

CHAPTER IV - BOARD PROCEDURES

A. ADMINISTRATION AND POLICY

Emergency Items Involving Expenditures of League Funds (711-21)

Any item for Board consideration involving an expenditure in excess of \$5,000 of League funds shall not be introduced as an "Emergency Item" unless such item has had prior approval by the Executive Committee for its immediate presentation or the Board has had at least three days notification. Effective July 12, 1971.

Changes in Master Point Awards (732-71)

Any action by the Board quantitatively changing masterpoint awards shall become effective only after consideration by the Tournament Regulations and Direction Committee at the next following meeting of the Board of Directors, followed by Board approval. Effective immediately.

Procedure for Final Action on Specific Finance Items (823-11)

Any action by the Board increasing fees and/or changes (excluding supplies) to clubs, Units and tournament sponsoring organizations shall become effective only upon Board approval at the meeting following its initial reading.

Future Budget Approvals (861-131)

The operating budget for the following calendar year shall be approved at the Fall Meetings.

Management Consultant's Report (903-136)

The Board reaffirms its policy to maintain the confidentiality of personnel matters.

Recording of Votes on Items Submitted to the Board Directors (913-23) (923-11)

Management's report on implementing the recording of votes on items submitted to the Board of Directors is approved. This procedure shall be reviewed at the 1992 Fall Meetings. The procedure for the recording of votes in the Minutes of the Board of Directors was reviewed and will be continued in its current form. (See Items 912-121, 923-11 and 761-43, also under D & F 8)

Resolutions Adopted at Annual and Special Membership Meetings (923-14)

Resolutions adopted by the membership at an Annual or Special Membership Meeting shall automatically be placed on the agenda by the Executive Administrator for consideration at the next meeting of the Board of Directors.

Resolutions Adopted at the 1992 Annual Membership Meeting (Reduction of Expenses)
(923-135)

At the 1992 Annual Membership Meeting, the following resolutions were adopted by the membership:

1. RESOLVED that the size and cost of Board of Directors meetings be reduced in order to achieve a more efficient Board.
2. RESOLVED that the flat sum honorarium be removed and be replaced by actual and reasonable costs.
3. RESOLVED that the spouse / companion airfare be eliminated.
4. RESOLVED that a tournament committee consisting of three Board members, one member of the Board of Governors and one member-at-large be appointed at each NABC.

The following are responses to the foregoing resolutions:

1. At the 1992 Fall meetings, the Board of Directors agreed to reduce its regular meetings from three to two meetings (spring and fall) per year (see Item 923-138). Further, the Board of Directors reaffirmed its previous action to reduce the ACBL from twenty-five to nineteen Districts (See Item 923-138).
2. The Board reviewed and clarified the Reimbursement of Expenses Policy for members of the Board of Directors and Chairman of the Board of Governors (See Item 923-52). The Honorarium will continue to cover expenses (telephone calls, faxes, mailings, etc.) connected with the office of District Director and Chairman of the Board of Governors.
3. The Board reviewed and clarified the Reimbursement of Expenses Policy for members of the Board of Directors and chairman of the Board of Governors (See Item 923-52). The reimbursement of spouse / companion airfare will continue.
4. The Board reviewed and clarified the Reimbursement of Expenses Policy for members of the Board of Directors and Chairman of the Board of Governors (See Item 923-52). The current policy concerning tournament committees at NABCs will continue. However, per diem reimbursement will be at one-half the prevailing per diem for only those days a Board member serves on a Committee as determined by ACBL President.

Second Readings of Board Actions When a Summer Board Meeting will not be Held (931-64)

When a Summer Meeting of the Board of Directors will not be held, the Executive Committee is empowered to act on second readings of Board actions and shall do so in a timely manner.

For this purpose, the Committee will be composed of the current five members of the Executive Committee, the three Alternates to the Executive Committee and the Chair of the Committee that

reviewed the item.

The Board will provide an appropriate waiting period between the first and second readings to obtain feedback from the membership.

Recording of Votes on Items Submitted to the Board of Directors (962-42)

Following are the procedures to be used when recording votes of the individual members of the Board of Directors on items that come before them:

1. Votes will be recorded in the minutes on items submitted by the Board of Governors and action items. Items not requiring action, such as reports received, need only have the notation "carried" or "not carried."
2. A roll call vote will be taken on an item when requested by the Committee Chairman or a Board member.
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.

Effective Date of Actions (972-47)

Unless expressly stated to the contrary, the effective date of any Board or Management action will neither apply to nor affect any tournament that is in progress on that date.

Board Reorganization into Councils (981-40)

- A. As an initial step, items for the journal will be subjected to screening by the appropriate committee chair with input from Management as needed. One of the following actions will be taken:
1. The item will be approved as is for the journal.
 2. The motion will be sent back to the maker for reorganization or rephrasing.
 3. The maker of the motion will be informed that the motion does not belong in the journal. The motion can still be submitted for the journal with comments from the committee chair explaining why the motion is inappropriate.

Travel Reimbursement for First-Time Board Members (943-52) (981-46)

Each first-term member of the Board of Directors will be invited to the meeting prior to joining the Board. In order to encourage new members to attend and become familiar with the workings of the board and provide a smooth transition, they will be compensated for round trip airfare at the lowest available Super Saver or mileage up to the cost of a Super Saver ticket.

Double Reading Requirement for Financial Motions (992-23)

The requirement for double readings on financial matters shall be eliminated (includes sanction fees and dues).

Motions having +/- \$10,000 Impact (061-16)

Any motion submitted to the Agenda with an anticipated cost of more than \$10,000 or that will have a \$10,000 or more savings will be automatically sent to the Finance Committee for input.

Board of Directors Communications (062-121) (071-120)

- A. All communications about committee matters between members of the Board of Directors and ACBL employees shall be directed through the chairperson of the committee concerned to the CEO or his designee.
- B All other communications between members of the Board of Directors and employees in Memphis will be in writing (e-mail, fax or regular mail). Phone calls of an emergency nature will be sent to and through the CEO or his designee. Until further notice, this policy shall be reviewed and reported by the Board Operations Committee at each subsequent NABC.

Board Management Communications (073-122)

- A. Communication between ACBL Board of Directors members and Management and staff will be courteous, responsive, respectful, and polite at all times. Board members should not expect instant replies and should convey that message. Staff should let the Board member know when it will be convenient for them to furnish information. In all cases the following procedures will be followed.
 - 1. All ACBL Board members will have direct access to the CEO. Should any problems or complaints regarding work product or the conduct of any employee arise, they will be discussed only with the CEO. If necessary, they will be transmitted in writing to the CEO who will investigate, take whatever appropriate action he/she deems necessary, and inform the complainant of the action taken. Under no circumstances will a member of the Board personally chastise any employee for any reason.
 - 2. Board Members wishing to contact Management or staff with all matters relevant to the committees of the Board of Directors may do so only through the committee chairman. The committee chairman, in appropriate cases, will arrange for direct contact with the relevant member of staff that is assigned to that committee as staff liaison ("CSL"). Committee Chairs may directly contact their CSL on all committee matters.

3. Board Members desiring to communicate with staff on all business matters other than committee matters are encouraged to use e-mail whenever practicable; however, telephone calls are permitted. Telephone calls requesting significant amounts of information or requiring significant time of the employee being called must be cleared with the CEO.
- B. Any board member who fails to follow the above procedures will be subject to immediate review by the Board Oversight Committee and subject to the appropriate consequences in the Board of Directors Behavioral Code.

Board Procedures (081-22) (082-24) (082-24)

CHAPTER IV – BOARD PROCEDURES

A. ADMINISTRATION

The Mission of the ACBL is to serve the bridge-related interests of its members and to promote and sustain the game of bridge.

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 Hire and review the Chief Executive Officer.

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 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 to be held in the Memphis office at a date in January or February following their election.

1.3.1.6 Board members are expected to protect confidentiality of information.

1.4 Special Considerations

1.4.1 NABC Level of NAP and GNT

Members of the ACBL Board of Directors may not represent their districts at the National level in either the NAP or the GNT or in any event that conflicts with regularly scheduled Board meetings. Such restriction is waived for the evening sessions of the GNT when the Board of Directors has no official scheduled function where attendance is expected.

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.

Section 2 - Officers

2.1 Board of Directors

The term of office of a 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.

2.2 President

2.2.1 The ACBL President is elected by the Board of Directors for a one-year term.

2.2.2 Guidelines outlining the duties, responsibilities and authority of the ACBL President are in Appendix 1 Duties, Responsibilities and Authority of the president.

2.2.3 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.

2.2.4 Vacancy

2.2.4.1 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.

2.2.4.2 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.

2.2.4.3 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 Chairman

The Chairman of the Board of Directors is the immediate past president of the ACBL. He will serve for a period of one year beginning at the expiration of his term of office as president or until his successor takes office. The chairman 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 for a one-year term.

2.4.2 In addition to the duties set forth in the ACBL Bylaws, the treasurer will:

2.4.2.1 Authorize (at his discretion) all investments on behalf of the Board of Directors;

2.4.2.2 Together with the chairman of the Finance Committee, review Management's proposed budget before presentation to the Board of Directors; and

2.4.2.3 Present a financial report at each meeting of the Board of Directors.

2.4.2.4 A vacancy in the office of treasurer will be filled by the Board of Directors at its next regularly scheduled meeting.

2.5 ACBL President Emeritus

Duties and Privileges

2.5.1 Is invited to attend all Board of Directors meetings, committee meetings and Board functions.

2.5.2 May be assigned as a substitute on the Executive Committee at the direction of the president.

2.5.3 Has no vote except when otherwise allowable in the following election(s):

- a. ACBL Honorary Members
- b. ACBL Goodwill Committee Chairman
- c. ACBL Charity Foundation Trustees
- d. ACBL Educational Foundation Directors

2.5.4 Membership dues/Life Master service fees are waived.

Section 3 - Elections

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

3.1 Nominations

An eligible ACBL member desiring to be a candidate for ACBL President, ACBL Treasurer, WBF Representative or any other position elected by the ACBL Board of Directors, may declare his own nomination by notifying the Executive Assistant to the CEO. In addition, a Board member may declare or nominate an eligible candidate from the floor at the time of the election.

3.2 Voting Procedures

3.2.1 All voting will be by secret ballot.

3.2.2 Single seat available.

3.2.2.1 One person nominated: No vote is necessary; the nominated person is elected.

3.2.2.2 Two people nominated: Voting continues until one of the two nominees gains a majority of members present.

3.2.2.3 Three or more people nominated: Voting will proceed as follows:

- a. On the first ballot, each elector casts one vote. The nominee with the highest number of votes, if a majority, is elected.
- b. If there is no nominee with a clear majority on the first ballot, the one nominee, if any, with the fewest number of votes is eliminated and another vote is taken. If there is no single nominee with the fewest number of votes, then no nominee is eliminated and another vote is taken.

3.2.3 Two or more seats available.

3.2.3.1 Voters will vote for one position at a time. If the terms are different, the positions will be filled in order of term length starting with the longest or longer.

3.2.3.2 The voting will proceed as follows:

- a. On the first ballot, each elector casts one vote. The candidate with the highest number of votes, if a majority, is elected.
- b. If there is no nominee with a clear majority on the first ballot, the one nominee, if any, with the fewest number of votes is eliminated and another vote is taken. If there is no single nominee with the fewest number of votes, then no nominee is eliminated and another

vote is taken.

- 3.2.3.3 Once the first position is filled, the process is repeated for the second and any subsequent position.

3.3 Counting Ballots

League Counsel, if available, and a member or members of Management designated by the ACBL President will count the ballots. The vote count will be announced.

Section 4 – Communications

4.1 Board/Management Communications

4.1.1 Communication between ACBL Board of Directors members and Management and staff will be courteous, responsive, respectful, and polite at all times. Board members should not expect instant replies and should convey that message. Staff should let the Board member know when it will be convenient for them to furnish information. In all cases the following procedures will be followed.

4.1.1.1 All ACBL Board members will have direct access to the CEO. Should any problems or complaints regarding work product or the conduct of any employee arise, they will be discussed only with the CEO. If necessary, they will be transmitted in writing to the CEO who will investigate, take whatever appropriate action he deems necessary, and inform the complainant of the action taken. Under no circumstances will a member of the Board personally chastise any employee for any reason.

4.1.1.2 Board Members wishing to contact Management or staff with all matters relevant to the committees of the Board of Directors may do so only through the committee chairman. The committee chairman, in appropriate cases, will arrange for direct contact with the relevant member of staff that is assigned to that committee as staff liaison ("CSL"). Committee Chairs may directly contact their CSL on all committee matters.

4.1.1.3 Board Members desiring to communicate with staff on all business matters other than committee matters are encouraged to use e-mail whenever practicable; however, telephone calls are permitted. Telephone calls requesting significant amounts of information or requiring significant time of the employee being called must be cleared with the CEO.

- 4.1.1.4 Any board member who fails to follow the above procedures will be subject to immediate review by the Board Oversight Committee and subject to the appropriate consequences found in the Board of Directors Behavioral Code.
- 4.2 The president or his designee will be the official responder to any correspondence addressed to the Board of Directors. Copies of the correspondence with the reply will be sent to all Board members.
- 4.3 E-mail
 - 4.3.1 Routine correspondence and reports from management to the Board of Directors will be via e-mail. Routine correspondence may be defined as, but not limited to, Management reports, monthly suspension reports, monthly rank changes, and any other non-critical report.
 - 4.3.2 E-Mail sent to Board of Directors members, League Counsel and/or chairman of the Board of Governors will be considered confidential if marked as confidential by the sender.
- 4.4 Materials and Reports
 - 4.4.1 The Board will maintain confidentiality of personnel matters.
 - 4.4.2 Management will provide copies of all pertinent materials to a District Director on any matters in which his District is involved.
 - 4.4.3 Documents created by committees are the property of ACBL. The CEO is responsible for determining the appropriate disposition with the exception of the disposition of documents created by the CEO Review Committee.
 - 4.4.4 The following board operations documents will be reviewed every two years. They are found in the appendices to this chapter.
 - a. The Welcoming Pamphlet for New Board Members
 - b. Board of Director's Duties and Responsibilities
 - c. Board Member Protocol
 - d. Skills Assessment
 - 4.4.5 Information that is sent to the Board of Directors that is not of a business nature should also be sent to League Counsel and the chairman of the Board of Governors.

Section 5 - ACBL Board of Directors Behavioral Code

- 5.1 The Board of Directors is Sole Judge of the department of its members.
- 5.2 Other than as relates to Board duties, no Board member will use his Board member status to receive preferential treatment from League staff and, where possible and appropriate, will take reasonable, affirmative steps to avoid receiving such preferential treatment.
- 5.3 The Board of Directors may at any time consider charges against one of its members. Upon an affirmative vote of three-fourth of all Directors for the purpose of such consideration, the president will appoint a committee to investigate such charges. Such committee will report to the Board at its next regular or special meeting, and the Board, after consideration thereof, may by a three-fourths vote censure, publicly reprimand, expel or otherwise discipline such member. In the event of expulsion, the procedures set forth in Article 5.6 of the ACBL Bylaws will apply.
- 5.4 Violations of the League's standards of conduct must be reported promptly to the Chief Executive Officer who will promptly pass this information on to the president or, in his absence, the chairman. If the president has violated the standards, this will be reported to the chairman.
- 5.5 Members of the Board of Directors who violate these standards may, depending on the severity of the violation, be subject to oral admonishment or removal from the Board pursuant to the League's Bylaws.
- 5.6 There will be an oversight committee of the Board whose duties will include addressing issues of conduct by Board members. The Board Oversight Committee will consist of the three most recent past ACBL Presidents who are still members, but are not officers, of the Board of Directors. The most recent ACBL President who is a member of this committee will serve as the chairman.
- 5.7 The ACBL President will receive complaints from any member of the Board of Directors or the CEO concerning inappropriate behavior of a board member. The President may refer complaints to the Board Oversight Committee. In the event that the President declines to refer a complaint to the Board Oversight Committee, the complainant may take the complaint to the Chairman of the Board Oversight Committee for further review. The committee will review the facts of the case, make any necessary inquiries of the parties involved and make a recommendation to the ACBL President, who will present the case to the Board of Directors if consequences are recommended. The committee may decide that no consequences are appropriate. Nothing in this resolution 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.

- 5.8 Offenses for which board members may be referred to the Board Oversight Committee include, but are not limited to:
- 5.8.1 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.
 - 5.8.2 Sexually explicit remarks or behavior toward any employee.
 - 5.8.3 Condescending, rude or insulting remarks made to another board member or Chairman of the Board of Governors in a board meeting or by phone, mail, or email.
 - 5.8.4 Conduct that would embarrass or damage the credibility of the ACBL or the Board of Directors.
 - 5.8.5 Discussing any personnel matter, other than in a private conversation, in any forum except an Executive Session of the Board of Directors.
 - 5.8.6 Breaching the confidentiality of any ACBL business discussion designated as confidential.
- 5.9 Any board member accused of an offense will be informed of the details of such offense and have the right to address the Oversight Committee and present evidence before any action is taken. All information obtained will be kept confidential, except as set forth below in 5.10.
- 5.10 In most cases an informal discussion with the offending Board member and the President or the Oversight committee will be sufficient. For serious offenses stronger consequences may be recommended by the Board Oversight Committee, which include, but are not limited to:
- 5.10.1 Submittal of a motion to the Board of Directors for a private censure in an Executive Session.
 - 5.10.2 Submittal of a motion to the Board of Directors for a public censure to be included in the minutes. The motion will only say that the board has censured the member.
 - 5.10.3 Submittal of a motion to the Board of Directors for removal of the board member for cause. If such a motion is introduced, procedures in Robert's Rules of Order, Newly Revised for Trial of Members, should be followed, subject to the ACBL Bylaws.
- 5.11 Any board member accused of an offense will have the right to address the Board,

present evidence and have a representative present before any action is taken.

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 chairman of the ACBL Board of Governors, or the spouse, child, parent, brother, or sister, by blood or marriage, of a Board member or chairman of the Board of Governors, 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 chairman of the Board of Governors be out of office for at least 12 months will not apply to employment as a tournament director or independent contractor situations where sole payment is on a sales commission formula for quantifiable benefits brought to the ACBL.

Section 7 – Redistricting

- 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).
- 7.2 At least once every five years the Board of Directors will review the geographical districting of the ACBL.

Section 8 - Conflict of Interest Policy

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 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) from violating their duty to the League by inappropriately disclosing confidential information about the League, and (3) from 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 Private Financial Gain

8.2.1 Financial Interests

- 8.2.1.1 No member of the Board of Directors of the League may participate in the selection, award or administration of a contract 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.

8.2.1.2 No member of the Board of Directors or spouse, child, parent, brother, or sister, by blood or marriage of an employee may vote on any matter which may directly or indirectly result in financial gain to that individual member, or 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. Provided that the member of the Board of Directors has first disclosed a conflict or potential conflict, and abstains from voting in that regard, he may make a presentation to the Board of Directors relating to that matter and may participate in the discussion.

8.2.2 Compensation to Members of the Board of Directors

8.2.2.1 The League may reimburse members of the Board of Directors for reasonable expenses actually incurred by reason of their participation in Board activities such as travel expenses, meals and incidentals.

8.2.2.2 The League will not compensate members of the Board of Directors for services rendered in the ordinary course of service as members of the Board of Directors. If a member of the Board of Directors, or an immediate family member, employer (or prospective employer), or business associate of such Board member, is qualified to perform services for the League, the League may consider contracting with that person (or entity) for such services, provided that: (1) the League's procurement policies will be adhered to; (2) the affected member of the Board of Directors will not participate in the discussion or vote on the selection; (3) the contract is in all respects "arms-length" and (4) the contract is determined to be in the best interests of the League.

8.2.3 Gifts/Gratuities

The members of the Board of Directors of the League may not solicit or accept gifts, gratuities, favors or anything of value from contractors or potential contractors of the League. A gift means anything offered directly by or on behalf of a contractor other than promotional materials of little or nominal value such as pens, calendars and other items intended for wide distribution. Any member of the Board of Directors will decline or return any gift and notify the Corporate Chief Executive Officer and the president or in the absence of the president the

chairman of the Board of such gift.

8.3 Confidential Information

8.3.1 Members of the Board of Directors may gain access to confidential (i.e. non-public) information by virtue of their position within the League. Confidential information includes (but is not limited to) information relating to the League's business practices.

8.3.2 Members of the Board may not communicate confidential information about the League to anyone who is not also a member of the Board, respectively, absent the explicit authorization of the president or Chief Executive Officer. If, as a result of negotiations in which the League is engaged, a member of the Board gains access to confidential information of another entity, the member of the Board may not communicate this information about the other entity to anyone who is not also a member of the Board, without the authorization of the president or Chief Executive Officer. If the League executes an agreement with another entity which agreement includes provisions governing confidentiality of information, all members of the Board are bound by those provisions and required to comply with them.

8.4 Disclosures

8.4.1 The League requires that all members of the Board of Directors disclose in writing (and update at least annually) all business and family relationships which might potentially create a conflict of interest on a form similar to that attached to this policy.

8.4.2 If a member of the Board of Directors believes that he, a member of his immediate family or partner has a direct or indirect financial interest in a contract of the League, he must immediately disclose this in writing to the Chief Executive Officer. Disclosures by members of the Board of Directors must also be made to the president (and if it is the president who has such a financial interest, he must make disclosure to the chairman).

8.5 Political Activities

8.5.1 No member of the Board of Directors may use the League's name, facility, or resources in connection with political activities.

8.5.2 Members of the Board of Directors may not solicit political support in any manner which might suggest that the League supports any political party or candidate. No member of the Board of Directors will, in any manner, solicit

financial assistance or subscription for any political party, candidate, fund, publication, or for any other political purpose from League employees in the workplace or otherwise in an employment-related setting.