

## **CHAPTER IV – BOARD PROCEDURES**

### **A. ADMINISTRATION**

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

#### **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 - See Appendix 4-A-3**

- 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 at ACBL Headquarters on a date in January or February following their election. See Appendix 4-A-2.1.
- 1.3.1.6 Board members are expected to protect confidentiality of information.
- 1.3.1.7 Board members present at an NABC on the first Sunday are required to attend the Board of Governors 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.

##### 1.4.2 Unit and District Appeal Committees

Members of the Board of Directors may serve on Bridge Appeal Committees in unit and district events.

- 1.4.3 Members of the Board of Directors, the Chairman of the Board of Governors and Goodwill members of the year shall automatically become a member of the ACBL Aileen Osofsky Goodwill Committee.

## **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 commencing on January 1 of the following year.

2.2.2 Guidelines outlining the duties, responsibilities and authority of the ACBL President are in Appendix 4-A-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

2.3.1 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 at the Spring Meeting for a one year term commencing on May 1 of the same 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

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 Director of Elections. In addition, a Board member may declare or nominate an eligible candidate from the floor at the time of the election. 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.

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, provided that a nominee or nominees receiving no votes shall be automatically eliminated.

### 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, provided that a nominee or nominees receiving no votes shall be automatically eliminated.

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

In house 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 email 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.

4.2 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 Email

4.3.1 Routine correspondence and reports from management to the Board of Directors will be via email. 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 Email sent to Board of Directors members, in house 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 in house 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 Behaviors deemed inappropriate by board members include, but are not limited to:
  - 5.3.1 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.
  
  - 5.3.2 Sexually explicit remarks or behavior toward any employee.
  
  - 5.3.3 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.
  
  - 5.3.4 Conduct that would embarrass or damage the credibility of the ACBL or the Board of Directors.
  
  - 5.3.5 Discussing any personnel matter, other than in a private conversation, in any forum except an Executive Session of the Board of Directors.
  
  - 5.3.6 Breaching the confidentiality of any ACBL business discussion designated as confidential

- 5.3.7 Failing to comply with the requirements of Codification Chapter IV, Section 8 Conflict of Interest Policy
- 5.3.8 Actively engaging in a campaign for a Unit, District or ACBL elected position in districts other than his own.
- 5.4 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.

## **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).

## **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 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 unless the contract or transaction is 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), children (whether natural or adopted), 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 sections 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, Unit or Conference. Nor shall a Non-Financial Interest be created by a Board Member's service (whether by appointment or election) on behalf of, or as a representative of, the League to any other entity or organization, or as a board member or officer of a League-related foundation such as the Charity Foundation, the Education Foundation and the Foundation for the Preservation of Bridge.

#### 8.4 Annual Statement.

8.4.1 Board members shall annually complete, sign and submit a conflict of interest (COI) statement to the secretary of the League (or its Compliance Officer) 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 secretary of the League (or its Compliance Officer) must provide a copy of all completed COI statements to the chair of the Audit Committee or, if there is no Audit Committee, to the President. 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 Compliance Officer will discuss it with the Audit Committee and 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.
- 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.