

Board of Governors Motion Issue Sheet

- Subject Matter of Motion (insert a short phrase):

Amend the ACBL Bylaws to make the Chair of the Board of Governors a voting member of the Board of Directors.

- Statement of Issue (one or two sentences):

The Board of Governors has a large membership composed of all types of bridge players with varied backgrounds and interests, including club owners, teachers, unit and district board members, and volunteers, with the Chair of the Board of Governors representing that body on the Board of Directors. As per the current ACBL Bylaws, the Chair attends “with voice but without vote”; in effect, the Board of Governors is heard but has no voting power.

- The motion itself:

The ACBL Bylaws are changed in Article V – Board of Directors and Article IX – Board of Governors as indicted below:

Article V- Board of Directors:

5.2 **Composition.** The Board of Directors shall be composed of one (1) member from each District of the ACBL (a “District Director” or “Director”). The Chair of the Board of Governors (a “Director-at-Large” or “Director”) shall also be a member of the Board of Directors. The “entire board” consists of the total number of directors entitled to vote if there are no vacancies, regardless of the number of Directors actually present at a meeting or vote. There shall be only one (1) vote per District which shall be cast by the District Director, or, in his absence, by the First Alternate Director, or, in his absence, by the Second Alternate Director. The Director-at-Large shall have one (1) vote. Except for the Director-at-Large, a Director shall be a member of a Unit within the District he represents and must remain a member during his term. If his membership is transferred to a Unit not within the District he represents, he will be deemed to have resigned and his position will be filled according to the provisions of these Bylaws. The First and Second Alternate Directors are required to maintain Unit membership as required above.

5.4.4 A vacancy in the office of Director-at-Large shall be filled by the Vice-Chair of the Board of Governors, as stated in Article IX of these bylaws.

5.5 **Resignation.** A ~~District~~ Director may resign at any time by delivering written notice to the Board of Directors or to the President. Such resignation shall take effect upon receipt if no resignation date is specified or at a later date specified therein. Receipt

of the resignation shall be acknowledged. The acceptance of such resignation shall not be necessary to make it effective.

5.6.2.2 Removal for Cause of a District Director or Director-at-Large shall require three quarters (3/4) vote of the Board of Director members present and voting on the issue at a duly called meeting. At least thirty (30) and no more than ninety (90) days written notice of such meeting shall be given to the full Board and the Director subject to removal.

Article IX – Board of Governors:

9.7.3 The Chair shall ~~attend all regular and special meetings of the ACBL Board of Directors with voice but without vote and be a member of the Board of Directors serving as the Director-at-Large,~~ with the same compensation and reimbursement of expenses as a Director. In the absence of the Chair, the Vice-Chair shall act on the Chair's behalf in representing the Board of Governors and shall be entitled to the same rights and privileges as the Chair.

- Material impacts (what the change causes and who it affects):

This motion would add one additional voting member on the Board of Directors, making an even number. Having an odd number of members is ideal for avoiding stalemate votes. However, it is feasible and fairly common for the president of any organization's board to vote only for the purpose of breaking a tie, so this should not pose a problem.

Cost: \$0. Per the ACBL Bylaws, the Chair of the Board of Governors is already required to attend all meeting of the Board of Director and receive the same expense coverage as current Directors.

- Reasons why the Board of Governors should adopt the motion (Please attach a succinct summary on a separate sheet of paper): [see next page]
- Risk if the motion is not approved: Not passing this motion means the status quo remains, with motions, comments, and viewpoints from the Board of Governors having no voting representation on the Board of Directors.

- Reasons why the Board of Governors should adopt the motion

The Board of Governors has a large membership composed of all types of bridge players with varied backgrounds and interests, including club owners, teachers, unit and district board members, and volunteers. While members of both the Board of Directors and Board of Governors are elected by their unit boards, the Board of Governors is more broadly based. It is time for a member of the Board of Directors to represent stakeholders in the ACBL beyond any district or regional preferences.

As the Board of Governors also takes on more committee work off-loaded from the Board of Directors, these committees need a liaison to the Board of Directors. It is important that such a person communicate directly with the Board of Directors. Giving the Chair of the Board of Governors this responsibility would be greatly enhanced if the Chair also has a vote.

Per the current ACBL Bylaws, the Chair attends “with voice but without vote”. In effect, the Board of Governors is heard but has no representation. This motion changes the ACBL Bylaws so that the broadly based Board of Governors has not only a voice, but a voting representative on the Board of Directors.