

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

- 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 Executive Director.

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 meeting 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 generally expected to be held at ACBL Headquarters on a date in January or February following their election.
- 1.3.1.6 Board members are expected to protect the confidentiality of the information provided to them.
- 1.3.1.7 Board members present at an NABC on the first Sunday are required to attend the Board of Governors meeting.

See also Appendix 4-A3 *Board of Director Duties and Responsibilities*

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 Chair 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 District 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 of the Board of Directors

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 At the time the ACBL President takes office, he or she may not be a member of the board of directors or a trustee of any other bridge organization other than that of a Unit or District. Restricted organizations include, but are not limited to, any ACBL-affiliated charity and/or foundation and other bridge related organizations such as the NABF, WBF, USBF, CBF or FMB. (Effective 1/1/2020)

2.2.3 Guidelines outlining the duties, responsibilities and authority of the ACBL President are in Codification Appendix 4-A1 *Duties, Responsibilities and Authority of the President*. See also Appendix 4-A4 *Standing Rules for Meetings and Committees*.

2.2.4 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.

2.2.5 Vacancy

2.2.5.1 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.

2.2.5.2 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.

2.2.5.3 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 Chair of the Board of Directors

2.3.1 The Chair of the Board of Directors is the immediate past President of the ACBL Board of Directors. He or she will serve for a period of one year beginning at the expiration of his/her term of office as President or until his/her successor takes office. The Chair 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 Board 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 ACBL 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 ACBL 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 Executive Director. Should any problems or complaints regarding work product or the conduct of any employee arise, they will be discussed only with the Executive Director. If necessary, they will be transmitted in writing to the Executive Director 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 ACBL management or staff with all matters relevant to the committees of the Board of Directors may do so only through the committee chair. The committee chair, in appropriate cases, will arrange for direct contact with the relevant member of staff that is assigned to that committee as staff liaison. Committee chairs may directly contact their staff liaison 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; provided, 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 Executive Director.

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 ACBL 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 the Board of Governors chair 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 ACBL 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 Executive Director is responsible for determining the appropriate disposition with the exception of the disposition of documents created by the Executive Director Review Committee.
- 4.4.4 The following Board operations documents will be reviewed every two years. Some of them are found in the appendices to this chapter:
 - a. Orientation Manual for New Board Members
 - b. Board of Directors' Duties and Responsibilities (Appendix 4-A3)
 - c. Board Member Protocol (Appendix 4-A3)
 - d. Skills Assessment (Appendix 4-A3)
- 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 Chair of the Board of Governors.

Section 5 – ACBL Board of Directors Behavioral Code

- 5.1 The Board of Directors is the sole judge of the deportment of its members. The Board has the right and obligation to enforce its own rules and to require that its members refrain from conduct injurious to the ACBL and its purposes.
- 5.2 A committee of the Board to be known as the Board Oversight Committee is hereby authorized to investigate and report its findings and recommendations to the Board of Directors regarding issues of conduct by Board members.
- 5.3 The Board Oversight Committee will consist of three members, the Chair of the Board as the committee chair and the two most immediate past Board Presidents currently serving on the Board. If there are not any or a sufficient number of Past Presidents currently serving on the Board, then the Board member(s) with the longest tenure will serve. Should there be more than one member equally eligible to fill any vacancy, the decision shall be made by coin toss.
 - 5.3.1 If any member of the committee is ineligible to serve because he is the subject of the complaint, or he recused himself or is otherwise disqualified, then temporary members will be added to the committee. Past Presidents currently serving on the Board, if any will be added as members, and if there is an insufficient number of past Presidents or they are still presently serving on the committee, then the Board member(s) with the longest tenure will fill any vacancy(s). Should there be more than one member eligible to fill any vacancy, the decision will be made by a coin toss.

- 5.4 The Board Oversight Committee will receive complaints from any member of the Board of Directors or the Executive Director concerning inappropriate behavior of a Board member. The committee will conduct a confidential investigation and review the facts of the case, making any necessary inquiries of the parties involved.
- 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 own.
 - 5.5.9 Any action tending to injure the good name of the ACBL, disturb its well-being, or hamper it in its mission.
- 5.6 The Board Oversight Committee has no power to require the accused, or any other person, to appear before it, but it should quietly conduct a complete investigation to learn all relevant facts. Information obtained in strict confidence may help the committee to form an opinion, but it may not be reported to the Board of Directors or used in a hearing before the Board of Directors (see subsection 5.11 below), except as may be possible without bringing out the confidential particulars.
- 5.7 Any Board member accused of an offense will be promptly informed of the details of such offense and will have the right to address the Board Oversight Committee and present evidence before any action is taken.

- 5.8 If, after investigation, the committee's opinion is favorable to the accused, no discipline is warranted and the matter can be resolved satisfactorily, no further action will be required, and the matter will be considered closed.
- 5.9 If the committee decides that disciplines are appropriate, the case will be presented to the Board of Directors by the committee in an Executive Session of the Board at its next regular meeting or at any special meeting called for that purpose.
- 5.10 The accused has the right to be informed of the charge, given time to prepare his defense, and to appear and defend himself.
- 5.11 A case before the Board cannot legally establish the guilt of the accused, as understood in a court of law, it can only establish his guilt as affecting the best interests of the ACBL. Witnesses are not sworn, and hearsay evidence is admissible. The name(s) of the accuser(s) will not be divulged to anyone except the three members of the Board Oversight Committee.
- 5.12 The Board, after hearing all the evidence, can determine that there is no basis for a complaint or that punishment is warranted.
- 5.13 If the Board determines by a majority vote of all those voting that punishment is warranted, the following will apply (and the Board member who is the subject of the case may not vote on the matter):
 - 5.13.1 The Board may, by majority vote of all those voting, approve a motion to reprimand or privately censure the member.
 - 5.13.2 The Board may, by majority vote of all those voting, approve a motion to publicly censure the member. If the member is publicly censured, a public censure will be included in the minutes. The motion will only say that the Board has censured the member. No other details will appear in the minutes.
 - 5.13.3 The Board may, by majority vote of all those voting, approve a motion to remove an officer elected by the Board from his position.
 - 5.13.4 As it deems necessary the Board may, by majority vote of all those voting, approve motions setting forth more stringent punishments such as removal from committee chairmanship or membership or other punishment deemed appropriate by the Board of Directors.
- 5.14 Nothing in this Section 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.

- 5.15 Other than as relates to Board duties, no Board member will use his Board member status to receive preferential treatment from ACBL staff and, where possible and appropriate, will take reasonable, affirmative steps to avoid receiving such preferential treatment.

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 the ACBL Board of Governors chair, or the spouse, child, parent, brother, or sister, by blood or marriage, of a Board member or Board of Governors chair, 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 chair 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 in 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

821. 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. Such contract or transaction must be 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 or by marriage), children (whether natural or adopted or by marriage), grandchildren, great-grandchildren, or (3) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great-grandchildren.
822. 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.
823. The following items are not considered to create a "financial interest" or a "financial gain" under subsections 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 or Unit. (Effective 1/1/2020)

8.4 Annual Statement.

- 841 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.
- 842 Newly elected directors shall provide this COI statement prior to assuming their seat on the Board.
- 843 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.

- 851 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.

852 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.

Notwithstanding the foregoing, if a Non-Financial Interest has been created by service with an ACBL-related charity or foundation or other bridge related organization, such as the NABF, WBF, USFB, CBF or FMB, that person may not vote on matters giving rise to the conflict but the other restrictions in the preceding paragraph shall not apply. (Effective 1/1/2020)

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.