

CHAPTER IV – BOARD PROCEDURES

C. MEETINGS

The Board of Directors will meet prior to each NABC at the site of the NABC. The goal of the members of the Board of Directors is to have shorter meetings with more work being done in advance electronically and otherwise. The Spring and Summer meetings will end on the day before the Board of Governors meeting, the length of each meeting will be determined by the ACBL President in consultation with ACBL management.

Section 1 – Attendance

- 1.1 Providing space and other practical considerations permit, meetings of the ACBL Board of Directors will be open to any ACBL member with permission of the ACBL President.
- 1.2 ACBL members are excluded from Executive Sessions and meetings concerning the Appeals and Charges Committee and other sensitive issues.
- 1.3 ACBL members attending such meetings will not participate in the proceedings unless requested to do so.

Section 2 – Conduct of Meetings

2.1 Journal

- 2.1.1 Any motion to be submitted for future agendas, either by Board members, ACBL management, the Board of Governors or from a membership meeting, will be submitted through the Journal. The cut-off date for submission of items for the Journal will be 30 days prior to each Board meeting. Before submitting a motion to the Journal, a Board member should ask himself if this is a policy issue. Members should provide complete background information with Journal items, including a statement about why this is policy. The motion should be sent to the ACBL Executive Director and his designee.
- 2.1.2 As an initial step, motions for the Journal from Board members will be subject to screening by the appropriate committee chair (or vice-chair if the chair is unable to respond within five (5) business days) and the President. One of the following actions will be taken:
 - 2.1.2.1 The motion will be approved as is for the Journal.

- 2.1.2.2 The motion will be sent back to the maker for reorganization or rephrasing.
- 2.1.2.3 The maker of the motion will be informed that the motion does not belong in the Journal. The motion can still be included in the Journal (but not placed on the agenda) with comments from the committee chair explaining why the motion is inappropriate.
- 2.1.3 When a motion is submitted to the Journal, it should not be copied to all Board members prior to approval by the committee chair and the President.

2.2 Agenda

2.2.1 Accepted motions

- 2.2.1.1 The agenda for each Board meeting consists of approved motions from Board members and motions submitted by ACBL management, the Board of Governors and by the membership at an annual or special membership meeting. The agenda will incorporate all pertinent discussion, comments and references. The agenda motions will be assigned by the President to the appropriate committee or to the full Board.
- 2.2.1.2 Agenda motions will be transmitted electronically to each Board member as soon as approved. Board members will receive the full agenda/Journal electronically within a week after the deadline for submission of motions.
- 2.2.1.3 The President, ACBL management, the Finance Committee and the Appeals and Charges Committee will be permitted to place financial or disciplinary items and similar matters on the agenda at any time.
- 2.2.1.4 Any motion submitted to the agenda with an anticipated cost or savings of more than \$10,000 will automatically be sent to the Finance Committee for input.

2.2.2 Non-agenda items

- 2.2.2.1 A motion received too late for inclusion in the agenda/Journal may be presented at the initial meeting of the Board as a non-agenda item motion. A majority affirmative vote of the Board members present is required to consider a non-agenda item motion.

2.2.2.2 No motion involving a potential financial impact in excess of \$10,000.00 will be introduced as a non-agenda item motion without either the approval of the Executive Committee or three days' notice to the Board. Such motion will require 2/3 vote of the Board members present for consideration. (Effective January 1, 2020.)

2.3 Reconsideration

2.3.1 A motion considered and acted upon by the Board may only be reconsidered at the same meeting upon a motion by a member of the Board who voted on the prevailing side and subsequent approval of the motion to reconsider by a 2/3 vote.

2.3.2 A motion considered and acted upon by the Board may be reconsidered at the next subsequent meeting upon a motion for reconsideration by a member of the Board and subsequent approval of the motion to reconsider by a 2/3 vote.

2.3.3 A motion considered and acted upon by the Board will be reconsidered at the next subsequent meeting if a request for reconsideration is submitted by the Board of Governors.

2.4 Annual Actions

2.4.1 The President will be elected at each Fall meeting.

2.4.2 The General Conditions of Contest for all bridge events will be approved annually at the Summer meeting. This subsection shall not prevent actions by the Board of Directors, at other meetings, to resolve situations that must be addressed prior to the next Summer meeting.

2.4.3 The operating budget for the following calendar year will be approved at the Fall meetings.

2.5 Consent Calendar - The Board of Directors will utilize a consent calendar.

2.5.1 The entire consent calendar will be presented at the opening session of the Board meeting for approval. If an item is removed from the consent calendar, it will be considered during the time assigned to the committee for its other items.

2.5.2 Motions that are approved or refused unanimously by a committee with no substantive changes may be placed on the consent calendar.

- 2.5.3 Motions that have been amended by the committee must be published to the full Board no later than seven (7) days prior to the Board meeting in order to be placed on the consent calendar.
- 2.5.4 One vote is sufficient to remove a motion from the consent calendar. A Board member requesting removal of an item from the consent calendar should make their intention known to the committee chair and motion maker(s) prior to the commencement of the Board meeting so that informational questions are answered ahead of the Board meeting.

(Effective January 1, 2020.)

Section 3 – Committees (Effective January 1, 2020.)

- 3.1 All motions, except those designated for the full Board, will be referred by the President to the appropriate committee chair for consideration. Committee chairs have a responsibility to read motions assigned to their committee, respond to the motion maker(s) and process the motions in a timely fashion.
- 3.2 Committee chairs should publish their electronic meeting schedule to the full Board at least three (3) days prior to such meetings and include an agenda of motions to be considered at the meeting. Board members who wish to express opinions on specific motions should endeavor to attend the committee meeting. If a Board member is unable to attend, he should let his position be known to the committee chair in writing before the committee meeting.
- 3.3 Once the committee vote has been taken on a motion, the committee chair should complete a committee decision form which records any amendments, committee recommendation, the vote and the arguments in favor of and against the motion. This form should be completed quickly after the committee meeting and posted to the electronic Journal.
- 3.4 The chair of a committee or his designee is responsible for presenting his committee's motions to the Board as a whole for consideration or vote.
- 3.5 When bringing a committee motion before the full Board, committee chairs should have available the following information: current policy, alternatives considered, objectives to be accomplished, discussion and financial impact.
- 3.6 The Board shall act upon each committee's report, which shall include a recommendation on each motion assigned to it for consideration. After the committee chair presents a motion, Board members should only ask informational questions before the debate on the pros and cons. Debate should not be repetitive or argumentative.

- 3.7 No motion which has been substantively changed from its presentation in the Journal may be voted on by the Board until Board members have electronically received a copy of the revised and/or amended motion.
 - 3.7.1 No motion or proposed amendments to motions may be substantively changed from the presentation in the Journal. However, an amendment that is not in conflict with the spirit of the original motion submitted, and yet still relevant to it, is in order. The ACBL President, chair of the appropriate committee and In-House Counsel will make the determination as to whether or not a revised motion or proposed amendment is, in fact, a new concept that would require a new motion to be submitted to the Journal at a subsequent meeting.
 - 3.7.2 If it is determined that the proposed motion or amendment is in order, no vote will be taken until Board members have been presented with a written copy of the revised and/or amended motion.
- 3.8 Motions from Board members may be withdrawn by the maker(s) at any time prior to presentation to the full Board. Motions may be withdrawn after presentation to the full Board with the consent of a majority of the Board.
- 3.9 Other duties of chairs may be assigned by the ACBL President or his designee.

Section 4 – Voting

- 4.1 Recording of Votes. Following are the procedures to be used when recording votes of the individual members of the Board of Directors on motions that come before them:
 - 4.1.1 Votes will be recorded in the minutes on motions submitted by the Board of Governors and action motions. Motions not requiring action, such as reports received, need only have the notation carried or not carried.
 - 4.1.2 A roll call vote will be taken on a motion when requested by the committee chair or a Board member.
 - 4.1.3 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.

- 4.2 Cloture Rule. A form of cloture may be employed by the Board in handling agenda items. After initial pro and con arguments on an issue, a straw vote (show of hands) should be taken and, when the result is at least 2/3 of those present and voting, either for or against, further debate should cease, and a final vote should be taken.
- 4.3 Second Reading
- 4.3.1 When a proposed regulation requires a second reading, it will be put on the full Board agenda and not be presented for committee action for the second reading unless there is member feedback, including Board of Governors. If any substantive change is made to the proposed regulation, it will require a subsequent reading by the Board of Directors.
- 4.3.2 Any action by the Board quantitatively changing masterpoint awards shall become effective only after Board approval at the next meeting following its initial approval.
- 4.4 Electronic Voting
- 4.4.1 When voting on a motion to be approved by unanimous written consent pursuant to New York Not-for-Profit Law Section 708(b), the Board may do so electronically (by email or facsimile).
- 4.4.2 Each member's vote must contain a fax or email copy of the voter's signature to be valid.

Section 5 – Minutes

- 5.1 All actions of the Board of Directors will be reported in the minutes. Where action involves adoption of reports or collateral documents, the Board authorizes the substitution of a summary or abstract thereof in such minutes. The full report or documents will be made available to any interested member of the League. Summaries of oral reports prepared by committee chairs will be included in Board meeting minutes.
- 5.2 Publication in the Bridge Bulletin of the complete minutes of meetings of the Board of Directors is not required. A condensation of major enacted motions, prepared by the ACBL President (or designee), will be published. Recorded votes will be included except in instances where the vote is without dissent.
- 5.3 Ongoing revisions and updates of the codified Board of Directors regulations (Codification) will be an ACBL management function, subject to review and ratification by the Board of Directors.

Section 6 – Evaluation of Meeting

- 6.1 At the conclusion of every Board meeting, the Board should rate its own performance in terms of what went well (and why) and what didn't go well (and why) by using a Board evaluation form or some other method as determined by the Board.