

CHAPTER IV - BOARD PROCEDURES

D. COMMITTEES

Board Procedures (081-24)

The Board will utilize committees to help accomplish its work. The committees will assist by recommending policy, actions or alternatives for Board deliberations. There are five types of committees: Standing, Permanent, Special, Management, and Other ACBL Bodies.

Section 1 – Standing Committees

The following are Standing Committees 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 is comprised of the president of the ACBL and chairman of the Board of Directors who are ex officio members with full voting rights, the treasurer of the ACBL, who will be an ex officio member without voting rights, and three elected members of the Board of Directors.

1.1.2.2 The president of the ACBL is the chairman of the committee. In the absence of the president, the chairman of the Board of Directors serves as chairman of the committee.

1.1.3 Term of Office

1.1.3.1 Elected members serve a three-year term beginning January 1.

1.1.3.2 An elected representative is not eligible for election to an immediate successive term. This proviso does not preclude serving in one of the ex officio positions.

1.1.4 Election

1.1.4.1 One representative will be elected from each of three zones: Eastern (Districts 1, 3, 4, 5, 6, 7, 9, 24, 25); Central (Districts 2, 8, 10, 11, 12, 13, 14, 15, 16) and Western (Districts 17, 18, 19, 20, 21, 22, 23). If the treasurer is a zonal representative, he will have voting rights in his capacity as an elected representative.

1.1.4.2 A member of the Board will be nominated and elected to the Executive Committee by a majority vote of the District Directors of the applicable zone. In the event of a tie vote on the first ballot, the Directors of the applicable zone will have a second ballot. If a tie remains after the second ballot, the full Board will decide between the nominees in accordance with the Board of Directors election procedures.

1.1.4.3 Each zone will elect an alternate representative to serve on the committee when the primary committee member is unavailable. Alternates will be nominated and elected in the same manner as the primary committee member.

1.1.4.4 In case an elected zonal member of the Executive Committee resigns, or his term as District Director expires during his term as a member of the Executive Committee and he is not reelected to another term as District Director, or if the elected zonal member becomes a voting ex officio of the committee, the vacancy will be filled by the alternate zonal representative.

1.1.4.5 Directors from the affected zone will elect a new alternate. If a tie for the new alternate remains after a second ballot, the full Board will decide in accordance with the Board of Directors election procedures.

1.1.4.6 Election of zonal representatives will be at the fall meeting of the Board of Directors, with the following rotation:

Western zone	Fall 2007	Term 2008 through 2010
Central zone	Fall 2008	Term 2009 through 2011
Eastern zone	Fall 2009	Term 2010 through 2012

This rotation will repeat on a three year cycle.

1.1.5 Meetings

1.1.5.1 Meetings may be called by the president or by a majority of the voting members of the committee. Meetings (and therefore voting) may be held only in person or by conference call.

1.1.5.2 A majority of the voting 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 e-mail, 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 fourteen (14) days of the conclusion of the Executive Committee meeting.

1.2 Finance Committee

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

1.2.2 The president appoints the chairman and members at the beginning of his term.

1.2.3 Membership is comprised of Board members.

1.3 Audit Committee

1.3.1 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, and determines the fees for audit and non-audit

services performed by the independent accountants, and recommends the appointment of outside auditors.

- 1.3.2 The president appoints the chairman and members at the beginning of his term. The committee will be comprised of three members of the Board of Directors who are not currently officers of the board and who have not been officers during the current year and previous year.

(See Appendix 7 for the *Audit Committee Charter*)

1.4 Laws Commission

- 1.4.1 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.
- 1.4.2 The Commission will consist of a minimum of nine (9) members and a maximum of fifteen (15) members. The committee will elect the chairman 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 (5) year term.
- 1.4.3 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.
- 1.4.4 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 and is subject to board approval. The newly appointed members will serve the remainder of the unexpired term.
- 1.4.5 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. 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.
- 1.4.6 Any member of the ACBL Laws Commission that has an unexcused absence as determined by the committee chairman for three consecutive meetings will be considered as resigned and the president will appoint someone to finish out the remaining term.

1.5 National Appeals and Charges

- 1.5.1 The Appeals and Charges Committee reviews and hears disciplinary cases on behalf of the full Board. In addition to those responsibilities of hearing appeals and reviewing cases, the Appeals & Charges committee of the Board of Directors is responsible for any agenda items dealing with conduct, deportment and ethics and any regulations involving same.
- 1.5.2 The president appoints the chairman and members at the beginning of his term.
- 1.5.3 Membership is comprised of Board members.
- 1.5.4 Disciplinary Hearing - When a disciplinary hearing is held before the Appeals and Charges Committee, the following rules will apply:
 - 1.5.4.1 During Appeals and Charges hearings, only those ACBL Board members who are members of the Appeals and Charges Committee may be present. Only members of the Appeals and Charges Committee may ask questions of witness.
 - 1.5.4.2 All findings, conclusions and recommendations of the Appeals and Charges Committee will be made by vote of only the members of the committee.
- 1.5.5 Rights of Members
 - 1.5.5.1 The Board of Directors delegates to and confers upon the National Appeals and Charges Committee the right and power to act in the Board's behalf in all matters referred to it under the Bylaws and Regulations, provided, however, that in any case which the committee deems proper, it will refer the matter to the Full Board for disposition.
 - 1.5.5.2 Adequate procedures and regulations are in effect to protect the rights and conveniences of members who are unable to personally appear before the committee. Specifically, without limitation, such procedures include:
 - a. The consideration of affidavits and other evidence.
 - b. The appointment of its special representatives to conduct fact finding investigations.
 - c. The conduct of its own hearings at any time, and at any place, which seems appropriate.

- 1.5.5.3 Adequate regulations and procedures are in effect at all playoffs and national championships, so that the ACBL can have hearings and make rulings on the spot at such tournaments. In no event would it be necessary to call a Board of Directors' meeting to consider any action in the case of infractions of rules, appeals of any kind whatsoever, including discipline felonies, as such decisions are rendered promptly on the spot and are considered final for purposes of the event involved.
- 1.5.6 Reports
 - 1.5.6.1 In reporting to the Appeals and Charges Committee on Tournament Committee proceedings involving a player, Management will include a summary of prior reports and other pertinent matters concerning that player.
 - 1.5.6.2 The Appeals and Charges Committee will review all reports involving players and advise the Board when action of any kind is indicated.
- 1.5.7 Conflict of Interest
 - 1.5.7.1 No District Director will serve on a committee hearing an election protest or appeal from his/her own district involving that person, nor will he/she be allowed to vote on such an appeal if said appeal comes before the ACBL Board of Directors.
 - 1.5.7.2 All parties to the appeal may be present during a committee or ACBL Board hearing and allowed to speak.
- 1.5.8 Jurisdiction of Disputes: The Appeals and Charges Committee will act for the ACBL Board of Directors on all matters involving discipline brought to the Board of Directors, unless the committee declines, in which case such matter will be heard and decided by the full Board or when the ACBL Board of Directors decides to act itself. All matters of a non-disciplinary nature will be decided by the Board.

Section 2 – Permanent Committees

- 2.1 A permanent committee 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 chairman and members at the beginning of his term. Membership is comprised of Board members.
- 2.3 Each of the committees (except Appeals and Charges) 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 effectiveness of committees may be improved if reports to be made to the full Board (i.e., CEO, League Counsel, and Treasurer) are heard before committee meetings commence, as these reports may impact on discussion.
- 2.5 The chairman of a Board of Directors committee or his designee is responsible for presenting his committee's motions to the Board as a whole for consideration or vote. Other duties of chairman continue to rest with the ACBL President or his designee.
- 2.6 The committee chairman coordinates the activities of that committee and keeps the president and/or CEO informed of its progress toward achieving the purpose for which it was established.
- 2.7 Permanent Bylaws committee.
 - 2.7.1 The purpose of this committee is to review the ACBL Bylaws as needed and suggest appropriate revisions.
 - 2.7.2 The committee will consist of seven people appointed as follows: Four members of the board of directors (one of whom will be the chairman) to be selected by the president; one member to be selected by the Board of Governors and two members to be selected by the ACBL CEO. The presidential appointments of four board of directors members to the ACBL Bylaws committee are restricted to Board members and do not require Board approval.
- 2.8 CEO Review Committee - The term of office for each CEO Review Committee will be from the end of the Spring Board of Directors meeting to the end of the Spring Board of Directors meeting of the following year.
- 2.9 National Tournament
 - 2.9.1 Management will, upon review of the conditions of contest, determine if there is a need to convene the National Tournament Committee.
 - 2.9.2 The chairman of the Board Bridge Committee will be the chairman of the National Tournament Committee.
 - 2.9.3 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.

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 chairman and members of special committees.

Section 4 – Management Committees

- 4.1 A Management committee is a body established by the CEO to accomplish functions assigned to the staff by appropriate authorities.
- 4.2 The CEO appoints employees of ACBL as staff liaison or as members to committees subject to the provisions of the enabling legislation under which the committee is established. Staff liaison provides assistance to that committee, coordinates input to that committee from other staff elements and keeps the CEO informed of the workload placed on other staff elements and its progress toward achieving the purpose for which the committee was established.

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 NABC Tournament Appeals Committee
 - 5.1.1 At the beginning of each calendar year, the president will appoint one member of the Board of Directors to serve as Director of the Tournament Appeals Committee at NABCs. The Director will not serve on any committee involving conduct or ethics, or involving any other matter that might result in an appeal to the Board of Directors. No other member of the Board may serve in any capacity on this committee.

- 5.1.2 The Director of Appeals is responsible for the NABC Tournament Conduct Committee and for the NABC Tournament Appeals Committee. The Director of Appeals will:
 - 5.1.2.1 In conjunction with the chairman of the NABC Appeals Committee, recommend and approve members for the NABC Appeals Committee and participants on NABC Conduct Committees.
 - 5.1.2.2. Be the liaison among the ACBL Board of Directors, Management, and Committees.
 - 5.1.2.3 Participate in planning for committees and in education of members of these committees.
 - 5.1.2.4 Be present at NABCs throughout the tournament, participate in the selection of appeals committees for NAP and GNT events, and participate in the selection of committees involving conduct and discipline, other than matters referred to Ethical Oversight.
 - 5.1.2.5 Prepare and present a report of actions from the NABC to the subsequent meeting of the Board of Directors and review reports of appeals before they are posted on the website.
- 5.1.3 The Director of Appeals will receive one-half room night with tax for each day that he remains at the tournament after the normal Board provisions expire.
- 5.1.4 At the beginning of each calendar year, the president will appoint the chairman of the NABC Appeals Committee. The Executive Committee will approve the appointment before the beginning of the Spring NABC.
- 5.1.5 The Director and chairman and/or Co-chairmen will have the sole responsibility of determining the membership of the NABC Appeals Committee.
 - 5.1.5.1 The chairman of the NABC Appeals Committee will be reimbursed for expenses incurred in connection with official committee business. Any extraordinary committee member expenses must be pre-approved by the ACBL President or his designee.
 - 5.1.5.2 Persons who serve on NABC Appeals committees will receive \$10 in Bridge Bucks for each committee service and \$10 in bridge bucks will be given to the scribe for each Appeals Committee. Exceptions to these compensation guidelines may be approved by the Director or chairman of Appeals.

5.2 NABC Tournament Conduct Committee

The process for forming an NABC Tournament Conduct Committee will be as follows:

5.2.1 The NABC Appeals Committee Chairman will appoint the committee from:

- A. A list of names supplied by the ACBL President that has been submitted by the District Directors;
- B. The membership of the NABC Appeals Committee;
- C. The membership of the ACBL Ethical Oversight Committee; and/or
- D. The membership at large, if needed.

5.2.2 When the committee hears a charge relating only to conduct, the chairman will select the committee from available members in categories A and D above. The chairman will select the person to chair the hearing from among the committee members.

5.2.3 When the committee hears a charge which includes an ethics violation, the chairman will select the committee from available members from the NABC Appeals Committee and/or the ACBL Ethical Oversight Committee and/or, if needed from the membership at large. The chairman will select the person to chair the hearing from among the committee members.

5.2.4 The chairman of the NABC Tournament Conduct Committee and all members serving on a case will be compensated. The guideline for the amount of the compensation is the value of a two-session entry to an NABC+ event for each day the committee meets.

5.3 ACBL Disciplinary Committee

5.3.1 The committee will hear cases regarding matters specified in the ACBL Code of Disciplinary Regulations (CDR) or other original cases when so instructed by the ACBL Board of Directors.

5.3.2 The committee will consist of nine members appointed by the president for three year staggered terms.

5.3.3 Should there be a need for this committee to hear a case per the CDR, management will notify the committee chairman. The chairman will seat a committee of five or seven members from among the membership of the Disciplinary Committee to hear the case.

5.3.4 The president, after consultation with the current chairman, appoints the ACBL Disciplinary Committee members. Appointments are subject to Board approval.

- 5.3.5 The committee elects the chairman for a one-year term from among its members.
- 5.3.6 The ACBL Disciplinary 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.
- 5.3.7 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.
- 5.3.8 The chairman of the ACBL Disciplinary Committee and all members serving on a case will be compensated. The guideline for the amount of the compensation is the value of a two-session entry to an NABC+ event for each day the committee meets.

5.4 Competition and Conventions

- 5.4.1 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 at each NABC. A report of each meeting will be distributed to the Board of Directors as soon as practicable.
- 5.4.2 The Competition and Conventions Committee will consist of at least six and a maximum of eleven members who will be appointed by the president in consultation with the C & C committee chairman. The term of office for each member will be as follows: three members will be permanently assigned, the positions of chief tournament director, chairman of the Board Tournament committee, and the chairman of the Board Bridge committee; four experts given three-year terms (staggered); and the remainder of the committee (a maximum of four additional positions) given one-year terms.
- 5.4.3 The president, after consultation with the current chairman, appoints Competition and Conventions Committee members. Appointments are subject to Board approval.
- 5.4.4 The committee will elect the chairman of the ACBL Competition and Conventions Committee from among its members for a one year term, rotating at least every three years.

- 5.4.5 The Competition and Conventions 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.
- 5.4.6 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.
- 5.4.7 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.
- 5.4.8 Any member of the Competitions and Conventions Committee that has an unexcused absence as determined by the committee chairman for three consecutive meetings will be considered as resigned and the president will appoint someone to finish out the remaining term.
- 5.4.9 The Board of Governors will appoint three members to attend the Competitions and Conventions Committee meetings as non-voting members. The representatives will receive the same compensation as the voting members of the committee.
- 5.5 Ethical Oversight
 - 5.5.1 The committee will be a disciplinary body of the ACBL whose responsibilities will include, but not be limited to, adjudicating cases of alleged cheating by use of signals or other unauthorized information.
 - 5.5.2 The Ethical Oversight Committee will consist of fifteen members. Five members will be appointed each year for staggered three-year terms by the ACBL President.
 - 5.5.3 During their tenure in office, members may not be dismissed except for grossly inappropriate behavior. If the president of the ACBL or the chairman of the Ethical Oversight Committee calls together the members of the committee, they may, by majority vote, remove a member of the committee.
 - 5.5.4 The president, after consultation with the current chairman, appoints Ethical Oversight Committee members. Appointments are subject to Board approval.
 - 5.5.5 The committee elects the Ethical Oversight chairman from among its members.

The chairman may not serve more than 3 consecutive one-year terms.

- 5.5.6 The Ethical Oversight 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.
- 5.5.7 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.
- 5.5.8 The Chairman of the Ethical Oversight Committee will be reimbursed for expenses incurred in connection with official committee business. Any extraordinary committee member expenses must be pre-approved by the ACBL President or his designee.
- 5.5.9 The Chairman of the Ethical Oversight Committee and all members serving on a case will be compensated. The guideline for the amount of the compensation is the value of a two-session entry to an NABC+ event for each day the committee meets.

5.6 Hall of Fame Committee

- 5.6.1 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.
- 5.6.2 The president, after consultation with the current chairman, appoints the Hall of Fame Committee members. Appointments are subject to Board approval.
- 5.6.3 The committee will elect the chairman from among its members for a one-year term.
- 5.6.4 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.
- 5.6.5 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.

5.6.6 Any member of the Hall of Fame Committee that has an unexcused absence as determined by the committee chairman for three consecutive meetings will be considered as resigned and the president will appoint someone to finish out the remaining term.

5.7 ACBL 401k / Pension Plan Trustees

5.7.1 401k Trustees will consist of two persons elected at Spring board meetings for four-year terms, which start immediately after election. The ACBL CEO, or his designee, will serve as a 401k Trustee.

5.7.2 401k Trustees will be elected to staggered terms in odd-numbered years.

5.7.3 Pension Fund Trustees will consist of two persons elected at Spring board meetings for four-year terms, which start immediately after election. The ACBL CEO, or his designee, will serve as a Pension Fund Trustee.

5.7.4 Pension Fund Trustees will be elected to staggered terms in even-numbered years.

5.8 NABC Seeding Committee

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

5.9 Goodwill Committee Appointments

5.9.1. A Goodwill Committee appointment is a lifetime appointment as long as the member is a member in “good standing.” If a member loses good standing, the member’s Goodwill Committee appointment will be suspended until the member regains good standing.

5.9.2 Expulsion from the ACBL, suspension for one year or longer or probation for two years or longer will result in permanent removal from the Goodwill Committee.

Section 6 - Establishing New Committees

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

6.1.1 by the Board of Governors

6.1.2 by a member, members or committee of the Board of Directors

6.1.3 by 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

7.1 Management will maintain a record of committees currently active. An updated notebook, Committees and Special Appointments, which includes all standing, permanent, management, special, 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 CEO will provide the required staff support to committees as approved by the president.

Director of Appeals (083-31)

Serving as Director of Appeals does not disqualify a member of the Board of Directors from serving on the Appeals and Charges committee.

Audit Committee Checklist (091-10)

The following Audit committee checklist including the ongoing projects throughout the year is approved:

See Appendix 7, *Audit Committee Checklist*