

AMERICAN CRICKET FEDERATION

United States of America



CONSTITUTION

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American Cricket Federation
CONSTITUTION

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American Cricket Federation CONSTITUTION

Table of Contents

Article 1. General Provisions.....	5
Section 1.01 Name	5
Section 1.02 Member Organizations.....	5
Section 1.03 Fiscal and Seasonal Year.....	5
Section 1.04 Parliamentary Authority.....	5
Section 1.05 Definitions.....	5
Article 2. Purposes and Powers.....	7
Section 2.01 Purposes.....	7
Article 3. Membership.....	7
Section 3.01 Membership Eligibility	7
Section 3.02 Eligibility Requirements for Classes of Members	7
Section 3.03 Classes of Members	8
Section 3.04 Immediate Effect	8
Section 3.05 Rights of Members.....	9
Section 3.06 Membership Policies.....	9
Section 3.07 Membership Dues.....	9
Section 3.08 Suspension	9
Section 3.09 Suspension of More than Thirty (30) Days.....	9
Section 3.10 Withdrawal.....	9
Article 4. Board of Directors	10
Section 4.01 Management	10
Section 4.02 Composition of the Board	10
Section 4.03 Term for Directors.....	10
Section 4.04 Election of the Chairperson and Vice-Chairperson of the Board	11
Section 4.05 Vice-Chairperson.....	11
Section 4.06 Meetings	12
Section 4.07 Action without Meeting	13
Section 4.08 Effectiveness of Actions	13
Section 4.09 No Compensation	13
Article 5. Amendment	13
Section 5.01 Necessary Vote	13
Section 5.02 Proposed Amendment	14
Section 5.03 Strict Procedure	14
Section 5.04 Effectiveness of Amendments	14
Article 6. Administrative, Fiscal, and Legal Matters	14
Section 6.01 Depositories	14
Section 6.02 Bonding.....	14
Section 6.03 Indemnification and Insurance	14



American Cricket Federation CONSTITUTION

Section 6.04	Annual Audit.....	15
Section 6.05	Contracts	15
Section 6.06	Annual General Meeting	16
Section 6.07	Dissolution	16
Article 7.	Conflict of Interest and Ethical Practices.....	16
Section 7.01	Conflict of Interest	16
Section 7.02	Ethical Practices	16
APPENDIX:	ACF Conflict of Interest Policy	17
Article 1.	Purpose.....	17
Article 2.	Definitions.....	17
Section 1:	Interested Person	17
Section 2:	Financial Interest	17
Article 3.	Procedures	18
Section 1:	Duty to Disclose	18
Section 2:	Determining Whether a Conflict of Interest Exists	18
Section 3:	Procedures for Addressing the Conflict of Interest	18
Article 4.	Violations of the Conflicts of Interest Policy	19
Article 5.	Records of Proceedings.....	19
Article 6.	Compensation	20
Article 7.	Annual Statements	20
Article 8.	Periodic Reviews	20
Article 9.	Use of Outside Experts.....	21



American Cricket Federation CONSTITUTION

Article 1. General Provisions

Section 1.01 Name

The name of the organization shall be the American Cricket Federation (ACF) and any business of the organization shall be conducted under that name or acronym, and any other names(s) upon the consent of a majority of the Board of Directors. The American Cricket Federation herein in this document is also referred to as 'Federation.'

Section 1.02 Member Organizations

The names and current mailing addresses of the members are kept by the Federation in an electronic database and may be published on the Federation's web site upon the member's consent.

Section 1.03 Fiscal and Seasonal Year

(a) Fiscal Calendar Year

The fiscal calendar year of the Federation begins on January 1 and ends on December 31.

(b) Seasonal Calendar Year

The seasonal calendar year of the Federation begins on September 1 and ends on August 31 of the following calendar year.

Section 1.04 Parliamentary Authority

Except as otherwise provided in these by-laws, all meetings of the Federation shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.

Section 1.05 Definitions

These by-laws shall incorporate and be interpreted in light of the following definitions:

(a) "Amateur Athletic Competition"

This means a contest, game, tournament, or other event in which only players compete.

(b) "International Amateur Athletic Competition"



American Cricket Federation CONSTITUTION

This means any amateur athletic competition involving athletes from two or more countries.

(c) "Amateur Sports Act"

This means the Ted Stevens Olympic and Amateur Sports Act, Chapter 2205 of Title 36, United States Code.

(d) "Amateur Sports Organization"

This means a not-for-profit corporation, club, federation, union, association, or other group organized in the United States, which sponsors or arranges any Amateur Athletic Competition in the sport of cricket.

(e) "United States"

This shall include all overseas territories of the United States of America.

(f) "Federation"

This means American Cricket Federation.

(g) "Cricket"

This shall include any variation of the sport played according to the rules set by the International Cricket Council, regardless if that variation is played indoors or outdoors with a leather ball, tennis ball, or any other ball. Cricket shall also include any variation of the sport that deviates from the rules set by the International Cricket Council in order to accommodate mental or physical disabilities as defined in the Americans with Disabilities Act. It shall include the women's and men's games as well as other developmental styles of the game.

(h) "Board"

This means the Board of Directors.

(i) "League"

This means an organization that conducts competitions or tournaments among cricket teams.

(j) "Club"

This means an organization of one or more teams usually playing within a geographic area for the purpose of playing the sport of cricket.

(k) "Player"

This has the meaning given that term under the Amateur Sports Act, with respect to an individual playing cricket in a Club.

(l) "Team"



American Cricket Federation CONSTITUTION

This means a group of cricket players playing on the same side in cricket games.

Article 2. **Purposes and Powers**

Section 2.01 Purposes

The purposes of the Federation are stated in the Articles of Incorporation. Specifically, the organization is organized exclusively for charitable and sports education and sports development purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. In furtherance of such purposes, the Federation shall serve as a National Cricketing Body for the sport of cricket in the United States. The Federation shall:

- (a) Conduct and sponsor domestic and international cricket tournaments and associated activities, specifically relating to club cricket, corporate cricket and women's cricket.

- (b) Promote transparency, inclusivity, democracy and unity in US cricket through various means including blogs and social media

Article 3. **Membership**

Section 3.01 Membership Eligibility

The Federation will have several classes of members and any individual or organization meeting the eligibility requirements set forth herein may become a member of the Federation.

Section 3.02 Eligibility Requirements for Classes of Members

Any eligible individual or organization may become a member of the Federation by applying to the Federation and indicating which class of membership the applicant wishes to join and making payment of the applicable membership dues.



American Cricket Federation CONSTITUTION

Section 3.03 **Classes of Members**

(a) “Player Member”

Any individual meeting the following requirements may become a “Player Member” of the Federation:

- (i) Has submitted a copy of the “Player Agreement” set forth in an official document issued by the Federation and signed by the individual; and*
- (ii) Has paid his or her membership dues to the Federation directly.*

(b) “Club Member”

Any cricket club meeting the following requirements may become a “Club Member” of the Federation:

- (i) Maintains an actively playing team; and*
- (ii) Has submitted a copy of the “Club Agreement” set forth in an official document issued by the Federation and signed by an officer of the club, and;*
- (iii) Has paid its membership dues to the Federation.*

(c) “League Member”

Any League meeting the following requirements may become a “League Member” of the Federation:

- (i) Has a membership of at least eight (8) teams;*
- (ii) Has submitted a copy of the “League Agreement” set forth in an official document issued by the Federation and signed by an agent of the League; and*
- (iii) Has paid its membership dues to the Federation.*

(d) “Affiliated Member”

Any individual, who is not a Player Member, may become an “Affiliated Member” of the Federation by paying his or her membership dues directly to the Federation.

(e) “Affiliated Sports Organization Member”

Any organization, not meeting the requirements of any other class of membership, may become an “Affiliated Sports Organization Member” of the Federation by paying its membership dues directly to the Federation.

Section 3.04 **Immediate Effect**



American Cricket Federation CONSTITUTION

Any person, natural or juridical, satisfying the eligibility requirements of any of the classes of membership defined in this Article shall be immediately considered a member of the Federation.

Section 3.05 **Rights of Members**

The members of the Federation shall have such rights and benefits as may be determined by the Board from time to time.

Section 3.06 **Membership Policies**

The Board shall have the authority to establish operating policies detailing responsibilities of members.

Section 3.07 **Membership Dues**

The Board shall fix the fee, which shall be known as the “Membership Dues,” for each class of members and for any combination of classes. Such dues shall be fixed on an equitable basis and shall be due and payable on such date or dates as may be determined by the Board.

Section 3.08 **Suspension**

(a) Non-Compliance for Failure to Pay Membership Dues.

The membership of any person, natural or juridical, shall be automatically suspended if such person fails to submit any membership dues, or other eligibility requirements as required for membership. The suspension of a membership under this paragraph does not require notice or any action by the Board or any other agent of the Federation.

(b) Non-Compliance with Agreements.

Membership may be suspended for non-compliance with any agreement with the Federation. The process for suspending a membership under this paragraph shall be conducted according to the Dispute Resolution Process, which may be initiated by any Member or by a majority vote of the Board. No membership shall be suspended under this paragraph until the decision of the initial dispute panel is provided to the affected Member.

(c) Challenge.

Any challenge to an individual or organization’s membership shall be conducted according to the Dispute Resolution Process.

Section 3.09 **Suspension of More than Thirty (30) Days**

Any Member whose membership is suspended for more than thirty (30) days shall be considered to have withdrawn from the Federation.

Section 3.10 **Withdrawal**



American Cricket Federation CONSTITUTION

Any Member may withdraw from being a Member of the Federation upon written notice to the Federation or as otherwise specified in these by-laws. An individual or organization's membership with the Federation shall cease to exist upon withdrawal. Any monies owed to the Federation by the withdrawing individual or organization shall become immediately due to the Federation.

Article 4. **Board of Directors**

Section 4.01 Management

The business and affairs of the Federation shall be managed by or under the direction of the Board of Directors (Board), except as otherwise provided in these by-laws.

Section 4.02 Composition of the Board

The Board shall be composed of five (5) appointed members.

The initial appointment of these members will be completed by the currently elected ACF Board as of December 2017.

A board member can be reappointed for another term by a majority vote of the rest of the board.

At least one of the member of the board should be a female member.

Failure to do so will result in the board member's appointment to expire at the end of his or her term.

Section 4.03 Term for Directors

(a) Generally

The term for an appointed director shall not exceed two (2) years. A member of the Board's term in office shall begin on January 1 of the year immediately following his or her appointment to the Board.

(b) In Cases of Removal or Resignation

The term for a member of the Board filling a vacancy on the Board due to a member's resignation or removal shall be the remainder of the removed or resigned member's term.

(c) Limits



American Cricket Federation CONSTITUTION

No director may serve on the Board for more than eight consecutive years.

Section 4.04 Election of the Chairperson and Vice-Chairperson of the Board

At the first meeting of each term, the Board shall determine the roles for each appointed board member which will include Chairperson, Vice Chairperson, Secretary and Treasurer.

The chairperson shall:

- (a) Not have a vote in the course of business considered by the Board, except in the case of a tie;
- (b) Call meetings of the Board, and in the exception of emergency circumstances, give a minimum fourteen day notice of such meeting;
- (c) Set the venue for such meetings;
- (d) Set the agenda for such meetings;
- (e) Preside as the Chair over such meetings; and
- (f) Have no other authority.

Section 4.05 Vice-Chairperson

The vice-chairperson shall:

- (a) Become the Chairperson in the event of a vacancy in that position; and
- (b) Otherwise have the same rights and responsibilities as accorded him or her as a Director.



American Cricket Federation
CONSTITUTION

Section 4.06 **Meetings**

(a) Schedule

Regular meetings of the Board shall be held at the time determined by the Board.

(b) Presence through Communication Device

Unless otherwise provided by law or the Articles of Organization, Board members may participate in any meeting by means of a conference telephone or similar communication device through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in-person at a meeting.

(c) Notice

Notice of each meeting of the Board, stating the place, day and hour of the meeting, along with the agenda and any supporting materials, shall be given to each director at the director's listed address, physical or electronic, at least twenty-one (21) days prior to the meeting. If mailed, notice shall be deemed to be given when deposited with postage in the United States mail. If sent electronically, by facsimile, via personal service, or by any other means, notice shall be deemed to be given when such notice has been received. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver notice of such meeting, except where the director attends the meeting with the express purpose of objecting to the transaction of any business on the basis of inadequate notice.

(d) Agenda

The Chairperson of the Board shall set the agenda for each meeting of the Board. Before a meeting, any member of the Board, CEO, or member of the Advisory & Judicial Committee may request that items be placed on the agenda by written submission to the Chairperson of the Board so long as the written submission is received by the Chairperson no later than seventy-two (72) hours prior to the scheduled date and time of the meeting.

(e) Quorum and Proxies

The presence of a simple majority of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of a quorum shall be an act of the Board. If less than a quorum of the Board is present at a meeting, the meeting shall be immediately adjourned and no business transacted until a quorum is present. No director may act or vote by proxy at any



American Cricket Federation CONSTITUTION

meeting of the directors. An absent director may submit his or her written view on any matter before the Board to be read at a meeting if the Chairperson of the Board receives such writing no later than twenty-four (24) hours prior to the meeting.

Section 4.07 Action without Meeting

The Board may act without a meeting if the Chairperson receives the written and signed consent of each member of the Board to such act. Such consent shall have the same force and effect as a unanimous vote of the directors. Actions taken under this Section should be reserved for extraordinary and unforeseen situations that necessitate action by the Board and where the notice and other provisions of Section 4.06 cannot otherwise be met.

Section 4.08 Effectiveness of Actions

Actions taken by the Board pursuant to Section 4.06 or Section 4.07 shall be given immediate effect, except as otherwise provided in these by-laws or when a definitive date is recited in the record of the action taken.

Section 4.09 No Compensation

Directors shall not receive compensation for their services to the Federation and as a public service in furtherance of the charitable and educational purposes of the Federation set forth in the Articles of Incorporation, although reasonable expenses of the directors may be paid or reimbursed by the Federation. Such reimbursement must be approved by the Board of Directors from time to time. No paid employee of the Federation shall be eligible to be a member of the Board of Directors. Directors shall not be disqualified to receive reasonable compensation for services provided to or for the benefit of the Federation in any other capacity, provided that the rendering of such services and such compensation are not inconsistent with Board policies or ethical Code of Conduct.

Article 5. **Amendment**

Section 5.01 Necessary Vote



American Cricket Federation CONSTITUTION

These by-laws may be amended by unanimous written consent or the affirmative vote of at least a majority of the votes cast at a meeting at which at least two-thirds (2/3) of the Directors are present.

Section 5.02 **Proposed Amendment**

The text (or a summary thereof) of any proposed amendment to be adopted at a meeting shall be sent to the Directors at least fifteen (15) days prior to the meeting at which such action is to be taken.

Section 5.03 **Strict Procedure**

Except for proposed amendments distributed in accordance with preceding subsection, no amendment may be adopted at a meeting of the Board, except that this Section shall not prevent the Board from modifying the text of any proposed amendments at the time of adoption if the modifications do not materially alter the substance of the proposed amendments.

Section 5.04 **Effectiveness of Amendments**

Such amendments shall be effective as of the date of adoption unless otherwise specified in either the amendment or the resolutions adopting the amendment.

Article 6. **Administrative, Fiscal, and Legal Matters**

Section 6.01 **Depositories**

The Board shall, from time to time as necessary, designate depositories for funds, property, and assets belonging to or under the control of the Federation.

Section 6.02 **Bonding**

Corporate fidelity bonds shall be obtained at the expense of the Federation in a form and amount as may be required by the Board, indemnifying the Federation against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of the Federation.

Section 6.03 **Indemnification and Insurance**

(a) Indemnification



American Cricket Federation CONSTITUTION

The Corporation shall, to the maximum extent permitted by the Law, indemnify each of its directors, officers, employees, and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a director, officer, or agent of the Corporation, and shall advance to such person expenses incurred in defending any such proceedings to the maximum extent permitted by the Law. For purposes of this Section a “director,” “officer,” “employee,” or “agent” of the Corporation includes any person who is or was a director or officer of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation. The Board, in its discretion, provides by resolution for indemnification of or advances of expenses to, other agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

(b) Director’s Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation against any liability asserted or incurred by such person in such capacity or arising out of the person’s status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Section, provided however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any person in respect of a violation of any law in the State of Maryland.

Section 6.04 Annual Audit

The Board shall select an independent certified public accountant to audit the books and financial records of the Federation. After completing the audit with respect to a particular year, the auditor shall submit an audit report to the Board, and as soon thereafter as reasonably possible, a copy of such audit report shall be available to the members of the Federation upon request.

Section 6.05 Contracts

All contracts not in the ordinary course of affairs of the form shall be examined and approved for form by designated Director(s) of the Federation, prior to execution. The contents of any contract affecting a standing committee shall, during the negotiation phase, be communicated to the appropriate committee. Unless otherwise directed by the Board, all written contracts shall be executed on behalf of the Federation by the CEO.



American Cricket Federation CONSTITUTION

Section 6.06 **Annual General Meeting**

The Board will call for an Annual General Meeting (AGM) to be held at a location to be named by the Chairperson of the Board with a minimum of 45 calendar day notice to all members. An agenda drafted by the Chairperson and the Secretary of the Board will be distributed to all members no later than 30 calendar days prior to the date announced for the AGM.

Section 6.07 **Dissolution**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 7. Conflict of Interest and Ethical Practices

Section 7.01 **Conflict of Interest**

The conflict of interest policy of the ACF is described in the Appendix.

Section 7.02 **Ethical Practices**

The Board shall adopt a written Code of Conduct and Ethical Practices for the Federation which may contain the requirement that each officer, member of the Board, committees, and each key employee of the Federation annually agree in writing to abide by such Code of Conduct and Ethical Practices.



American Cricket Federation
CONSTITUTION

APPENDIX: ACF Conflict of Interest Policy

Article 1. Purpose

The purpose of the conflict of interest policy is to protect the interest of the American Cricket Federation (ACF) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of ACF or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article 2. Definitions

Section 1: Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2: Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.

- a. An ownership or investment interest in any entity with which ACF has a transaction or arrangement,
- b. A compensation arrangement with ACF or with any entity or individual with which ACF has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ACF is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- e. A financial interest is not necessarily a conflict of interest. Under Article 3a person who has a financial interest may have a conflict of



American Cricket Federation CONSTITUTION

interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article 3. Procedures

Section 1: Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 2: Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 3: Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether ACF can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the



American Cricket Federation CONSTITUTION

governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ACF's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Article 4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article 5. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.



American Cricket Federation CONSTITUTION

Article 6. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from ACF for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ACF for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ACF, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article 7. Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands ACF is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article 8. Periodic Reviews

To ensure ACF operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:



American Cricket Federation CONSTITUTION

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to ACF's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article 9. Use of Outside Experts

When conducting the periodic reviews as provided for in Article 8. ACF may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.