

**Minutes of the ACBL Board of Governors  
Philadelphia, PA  
Sunday, March 9, 2003**

Donald Mamula, Chairman of the Board of Governors, called the meeting to order on Sunday, March 9, 2003 at 9:30 a.m. A quorum was present.

**Opening remarks**

Chairman Mamula thanked Phyllis Harlan and Bill Arlinghaus for attending the Board of Directors meeting on a last minute notice.

Mamula, welcomed the new members of the Board of Governors.

**Approval of Minutes**

Moved and seconded that the minutes of the meeting held December 2, 2002 in Phoenix, AZ was approved.

Carried unanimously.

**President's Report**

Al Levy reported that some areas he will concentrate on is bridge in middle school; promotion and sponsorship; good world relations; interaction with the Chess Federation; and promoting all forms of bridge.

Levy stated that two special committees have been established.

Board operations – covers an internal matter, efficiency and productivity.

Local Rules at Clubs – study-allowing clubs to modify certain bridge regulations to better accommodate their players.

Additional committees are Regional Allocation and North American and Grand National Teams, and a brainstorming committee on promotion of bridge.

The Board meeting was reduced to a three-day schedule, which is what is planned for the summer and fall meetings also.

### **CEO's Report**

Jay Baum presented the CEO's report. (Exhibit A)

### **Treasurer's Report**

Bob Lix presented the Treasurer's report. (Exhibit B)

### **League Counsel's Report**

Peter Rank presented League Counsel's report. (Exhibit C)

### **Chairman's Report**

Chairman Mamula presented his report. (Exhibit D)

### **Motions for Reconsideration**

Moved by Leo Weniger, District 2 seconded by Dudley Brown, District 19 that Item 031-50: NABC+ Events Eligibility be reconsidered by the ACBL Board of Directors.

“In order to participate in an NABC+ events, a person must be an ACBL member whose service for or dues is current.”

Motion failed.          Aye: 24          Nay: 30

### **Old Business**

There was no old business before the Board.

### **New Business**

Moved by Joyce Penn, District 11 and seconded by Bob Carteaux, District 8, Article V and Article VIII, of the ACBL bylaws be amended as follows:

Additions are underlined; Deletions are struck through.

**ARTICLE V**

**ACBL BOARD OF GOVERNORS**

- A. ....
- B. ....
- C. ....
- D. ....
- E. ....
- F. ....

~~G. The Chairman shall attend all regular and special meetings of the ACBL Board of Directors with voice but without vote and with the same compensation as a Director. In the absence of the Chairman, the Vice Chairman shall act on the Chairman's behalf in representing the Board of Governors and shall be entitled to the same rights and privileges as the Chairman.~~

**ARTICLE VIII**

**ACBL BOARD OF DIRECTORS**

- A. ....
- B. ....
- C. ....
- D. ....
- E. ....
- F. ....

G. In addition to the members of the Board of Directors who are elected from the various Districts, there shall be two (2) ex-officio members of the Board of Directors. Sections A through F of Article VIII shall not apply to the ex-officio member of the Board of Directors.

- 1. The Chief Executive Officer (hereinafter referred to as "CEO") shall serve as an ex-officio member of the Board of Directors with vote, subject to the following limitations:
  - a. The CEO shall not attend, nor have any voting rights for the portion of any meeting during which the performance, compensation or other aspects of the CEO's employment are discussed, unless invited by a majority of the other board members.
  - b. The CEO shall not receive remuneration in addition to the financial benefits in his or her employment agreement as a result of his or her position on the Board of Directors.

2. The Chairman of the Board of Governors shall serve as an ex-officio member of the Board of Directors with vote. If the Chairman of the Board of Governors cannot attend any regular or special meeting of the Board of Directors, the Vice-Chairman of the Board of Governors shall attend and be entitled to the same rights and privileges as the Chairman.

Deferred to the Summer 2003 NABC.

NOTE: The above motion was amended to split it into two separate sections: one dealing with the CEO acquiring a vote on the Board of Directors, and one dealing with the Chairman of the Board of Governors' membership on the Board of Directors.

**RATIONALE:**

Joyce Penn stated that the Chairman of the Board of Governors represents the active input and recommendations of the Board of Governors, a body representative of the entire ACBL membership. The chair is an active, working participant in the goals of the organization and should share in the major decisions of the League. As a member of the Board of Directors, a vote would give this position more credence and credibility.

Recognizing that the CEO steers the organization to success and implements board decisions, many CEOs of volunteer organizations maintain a vote on their Board of Directors. This fosters the growth of a working board with shared responsibilities versus an autocratic board giving responsibilities to a CEO, in which he doesn't feel a part. Sharing in the decision process will facilitate enthusiasm in implementation.

Members expressed concern that the Board of Directors would increase in size, noting that previous efforts to consolidate the board into a smaller group were unsuccessful. Some felt that combining Districts and reducing Board size is an issue separate from the reasons for the CEO and Chairman of the Board of Governors becoming members of the Board of Directors.

**Approval of New Life Members**

Moved by Aileen Osofsky (District 24) and seconded by all, that all members who have achieved Life Master status (# 76,723 to # 77,225) will be designated as Life Masters.

Carried unanimously.

**Thanks for Hospitality**

Moved by Aileen Osofsky (District 24) and seconded by all, that the sincere thanks of the Board of Governors is extended to our hosts: Craig Robinson, ACBL District 4 Director, and Tournament Chairman John Marks, and all the other chair persons and numerous volunteers, plus a thanks to the Philadelphia Marriott for their fine cooperation.

Carried unanimously.

Adjourned sine die at 11:05 a.m.