## APPENDIX D: NALP Bylaws Changes Summary – May 2021

This document reflects substantive and organizational changes made to the NALP Bylaws by the 2020-2021 Governance Review Advisory Group.

### I. Offices

- Clarified that in the case where a temporary principal office is needed it will be established at the discretion of the President (1.1)

### II. Membership

- Defined the voting member for each Member Organization as the "Main Member" (2.3)
- Set forth that notice regarding membership be provided to the Corporation rather than the Executive Director (2.4, 2.7 – formerly 2.8)
- Removed examples of types of written notice (2.4)
- Set forth that there is no voting by proxy and removed section about written proxies for voting, as we removed in-person voting (2.4 and 2.6)
- Removed detailed description of ways to consult with regions regarding changes to regional boundaries so the Board has flexibility in how to consult; the requirement to consult has not been changed (2.6 – formerly 2.7)
- Reconciled language about the process for suspension or termination of membership to be consistent throughout the document (2.8 – formerly 2.9)

### III. Dues and Fees

- Modified the language about fees for the Annual Education Conference, so that this is not required to be done by the Board. (3.1)
- Added language to be clear that all or part of the Annual Education Conference can be held electronically (3.1)

### IV. Voting Members' Meeting

- Since we are proposing that voting no longer be held in person at the annual business meeting, this section really covers the details of the annual business meeting, and we have renamed the section title to reflect that (Section IV)
- Uncoupled the annual business meeting from the Annual Education Conference and added language to be clear that all or part of the annual business meeting can be held electronically (4.1)
- With the proposal to hold elections electronically, the activity at the annual business meeting is the announcement of the results of the elections rather than the elections themselves (4.2)

- Revised the reference to the office of Treasurer, which is now the Vice-President for Finance (4.2)
- Removed the requirement for regional business meetings; there still can be regional meetings/celebrations, but regional business meetings would no longer be required under the Bylaws (4.3)

## V. Member Voting

- Proposed that member voting on officers and directors be done electronically and have drafted this to have a minimum 10-day notice of the slate and a minimum voting period of ten business days (5.1)
- Proposed that member voting on the Annual Education Conference Planning Committee, Nominating Committee, and Regional Resource Council be done electronically and have drafted this to have a minimum 10-day notice of the elections and a minimum voting period of ten business days (5.2)
- Proposed that member voting on any matters of concern that the Board wishes to put to a member vote may be done electronically and have drafted this to have a minimum 10-day notice of the question(s) and a minimum voting period of ten business days (5.3)
- Clarified that matters pertaining to student rights or law school educational issues are decided by the majority of Law School Members participating in the vote (5.3)

## VI. Board of Directors

- Updated the count and list of Board members to include the Vice-President for Diversity, Equity, and Inclusion (6.2)
- Revised the reference noting that the office of Treasurer, which is required under the Articles of Incorporation, is also referred to as the Vice-President for Finance (6.2)
- Added the Deputy Director to the list of people who are "entitled to attend and participate in meetings of the Board in an ex-officio nonvoting capacity" to better reflect our practice (6.2)
- Added the Vice-President for Diversity, Equity, and Inclusion to the list of officer positions and revised the language regarding the balance of officer positions among Law School Members and Employer Members (6.3)
- Updated language to reflect new voting process and that the directors' terms run from their announcement at the annual business meeting to the announcement of their successors rather than from election to election (6.4)
- Removed references to the Board authority to assist the President in the appointment of persons to fill vacancies since this authority is clearly enumerated in the specific Bylaws sections dealing with vacancies and are, therefore, covered in this section's statement that the Board has the authority to "perform such other duties as are prescribed by these Bylaws" (6.5b)

## VII. Meetings of the Board of Directors

- This is now Section VIII, as it made more sense to address the Board meetings after discussing the Board of Directors and the officers and administrators (i.e., the participants in those meetings)
- Cleaned up language reflecting that it is the President who calls the Board meetings (8.2 – formerly 7.2)
- Added language to be clear that all or part of Board meetings can be held electronically (8.2 – formerly 7.2)
- Relocated language about waiving notice since it covered both regular and special Board meetings and this section is about regular meetings (8.2 – formerly 7.2; now new section 8.4)
- Added language covering Board governance issues in situations of an anticipated or actual catastrophic event (8.9)

## VIII. Officers and Administrators

- This is now Section VII, as it made more sense to address the officers and administrators after the Board of Directors and before discussing the Board meetings
- Added the Vice-President for Diversity, Equity, and Inclusion to the section
- Reorganized and updated language about officer terms, duties, and replacement (7.3, 7.4, 7.5, 7.6, and 7.7)
- Removed language directing audits since as a 501(c)(6) non-profit organization, NALP is not legally required to perform them. Because audits require a great many resources, we recommend that oversight and review of NALP's accounting practices be managed by Board policy. (7.6 – formerly 8.5)

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

- Added the Vice-President for Diversity, Equity, and Inclusion and information about when the Vice-President positions will be nominated (9.1b)
- Added language about the officer positions and the member category ratios from 6.3 (9.1e)
- Updated language to reflect that the new election procedure for the slate of officers and directors and the election announcement at the annual business meeting (9.2)
- Updated the time for notice of the slate ahead of electronic voting to ten business days (9.3)
- Revised the procedures for additional nominations to those proposed by the Nominating Committee to create a structure that allows for those in the electronic voting system; incorporated former 9.5 into this subsection (9.4)
- Updated the business meeting language to reflect that elections results will be announced at the annual business meeting and to remove the regional business meeting component (9.5 – formerly 9.6)
- Removed section about written proxies for voting, as we removed in-person voting (9.7)

- Updated language to reflect that elections are no longer held at the Annual Education Conference (9.6 – formerly 9.8)
- Revised language about membership category of a replacement Board member to be tied to maintaining the balance required under 9.1c given the changes made in the new 9.9 (9.7 – formerly 9.9)
- Added language that allows the option for a member vote for the removal for cause of an officer or director (9.8 – formerly 9.10)
- Added language that allows an officer or director whose membership category changes from Law School Member to Employer Member or vice versa after their election to serve the remainder of their term and addressed the impact this would have on slating for the next Nominating Committee (9.9)

## X. Elected Positions Within NALP Regions

- Updated language in each subsection to remove references to regional business meetings.
- Updated language in each subsection to include DEI professionals in the listed categories of types of Law School Members and Employer Members.
- Added language limiting eligibility to run for elected positions so that those who have served in a role cannot run for that same role again within three years. For example, someone who has served a full term as a Regional Representative could run for Conference Planning Coordinator or Nominating Committee within three years of serving on the Regional Resource Council, but could not run for Regional Representative again within those three years. (10.1, 10.2, 10.3, 10.4c)
- Divided the Limited Regions section into subparts to make it easier to follow since it covers three types of positions. (10.4)
- Updated language to allow both a Conference Planning Coordinator and Nominating Committee member from Limited Regions each year. (10.4a)
- Updated language to allow for two Regional Representatives from Limited Regions; one elected in each year and serving a two year term. (10.4b)
- Revised the language to give the President the option to fill or leave vacant any elected position from Limited Regions, as well as exempting the President from the three year limit on eligibility to provide the most flexibility in making appointments. (10.4e)
- Reconciled language about the process for removal from elected positions to be consistent throughout the document (10.7)

## XI. Committees

- Removed language about recommended categories for Presidential consideration for appointed Conference Planning positions (11.1c)
- Updated language to reflect the change to have one Member Employee on the Nominating Committee from the Limited Region annually instead of every other year (11.3b)

### XII. Fiscal and Membership Years

- No changes to this section

### XIII. Notices

- No changes to this section

### XIV. Parliamentary Authority

- No substantive changes to this section

### XV. Corporate Seal

- No changes to this section

### XVI. Operations

- Updated the language regarding spending authority consistent with Louisiana Nonprofit Corporation Law (16.1)

### XVII. Indemnification

- New section added to address indemnification under Louisiana Nonprofit Corporation Law

### XVII. Bylaws Amendments

- This is now Section XVIII
- Updated language to allow Bylaws amendments at the annual business meeting or through electronic voting, adjusted approval to a majority vote, set forth that proposed amendments be provided to the Corporation rather than the Executive Director, and removed language about written proxies (17.1)

### XVIII. Effective Dates

- This is now Section XIX

### XIX. Dissolution

- This is now Section XX

### Global Changes

- Replaced uses of gendered pronouns with "they," "them," or "their."
- Copy-edits for grammar, consistency, and clarity