

## APPENDIX B: Draft NALP Bylaws with Proposed Changes Incorporated – May 2021

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### Section I – OFFICES

- 1.1** The principal office of the Corporation shall be the main or primary office. In the event a temporary principal office is necessary, it shall be established at the discretion of the President.
- 1.2** The Corporation may have such offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

### Section II – MEMBERSHIP

- 2.1** The Corporation shall have no capital stock. Eligibility for Membership in the Corporation shall be for entities supportive of the purposes of the Corporation, as follows.
- 2.2** The following types of organizations are eligible for membership with voting rights

in the following categories and shall be referred to as “Voting Members” or “Member Organizations”:

**2.2a** Law School Members:

**2.2a(i)** Any law school fully or provisionally accredited by the American Bar Association.

**2.2a(ii)** Any law school outside the United States whose admission to membership is approved by the Board of Directors.

**2.2b** Employer Members:

**2.2b(i)** Any employer whose active engagement in the recruitment of lawyers and law students is primarily for purposes of employment within its individual organization.

- 2.2b(i)** Any employer whose active engagement in the recruitment of lawyers and law students is primarily for purposes of employment within its individual organization.
- 2.2b(ii)** Any bar association.
- 2.2c** Members having multiple offices or places of business in different locations may hold separate memberships for each such office or place of business.
- 2.3** Each Member Organization in Section 2.2a and 2.2b shall be entitled to one vote. Each Member Organization must appoint one person to cast the Member Organization's vote, and that person shall be referred to as the Member Organization's "Main Member."
- 2.4** The Member Organizations are required to notify the Corporation in writing of the name of the person designated to be the Main Member that represents the Member Organization and votes on its behalf. This right to vote shall be transferable to another person within the Member Organization. No member is permitted to vote by proxy.
- 2.5** Each Member Organization may, upon payment of any required fees, designate any number of its employees as entitled to receive additional copies of all mailings and electronic communication and resources. These designated employees, as well as the representative designated in Section 2.4, shall be referred to as "Member Employees."
- 2.6** Regions: The membership of the Corporation shall be divided into such general and limited regions as the Board of Directors deems necessary and appropriate. Changes in regional boundaries shall be made only after consultation with the regions affected.
- 2.7** Membership may be terminated by a Member Organization at any time upon notification in writing to the Corporation and shall be effective upon fulfillment of all monetary obligations for the fiscal year.
- 2.8** The membership of any Member Organization or Member Employee may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be actions unsupportive or contrary to the mission of the Corporation, violation of these Bylaws or any lawful rule or practice duly adopted by the Corporation or any other conduct prejudicial to the interests of the Corporation as determined by the Board in good faith. Except when termination results from operation of Section 3.2 (non-payment of dues), suspension or termination shall be by an affirmative vote of nine or more of the fourteen voting members of the Board of Directors; provided that a statement of the reasons for the proposed suspension or termination shall have been sent by registered mail to the last recorded address of the Member Organization or the Member Employee, as the case may be, at least twenty days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the reasons shall be considered. Such meeting may be held by any means of electronic communication which permits all persons participating in such meeting to communicate effectively with each other. Such Member Organization or Member Employee shall have the opportunity to participate in the meeting and to be represented by counsel to present any defense to the proposed suspension or termination before such action is taken.

**2.9** The Corporation may have non-voting Affiliates, who shall be individuals and entities interested in and supportive of the purposes of the Corporation, and whose rights, obligations, qualifications, and dues shall be determined from time to time by Resolution of the Board. Affiliate admission requires approval by the Executive Director and timely remittance of applicable dues. Affiliates shall not be eligible to hold any elected office in the Corporation, nor shall they be subject to subsections 2.1 – 2.8 of this Section. The Affiliate status of any such non-voting Affiliate may be suspended or terminated by the Executive Director for failure to pay timely dues, or for other any conduct not supportive of the Corporation, or for other good cause as determined in the discretion of the Board of Directors.

### **Section III – DUES AND FEES**

**3.1** The Board of Directors shall determine dues for the membership or, at its discretion, specific classes of membership for each fiscal year. They may also determine the Member and nonmember registration fees for the Annual Education Conference and shall so notify the membership of the place and registration fee of the Annual Education Conference at least ninety days prior to the Conference. The Board of Directors may designate that all or part of the Annual Education Conference be held by any means of electronic communication that the Board deems appropriate.

**3.2** Non-payment of dues shall be cause for termination of membership unless reasonable cause for such late payment can be shown by the involved Member Organization or Member Employee.

### **Section IV – ANNUAL BUSINESS MEETING**

**4.1** An annual business meeting of the Corporation shall be held at such place as the Board of Directors shall designate, alternating the site among the regions insofar as practical. The Board of Directors may designate that all or part of the annual business meeting be held by any means of electronic communication that the Board deems appropriate.

**4.2** The announcement of the results of the election of officers and directors followed by the presentation of the Vice-President for Finance's (Treasurer's) Report shall be the first two orders of business of the annual business meeting. Such other business as has arisen since the last annual meeting may be considered. The agenda for the business meeting shall be circulated at least ten days in advance of the annual business meeting.

**4.3** Except as otherwise provided by law, the members in attendance shall constitute a quorum at all meetings of the voting members.

### **Section V – MEMBER VOTING**

**5.1** Voting in the elections of officers and directors shall be conducted by electronic voting, balloting, or other means as determined by the Board of Directors that maintain the integrity of the voting process. Notice of the election shall be given to the Voting Members at least ten business days prior to the opening date of the voting process. Per Section 2.3, each Member Organization shall be entitled to one vote with respect to the election of officers and directors. Elections shall be decided by the vote of the majority of the Main Members participating in the voting. Voting for the election of officers and directors must

remain open for a minimum of ten business days.

- 5.2** Voting in the elections of Annual Education Conference Planning Coordinators, Regional Representatives, or Nominating Committee members shall be conducted by electronic voting, balloting, or other means as determined by the Board of Directors that maintain the integrity of the voting process. Notice of the election shall be given to the Voting Members at least ten business days prior to the opening date of the voting process. Per Section 2.3, each Member Organization shall be entitled to vote for candidates for the Annual Education Conference Planning Committee, the Regional Resource Council, and the Nominating Committee. These elections shall be decided per the voting method described in Section 10. Voting for the election of Annual Education Conference Planning Coordinators, Regional Representatives, or Nominating Committee members must remain open for a minimum of ten business days.
- 5.3** The Board may, at its discretion, ask Member Organizations, to vote on matters of concern to the Corporation. Member voting may be conducted by electronic voting, balloting, or other means as determined by the Board of Directors that maintain the integrity of the voting process. Notice of such matters shall be given to the Voting Members at least ten business days prior to the opening date of the voting process during which they are to be considered. Such matters shall be decided by the vote of the majority of the Member Organizations participating in the voting. However, on matters that most directly impact students or law school educational issues, such questions shall be decided by the vote of the majority of the Law School Members participating in the voting.

Voting for any question must remain open for a minimum of ten business days.

- 5.4** Notwithstanding sections 5.1, 5.2, and 5.3, if the question is one upon which, by express provision of law, the Articles of Incorporation, or these Bylaws, a different vote is required, such express provision shall govern and control.

## **Section VI – BOARD OF DIRECTORS**

- 6.1** All of the corporate powers shall be vested in, and the business and affairs of the Corporation shall be managed by, its Board of Directors. The Board may exercise all such powers of the Corporation and do all such lawful acts and things which are not by law, the Articles of Incorporation, or these Bylaws, directed or required to be done only by Members.
- 6.2** There shall be a fourteen-member Board of Directors consisting of the President; the President-Elect; the Vice-President for Member Services and Education; the Treasurer (who is also referred to as the Vice-President for Finance); the Vice-President for Diversity, Equity, and Inclusion; and nine Directors. The members of the Board of Directors shall be Member Employees. The Immediate Past President, the Executive Director, and the Deputy Director shall be entitled to attend and participate in meetings of the Board in an ex-officio nonvoting capacity.
- 6.3** The following officer positions – President; President-Elect; Vice-President for Member Services and Education; Vice-President for Finance; and Vice-President for Diversity, Equity, and Inclusion – shall be held by Law School Members and Employer Members in a three to two ratio or a two to three ratio, with neither Law School Members nor Employer Members holding more than three of the five positions.

**6.4** Nine Director positions shall be representative of the membership with five being Law School Member representatives and the remaining four being Employer Member representatives. Directors' terms shall be for approximately two years, with four positions open one year and five positions open the next in alternating fashion. The Directors shall be elected by the voting membership pursuant to section 5.1, and shall hold office from the announcement of their election results at the Corporation's annual business meeting until the announcement of the election results of their successors at the Corporation's annual business meeting for the second year following their election.

**6.5** The Board of Directors shall have full power and authority:

**6.5a** To conduct, manage, and direct the business and affairs of the Corporation, which shall include the power and authority to act on behalf of the Corporation to form, organize, or establish an affiliation with other corporations or entities;

**6.5b** To perform such other duties as are prescribed by these Bylaws.

## **Section VII – OFFICERS AND ADMINISTRATORS**

**7.1** The officers of the Corporation shall be: the President; the President-Elect; the Vice-President for Member Services and Education; the Treasurer (who is also referred to as the Vice-President for Finance); the Vice-President for Diversity, Equity, and Inclusion; and the Secretary. The Secretary position shall be held by the Executive Director (in a non-voting capacity) unless the Board elects somebody else.

**7.2** The Board of Directors may appoint such other officers as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**7.3** The President's term shall run from the annual business meeting when taking office until the next annual business meeting. The President-Elect shall automatically become the President at the conclusion of the immediately preceding President's term. The terms of each Vice-President (the Vice-President for Member Services and Education; the Vice-President for Finance; and the Vice-President for Diversity, Equity, and Inclusion) shall be for approximately two years. The terms of office for each Vice-President shall run from the announcement of their election results at the Corporation's annual business meeting until the announcement of the election results of their successor at the annual business meeting for the second year following their election. Should any officer resign or become ineligible to serve under Section 9.6, they shall be replaced under the provisions of that section.

**7.4** The President shall perform such duties as are customary to the office. The President-Elect shall assist the President in conducting the affairs of the Corporation.

**7.5** The Vice-President for Member Services and Education shall chair the Regional Resource Council. In the absence of the President, the Vice-President for Member Services and Education shall preside at business meetings of the Board of Directors, the regions, or the membership.

**7.6** The Vice-President for Finance shall oversee a process by which the Corporation will: make disbursements as authorized, be responsible for preparation of all necessary

tax forms, and in consultation with the Board of Directors prepare the annual budget. The Vice-President for Finance may delegate appropriate financial responsibilities to the Executive Director.

- 7.7 The Vice-President for Diversity, Equity, and Inclusion shall lead the Board in diversity, equity, and inclusion efforts and shall monitor and measure the Association's progress against its stated diversity, equity, and inclusion commitments and nondiscrimination commitments.
- 7.8 Law School Members and Employer Members whose representatives serve as officers may receive such financial support as the Board of Directors may provide.
- 7.9 The Board of Directors may authorize any officer, employee, or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument. The authority may be general or confined to specific instances and shall be in writing. Unless authorized by the Board of Directors, no officer or employee or agent shall have any power or authority to bind the Corporation by any contract or engagement or pledge its credit or render it liable pecuniarily.
- 7.10 All checks, drafts, and other orders for the payment of money out of the Corporation, and all evidence of indebtedness of the Corporation, shall be executed on behalf of the Corporation in such a manner as shall be determined by resolution of the Board of Directors.
- 7.11 The Board of Directors may, in its discretion, appoint an Executive Director and such other management or staff personnel as deemed appropriate and determine the compensation of the Executive Director and other staff employees who shall manage and direct

such functions of the Corporation as are assigned by the Board of Directors.

- 7.12 The Executive Director shall serve as Secretary to the Corporation and shall review the status of membership in the Corporation and, in coordination with the Board of Directors, devise and conduct programs for helping the Corporation meet its membership goals. Duties of the position include giving notice of and attendance at all meetings, keeping a record of all proceedings, and such other duties as are usual or assigned by the Board of Directors.

## Section VIII — MEETINGS OF THE BOARD OF DIRECTORS

- 8.1 The Board of Directors shall meet at the discretion of the President at least three times per year. Minutes and decisions of the open sessions of such meetings, or summaries thereof, shall be made available to the membership. At the invitation of the President, committee chairs and other persons may attend such meetings but shall have no vote.
- 8.2 Regular meetings of the Board of Directors may be held, upon five days' written or electronic notice, at such time and place either within or without the state of incorporation, provided that notice of such determination shall be given to all members of the Board of Directors. Any regular meeting of the Board may be held by any means of electronic communication which permits all persons participating in such meeting to communicate effectively with each other.
- 8.3 Special meetings of the Board of Directors may be called by the President on two days' notice given to each Board member, either personally, by telephone, or by written notice such as email. Special meetings of the Board of Directors shall be called by the

President in the same manner on the written request of four voting members of the Board, and if the President fails, refuses, or is unable to call a meeting when requested by any four voting members of the Board, then the four voting members of the Board may call the meeting on two days' written notice given to each Board member. Such meetings may be held by any means of electronic communication which permits all persons participating in such meeting to communicate effectively with each other.

- 8.4** Board members present at any regular or special meeting shall be deemed to have received due notice, or to have waived notice thereof, provided that a Board member who participated in a meeting in person or by any means of electronic communication shall not be deemed to have received or waived due notice if, at the beginning of the meeting, they object to the transaction of any business because the meeting is not lawfully called.
- 8.5** A majority of the members of the Board of Directors in office shall be necessary to constitute a quorum for the transaction of business, and, except as otherwise provided by law or these Bylaws, the acts of a majority of the Board members present shall be the acts of the Board of Directors.
- 8.6** If a quorum is present when the meeting is convened, the members of the Board present may continue to do business, taking action by vote of a majority of a quorum as fixed in Section 8.5, until adjournment, notwithstanding the withdrawal of enough Board members to leave less than a quorum as fixed in Section 8.5 or the refusal of any Board member present to vote, with such actions to be ratified by adoption of the minutes at the following board meeting.

- 8.7** Any action which may be taken at a meeting of the Board of Directors may be taken by a consent via email or in writing signed by all of the members of the Board and filed with the records of proceedings of the Board of Directors.
- 8.8** Members of the Board of Directors may participate in and be present at any meeting of the Board of Directors by any means of electronic communication which permits all persons participating in such meeting to communicate effectively with each other.
- 8.9** In the event of an anticipated or actual catastrophic event that makes it impracticable to attain a quorum of the Corporation's directors when and as necessary to carry out the functions of the Board of Directors, the Board may: modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; give notice of a board meeting in any practical manner and only to those directors it is practicable to reach; and if reasonable efforts have been made to provide actual knowledge of the meeting to all directors and if all of the directors who have actual knowledge of the meeting, and who could participate in the meeting lawfully and without undue hardship or risk of injury, do participate in the meeting, then a quorum of directors is presumed to be present and business may be conducted. Corporate action taken in good faith during an emergency under this Section to further the ordinary business affairs of the Corporation binds the Corporation and may not be used to impose liability on a corporate director, officer, employee, or agent.

## Section IX – NOMINATION, ELECTION, REPLACEMENT, AND REMOVAL OF OFFICERS AND DIRECTORS

**9.1** The Nominating Committee shall nominate the following, fostering to the greatest extent practicable, a Board of Directors reflective of the Corporation’s membership:

**9.1a** Each year a President-Elect.

**9.1b** In alternating years the Vice-Presidents with a Vice-President for Member Services and Education and a Vice-President for Diversity, Equity, and Inclusion being elected in one year and a Vice-President for Finance being elected in the next year. The year in which a Vice-President for Member Services and Education and a Vice-President for Diversity, Equity, and Inclusion are elected shall be the year in which four Board members will be nominated.

**9.1c** In alternating years either four or five Board members whose membership status maintains the balance of five Law School Members and four Employer Members among the Director positions.

**9.1d** A President if, as provided in Section 9.6, a President as well as a President-Elect must be elected.

**9.1e** The following officer positions – President; President-Elect; Vice President for Member Services and Education; Vice-President for Finance; and Vice-President for Diversity, Equity, and Inclusion – shall be held by Law School Members and Employer Members in a three to two ratio or a two to three ratio, with neither Law School Members nor Employer Members holding more than three of the five positions.

**9.2** The Nominating Committee shall hold an annual meeting at which the Committee

shall select a slate of nominees for the officer and director positions set forth in Section 9.1 above, to be elected pursuant to section 5.1 and announced at the next annual business meeting. Prior to its annual meeting, the Committee shall request that the membership propose candidates for nomination. The Nominating Committee meeting may be held by any means of electronic communication which permits all persons participating in such meeting to communicate effectively with each other.

**9.3** The Nominating Committee shall report its nominations for officers and directors in writing and circulate the report to the membership at least ten business days before the opening date of the voting process.

**9.4** Additional nominations to those proposed by the Nominating Committee may be filed with the Nominating Committee at least forty-eight hours prior to the opening date of the voting process.

**9.4a** Additional nominations shall be made in writing by petition of fifteen or more persons designated to vote for Member Organizations per Section 2.4.

**9.4b** Persons nominated pursuant to this section must be of the same membership category as the person they are opposing.

**9.4c** Additional nominations shall be posted in the same place and manner as the nominations from the Nominating Committee at least twenty-four hours before the voting process is scheduled to open.

**9.4d** No nominations will be accepted after forty-eight hours prior to the opening date of the voting process.

**9.5** The announcement of the results of the election of officers and directors shall be the first order of business of the annual

business meeting of the Corporation, as provided in Section 4.2 and shall be overseen by the Nominating Committee.

- 9.6** If the President resigns, becomes ineligible to serve, or dies, the President-Elect shall immediately assume the presidency and shall serve in this capacity for the remainder of the unexpired term as well as during the expected full term as President. If the President-Elect resigns, becomes ineligible to serve, or dies, a President as well as a President-Elect shall be elected in the next election cycle. If the President-Elect resigns, becomes ineligible to serve, or dies three or more months before the convening of the Annual Education Conference, the Board of Directors shall appoint a person to serve as Interim President-Elect until the next annual business meeting. This person shall be considered to be an officer of the Corporation, a member of the Board of Directors, and eligible to be elected President or President-Elect. If the Vice-President for Member Services and Education, the Vice-President for Finance, or the Vice-President for Diversity, Equity, and Inclusion is unable to serve out their term of office, the President shall appoint a replacement with the advice and consent of the Board of Directors.
- 9.7** If a member of the Board of Directors other than an officer resigns, becomes ineligible to serve, or dies, the President, with the advice and consent of the Board of Directors, shall appoint a replacement to serve the remaining term of the Director so replaced. The replacement shall be chosen from the appropriate membership category to maintain the balance set forth in 9.1c.
- 9.8** Any officer or Director may be removed for cause by an affirmative vote of nine or more of the fourteen voting members of the Board of Directors or by a majority vote of

the Main Members. The procedures regarding membership termination set forth in Section 2.8 shall be applicable to a vote to remove an officer or Director. Sufficient cause for such removal shall be actions unsupportive or contrary to the mission of the Corporation, violation of these Bylaws or any lawful rule or practice duly adopted by the Corporation, nonperformance of duties, or any other conduct prejudicial to the interest of the Corporation as determined by the Board of Directors in good faith. Any officer or Director so removed shall be replaced in accordance with the procedures set forth in Section 9.6 or Section 9.7, as applicable.

- 9.9** Notwithstanding the foregoing, any officer or Director who would be considered ineligible to serve solely because their membership category has changed from being a Law School Member to being an Employer Member or vice versa after their election shall be allowed to serve the remainder of their term. Any resulting imbalance to the distribution of member officer positions required by Section 6.3 shall be rebalanced by the next Nominating Committee as per Section 9.1e. Any resulting imbalance to the distribution of member Director positions required by Section 6.4 shall be rebalanced by the next Nominating Committee as per Section 9.1c.

## **Section X — ELECTED POSITIONS WITHIN NALP REGIONS**

- 10.1** Annual Education Conference Planning Coordinators - General Regions: Each year each General Region shall elect one Annual Education Conference Planning Coordinator to serve on the Annual Education Conference Planning Committee. The members of the Annual Education Conference Planning Committee shall be Member Employees. Member

Employees are eligible to run for the Annual Education Conference Planning Committee provided they have not served on the Annual Education Conference Planning Committee at any time in the three years prior to the election. The Conference Planning Coordinator from each region shall alternate between Law School Members and Employer Members, such that no more than three shall be elected each year from a single membership category. In one year the Law School Members in a given region shall elect a Law School Member as Conference Planning Coordinator; in the next year the Employer Members from that region shall elect an Employer Member to the position. Those elected from and by Law School Members shall be actively engaged in law school career services; diversity, equity, and inclusion; or related student services activities. Those elected from and by Employer Members shall be actively engaged in legal recruiting; lawyer professional development; diversity, equity, and inclusion; or related personnel activities. The Conference Planning Coordinators shall hold office from the Corporation's first annual business meeting following their election until the conclusion of the Corporation's next annual business meeting. The Annual Conference Planning Coordinator's duties shall be as provided in Section 11.1. In the absence of a candidate for a particular position on the Annual Education Conference Planning Committee, the President shall appoint a member to the position. The appointed member must be from the same membership category and region.

- 10.2** Regional Resource Council Representatives - General Regions: Each year each General Region shall elect two persons to serve on the Regional Resource Council and they shall be called Regional Representatives.

The members of the Regional Resource Council shall be Member Employees. Member Employees are eligible to run for the Regional Resource Council provided they have not served a full term on the Regional Resource Council at any time in the three years prior to the election. One Regional Representative shall represent and be elected by the Law School Members and one shall represent and be elected by the Employer Members. The Regional Representative elected from and by the Law School Members shall be actively engaged in law school career services; diversity, equity, and inclusion; or related student services activities. The Regional Representative elected from and by the Employer Members shall be actively engaged in legal recruiting; lawyer professional development; diversity, equity, and inclusion; or related personnel activities. Regional Representatives shall hold office from the Corporation's first annual business meeting following their election until the conclusion of the Corporation's annual business meeting for the second year following their election. The Regional Representatives' duties shall be as provided in Section 11.2. In the absence of a candidate for a particular position on the Regional Resource Council, the President shall appoint a member to the position. The appointed member must be from the same membership category and region.

- 10.3** Nominating Committee Members - General Regions: Each year each General Region shall elect two persons to serve on the Nominating Committee. The members of the Nominating Committee shall be Member Employees. Member Employees are eligible to run for the Nominating Committee provided they have not served on the Nominating Committee at any time in the three years prior to the election. All

elected Nominating Committee members shall have a minimum of three years of experience within the industry or experience as a NALP Committee Chair or Vice Chair. One Nominating Committee member shall represent and be elected by the Law School Members and one shall represent and be elected by the Employer Members. The Nominating Committee member elected from and by the Law School Members shall be actively engaged in law school career services; diversity, equity, and inclusion; or related student services activities. The Nominating Committee member elected from and by the Employer Members shall be actively engaged in legal recruiting; lawyer professional development; diversity, equity, and inclusion; or related personnel activities. Nominating Committee members shall hold office from the Corporation's first annual business meeting following their election until the Corporation's next annual business meeting. The Nominating Committee members' duties shall be as provided in Sections 9.1, 9.2, 9.3, and 11.3. In the absence of a candidate for a particular position on the Nominating Committee, the President shall appoint a member to the position. The appointed member must be from the same membership category and region.

**10.4** Members elected from the Limited Region(s):

**10.4a** Each year each Limited Region shall elect a Member Employee from the region to serve as an Annual Education Conference Planning Coordinator and a Member Employee from the region to serve as a Nominating Committee member. All elected Nominating Committee members shall have a minimum of three years of experience within the industry or experience as a NALP Committee Chair or

Vice Chair. Conference Planning Coordinators and Nominating Committee members shall hold office from the Corporation's first annual business meeting following their election until the end of the Corporation's next annual business meeting.

**10.4b** Each year each Limited Region shall elect a Member Employee from the region to serve on the Regional Resource Council as Regional Representative. Each elected Regional Representative shall hold office from the Corporation's first annual business meeting following their election until the conclusion of the Corporation's annual regional business meeting for the second year following their election.

**10.4c** Member Employees from the Limited Regions are eligible to run for the above elected positions provided they have not served in the same role at any time in the three years prior to the election.

**10.4d** The Annual Conference Planning Coordinator's duties shall be as provided in Section 11.1. The Nominating Committee member's duties shall be as provided in Sections 9.1, 9.2, 9.3, and 11.3. The Regional Representative's duties shall be as provided in Section 11.2. Persons elected for any of these positions shall be a Law School Member actively engaged in law school career services; diversity, equity, and inclusion; or related student services activities or an Employer Member actively engaged in legal recruiting; lawyer professional development; diversity, equity, and inclusion; or related personnel activities.

**10.4e** In the absence of a candidate for a particular position set forth in this section, the President may appoint a member to the position or may elect to leave it vacant. In appointing a member under this provision,

the President shall not be subject to the three year limitation in section 10.4c.

**10.5** Elections for positions listed in Section X shall be conducted using the voting method as described below (commonly known as the "Borda Count" voting method). Voting shall be conducted by electronic voting, balloting, or other means as determined by the Board of Directors that maintain the integrity of the voting process as described in Section V.

**10.5a** Voters will rank candidates in order of preference and may rank as many, or as few, candidates as they wish. Each candidate receives points corresponding to each voter's ranking. Points are determined by the number of candidates on each ballot (n) so that the first ranked candidate on each ballot receives n points, the second ranked candidate receives n-1 points, the third ranked candidate receives n-2 points, and so on, with those unranked receiving 0 points. The candidate receiving the most points is declared the winner.

**10.5b** In the event of a tie, the candidate, of those with the most points, receiving the most first place votes is declared the winner. In the event of a tie where there are equal numbers of points and first place votes, the candidate receiving the most second place votes among the tied candidates is declared the winner. If two or more candidates remain tied after the calculation of points, first place votes, and second place votes in the initial ballot, then a runoff election including all tied candidates shall be held using the same voting method.

**10.6** If an Annual Education Conference Planning Coordinator, Regional Representative, or Nominating Committee member resigns, becomes ineligible to serve, or dies, the President, with the advice

and consent of the Board of Directors, shall appoint a replacement for any such officeholder, from the same membership category and region, to serve the remaining term of the member so replaced.

**10.7** Any Annual Education Conference Planning Coordinator, Regional Representative, or Nominating Committee member may be removed for cause by an affirmative vote of nine or more of the fourteen voting members of the Board of Directors; provided that a statement of the reasons for the proposed removal from office shall have been sent by registered mail to the last recorded address of such office-holder at least ten days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the proposed removal shall be considered. Such meeting may be held by any means of electronic communication which permits all persons participating in such meeting to communicate effectively with each other. The member shall have the opportunity to participate in the meeting and to be represented by counsel to present any defense to the proposed removal from office before such action is taken. Sufficient cause for such removal from office shall be actions unresponsive or contrary to the mission of the Corporation, violation of these Bylaws or any lawful rule or practice duly adopted by the Corporation, nonperformance of duties, or any other conduct prejudicial to the interest of the Corporation as determined by the Board of Directors in good faith. The President, with the advice and consent of the Board of Directors, shall appoint a replacement for any person so removed from office, from the same membership category and region, to serve the remaining term of the member so removed.

## Section XI – COMMITTEES

**11.1** The Annual Education Conference Planning Committee shall plan, coordinate, and host the Annual Education Conference. The Committee shall include a Chair, Vice-Chair(s), and Conference Planning Coordinators as follows.

**11.1a** The President shall appoint a Chair and Vice-Chair(s) with the approval of the Board.

**11.1b** Conference Planning Coordinators shall be elected as provided in Sections 10.1 and 10.4.

**11.1c** The President shall appoint an additional five Conference Planning Coordinators to ensure a broad representation of Member responsibilities, interests, and experience.

**11.2** The Regional Resource Council serves as a forum and clearinghouse for regional interests, concerns, and projects. The Regional Resource Council is chaired by the Vice-President for Member Services and Education and includes elected Regional Representatives from the General Regions and the Limited Region(s) as provided in Sections 10.2 and 10.4. The responsibilities of the Regional Representatives include collaborating with and providing reports to the Board of Directors, Vice-President for Member Services and Education, and Regional Resource Council on news, activities, and concerns from their region. The Regional Representatives also serve as a conduit of information between the Board and the members in their region.

**11.3** The Nominating Committee shall nominate candidates for officers and for the Board of Directors as provided in Section 9.1, 9.2, and 9.3. The Nominating Committee shall also solicit candidates for nomination to Board and elected positions and shall

oversee these elections. The Chair shall be a non-voting member of the Committee except in the case of a tie vote by the Committee. The President also may appoint up to two voting Vice-Chairs to ensure the Nominating Committee is representative of the membership while maintaining the balance of membership categories among voting members of the Committee.

**11.3a** The Chair of the Nominating Committee shall be appointed by the President with the approval of the Board.

**11.3b** The members of the Nominating Committee shall be two Member Employees (one from a Law School Member and one from an Employer Member) from each General Region, as provided in Section 10.3 and one Member Employee from the Limited Region(s), as provided in Section 10.4.

**11.3c** During their term of office, Nominating Committee members may not nominate themselves or be selected as the nominees for officer, Director, or elected positions.

**11.4** To assist the officers and the Board of Directors in conducting the affairs of the Corporation, such committees as are necessary and desirable for the good and welfare of the organization shall be appointed by the President with the approval of the Board of Directors, subject to any limitations hereinafter expressed. Committees should wherever feasible include representatives of all groups of voting members.

**11.5** Supervision of committees appointed by the President as appropriate shall be delegated to other members of the Board of Directors at the discretion of the President. Committee Chairs, as well as the members of non-elective committees, shall serve at

the discretion of the President and the Board of Directors.

- 11.6** Appointments to committees shall terminate at the expiration of the term of office of the President who makes the appointments unless the President specifies a shorter term. Chairs and members may be reappointed by the incoming President.

## **Section XII – FISCAL AND MEMBERSHIP YEARS**

- 12.1** The fiscal year and membership year of the Corporation shall be established by Resolution of the Board of Directors.

## **Section XIII – NOTICES**

- 13.1** In the absence of a more specific directive in the Bylaws, any written notices required or permitted by law, the Articles of Incorporation, or the Bylaws to be given to any Member or Member Employee shall be deemed to have been given to such Member or Member Employee when such notice is served upon such Member or Member Employee or when such notice is placed in the postal mail, postage prepaid, or by email, addressed to such Member or Member Employee at his or her last known address, whichever is earlier.

## **Section XIV – PARLIAMENTARY AUTHORITY**

- 14.1** When and as determined by the Board, the rules contained in Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation or Bylaws of the Corporation. As needed, a Parliamentarian shall be appointed by the President before the start of the annual business meeting.

## **Section XV – CORPORATE SEAL**

- 15.1** The Board of Directors may adopt a corporate seal, which seal shall have inscribed thereon the name of the Corporation. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced. Failure to affix the seal shall not, however, affect the validity of any instrument.

## **Section XVI – OPERATIONS**

- 16.1** Expenditures in furtherance of the purpose provided in Article IV of the Articles of Incorporation and consistent with the policies of the Corporation shall be authorized by the Board of Directors or by such other person or persons as the Board of Directors may select.
- 16.2** In no event shall the President or members of the Board of Directors make any expenditures or engage in any activity inconsistent with the Corporation's status as a corporation exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or as a corporation contributions to which are deductible under Section 179(c)(2) of the Internal Revenue Code of 1954, as amended.

## **Section XVII – INDEMNIFICATION**

- 17.1** The liabilities and expenses reasonably incurred in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, or investigatory action by any person who served or is serving the Corporation as a director, officer, committee member, volunteer, partner, trustee, employee, or agent of another entity (i.e., an "Eligible Person") by reason

of that Eligible Person's position with or service to the Corporation shall be determined under the terms of the Louisiana Nonprofit Corporation Law, including the following:

**17.1a** Shall be indemnified to the extent the Eligible Person was successful, on the merits or otherwise, in the defense of any such proceeding; and,

**17.1b** May be indemnified if the person acted in good faith and reasonably believed in the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and in all other cases, that their conduct was at least not opposed to the best interests of the Corporation; and in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful, which indemnification shall be done only after complying with the provisions of the Louisiana Nonprofit Corporation Law regarding the process for making determinations about indemnification and the advance of expenses; and,

**17.1c** Shall not be indemnified in connection with any proceeding with respect to conduct for which the person was adjudged liable for negligence or misconduct in the performance of their duty to the Corporation or on the basis that the person received a financial benefit to which they were not entitled, whether or not involving action in an official capacity.

## Section XVIII — BYLAWS AMENDMENTS

**18.1** These Bylaws may be amended during the annual business meeting or through electronic voting. Proposed amendments to the Bylaws shall be filed with the

Corporation in time to be mailed or emailed to the membership at least thirty days prior to the date of the annual business meeting or the opening of the voting process during which they are to be considered. To become enacted, proposed amendments to the Bylaws must receive a vote of the majority of the Main Members (as defined in Section 2.2 and 2.3) participating in the voting. Voting for amendments to the Bylaws must remain open for a minimum of ten business days.

## Section XIX — EFFECTIVE DATES

**19.1** These amended Bylaws shall take effect immediately upon approval by the membership, except those amendments requiring specific action shall take effect in due course as necessary for their proper implementation.

## Section XX — DISSOLUTION

**20.1** Upon dissolution of the Corporation, all assets remaining after payment of, or provision for, all liabilities shall be distributed to an organization or organizations, exempt from the federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1954 as amended, whose purposes, in the determination of the Board of Directors of the Corporation, most nearly relate to the purposes of the Corporation.