

# 2026 NALP BYLAWS PROPOSED CHANGES SUMMARY

This document reflects the proposed substantive, organizational, and structural changes to the NALP Bylaws by the Governance Review Task Force.

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## I. Offices

- No changes to this section.

## II. Membership

- Updated language to refer to **Law School Member Organizations** and clarified that Law School Member Organizations include not only those accredited by the American Bar Association, but also those law schools accredited by any state or regional accreditor recognized by the State Bar or Supreme Court of that State, or by accreditors approved by the U.S. Department of Education (2.2a(ii)).
- Updated language to refer to **Employer Member Organizations** and added that such members may hold separate memberships for each country they are located in (2.2b(iii)) to clarify change in 2.2c.
- Removed reference that Members with multiple offices could hold separate memberships for each office or place of business (2.2c).
- Revised section to allow each Member Organization to designate any number of its employees or partners to receive the Member Organization’s benefits as **Member Employees**. This section replaces the former “Main Member” construct (2.3).
- Provided that each Member Organization is entitled to one vote in officer/director elections, bylaws amendments, and other matters of concern, exercised by a designated **Organizational Voting Member** (2.3a).
- The Organizational Voting Member and Employee Members, referred to as **Individual Voting Members**, are to be designated by the Member Organization in writing during membership renewal (2.3a(i) and 2.3b).
- Provided that each Individual Voting Member is entitled to vote in elections of Annual Education Conference Planning Coordinators, Regional Representatives, and/or Nominating Committee Members (2.3b).
- Set forth designation, notice, and deadline requirements for Organizational Voting Members and Individual Voting Members (2.3a, 2.3c).
- Clarified that Organizational Voting Member voting rights may be transferred within a Member Organization, while Individual Voting Member voting rights are not transferable (2.3a, 2.3b).
- Reaffirmed that no voting by proxy is permitted (2.3a, 2.3b).

- Reconciled and reorganized language regarding suspension or termination of membership for cause, including notice, voting thresholds, and electronic meeting participation (2.6).
- Clarified Affiliate status as non-voting and refined admission, suspension, and termination authority (2.7).

### **III. Dues and Fees**

- No substantive changes to Section III. Updated language to refer to Member Employee (3.1).

### **IV. Annual Business Meeting**

- No substantive changes to Section IV. Updated language to refer to Member Employee (4.3).

### **V. Member Voting**

- Updated the language to replace the reference to the Main Member with the Organizational Voting for the election of officers and directors (5.1).
- Updated the language to reference that it is the Individual Voting Members who will vote in the elections of the Annual Conference Planning Coordinators, Regional Representatives, and Nominating Committee Members (5.2).
- Clarified the Board's authority to submit other matters of concern to the membership for a vote and to determine the appropriate voting body, whether the Organizational Voting Member or the Individual Voting Members (5.3).
- Clarified that matters primarily affecting students or law school educational issues are decided by a majority of Law School Members participating in the vote (5.3).

### **VI. Board of Directors**

- No substantive changes to Section VI. Updated language to refer to Member Organizations and Member Employee (6.1) and Organizational Voting Members (6.4).

### **VII. Officers and Administrators**

- No substantive changes to the provisions relating to Officers and Administrators. Updated language to refer to Member Organizations (7.8).
- Clarified that while the Executive Director will serve as the Secretary, the Board has the authority to elect someone other than the Executive Director, to allow for consistency with 7.1 (7.12).

### **VIII. Meetings of the Board of Directors**

- No changes to Section VIII.

### **IX. Nomination, Election, Replacement, and Removal of Officers and Directors**

- No substantive changes to provisions related to Section IX. Updated language to refer to the Organizational Voting Members (9.4 and 9.8).

## **X. Elected Positions Within NALP Regions**

- No substantive changes to provisions related to Section X. Updated language to refer to the Individual Voting Members (10.5a).

## **XI. Committees**

- No substantive changes to provisions related to Section XI. Updated language to refer to the Member Employee (11.1c).

## **XII. Fiscal and Membership Years**

- No substantive changes to provisions related to Section XII.

## **XIII. Notices**

- No substantive changes to provisions related to Section XIII. Updated language to refer to the Member Organization (13.1).

## **XIV. Parliamentary Authority**

- No substantive changes to provisions related to Section XIV.

## **XV. Corporate Seal**

- No substantive changes to provisions related to Section XV.

## **XVI. Operations**

- No substantive changes to provisions related to Section XVI.

## **XVII. Indemnification**

- No substantive changes to provisions related to Section XVII.

## **XVIII. Bylaws Amendments**

- No substantive changes to provisions related to Section XVIII. Updated language to refer to the Organizational Voting Members (18.1).

## **XIX. Effective Dates**

- No substantive changes; clarified language to ensure consistency (19.1).

## **XX. Dissolution**

- No substantive changes to provisions related to Section XX.