

**Excerpts of
ACBL Board of Directors
Spring Online meeting via Zoom Webinar
As presented by Doug Couchman
April 10, 2021**

BYLAWS

The Board temporarily suspended its rules to vote in favor of declaring void Item 211-03: Board of Governors Requested Name Change in order to await formal approval of the motion by the Board of Governors.

Carried unanimously

The second vote on Item 211-02: Bylaws Amendment Regarding Board of Governors was not considered because thirty days had not passed since notice of such amendment had been published in the Bridge Bulletin. The Board will consider the matter at a special meeting during April 2021.

AUDIT

The Audit Committee Chair reported on the recent meeting of the Audit Committee during which the committee had reviewed and approved the 2020 audit and reviewed the Board members' conflict of interest statements, among other matters. The report of Audit Committee Chair was received.

STRATEGIC

The Strategic Committee Chair reported on recent meetings of the Strategic Committee with ACBL management during which they discussed virtual bridge clubs following the return to face-to-face bridge, the current status of pooling virtual bridge clubs during the pandemic as well as the expected status of such pooling once the pandemic ends and clubs reopen. The committee plans to continue its discussions with ACBL management. The report of the Strategic Committee Chair was received. (Attachment D)

GOVERNANCE

SECOND READING

Item 211-02: Board of Governors Requested Bylaws Amendment

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

ARTICLE IX BOARD OF GOVERNORS

- 9.1 **Purposes.** The purposes of the Board of Governors are:
- 9.1.1 To act as a forum for the expression of opinion by the membership.
 - 9.1.2 To identify the needs and concerns of the membership.
 - 9.1.3 To act as a liaison between members and both the Board of Directors and ACBL management to ensure the needs and concerns of the membership are addressed.
 - 9.1.4. To improve communication and coordination among Districts and Units.
- 9.2 **Duties.** To further these purposes, the Board of Governors shall:
- 9.2.1 Establish the following standing committees:
 - i) Club and teacher support, growth, and development;
 - ii) Membership growth and retention;
 - iii) General matters relating to the play of bridge.
 - 9.2.2 At the request of the Board of Directors and/or ACBL management, lead or participate in other committees as needed.
 - 9.2.3 Establish such other committees as are necessary to address the interests of the membership.
 - 9.2.4 Propose resolutions for consideration (and, if necessary, reconsideration) by the Board of Directors reflecting the needs and concerns of the membership.
 - 9.2.5 Report important issues from Board of Governors meetings to District and Unit members.
 - 9.2.6 Perform such other duties as may be specified elsewhere in these Bylaws or as may be assigned by the Board of Directors or ACBL management.

- 9.3 **Membership.** The following shall make up the membership of the Board of Governors.
- 9.3.1 Effective January 1, 2024, there shall be three Representatives from each District who shall be elected for a term of three (3) years.
- 9.3.2 All persons who were members of the Board of Governors as of January 1, 2021 by virtue of their former status as First or Second Alternate Director to the Board of Directors shall remain members of the Board of Governors until one year following the date on which their terms would otherwise expire or until they resign or are deemed to have resigned. If a member referred to in this provision resigns or is deemed to have resigned before January 1, 2024, he or she will not be replaced on the Board of Governors. No further elections shall take place for these positions.
- 9.3.3 All persons who were members of the Board of Governors as of January 1, 2021 by virtue of their former position of President of the Board of Directors shall maintain their membership (subject to subsection 9.7.3). If, by virtue of subsection 9.7.3 such member is deemed to have resigned, he or she will not be replaced on the Board of Governors.
- 9.3.4 All past Chairs of the Board of Governors shall also be members (subject to subsection 9.7.3). If, by virtue of subsection 9.7.3, such member is deemed to have resigned he or she will not be replaced on the Board of Governors.
- 9.3.5 All other members of the Board of Governors as of June 1, 2021 shall maintain their membership on the Board of Governors until their terms expire (subject to subsection 9.7.3). If a member's term extends beyond January 1, 2024, his or her membership shall be counted in the three Representatives referred to in subsection 9.3.1. If a member referred to in this provision is deemed to have resigned in accordance with subsection 9.7.3 at any time that member will be replaced in accordance with subsection 9.3.7.
- 9.3.6 Each Representative must:
- i) be a member in good standing of the ACBL; and
 - ii) be a member of a Unit located within the District which he or she represents and must remain a member of a Unit located with the District during their term.
- 9.3.7 If a vacancy referred to in subsection 9.3.5 occurs in any District, the President of the District shall be immediately notified and the District shall appoint a replacement member for the duration of the term of the member.
- 9.3.8 No member of the Board of Directors shall have a voice or vote on the Board of Governors.

- 9.4 **Officers.** The following shall be the officers to be selected from the membership of the Board of Governors:
- 9.4.1 Chair, who shall be responsible to Chair all meetings, make appointments to committees, attend all regular and special meetings of the Board of Directors with voice but without vote and with the same compensation and reimbursement of expenses as a member of the Board of Directors, and perform such other duties as the position requires.
- 9.4.2 Vice-Chair, who shall be responsible to assist the Chair in the execution of duties, to perform the duties of Chair should the Chair be unable for any reason and to perform such other duties as the Chair requires.
- 9.4.3 Secretary, who shall be appointed by the Chair and approved by the Board of Governors. The Secretary shall be responsible to give timely notice of all meetings, take minutes of all meetings, monitor attendance at all meetings, distribute all correspondence to the membership of the Board of Governors and to perform such other duties as the Chair requires.
- 9.5 **Officer Elections and Term of Office.** At its Fall meeting in even numbered years, the Board of Governors shall elect one of its members as Chair and one as Vice-Chair. The term of office shall be two years commencing on January 1 of the year following the election. The Chair may be elected to no more than two consecutive terms.
- 9.6 **Voting Privileges.** Each Board of Governors member shall have one vote. No proxy voting is permitted.
- 9.7 **Meetings.**
- 9.7.1 The Board of Governors shall hold three regular meetings annually in conjunction with the North American Bridge Championships. Regular meetings may be held in person as well as electronically. A member will also be deemed to have attended a meeting if that person participates in the meeting in a manner that allows for contemporaneous communication. Notice of regular meetings shall be given by the Secretary at least thirty (30) days prior to the meeting.
- Special meetings may be called by the Chair of the Board of Governors. Notice of the date, time, method, and agenda of special meetings shall be given to each member of the Board of Governors at least thirty (30) days prior the meeting. Business transacted at special meetings shall be noted on the agenda furnished with the meeting notice. Special meetings may be held in person or electronically, but meetings held in person may also be attended electronically.
- 9.7.2 A quorum at a meeting of the Board of Governors shall consist of thirty (30) members of the Board of Governors representing a majority of ACBL Districts.

- 9.7.3 Any member who fails to attend two thirds of all meetings available electronically in a calendar year shall be deemed to have resigned and shall not be eligible to serve as a member of the Board of Governors until the next regularly scheduled election. The Chair may grant an exception in the event of extenuating circumstances.

Effective upon ratification

Item 211-04: Remove ACBL Educational Foundation Bylaws from the ACBL Codification

Moved that:

the references to the ACBL Educational Foundation be removed as noted below:

CHAPTER V – CHARITY, FOUNDATIONS AND SPECIAL FUNDS

A. ADMINISTRATION AND POLICY REGARDING CHARITY

Section 1 – ACBL Charity Foundation and ACBL Educational Foundation

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

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

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

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

~~Appendix 5-D Educational Foundation ByLaws~~

Effective April 1, 2021

Item 211-13: Campaigning for Regional Director

Moved that:

Codification Part 1 – Governance and Policy, Chapter IV – Board Procedures, A: Administration, Section 5 – ACBL Board of Directors Behavioral Code, subsection 5.5.8 be amended to add the following:

- 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 Board of Governors 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** **their** own. **A current member of the Board who is 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.

Item 211-14: Revision of Chapter III—Administration, D. Elections, of the ACBL Codification

Moved that:

Codification Chapter III—Administration, D. Elections, Sections 1 – Declaration of Candidacy, Section 2 - Electors, Section 9 – Return of Ballots, Section 13 – Nullification of Election for District Director, and Section 14 – Protests, be revised as follows to reflect the election of Regional Directors:

**CHAPTER III – ADMINISTRATION
D. ELECTIONS**

Section 1 – Declaration of Candidacy

- 1.1 In order to declare candidacy, campaign for or serve as **Regional Director** ~~District Director, First Alternate Director, Second Alternate Director,~~ or Board of Governors Representative, a member of the ACBL must be in good standing, a member of a Unit in the **Region or** District he or she seeks to represent, and at least 18 years of age. **The candidate must notify the Director of Elections of their intent to run no later than May 31 of the election year.**
- 1.6 If there is no opposition, qualified candidates will be deemed elected on June 1.
- 1.6.1 With opposition, an election will be required. Candidates who wish to include a biographical summary with election materials must submit such a summary to the Director of Elections within ten (10) business days following June 1.
- 1.6.1.1 The biographical summary may not exceed 150 words.
- 1.6.1.2 The biographical summary is the creation of the candidate. ACBL disavows responsibility for content or accuracy of the information contained therein.
- 1.6.2 **Regional Director** ~~C~~andidates may request, free of charge, one list or one set of labels of the Unit Board members within the ~~ir~~ Districts **comprising their Regions** so that they may campaign on their own behalf. **Board of Governors candidates may request, free of charge, one list or one set of labels of the Unit Board members within their District so that they may campaign on their own behalf.** ~~These lists~~ may contain street addresses or email addresses or both **at the request of the candidate.**
- 1.6.2.1 Such request will not be fulfilled until 30 business days following June 1, allowing the Units time to confirm that the Unit Board members on record are accurate for the upcoming election.
- 1.6.3 **No candidate for a position on the Board of Directors may publicly comment on an election for an ACBL position occurring outside the District(s)**

comprising their Region. No candidate for a position on the Board of Governors [Representatives] may publicly comment on an election for an ACBL position occurring outside their own District. Public comment includes but is not limited to postings on social media sites, statements made at Unit or District Board meetings, mass-produced written correspondence, and other forms of campaigning. ~~Candidates or current Board members may not campaign for anyone other than themselves outside the district(s) comprising their regions, that is, candidates may send letters to those who will be voting in the election, and/or post about themselves on social media (e.g., Facebook, Bridgewinners forums set up for this purpose), but may not send letters to electors or post about a candidate running in another Region.~~

Section 2 – Electors

- 2.1 **Regional** ~~District~~ Directors, ~~First Alternate Directors, Second Alternate Directors,~~ and Board of Governors Representatives shall be elected by ~~the~~ Unit Boards ~~of each District~~ under the authority of the ACBL Director of Elections.

~~See Appendix 3-D ACBL Election Regulations for District-wide Offices~~

Section 9 – Return of Ballots

- 9.1 Ballots are not opened until counting commences for each contested position. Before the results are formally released, the Director of Elections will make every effort to verbally communicate the outcome to all candidates.
- 9.1.1 **Regional** ~~District~~ Director ballots will be counted on the first business day following September 15, followed by an audit of the initial count.
- ~~9.1.2 First Alternate Director and Second Alternate Director ballots will be counted on the first business day following September 15, followed by an audit of the initial count.~~
- ~~9.1.2-3~~ Board of Governors ballots will be counted on the first business day following September 15, followed by an audit of the initial count.

Section 11 – Elections for **Regional**~~District~~ Director, ~~First Alternate Director or Second Alternate Director~~

- 11.1 In the event one candidate does not receive a majority of votes using the Unit Board Member Voting Power, a run-off election will be held between the two candidates receiving the highest votes using the Unit Board Member Voting Power in the Districts.
- 11.1.1 Upon disposition of any protest that will require a new election, the Director of Elections will commence an email election.
- 11.1.2 Only those persons eligible to vote in the initial election are eligible to vote in the run-off election.

11.1.2.1 The ballots must be returned to the Director of Elections within 30 business days following the emailing of same.

11.1.3 During the period of a run-off or new election, the incumbent **Regional ~~District~~** Director will continue in office until his/her successor is certified by the ACBL Board of Directors. **Through 2023, a run-off election would necessitate the District Director remaining in office until the successor is certified.**

11.2 If there are no declared candidates in an election year for the position of **Regional ~~District~~** Director, ~~First Alternate Director or Second Alternate Director~~, the position will be declared vacant at the conclusion of the incumbent's term by the Director of Elections.

11.2.1 Such vacancies ~~are to~~ **shall** be filled in accordance with the ACBL Bylaws.

Section 13 – Nullification of Election for **Regional ~~District~~** Director

13.1 The death or ineligibility to run as a candidate for **Regional ~~District~~** Director, opposed or unopposed, during the period of time from June 1 to the close of business on September 15, will cause a new election to take place.

13.1.1 The new election will commence under the direction of the Director of Elections.

13.1.1.1 The Director of Elections will set new dates for the **Region's ~~District~~** election in order to allow the appropriate amount of time for candidates to file and campaign.

13.1.1.2 The same Unit Board members will be called upon to vote in the new election.

13.1.2 If the new election is still in progress when the term of office expires, the incumbent **Regional ~~District~~** Director will continue in office until his/her successor is certified by the ACBL Board of Directors. **Through 2023, a run-off election would necessitate the District Director remaining in office until the successor is certified.**

13.1.3 If the incumbent does not remain in office until a successor is chosen, an ~~appointment will be made to the position following~~ **expedited election will be held in accordance with** the succession procedures in the ACBL Bylaws.

13.2 The resignation of a candidate for **Regional ~~District~~** Director in a two-candidate race will cause the remaining candidate to be declared elected.

13.3 The resignation of a candidate for **Regional ~~District~~** Director in a three+ candidate race will cause only the preparation and dissemination of new balloting materials.

13.3.1 The same Unit Board members will be called upon to vote in the new election.

Section 14 – Protests

- 14.1 A protest to a candidacy or an election is under the authority of the ACBL Board of Directors and will be heard by the Election Protest Committee.
- 14.2 **For elections occurring in 2021, the Election Protest Committee is composed of the three District Directors, all in the first year of their current term, who are most senior in length of service on the ACBL Board of Directors. For elections occurring in 2022 or thereafter, the Election Protest Committee is composed of the three Regional Directors, all in the first year of their current term, who are most senior in length of service (whether as a District Director or a Regional Director) on the ACBL Board of Directors.**
- 14.2.1 No member of the Election Protest Committee may serve on the Appeals and Charges Committee for the purpose of the election appeal.

Effective immediately

* * * * *

Election of Treasurer

Joann Glasson was elected as ACBL Treasurer for a one-year term from May 1, 2021 through April 30, 2022.

Effective May 1, 2021
Carried unanimously

Online Ethical Oversight Committee Appointment

Mark Perlmutter was appointed to the Online Ethical Oversight Committee to fill the remaining three-year term of Fred Pollack. The term runs to the end of the Summer 2023 NABC.

Phil Clayton was appointed to the Online Ethical Oversight Committee to fill the remaining three-year term of Adam Parish. The term runs to the end of the Summer 2021 NABC.

Effective immediately
Carried

Item 211-07: Competitions & Conventions Committee Appointment

Doug Doub, David Grainger, Jeff Ford and Jeff Goldsmith were appointed to the Competitions & Conventions Committee for a one-year term from March 10, 2021 through the end of the Spring 2022 NABC.

Effective immediately
Carried

Danny Sprung was appointed for a three-year term from March 10, 2021 through the end of the Spring 2024 NABC.

Effective immediately
Carried

Item 211-08: Hall of Fame Committee Appointments

David Berkowitz and Paul Lewis were appointed to the Hall of Fame Committee for a three-year term from March 10, 2021 through the end of the Spring 2024 NABC.

Effective immediately
Carried

Item 211-09: ACBL Disciplinary Committee Appointment

Craig Allen, Mitch Dunitz, Jeff Miller and Gary Cohler were appointed to the ACBL Disciplinary Committee for a three-year term from March 10, 2021 through the end of the Spring 2024 NABC.

Effective immediately
Carried

Item 211-10: ACBL Laws Commission Appointment

Peter Boyd, Howard Weinstein, and AJ Stephani were appointed to the ACBL Laws Commission for a five-year term from March 10, 2021 through the end of the Spring 2026 NABC.

Effective immediately
Carried

Item 211-11: Ethical Oversight Committee Appointment

Peter Boyd, Bart Bramley, Leslie Davis, Brian Platnick and Karen Walker were appointed to the Ethical Oversight Committee for a three-year term from March 10, 2021 through the end of the Spring 2024 NABC.

Effective immediately
Carried