable to serve his entire term for any reason, the vacancy so created will be filled by the President at the next meeting of the Board of Directors, subject to Board approval. The newly appointed member will serve the remainder of the unexpired term.
- 5.5.6 Any member of the Hall of Fame Committee that has an unexcused absence as determined by the committee chair for three consecutive meetings will be considered as resigned and the President will appoint someone to finish the remaining term.

See Appendix 4-D2 Hall of Fame Operating Procedures

5.6 ACBL 401k Trustees

5.6.1 401k Trustees will consist of two persons elected at Fall Board meetings for four-year terms, which start January 1 following the election. The ACBL Executive Director, or his designee, will serve as a 401k Trustee.

5.6.2 401k Trustees will be elected to staggered terms.

5.7 NABC Seeding Committee

At the beginning of each calendar year, the chair of the Seeding Committee will be appointed by the President. The Executive Committee will approve the appointment before the beginning of the Spring NABC.

5.8 Masterpoint Committee

5.8.1 The purpose of the Masterpoint Committee is to review the allocation of masterpoint awards and make changes to ensure: (a) overall consistency in masterpoint awards, (b) an appropriate balance in awards between types of events, (c) appropriate award levels among finishers within an event, and (d) clarity of requirements and formulas for those organizations responsible for calculating masterpoints.

The Masterpoint Committee may make changes to masterpoint rules or policies. Notice of these changes must be sent to the ACBL Board of Directors at least 30 days before the effective date of the change. The Board may choose to request additional information or take other action on the change within the 30-day period.

The Masterpoint Committee should seek affirmative approval from the Board of Directors on major changes to masterpoint rules or policies (e.g., the ability to earn pigmented masterpoints online in clubs or ACBL- sponsored games and the multipliers to be used in each case).

5.8.2 The Masterpoint Committee will consist of a minimum of seven (7) members, three of whom shall be appointed at-large by the Board President upon consultation with the Chair of the Advisory Council, two of whom shall be members of the Board of Directors as set forth in subsection 5.9.4 below and two of whom shall be ACBL employees appointed by the Executive Director. Two of the members are members of the Board of Directors. Three of the members are appointed by the ACBL President. Two members are ACBL employees.

- 5.8.3 The three at-large appointees of the Chair of the Advisory Council shall be neither ACBL employees nor members of the Board of Directors. The Chair of the Advisory Council shall make recommendations for the three at-large appointees, and the ACBL President shall choose from among these recommendations.
- 5.8.4 The ACBL President and the Chair of the Bridge Committee shall be voting ex-officio members of the Masterpoint Committee. If either or both of these voting ex-officio members prefers not to be on the Masterpoint Committee, then the ACBL President may delegate the duties to a replacement from among the Board of Directors. In addition, any member of the Board of Directors may elect to become a member of the Masterpoint Committee by so notifying the ACBL President. ACBL management shall annually appoint two members to the Masterpoint committee.
- 5.8.5 The term of office for the three at-large members shall be staggered three-year terms.
- 5.8.6 The Chair of the Masterpoint Committee shall be annually selected from among the committee members.
- 5.8.7 The Masterpoint Committee members will be appointed and confirmed at the Spring NABC. The term of office will begin on the day following the end of the Spring NABC and will expire on the day following the end of the appropriate subsequent Spring NABC.
- 5.8.8 If a member of the committee is unable to serve his entire term for any reason, the vacancy so created will be filled by the ACBL President at the next meeting of the Board of Directors, subject to Board approval. The newly appointed member will serve the remainder of the unexpired term.
- 5.8.9 Members of the Masterpoint Committee who are not members of the ACBL Board of Directors or employees of the ACBL will receive one two-session entry per meeting to an NABC+ event or lower. It is good for one year from date of receipt. Only those in attendance for all required meetings will be compensated.

5.8.10 Any member of the Masterpoint Committee that has an unexcused absence, as determined by the committee Chair, for three consecutive meetings will be considered as having resigned and the ACBL President will appoint someone to finish out the remaining term.

**Section 5 – ACBL Board of Directors Behavioral Code Moved to BRM**

~~5.1 The Board of Directors is the sole judge of the deportment of its members. The Board has the right and obligation to enforce its own rules and to require that its members refrain from conduct injurious to the ACBL and its purposes.~~

~~5.2 Board Oversight Committee Authorization. The Board Oversight Committee, established by the Board of Directors, is authorized to investigate and attempt to facilitate a resolution between the parties involved regarding issues of conduct by Board members. The Committee will report its findings and recommendations to the Board of Directors if a resolution cannot be reached between the parties..~~

~~5.3 Committee Membership. The Board Oversight Committee will have three members, selected as follows:~~

- ~~• The Vice President will serve as the committee chair.~~
- ~~• The two most recent former Board Presidents who are currently serving on the Board will be the other two members.~~
- ~~• If there are fewer than two former Presidents currently on the Board, the remaining position(s) will be filled by the Board member(s) with the longest continuous service on the Board with the exception of the current Board President.~~
- ~~• If multiple Board members have the same longest tenure and are eligible for a vacancy, the selection will be decided by a coin toss.~~

~~5.3.1 If a committee member is unable to serve due to being the subject of a complaint, recusal, or other disqualification, temporary members will be added to the committee to complete the remainder of their term in the following order of priority:~~

~~Former Board Presidents currently serving on the Board (if any).~~

~~If there are not enough former Presidents available, or if they are already serving on the committee, then the vacancy(s) will be filled by the Board member(s) with the longest continuous service on the Board exclusive of the current President.~~

~~If multiple Board members have the same longest tenure and are eligible for a temporary vacancy, the selection will be decided by a coin toss.~~

- 5.4 The Board Oversight Committee will receive complaints from any member of the Board of Directors or the Executive Director concerning inappropriate behavior of a Board member. The committee will conduct a confidential investigation and review the facts of the case, making any necessary inquiries of the parties involved.
- 5.5 Offenses for which Board members may be referred to the Board Oversight Committee include, but are not limited to:
  - 5.5.1 Inappropriate communication with any ACBL employee by telephone, mail, email or in person. Inappropriate communication includes, but is not limited to, condescending, rude or insulting remarks, and requests for significant amounts of information without going through the appropriate committee chairman.
  - 5.5.2 Sexually explicit remarks or behavior toward any employee.
  - 5.5.3 Condescending, rude or insulting remarks made to another Board member or to the chair of the Advisory Council in a Board meeting or by phone, mail, or email.
  - 5.5.4 Conduct that would embarrass or damage the credibility of the ACBL or the Board of Directors.
  - 5.5.5 Discussing any personnel matter, other than in a private conversation, in any forum except an executive session of the Board of Directors.

- ~~5.5.6 Breaching the confidentiality of any ACBL business discussion designated as confidential.~~
- ~~5.5.7 Failing to comply with the requirements of Codification Chapter IV—Board Procedures, A. Administration, Section 8—Conflict of Interest Policy below.~~
- ~~5.5.8 Actively engaging in a campaign for a Unit, District or ACBL elected position in Districts other than his own. A candidate for Regional Director may campaign in all Districts within that Region.~~
- ~~5.5.9 Any action tending to injure the good name of the ACBL, disturb its well-being, or hamper it in its mission.~~
- ~~5.5.10 Violations to the Board Social Media Policy. This document is available in the Board's electronic document repository and is revised as appropriate.~~

~~5.6 The Board Oversight Committee has no power to require the accused, or any other person, to appear before it, but it should quietly conduct a complete investigation to learn all relevant facts. Information obtained in strict confidence may help the committee to form an opinion, but it may not be reported to the Board of Directors or used in a hearing before the Board of Directors (see subsection 5.11 below), except as may be possible without bringing out the confidential particulars.~~

~~5.7 Any Board member accused of an offense will be promptly informed of the details of such offense and will have the right to address the Board Oversight Committee and present evidence before any action is taken.~~

~~5.8 If, after investigation, the committee's opinion is favorable to the accused, no discipline is warranted and the matter can be resolved satisfactorily, no further action will be required, and the matter will be considered closed.~~

~~5.9 If the committee decides that disciplines are appropriate, the case will be presented to the Board of Directors by the committee in an Executive Session of the Board at its next regular meeting or at any special meeting called for that purpose.~~

5.10 The accused has the right to be informed of the charge, given time to prepare his defense, and to appear and defend himself.

5.11 A case before the Board cannot legally establish the guilt of the accused, as understood in a court of law, it can only establish his guilt as affecting the best interests of the ACBL. Witnesses are not sworn, and hearsay evidence is admissible. The name(s) of the accuser(s) will not be divulged to anyone except the three members of the Board Oversight Committee.

5.12 The Board, after hearing all the evidence, can determine that there is no basis for a complaint or that punishment is warranted.

5.13 If the Board determines by a majority vote of all those voting that punishment is warranted, the following will apply (and the Board member who is the subject of the case may not vote on the matter):

5.13.1 The Board may, by majority vote of all those voting, approve a motion to reprimand or privately censure the member.

5.13.2 The Board may, by majority vote of all those voting, approve a motion to publicly censure the member. If the member is publicly censured, a public censure will be included in the minutes. The motion will only say that the Board has censured the member. No other details will appear in the minutes.

5.13.3 The Board may, by majority vote of all those voting, approve a motion to remove an officer elected by the Board from his position.

5.13.4 As it deems necessary the Board may, by majority vote of all those voting, approve motions setting forth more stringent punishments such as removal from committee chairmanship or membership or other punishment deemed appropriate by the Board of Directors.

5.14 Nothing in this Section will replace or abrogate ACBL Human Resources Policy or the ACBL Code of Disciplinary Regulations with regard to sexual harassment of ACBL, District or Unit employees.

~~5.15 Other than as relates to Board duties, no Board member will use his Board member status to receive preferential treatment from ACBL staff and, where possible and appropriate, will take reasonable, affirmative steps to avoid receiving such preferential treatment.~~

## **Section 7—Redistricting Moved to Units and Districts Chapters**

~~7.1 The Board recognizes the problems inherent in any plan to redistrict that would change traditional alignments of ACBL's various Units into administrative Districts for the purpose of promoting bridge. Therefore, changes in District alignments will be considered only at the request of a Unit(s) or District(s).~~

## **Section 8—Conflict of Interest Policy Moved to BRM**

~~8.1 Purpose.~~

~~The purpose of these standards is to provide safeguards to members of the Board of Directors of the American Contract Bridge League (the “League”) from: (1) using their Board positions for purposes that are, or give the appearance of being, motivated by a desire for private financial gain for themselves or others such as those with whom they have family, business or other ties; (2) using their Board positions for purposes that are, or give the appearance of being, motivated by a desire to support a non-financial interest for themselves or others such as those with whom they have family, business or other ties; (3) violating their duty to the League by inappropriately disclosing confidential information about the League, and (4) any other acts which may constitute, or may appear to constitute, a conflict of interest.~~

~~This policy is intended to supplement but not replace the League’s Bylaws and applicable state and federal laws governing conflicts of interest.~~

~~8.2 Financial Interests~~

~~8.2.1. No member of the Board of Directors of the League may participate in the selection, award or administration of a contract or other transaction in which he or his immediate family has a direct or indirect financial interest or with whom he is negotiating or has any arrangement concerning prospective employment. Such contract or transaction must be determined by the Audit Committee to be fair, reasonable and in the ACBL’s best interests. “Immediate family” of any Board member means (1) his or her spouse or domestic partner, (2) his or her ancestors, brothers and sisters~~

~~(whether whole or half blood or by marriage), children (whether natural or adopted or by marriage), grandchildren, great grandchildren, or (3) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great grandchildren.~~

~~8.2.2 No member of the Board of Directors may vote on any matter which may directly or indirectly result in financial gain to that individual member or his immediate family which may conflict with that member's obligations to another organization or to his employer, it being understood that Board members may vote on matters which have a financial effect applying equally to all Board members.~~

~~8.2.3 The following items are not considered to create a "financial interest" or a "financial gain" under subsections 8.2.1 or 8.2.2:~~

- ~~1. Payment of expenses (either through direct reimbursement, substitute allowances such as per diems or mileage expenses, or provision of free lodging) incurred in connection with attendance at meetings or tournaments where the Director is providing volunteer service;~~
- ~~2. Meals provided in conjunction with meetings and League District and Unit events;~~
- ~~3. Free entries to League sanctioned competitions;~~
- ~~4. Souvenirs or commemorative gifts from meetings or competitions;~~
- ~~5. Small gifts of appreciation for service with an aggregate value of less than \$250 per year.~~

~~8.3 Non-Financial Interest. A "Non-Financial Interest" shall be defined as an interest, not involving financial gain, which might lead an independent observer reasonably to question whether a Board member's actions or decisions in connection with the League are influenced by considerations of such outside interest. Non-Financial Interests include, but are not limited to, personal (direct or indirect through relatives and friends), bridge related and professional interests.~~

~~A Non-Financial Interest shall not exist in connection with a member of the Board of Directors of the League serving as an officer or director of a League District or Unit. (Effective 1/1/2020)~~

8.4 Annual Statement.

- 8.4.1 ~~Board members shall annually complete, sign and submit a conflict of interest (COI) statement to the designated ACBL staff identifying any contracts or transactions in which they have an actual or potential financial or non-financial interest that constitutes, or gives the appearance of constituting, a conflict of interest. Any such contract or transaction that arises after the submission of the COI statement must be brought by the Board member to the attention of chair of the Audit Committee, as it arises, and the Audit Committee shall address the documentation and resolution as set forth in section 8.5.2 below.~~
- 8.4.2 ~~Newly elected directors shall provide this COI statement prior to assuming their seat on the Board.~~
- 8.4.3 ~~A contract or transaction is not required to be disclosed if (1) the contract or transaction or the Board member or a related party's financial interest in the contract or transaction is de minimus, (2) the contract or transaction (a) would not customarily be reviewed by the League Board (or boards of organizations similar to the League) in the ordinary course of business and (b) is available to others on the same or similar terms, or (3) the contract or transaction constitutes a benefit provided to a Board member or a related party that is the same benefit provided to all League members. A "related party" means Board member's immediate family or any entity in which a Board member or his immediate family has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest of five percent or more.~~

8.5 Review of Annual Statements.

- 8.5.1 ~~The designated ACBL staff must provide a copy of all completed COI statements to the chair of the Audit Committee. The Compliance Officer will review the COI statements and determine whether any Board member has a financial or non-financial interest, or possible financial or non-financial interest, that constitutes, or gives the appearance of constituting, a conflict of interest and report the results of such review to the Audit Committee in writing.~~

8.5.2 If a financial or non-financial interest is determined to exist, the Audit Committee will document the existence and resolution of the conflict in the minutes of the meeting in which such conflict was discussed or voted upon.

8.6 A person with a financial interest or Non-Financial Interest as defined herein may not be present or participate in Board or committee deliberation or vote on the matter giving rise to such conflict. However, at the request of a majority of the Board, they may be invited to make a brief presentation to the Board or to answer questions for the Board. Notwithstanding the foregoing, if a Non-Financial Interest has been created by service with an ACBL related charity or foundation or other bridge related organization, such as the NABF, WBF, USFB, CBF or FMB, that person may not vote on matters giving rise to the conflict but the other restrictions in the preceding paragraph shall not apply. (Effective 1/1/2020)

8.7 A person with a financial interest or Non-Financial Interest as defined herein may not make any attempt to influence improperly the deliberation or voting on the matter giving rise to such conflict.

## **Chapter IV – Board Procedures**

### **B. Expenses Moved to BRM**

#### **Section 1 – ACBL President Expenses**

1.1 The President will be granted an annual President's expense allowance of \$45,000. The President and the Treasurer may, prior to the Spring NABC, agree to increase this allowance by not more than \$5,000 based upon relevant circumstances.

1.2 In addition to the usual Presidential administrative functions, there are additional responsibilities of the office of ACBL President, which are funded appropriately from the annual President's expense allowance. These include, but are not limited to:

1.2.1 Hosting committee meetings and social functions at NABCs involving the members of the Board of Directors and special groups in his suite. The President will host a welcoming buffet/reception for Board members and special guests in his suite.

1.2.2 Attending Regional and Sectional tournaments to bring the ACBL to its members. When attending tournaments, the President is expected to host local volunteers in his suite or at a meal function.

1.3 The President may be accompanied by a person assisting the President in performing his duties. The expenses of such person(s) will be charged to the President's budget. The ACBL complies with IRS regulations which require companion travel reimbursements to be reported to the IRS as a taxable benefit.

1.4 The President is expected, within reason, to travel the most economical way to tournaments, meetings or other ACBL business. Airfare, using advance non-refundable ticketing, will reflect the lowest direct service fare available for travel at reasonable times for the travel dates.

1.5 The ACBL will reimburse the expenses for no more than one representative annually to a WBF tournament. The ACBL President may attend only if the Executive Director chooses not to attend.

1.6 Travel and other expenses related to a specific activity (incl. special committee meetings) will be charged to Board expenses and not to the President's expenses.

1.7 In addition to serving as ACBL President, the President also continues to serve as his Region's representative on the Board of Directors and, therefore, will receive the trimester expense reimbursement identical to that provided all other Board members.

1.8 Per diem will be paid at the appropriate IRS acceptable rate to the President and traveling companion per subsection 2.4 below.

1.9 Travel to and from the NABC will be paid for up to two individuals acting as hosts at the President's suite during each NABC. One half of this expense will be charged to Board expenses and one half to President's expenses.

1.10 Any additional expense shall be charged to the President's budget

**Section 2—Board of Directors Expenses Moved to BRM**

~~The ACBL will reimburse the following expenses for Board members and the Chair of the Advisory Council for ACBL meetings or functions:~~

**2.1 Travel via Air**

- ~~2.1.1 Actual ticket price using advance non-refundable ticketing, reflecting the lowest direct service fare available for travel at reasonable times for the travel dates. Travelers may upgrade to premium economy/business/first class at their own expense.~~
- ~~2.1.2 On an individual basis, when authorized by the President and Executive Director, spouse/companion airfare to a meeting will be paid when needed for medical support.~~

**2.2 Travel via Automobile and Rail**

- ~~2.2.1 Subject to advance approval of the Treasurer, Board members will be reimbursed at the applicable United States IRS rate for automobile travel, if it is a reasonable amount not to exceed the price of round trip equivalent airline ticket at the rates listed above.~~
- ~~2.2.2 Tolls, ferries and parking at the meeting site for the number of days calculated for per diem reimbursement will also be reimbursed by the ACBL. No meals or rooms en route will be reimbursed.~~
- ~~2.2.3 ACBL will reimburse the cost of train fare not to exceed the cost of equivalent airfare.~~

**2.3 Hotel**

- ~~2.3.1 Board members will be reimbursed at the ACBL host hotel room rate incurred, beginning with the night before their first officially scheduled meeting and continuing through the night the Board meetings conclude.~~

- ~~2.3.2 Board members and the Chair of the Advisory Council who chose not to travel home for the Thanksgiving holiday will receive reimbursement for an additional night for the Wednesday before Thanksgiving.~~
- ~~2.3.3 In order to qualify for reimbursement, the attendees must have paid the ACBL host hotel for the appropriate number of room nights.~~
- ~~2.3.4 Board members who share a room with another Board member will only receive reimbursement at the ACBL host hotel negotiated room rate for one room, not two.~~
- ~~2.3.5 Board members may not charge a fee for use (or sharing) of their room for which they are receiving ACBL reimbursement.~~

#### ~~2.4 Per Diem Meals~~

- ~~2.4.1 Per diem for meals will be paid at the applicable IRS meals only per diem rate for travel within the 48 continental United States (including the District of Columbia) ("CONUS"). For travel outside CONUS, meals only per diem will be paid at the applicable IRS per diem meals only rate for the highest cost CONUS city.~~
- ~~2.4.2 Per diem will be paid beginning the day before the first officially scheduled meeting through the day after the last reimbursable hotel night~~
- ~~2.4.3 Board members and the Chair of the Advisory Council who chose not to travel home for the Thanksgiving holiday will receive reimbursement for an additional day of per diem for the Wednesday before Thanksgiving.~~
- ~~2.4.4 Board member per diem may be reduced by up to 25% by the ACBL Treasurer based on the availability of concierge privileges for breakfast.~~
- ~~2.4.5 Board member per diem will be reduced for meals provided by the ACBL and for meals received that are directly related to a Board member's position on the ACBL Board of Directors.~~

#### ~~2.5 Additional Reimbursable Expenses~~

- 2.5.1 ~~Attendees will be reimbursed for the actual costs of baggage handling and storage expenses. Attendees will also receive the allowable daily incidental expense amount included in the daily per diem allowance.~~
- 2.5.2 ~~Ground transportation to and from airports at home and at the NABC location plus reasonable tips will be reimbursed.~~
- 2.5.3 ~~Parking of the attendee's personal automobile at the airport will be reimbursed for the same number of days as the per diem reimbursement.~~
- 2.6 ~~Each Board member will receive complimentary entry fees to all events at NABCs, except on the first day of the NABC (usually Thursday) when proceeds from the games are designated for the International Fund, Educational Foundation or Charity Foundation.~~
- 2.7 ~~Reimbursement requests by ACBL Board members and the Chair of the Advisory Council will be submitted to ACBL within 30 days of the completion of the tournament at which the expense occurred. Failure to do this will incur a penalty of 1/2 of the trimester stipend payable prior to the next Board of Directors meeting. Reimbursement requests must include a copy of air ticket(s) showing name, dates of travel, and price and paid hotel bill if reimbursement is requested for hotel stay. Receipts are also required for any individual expenditure equal to or greater than \$75.~~
- 2.8 ~~The Director of Finance, in consultation with the President and the Treasurer, will adjudicate any disputes as to whether travel expenses are eligible for reimbursement.~~

**Section 3—Board of Directors’ Stipend Moved to BRM**

- 3.1 ~~Each member of the Board of Directors and the Chair of the Advisory Council will receive an amount of \$2,000 three times per year to reflect travel to Region, District and Unit events, hosting events to honor Volunteers, and miscellaneous business expenses connected with their office as a member of the Board of Directors.~~

**Section 4—Other Expense Reimbursement Moved to BRM**

Expenses for non-Board members and Board members traveling on ACBL business other than Board meetings will be reimbursed on the same basis as travel to Board meetings. Except for guests of the President described in subsection 1.3 above, there will be no reimbursement for expenses of guests.

## **Chapter IV – Board Procedures**

### **C. Meetings**

#### **Section 2 – Meeting Agenda Guidelines Moved to BRM**

##### **2.1 – Regular Meetings**

- 2.1.1 Notice of the dates of Regular meetings will be emailed to members of the ACBL Board of Directors, the Executive Director and the Advisory Council Chair at least 30 days before the first day meetings begin.
- 2.1.2 For Regular meetings, the deadline to submit Motions, Discussion Items and/or Action Items for consideration will be 8 am Central Time (CT) 15 business days before the first day meetings begin.
- 2.1.3 Submissions must be emailed to the ACBL Board President. The ACBL Vice-President must be copied. The official email addresses for the ACBL Board President and for the ACBL Vice President can be found on the ACBL website.
- 2.1.4 The ACBL Board President will provide the ACBL Board of Directors, the ACBL Executive Director and the Advisory Council Chair an email notification of the date and the time of the submission deadline.
- 2.1.5 The templates for Motions, Discussion Items and Action Items must be used. The templates can be found on the Board's electronic document repository.
- 2.1.6 The ACBL Board President will screen submissions. At the completion of the screening process, the ACBL Board President will notify only those whose submissions have been rejected or require revisions. Reasons will be provided.

- ~~2.1.7 Motion makers will have the opportunity to turn rejected submissions into Discussion Items that may be added to the meeting agenda at the discretion of the ACBL Board President.~~
- ~~2.1.8 Submissions that require revisions (or have been converted to Discussion Items or Action Items) must be re-submitted to the ACBL Board President by midnight Central Time (CT) ten business days before the first day Regular meetings begin.~~
- ~~2.1.9 Accepted Motions will be assigned to Committees and/or Task Forces for review and will be posted to the Board's electronic document repository.~~

## ~~2.2 Reconsideration Items~~

- ~~2.2.1 A Motion acted upon by the Board may be reconsidered at the same meeting by a member of the Board who voted on the prevailing side. The Motion to reconsider must receive a 2/3 vote of the Board members present. to be approved.~~
- ~~2.2.2 A Motion acted upon by the Board may be reconsidered at the next subsequent meeting by any member of the Board. The Motion to reconsider must receive a 2/3 vote of the Board members present.~~
- ~~2.2.3 A Motion acted upon by the Board will be reconsidered at the next subsequent meeting if a request for reconsideration is submitted by the Advisory Council Chair on behalf of the Advisory Council.~~

## ~~2.3 Consent Calendar~~

- ~~2.3.1 The Chair of the Governance Committee will send a Consent Calendar to the ACBL Board of Directors, the ACBL Executive Director and the Advisory Council Chair no later than five (5) business days before the first day of regular meetings begin.~~
- ~~2.3.2 A Consent Calendar will be presented at the opening session of a Regular or Special meeting for Board approval. If an item(s) are removed from the Consent Calendar, item(s) will be considered by the full Board during the~~

~~time assigned to the respective Committee(s) to present its report at that meeting.~~

- ~~2.3.3 The Consent Calendar will be used to pre-approve the following:~~
  - ~~• Board meeting Minutes~~
  - ~~• Presidential and National Committee appointments~~
  - ~~• "Housekeeping" Motions~~
  - ~~• Motions and/or Action Items that have been amended and unanimously approved by a Committee and/or Task Force to which the Motion(s) and/or Action Item(s) have been assigned.~~
- ~~2.3.4 Committee and/or Task Force Chairs will notify the Governance Chair that a Motion and/or Action Item is eligible for the Consent Calendar.~~
- ~~2.3.5 If an ACBL Board member, the ACBL Executive Director and/or the Advisory Council Chair feel that an item(s) should be removed from the Consent Calendar, he should communicate the reasons to the appropriate Committee or Task Force Chair in advance of the meeting, so that questions can be answered and removal from the Calendar can be minimized.~~

## ~~2.4 Special Meetings~~

- ~~2.4.1 The notification for Special meetings will be sent to the ACBL Board of Directors, the ACBL Executive Director and the Advisory Council Chair 10 business days before the first day meetings begin.~~
- ~~2.4.2 The deadline to submit Motions, Discussion Items and/or Action Items for consideration at Special meetings will be 8 am Central Time (CT) five (5) business days before the first day meetings begin.~~
- ~~2.4.3 If there are Items eligible for Consent, the Chair of Governance shall notify expected attendees no later than three (3) business days in advance of the start of the meeting.~~
- ~~2.4.4 Special meetings will be limited in scope as the ACBL Board President will use additional avenues such as the Executive Committee and email voting to conduct business between Regular meetings.~~
- ~~2.4.5 Motions, Discussion Items and/or Action Items for consideration at Special meetings will be posted to the Board's electronic document repository no less than two (2) days before the first day meetings begin.~~

~~2.5.6 If the Motions, Discussion Items and/or Action Items for considerations are posted less than two days before the Special meeting begins, the Special meeting may be postponed by a 2/3 vote of the Board.~~

### **Section 3—Committees Moved to BRM**

- ~~3.1 All motions, except those designated for the full Board, will be referred by the President to the appropriate committee chair for consideration. Committee chairs have a responsibility to read motions assigned to their committee, respond to the motion maker(s) and process the motions in a timely fashion.~~
- ~~3.2 Committee chairs should publish their electronic meeting schedule to the full Board at least three (3) days prior to such meetings and include an agenda of motions to be considered at the meeting.~~
- ~~3.3 Once the Committee vote has been taken on a motion, the Committee Chair should complete a Committee Decision Form which records any amendments, committee recommendation, the vote and the arguments in favor of and against the motion. This Form should be completed quickly after the Committee meeting and posted to the Board's electronic document repository.~~
- ~~3.4 The Committee Chair or his designee is responsible for presenting his committee's motions to the Board as a whole for consideration or vote.~~
- ~~3.5 When bringing a committee Motion before the full Board, Committee Chairs should have available the following information: current policy, alternatives considered, objectives to be accomplished, discussion and financial impact.~~
- ~~3.6 The Board shall act upon each committee's report, which shall include a recommendation on each motion assigned to it for consideration. After the committee chair presents a motion, Board members should only ask informational questions before the debate on the pros and cons. Debate should not be repetitive or argumentative.~~
- ~~3.7 No Motion which has been substantively changed from it was posted to the Board's electronic document repository may be voted on by the Board until the revised and/or amended Motion has been reposted.~~

## **Section 4—Voting Moved to BRM**

~~4.1 Recording of Votes. Following are the procedures to be used when recording votes of the individual members of the Board of Directors on motions that come before them:~~

~~4.1.1 Votes will be recorded in the minutes on motions submitted by the Advisory Council and action motions. Motions not requiring action, such as reports received, need only have the notation carried or not carried or received or not received.~~

~~4.1.2 A roll call vote will be taken on a motion when requested by the committee chair or a Board member.~~

~~4.1.3 When a roll call vote is not taken, those voting on the non-prevailing side will be asked to identify themselves when the individual Board member votes are to be recorded.~~

### **4.2 Second Reading**

~~4.2.1 When a proposed regulation requires a second reading, it will be put on the full Board agenda and not be presented for committee action for the second reading unless there is ACBL member feedback, including Advisory Council. If any substantive change is made to the proposed regulation, it will require a subsequent third reading by the Board of Directors.~~

### **4.3 Electronic Voting**

~~4.3.1 When voting on a motion to be approved by unanimous written consent pursuant to New York Not for Profit Law Section 708(b), the Board may do so electronically (by email or facsimile).~~

~~4.3.2 Each member's vote must contain a scanned, faxed or emailed copy of the voter's signature to be valid.~~

**Section 6—Evaluation of Meeting** Governance recommends removal of Section 6 and 6.1

6.1 ~~At least annually, the Board should rate its own performance in terms of what went well (and why) and what didn't go well (and why) by using a Board evaluation form or some other method as determined by the Board.~~

**Section 6—Establishing New Committees** Moved to BRM

6.1 ~~A committee may be proposed to the Board of Directors for consideration:~~

6.1.1 ~~By the Advisory Council;~~

6.1.2 ~~By a member, members or committee of the Board of Directors; and/or~~

6.1.3 ~~By ACBL management.~~

6.2 ~~On an emergency basis, a new committee may be established by the Executive Committee on the recommendation of the President.~~

**Section 7—Management of Committees** Moved to BRM

7.1 ~~ACBL management will maintain a record of currently active committees. An updated notebook, Committees and Special Appointments, which includes all Committees of the Board, Committees of the Corporation, Special Committees, Management Committees, and Other ACBL Bodies appointed by the ACBL President or ACBL management (when the committee is to work with the Board of Directors) will be maintained. Any reimbursements and/or compensation will be included.~~

7.2 ~~The Executive Director will provide the required staff support to committees as approved by the President.~~

7.3 ~~The Executive Director appoints employees of ACBL staff as liaison or as members to committees, subject to the provisions of the enabling legislation under which the committee is established. The staff liaison provides assistance to that committee, coordinates input to that committee from other staff elements,~~

~~and keeps the Executive Director informed of the workload placed on other staff elements and the committee's progress towards achieving the purpose for which the committee was established.~~