April 15, 2011

To: All NALP Members
From: Carol Sprague, President
Re: Proposed NALP Bylaws Amendments

I am delighted to be able to pass along to you a set of recommended Bylaws amendments that you will be asked to adopt later this summer during an electronic voting period. They are presented here for your consideration and for a thorough discussion at the 2011 Annual Education Conference.

One year ago I appointed outgoing Board member Marilyn Drees from Yale Law School to chair a new Bylaws Committee that was composed of a cross-section of both employer and law school members. Her work, and the work of the committee, has been outstanding. From the beginning they took very seriously the charge of reviewing the NALP Bylaws to ensure that they were meeting the needs and goals of the NALP membership. They have considered a number of possible changes and, after extensive research and member outreach, their final proposal represents the best new alternative for NALP. Some of the highlights of these new Bylaws are the creation of a Regional Resources Council and the addition of an affiliate membership category.

The 2010-2011 NALP Board of Directors considered these Bylaws amendment recommendations at its February meeting, and subsequently voted unanimously and enthusiastically to support them. It is my privilege now to pass them along to you, on behalf of the committee and the Board, with the recommendation that you vote to adopt these changes later this summer after we have had a chance to discuss them together at the conference in Palm Springs. A comprehensive memo from Marilyn Drees explaining the changes, as well as a black-lined version of the Bylaws indicating each and every recommended change is provided for your review. If you have any questions at all, please do not hesitate to contact any Board member or any member of the Bylaws Committee. Please note, you will find additional supporting documents on the NALP website, www.nalp.org.

I look forward to discussing these changes with you at our Annual Education Conference in Palm Springs!

The 2010-2011 Board of Directors

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The 2010-2011 Bylaws Committee

Chair: Marilyn Drees, Yale Law School
Vice-Chair: Michael Gotham, Perkins Coie LLP
Board Liaison: Charlotte Wager, Jenner & Block LLP

Members:
Susanne Aronowitz, Golden Gate University School of Law
Lois Casaleggi, University of Chicago Law School
Jean Durling, Fox Rothschild LLP
Arthur Fama, Benjamin Cardozo School of Law
Christina Fox, Skadden, Arps, Slate, Meagher & Flom LLP
Michelle Gage, Ogilvy Renault
Kristina Gajewicz, Baker & McKenzie LLP
Rob Kaplan, William and Mary School of Law
Elaine Kent, Gardere Wynne Sewell LLP
Sonia Menon, Neal, Gerber & Eisenberg LLP
Nicole Vikan, Georgetown University Law Center
Tony Waller, University of Illinois College of Law

Ex officio:
Betsy Armour, Suffolk University Law School
Marcelyn Cox, University of Miami School of Law
Carol Sprague, Skadden, Arps, Slate, Meagher & Flom LLP
An Open Letter to the Membership

April 2011
To: All Members
From: Marilyn Drees, Chair, Bylaws Committee
Re: Proposed Amendments to NALP Bylaws

1. Background

As an outgrowth of the new 2010-15 Long Range Strategic Plan, the Bylaws Committee (BLC) was asked to examine a number of areas to broaden and strengthen NALP’s leadership, membership, and opportunities for member contributions. The Board charged the BLC more specifically to consider the role of regions in the organization’s governance and to work in collaboration with the Membership Structure Work Group (MSWG) on potential enhancement of membership categories. Finally, the BLC was asked to review the bylaws generally to ensure that they were clear, current, and consistent with NALP’s practices.

We met initially during the annual conference on April 30, 2010, and worked out the broad strokes of the project. Over the course of several months, we studied the Long Range Strategic Plan and reviewed the current bylaws and their evolution through previous Bylaws Committee reports dating back to 1985. We also benefitted greatly from research and outreach by the MSWG on the membership structure of comparable associations and impressions of members regarding regional affiliations. The NALP staff also provided valuable data and insights concerning member types, regional distribution, and participation in voting.

We conducted regular conference calls during the summer and early fall to explore the advantages and disadvantages of regional structure, along with its ramifications. On November 15-16, 2010, we convened in Chicago to put all of the pieces together. We began by considering the organization’s primary roles for its members. NALP members look to the organization for education and opportunities for professional development within their job areas. NALP also provides authoritative information about the legal profession and legal recruitment. Equally important, NALP creates community — for members with similar professional interests and for those with a particular geographic focus. Our next step was to think broadly about what structures were in place, and what structures needed to be put in place, to ensure the organization is in the best position to fulfill its roles effectively. We then systematically discussed the additional issues, large and small, to improve the bylaws consistent with the changes and in the spirit of the Long Range Strategic Plan. From that highly creative and constructive conversation, we developed a number of recommendations.

2. Re-Imagining NALP’s Regionally Elected Representatives

As NALP has grown and its members have diversified their areas of expertise, the strength of regional affiliation has diminished. NALP’s sections and work groups have provided members with opportunities to meet and learn from others who share their professional interests, whether professional development, lawyer recruitment, public interest, student counseling, or anything in between. The sections have grown in importance for programming as well; individual sections offer web-based programs on specific topics, and section-sponsored RFPs have become the dominant source of annual conference programming. Members tend to think first of their professional affinity rather than their NALP region (although affiliation with some specific markets remains strong).

At the same time, however, NALP regions retain value. In their daily work, NALP members gather based on geography — often in person in city groups, or by telephone in areas where members are more geographically dispersed. Many school-employer relationships are stronger within a region. Some customs and practices related to recruiting and summer employment develop regionally. Region-based information on salary, hiring, and other topics continues to be important to members.

We engaged in wide-ranging discussion and careful reflection on these issues, mindful of the committee’s charge and the Strategic Plan’s objectives to “foster a greater engagement of all members through enhanced volunteer and leadership opportunities” and “strengthen communication between and among its members, volunteers, and staff.” We concluded that NALP should strike a better balance in reflecting professional affinities and regional influences in its elected structure.

In brief, we recommend that the current responsibilities of the Regional Coordinators be split between two bodies: (1) a Conference Planning Committee with exclusive responsibility for planning and producing the annual conference and (2) a Regional Resource Council composed of regionally elected representatives who can enhance information flow between the members and the Board, identify regional issues and volunteer opportunities, and support the existing groups in the region (e.g., city groups). We are not recommending changes for the Nominating Committee.

Conference Planning Committee & Conference Planning Coordinators

In reviewing and discussing the Regional Coordinator position, we observed several trends. First, as the size and scope of the annual education conference has grown, the Regional Coordinator position has become much more focused on that conference planning function. We also noted that the Regional Coordinator position commonly served in recent years as an entrée into NALP volunteer leadership for more junior members. At the same time, there has been an increase in the expertise and prominence of sections and committees as the source of much of the annual conference’s content. In addition, the annual conference programming is organized by areas of expertise and professional affinity, much more than geography. While acknowledging the reality of the expertise focus in the conference, we also believe regional representation is valuable for conference planning; regional elections are a readily understood mechanism for organizing participation and assist the conference planning process in understanding and reflecting regional priorities. We developed a blended structure that could successfully reflect the
We believe that opening two paths to the Conference Planning Committee will ensure a committee that reflects both regional perspectives and the expertise of our membership, while offering new leadership opportunities for NALP members. [See Sections X - XI of the Bylaws.]

Regional Resource Council & Regional Representatives

As the Regional Coordinators have become more focused on annual conference planning and the Board members have taken on more responsibility for overseeing and supporting the array of sections, task forces, committees, and work groups, an opportunity has emerged to promote a new group of leaders focused on regional interests, concerns, and interaction. These leaders, elected from each region, would form the Regional Resource Council, which could serve as a forum for the exchange of information, a source of support and knowledge for Board members as they interact with the regions, a springboard for focused research, and an incubator for more locally-oriented volunteer opportunities. Individually, these Regional Representatives could assist the Board by collecting information from their regions, and disseminating information about NALP programs, resources, and issues within their regions. They could serve as liaisons with city groups and as a bridge to those areas where city groups are not feasible. They would become the experts on their region and could share knowledge and opportunities with their fellow NALP members and the Board.

The Vice-President would chair the Regional Resource Council. The Council meshes well with the Vice-President’s current responsibilities with city groups/consortia and the Regional Coordinators.

We recommend the election of Regional Representatives in accordance with the following plan. General regions would annually elect two Regional Representatives, one representing law school members and one representing employer members, to a two-year term. Each limited region would elect a Regional Representative each year, to serve a one-year term. The size of the general regions and the variety within them suggest four representatives should be available to serve the regions fully; in addition, a two-year term would permit them to develop expertise and see projects through. This plan thus envisions a Regional Resource Council composed of twenty-one Regional Representatives, based on NALP’s current regional structure.

To permit the group to develop in a measured, manageable way, the Council would begin operation after the 2012 election cycle with eleven members (roughly half its final size in the initial year). With the second election in 2013, each general region would have the full complement of two employer and two school representatives, serving staggered two-year terms, which would allow each to tap into the experience of two continuing representatives each year. [See Sections X - XI of the Bylaws.]

Summary: Effect of Bylaws Amendments on Elections in Regions

The adoption of these amendments would mean that each law school and employer member in the five general regions would elect two people every year: one Nominating Committee representative and one Regional Representative. In addition, each would elect one Conference Planning Coordinator in alternating years. Members in the Canadian limited region currently elect a Regional Coordinator and a Nominating Committee representative in alternating years; that process would not change, but the members would also elect one Regional Representative each year. Chart 2 at left illustrates the voting for one of the general regions.

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**CHART 1. Distribution for Conference Planning Committee Elections**

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<thead>
<tr>
<th></th>
<th>W/RM Region</th>
<th>MW Region</th>
<th>SE Region</th>
<th>MA Region</th>
<th>NE Region</th>
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<tr>
<td>Employer elects CPC</td>
<td>Even Years</td>
<td>Odd Years</td>
<td>Even Years</td>
<td>Even Years</td>
<td>Odd Years</td>
</tr>
<tr>
<td>School elects CPC</td>
<td>Odd Years</td>
<td>Even Years</td>
<td>Odd Years</td>
<td>Odd Years</td>
<td>Even Years</td>
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**CHART 2. Example of Position Elections: Midwest Region**

<table>
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<tr>
<th>Election Year</th>
<th>Employer Members</th>
<th>School Members</th>
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3. Board of Directors

We carefully considered the importance of regional representation at the Board level, specifically evaluating continued appropriateness of the current cap of no more than three board members from a single region. This cap was instituted in 2006 at the same time that regionally-designated board positions were eliminated. The elimination of designated regional seats was based on concerns that the Nominating Committee was hampered in its ability to craft the most broadly representative, well-balanced, strong slate. The size and depth of the candidate pool varied in each region from year to year, and the rigidity of designated regional seats was seen as counterproductive. The cap was intended to prevent any concentration in one or two regions, while still giving the Nominating Committee flexibility in crafting the best slate. In practice, the cap has also proven overly restrictive. Each year, there have been regions with one available opening, which forces the Nominating Committee to reject that region’s entire pool of board candidates in favor of one officer, or reject the entire pool of officer candidates for one board member.

We recommend removing the cap and allowing the Nominating Committee discretion to craft a slate that balances the whole panoply of expertise and backgrounds that make up NALP, including geography. Although regional perspectives are important, it is difficult to see why regional identity should trump all other considerations of background and expertise in slating NALP leaders. The regional perspective is not the primary focus of NALP members, nor is it a major component of the Board’s work. The importance of regional representation is well-established with other elected leadership, particularly the new Regional Resource Council. In addition, the Nominating Committee members who choose the Board slate are regionally elected, which will do much to avoid the concentration of representatives from a single region. The Board currently provides extensive guidance to the Nominating Committee each year. The Board could easily and constructively guide the Nominating Committee to consider regional balance as an important criterion for the slate.

[See Section IX of the Bylaws.]

4. Voting Method Modification to Reduce Runoffs

The BLC recommends modifying the election method for the Nominating Committee, Conference Planning Coordinators, and, if approved, the Regional Representatives to the Regional Resource Council. We do not recommend any change in voting procedures for national officers and directors, issues, or bylaws amendments.

As membership has grown, the number of candidates for the elected positions has grown, often with as many as ten members standing for election for one office. We recognize the value of this increase in participation to the membership. Because our current election structure requires a simple majority vote on a single ballot in order to be elected, however, these multi-candidate fields regularly result in a number of runoff elections. Voting data from recent elections shows that almost every race requires at least one runoff ballot, and several need two or more runoff ballots to decide a winner. The data also indicate that the number of members voting declines in successive rounds. In the end, a very small number of member votes may be determinative. In addition, the runoffs impose a significant administrative burden, as candidates must be notified and notice given to all eligible voters, then votes must be verified and counted. The delay in determining the winners also burdens the President-Elect, who may not be able to finalize section chairs and other appointments until candidates know the outcome of their election.

A form of “preference” voting could nearly eliminate the need for successive ballots. We recommend adoption of the Borda Count method, also known as weighted voting. The Borda Count is relatively easy to follow and is used in a variety of familiar rankings, such as Major League Baseball’s Most Valuable Player. It is considered a consensus-oriented form of voting, since it rewards candidates who have broad appeal among voters. The Borda Count is explained in detail below.

Borda Count Voting Method

Voters will rank candidates in order of preference, with each candidate receiving points corresponding to each voter’s ranking. Members may rank as many, or as few, candidates as they wish. Points are determined by the number of candidates on each ballot (n) so that the top ranked candidate on each ballot receives n points, a second ranked candidate receives n-1 points, a 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. In the event of a tie, the candidate, of those with the most points, who receives 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, among those tied, who receives the most second place votes is declared the winner.

[See Section X of the Bylaws.]

5. Addition to Membership Structure

The Articles of Incorporation permit NALP to establish nonvoting as well as voting member categories. As the interests of NALP members have developed and their range of expertise and job responsibilities have grown, it seems appropriate to explore the inclusion of some groups of professionals whose interests align with NALP and whose expertise could be valuable to NALP members. The MSWG has conducted an extensive review of the membership categories of NALP’s peer organizations and analyzed potential nonvoting member categories. The Board has endorsed the MSWG’s recommendation to establish a nonvoting category for consultants and other industry experts, described in more detail in Appendix D at www.nalp.org/bylawsamendments.

The BLC has drafted a new section which describes the basic requirements and process for creating a nonvoting category.

[See Section 2.10 of the Bylaws.]

6.クラリファイケーション、モダンナライゼーション、コンシスタンシー

The BLC’s general review of the bylaws revealed the need for some revision to modernize some terminology, clarify some terms, harmonize language with current practices, and remove inconsistencies. These are noted in the redlined version, and most are
self-explanatory, but we thought it helpful to provide additional background on a few of them.

- **Provisionally accredited law schools**: The Bylaws make membership available to accredited law schools. The accreditation process involves a number of steps, and provisional accreditation is the last step before full accreditation. Historically, provisionally accredited schools have almost never been denied full accreditation. NALP’s practice has been to extend membership to law schools upon provisional accreditation, and the membership definition has been clarified by including “fully or provisionally accredited” law schools. [See Section 2.2a(1) of the Bylaws]

- **Majority voting requirements**: The Bylaws incorporate the standard requirement for a majority vote to approve most questions, but the majority vote provisions were dispersed among various sections. One provision, which called for approval by a majority of law schools of any question involving student rights or educational issues, was included in Section II, as if conditioning the right to vote, rather than stating the required approval margin. Another majority vote provision was included in Section IV, focusing only on member meetings. Yet another majority vote provision, including authorization for electronic voting, was included in Section IX, dealing exclusively with regional elections. We created a simple, single location for the majority voting requirements, which describes the requirements for in-person meetings in one subsection and the operation of electronic voting in a second subsection. The new section also preserves the ability of law school members to safeguard student rights, codifying NALP’s longstanding practice in votes on significant issues; whenever issues such as the timing guidelines were presented for member vote, votes by law school and employer members have always been tallied separately to be sure that a majority of each group had approved. Law school members retain the power to protect student rights, since no provision can be enacted without majority law school approval. Equally important, the dual majority ensures that only initiatives with strong support among both member groups will be implemented, enhancing the likelihood of ultimate success in any such undertaking. [See Section V of the Bylaws]

- **Definition of “Member Employee”**: The Bylaws contemplated that any number of people from member organizations, in addition to the organization’s primary voting member, could participate in NALP upon payment of the appropriate fees. The qualifications for elected office were silent on membership status, although it was generally understood that only “fee-paid” members could run. To clarify these rights and requirements in the Bylaws, we defined the term “Member Employee” to encompass the primary voting member and all other individual associate members from a member organization. [See Section 2.5 of the Bylaws for definition; the term is used throughout the document]

**Appendices to the Report**

A: Black-lined version of bylaws

*Note: Appendices B – E can be found at www.nalp.org/bylawsamendments*

B: Description of job responsibilities for the Vice President, Board of Directors, Conference Planning Coordinators, and Regional Representatives

C: An Example of the Borda Count in an Election

D: Draft Contingent Board Policy 112: Non-voting, Individual Affiliate Members: Consultants, Authors, and Industry Experts

E. A copy of the bylaws as they will read if these proposed changes are adopted
National Association for Law Placement Bylaws — Proposed Changes

Note: Proposed wording to be eliminated is indicated by strikeouts; proposed new wording is shown in bold italics.

I. Offices
II. Membership
III. Dues and Fees
IV. Voting Members’ Meeting
V. Member Voting
VI. Board of Directors
VII. Meetings of the Board of Directors
VIII. Officers and Administrators
IX. Nomination, Election, Replacement and Removal of Officers and Directors
X. Elected Regional Representatives Positions within NALP
XI. Committees
XII. Fiscal and Membership Years
XIII. Notices
XIV. Parliamentary Authority
XV. Corporate Seal
XVI. Operations
XVII. Bylaws Amendments
XVIII. Effective Dates
XIX. Dissolution

(Last updated 4/28/2006)

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 that 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. Membership in the Corporation shall be as follows:

2.2 Voting Membership shall be divided into categories as listed below:

2.2a Law School Members:

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

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

2.2b Employer Members: Any bar association, non-profit public interest organization, or government agency and any other

2.2b(i) Any law school in a foreign country.

2.2b(ii) Any bar association, non-profit public interest organization, or government agency.

2.3 Each Member Organization (also referred to as “Member”) in Section 2.2a and 2.2b shall be entitled to one vote; provided, however, that, with respect to any matters pertaining to student rights or educational issues, only law school members may vote to resolve such matters; provided further that each member may have any number of representatives present at any meeting but only one such representative shall be entitled to vote on behalf of such member. Each member may designate any number of representatives to receive additional copies of all mailings upon payment of any required fees. Employers Members having multiple offices in different cities may hold a separate membership for any office which that is responsible for its own recruitment program (each with one vote) upon payment of additional dues.

2.4 The Executive Director shall be notified in writing via postal mail, facsimile, or e-mail of the name of the person designated to represent the Member Organization and to vote. The right to vote on behalf of a Member shall be transferable to another person within the Member Organization.

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 2.2, shall be referred to as “Member Employees.” In addition, notwithstanding the voting provisions in this section, each Member Organization may have any number of its employees present at any meeting.

2.6 If a Member Organization has no voting representative present to vote during the annual or regional business meeting, the Member may give a written proxy to another Member Organization. Written notification of any proxy on questions other than elections must be received by the President and the Executive Director at least ten (10) days prior to the day upon which the meeting will take place. Such written proxy may be withdrawn upon written notice to the President and the Executive Director no later than twenty-four (24) hours prior to the time established for the commencement of the meeting. No Member Organization may hold more than three proxies. Notification of proxies for voting in any election must comply with the provisions of Section 89.7.

2.67 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. Said consultation shall include a poll or survey.

2.78 Membership may be terminated by a Member Organization at any time upon notification in writing to the Executive Director and shall be effective
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 or, at the discretion of the Board, may be 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 thirteen (13) 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 and/or the representative of the member, as the case may be, at least twenty (20) 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 and such member or representative shall have the opportunity to appear in person. At the discretion of the Board President, 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 with such Member Organization or Member Employee having the opportunity to participate and to be represented by counsel to present any defense to the proposed suspension or termination before such action is taken.

2.10 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 NALP 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 – 2.9 of this Section II. 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 any other conduct not supportive of NALP 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 general membership or, at its discretion, specific classes of membership for each fiscal year. They shall also determine the member and non-member registration fees for the Annual Education Conference and shall notify the membership at least ninety (90) days prior to the Conference.

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 or member employee.

Section IV — VOTING MEMBERS’ MEETINGS

4.1 An annual conference, which shall include the 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. Notice of the place and registration fee of the annual conference shall be communicated to the membership at least ninety (90) days before such conference.

4.2 Election of officers and the directors followed by the presentation of the Treasurer’s Report shall be the first 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 with the nominations for officers and directors as provided in Section 89.3.

4.3 Each region shall hold an annual business meeting and such other meetings as appropriate. The Regional Coordinator(s), Regional Representatives then in office shall preside at the regional meetings. Election or announcement of each region’s Regional Annual Education Conference Planning Committee member(s) shall be the first order of business of the annual regional business meetings.

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

4.5 The vote of the majority of the voting members present, including those present by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control.

Section V — MEMBER VOTING

5.1 All questions presented at meetings described in Section IV shall be decided by the vote of the majority of the voting Members present and voting, including those present by proxy, and the majority of the Employer Members present and voting, including those present by proxy.

5.2 Voting on any question may, at the discretion of the Board, be conducted by electronic voting, provided that notice of such questions is given to the membership at least thirty days prior to the opening date of the electronic voting process during which they are to be considered. Such questions shall be decided by the vote of the majority of the Employer Members participating in the electronic voting, and the majority of the Employer Members participating in the electronic voting. Electronic voting for any question must remain open for a minimum of ten business days.

5.3 Notwithstanding sections 5.1 and 5.2, 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

56.1 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.

56.2 Board of Directors shall have full power and authority:

56.2a 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;

56.2b To assist the President in the appointment of persons to fill vacancies in accordance with Sections 8.3, 8.9, 8.10, 9.3, 9.4, and 9.5, and 9.8, 9.9, 9.10, 10.6, 10.7, 11.1a, and 11.3a, and

56.2c To perform such other duties as are prescribed by these Bylaws.

Section VII — MEETINGS OF THE BOARD OF DIRECTORS

67.1 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 distributed to the membership. At the invitation of the President, committee chairs and other persons may attend such meetings as the business of the organization requires but shall have no vote.

67.2 Regular meetings of the Board of Directors may be held, upon five (5) days written or electronic notice from the President, at such time and place either within or without the state of incorporation as shall from time to time be determined by the Board of Directors, provided that notice of such determination shall be given to all members of the Board of Directors. 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 telephone or videoconference any means of electronic communication shall not be deemed to have received or waived due notice if, at the beginning of the meeting, he or she objects to the transaction of any business because the meeting is not lawfully called.

67.3 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 postal or electronic mail, telegram, or facsimile machine. 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 a conference telephone call or videoconference electronic communication which permits all persons participating in such meeting to communicate effectively with each other.

67.4 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.

67.5 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 67.4 hereof, until adjournment, notwithstanding the withdrawal of enough Board members to leave less than a quorum as fixed in Section 67.4 hereof 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.

67.6 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.

67.7 Members of the Board of Directors may participate in and be present at any meeting of the Board of Directors by any means of conference telephone, videoconference, or similar communications equipment if electronic communication which permits all persons participating in such meeting can hear and to communicate effectively with each other.

Section VII — OFFICERS AND ADMINISTRATORS

78.1 The officers of the Corporation shall be: the President, the President-Elect, the Vice-President, and the Treasurer.

78.2 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.

78.3 The President’s term shall run from the annual business meeting at which he or she takes office until the next annual business meeting. The President-Elect shall automatically become the President at the conclusion of the
78.4 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. The Vice-President shall serve as liaison to the regions Regional Resource Council. In the absence of the President, the Vice-President shall preside at business meetings of the Board of Directors, the regions, or the general membership.

78.5 The Treasurer shall oversee a process by which the Corporation will: make disbursements as authorized; be responsible for preparation of all necessary tax forms; cause an audit to be made of all receipts and expenditures of the Corporation; prepare a statement of the audit for the record which shall be available to the members of the Corporation; and in consultation with the Board of Directors prepare the annual budget. The Treasurer may delegate appropriate financial responsibilities to the Executive Director.

78.6 Law schools School Members and legal employers Employer Members whose representatives serve as officers may receive such financial support as the Board of Directors may provide.

78.7 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.

78.8 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.

78.9 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.

78.10 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 X — NOMINATION, ELECTION, REPLACEMENT AND REMOVAL OF OFFICERS AND DIRECTORS

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

89.1a Each year, a President-Elect candidate who, upon election, shall automatically become the President after the President’s term.

89.1b In alternating years either a Vice-President or a Treasurer.

89.1c 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.

8.1c1 The nominated Directors shall be representative of the membership at large with regional status such that no more than 3 Board members are from any one general or limited region.

89.1d A President if, as provided in Section 89.8, a President as well as a President-Elect must be elected at an Annual Education Conference.

89.2 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 89.1 above, to be elected at the next Annual Education Conference. Prior to its annual meeting, the Committee shall request that the membership propose candidates for nomination. The Nominating Committee meeting may be held by means of a conference telephone call or videoconference any means of electronic communication which permits all persons participating in such meeting to communicate effectively with each other.

89.3 The Nominating Committee shall report its nominations for officers and directors in writing and circulate the report to the membership at least thirty (30) days before the Annual Education Conference.

89.4 Additional nominations to those proposed by the Nominating Committee may be filed with the Nominating Committee at least twenty-four (24) hours prior to the election. They shall be made in writing by petition of fifteen (15) or more voting representatives and shall be posted conspicuously on-site at least four (4) hours before the balloting is scheduled to occur. No nominations will be received from the floor.

89.5 Persons nominated pursuant to Section 89.4 must be of the same membership category as the person they are opposing, and in no case may cause more than 3 voting members of the Board to be from the same general or limited region.

89.6 Elections shall be the first order of business of the annual business meeting of the Corporation and the annual regional business meetings, as provided in Sections 4.2 and 4.3, and shall be overseen by the Nominating Committee.

89.7 Written notification of any voting proxy given pursuant to this section must be received by a member the Chair of the Nominating Committee and the Executive Director at least ten (10) days prior to the Annual Education Conference.
to the day upon which the election will take place. Such written proxy may be withdrawn upon written notice to a member the Chair of the Nominating Committee and the Executive Director no later than twenty-four (24) hours prior to the time established for the commencement of the election.

89.8 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 at the next Annual Education Conference. 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 ad interim 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 or the Treasurer is unable to serve out his or her term of office, the President shall appoint a replacement with the advice and consent of the Board of Directors.

89.9 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 from the same membership category and region. The appointed member must be from the same region Director being replaced.

89.10 Any officer or Director may be removed for cause by an affirmative vote of nine or more of the voting members of the Board of Directors. The procedures regarding membership termination set forth in Section 2.89 shall be applicable to a vote to remove an officer or Director. Sufficient cause for such removal shall be 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 89.8 or Section 89.9, as applicable.

Section IX — ELECTED REGIONAL REPRESENTATIVES POSITIONS WITHIN NALP REGIONS

9.1 Regional Annual Education Conference Planning Coordinators — General Regions: Each general region shall be headed by two coordinators who shall be elected by the region prior to or at its annual business meetings. One coordinator shall represent and be elected by law schools, and one shall represent and be elected by employers. The Regional elect one Annual Education Conference Planning Coordinator representing law schools to serve on the Regional Resource Council. The members of the Regional Resource Council shall be elected by law schools 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 or related activities, and those elected from and by Employer Members shall be actively engaged in legal recruiting, lawyer professional development, or related personnel activities.

Regional Representatives shall hold office from the first annual regional business meeting following their election until the conclusion of the annual regional business meeting for the second year following their election. 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.

9.2 Nominating Committee Members — General Regions: Each general region shall, prior to or at its annual business meeting, elect two persons to serve on the Nominating Committee. The members of the Nominating Committee shall be elected by the Law School Members and Employer Members. The members of the Nominating Committee shall be elected from and by the Law School Members, and the Employer Members shall be elected from and by the Employer Members. The Regional Representative elected from and by the Law School Members shall be actively engaged in law school career services or related activities and the Regional Representative elected from and by the Employer Members shall be actively engaged in legal recruiting, lawyer professional development, or related personnel activities.

Regional Representatives shall hold office from the first annual regional business meeting following their election until the conclusion of the annual regional business meeting for the second year following their election. 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.

9.3 Nominating Committee Members — General Regions: Each general region shall, prior to or at its annual business meeting, elect two persons to serve on the Nominating Committee. The members of the Nominating Committee shall be elected by the Law School Members and Employer Members. 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 law schools the Law School Members and one shall
represent and be elected by the Employer Members. The Nominating Committee member representing the Law School Members shall be actively engaged in law school career services or related activities and the Nominating Committee member representing employees elected from and by the Law School Members shall be actively engaged in legal recruiting, lawyer professional development, 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 9.2, 9.3, 9.4 and 11.3.

9.5.4 Members elected from the Limited Region(s): Representatives. Each limited region shall, prior to or at its annual business meeting, elect one person to serve on the Nominating Committee or as a Regional Coordinator in alternate years. In one year, a limited Member Employee from the region representative shall serve as a regional coordinator and in the next year, a limited region representative shall be elected to serve as an Annual Education Conference Planning Coordinator or as a member of the Nominating Committee. If no such representative is elected The Conference Planning Coordinator and the Nominating Committee member shall be elected on an alternating year basis. In one year the Conference Planning Coordinator shall be elected, and in the next year the Nominating Committee member shall be elected. In addition, a Regional Representative is to be elected each year to serve on the Regional Resource Council. In the absence of a candidate for a particular position set forth in this section, the President, with the advice and consent of the Board, may shall appoint a qualified individual. The Regional Coordinators duties shall include regional communication, meeting planning, presiding at the regional meetings, and such other member to the position. The Annual Conference Planning Coordinator’s duties shall be as provided in Section 11.1. The Regional Representative’s duties shall be as the Board of Directors deems necessary and appropriate, provided in Section 11.2. The Nominating Committee member’s duties shall be as provided in Sections 8.2, 8.3, 8.4 and 10.1, 9.2, 9.3, 9.4, and 11.3. Persons elected for either position shall be an employer member, any of these positions shall be a Law School Member actively engaged in law school career services or related activities or an Employer Member actively engaged in legal recruiting, lawyer professional development, or related personnel activities, or a school member actively engaged in law school career services activities. The All elected representatives shall hold office from the Corporation’s first annual business meeting following his or her election until the end of the Corporation’s next annual business meeting.

9.4.5 A simple majority of ballots cast shall constitute election. 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 may be conducted prior to the annual meeting of the Corporation and/or the annual regional business meeting by mail-in ballot, electronic voting, and/or other means as determined by the Board of Directors that maintain the integrity of the voting process. If no candidate receives a simple majority of the votes, a runoff election shall be held between the two candidates (or more in the event of ties) receiving the most votes.

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.

9.6.5 If a Regional 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 elected regional representative office-holder, from the same membership category and region, to serve the remaining term of the regional representative member so replaced.

9.6.7 Any Regional 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 thirteen 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 regional representative office-holder at least ten (49) 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
of a conference telephone call or videoteleconference, electronic communication which permits all persons participating in such meeting to communicate effectively with each other. The regional representative member shall have the opportunity to appear in person or participate in any meeting by conference telephone call or videoteleconference any means of electronic communication which permits all persons participating in such meeting to communicate effectively with each other, and may 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 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 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

10.11.1 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. The President shall consider making these appointments from among those who have served as the appointed chair of any of the Corporation’s officially-recognized groups and Regional Representatives within the immediately preceding two years.

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 and includes elected Regional Representatives from the general regions and the limited region 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 and Regional Resource Council on news, activities and concerns from their region. The Regional Representatives also serve as a conduit of information from the Board to the members in their region.

11.3 The Nominating Committee shall nominate candidates for officers and for the Board of Directors as provided in Sections 8.1, 9.1, 9.2, and 9.3. The Nominating Committee shall also solicit candidates for nomination to Board and regional offices 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 diverse representative of the membership while maintaining the balance of membership type categories among voting members of the Committee.

11.4a The chair of the Nominating Committee shall be appointed by the President with the approval of the Board.

11.4b The members of the Nominating Committee shall be two persons (one from the law school, one from a legal employer) and one from a designated membership type (e.g., resource council) from each general region, as provided in Section 9.2-10.3 and, in alternate years, a member may be selected from the limited region, as provided in Section 9.4-10.4.

11.4c During their term of office, Nominating Committee members may not nominate themselves or be selected as the nominees for officer, Director, or director elected positions.

10.311.4 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.

10.311.5 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.

10.411.6 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

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

Section XIII — NOTICES

12.13.1 By law 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 representative Member Employee shall be deemed to have been given to such member or member representative Member Employee when such notice is served upon such member or member representative Member Employee or when such notice is placed in the United States postal mail, postage prepaid, addressed to such member or member representative Member Employee at his or her last known address, whichever is earlier.
Section XIX/XIV — PARLIAMENTARY AUTHORITY

4314.1 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. A Parliamentarian shall be appointed by the President before the start of the business meeting.

Section XIX/XV — CORPORATE SEAL

4415.1 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

4516.1 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 President or by such other person or persons as the Board of Directors may select.

4516.2 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 — BYLAWS AMENDMENTS

4617.1 These Bylaws may be amended during the business meeting held at the Annual Education Conference or through electronic voting. Proposed amendments to the Bylaws shall be filed with the Executive Director in time to be mailed to the membership at least thirty (30) days prior to the date of the beginning of the Annual Education Conference or opening of the electronic voting process during which they are to be considered. To become enacted, proposed amendments to the Bylaws must receive a two-thirds (2/3) vote of approval by voting members in attendance, in person or by proxy, at the business meeting during which they are considered or by those members who participate in the electronic voting process. Electronic voting processes held for the purpose of considering amendments to these Bylaws must remain open for a minimum of ten (10) business days.

Section XVIII — EFFECTIVE DATES

4718.1 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 XIX/XIX — DISSOLUTION

4819.1 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 parallel the purposes of the Corporation.