

MEMORANDUM

TO: NALP Members

FROM: Lois Casaleggi, Co-Chair, Governance Advisory Review Group
Christina Fox, Co-Chair, Governance Advisory Review Group

DATE: May 24, 2021

RE: Proposed Amendments to NALP Bylaws

1. Background

As an outgrowth of a new 2020 Strategic Plan and the need for procedural clarity in an increasingly electronic world – magnified exponentially by the shift to remote work as a result of the pandemic – the Governance Advisory Review Group was tasked with reviewing NALP's governance structure, specifically the Bylaws, to ensure that the rules and principles that govern our organization enable it to act nimbly and responsively to members' needs in the days ahead. After twelve-plus months of consistent engagement involving issue-spotting, in-depth study, and creative discussion, we developed a number of recommendations which are summarized below.

2. Board of Directors – Strengthening Commitment to Diversity, Equity & Inclusion With New Officer Position

NALP has long championed the fight for greater diversity, equity, and inclusion in the legal profession, but at this moment we see that our historic efforts are not enough. Last summer, **NALP called on its members to join with the association in fighting racism** in the legal profession and in American society, in redoubling our efforts to provide greater access, support, and development opportunities for law students and lawyers of color, and particularly in committing to greater efforts to support and promote the careers of Black law students and lawyers. To ensure NALP's accountability to this effort, we are recommending that the Board of Directors be expanded to include a Vice-President for Diversity, Equity & Inclusion. If the Bylaws amendments are approved, the 2021-2022 Nominating Committee will include the position in its call for nominations and slate its first diversity, equity, and inclusion officer for the 2022 – 2024 term. ***[See sections VI & VII of the red-lined Bylaws in Appendix A and Appendix C for the job description]***



3. Expansion of Volunteer & Leadership Opportunities

Membership among Limited Regions, specifically Canada, has increased over the past decade and therefore the recommendations include the expansion of volunteer opportunities for members from Limited Regions. Specifically, the changes would permit both a Conference Planning Coordinator and Nominating Committee member from Limited Regions each year and would allow for two Regional Representatives from Limited Regions (one elected each year and serving a two year term). Additionally, the President would have the option to fill or leave vacant any elected position from Limited Regions.

Also, in the interest of expanding leadership opportunities and promoting diverse leadership teams, the advisory group has recommended limitations on repeat service for the Annual Education Conference Planning Committee, the Nominating Committee, and the Regional Resource Council. The additions to the Bylaws related to this are: (1) 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; (2) 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; and (3) 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. *[See section X of the red-lined Bylaws in Appendix A]*

4. Moving Routine Business Matter Requirements from the Bylaws to Policies

Our review highlighted that some requirements regarding routine business matters of the association could be removed from the Bylaws so they could be overseen by the Board of Directors via board policies or, in some cases, by the NALP staff. The most notable change includes eliminating the requirement to perform an annual audit from the Bylaws. As a 501(c)(6) non-profit organization, NALP is not legally required to perform an audit, and because an audit requires a great many resources, we recommend that oversight and review of NALP's accounting practices be managed by Board policy rather than through Bylaws. In addition, our changes modified language about the fees for the Annual Education Conference so that setting them is not required to be done by the Board, though the Board will continue to approve those fees through its approval of the annual budget. *[See sections III & VII of the red-lined Bylaws in Appendix A]*

5. Clarification, Modernization & Consistency

The advisory group's general review of the Bylaws revealed the need for revisions to modernize some terminology, clarify some terms, harmonize some language with current practices, and remove inconsistencies. In addition, some changes reflect the need to bring the Bylaws in line with changes to the Louisiana corporation statutes. All of these changes are noted in the red-lined

version (Appendix A) and in the summary of changes (Appendix D), but we thought it would be helpful to provide some additional background on a few of them.

- **Clarifying the Electronic Voting Process:** As we saw in 2020 and 2021, there may be times when it may not be possible to gather in-person for the Annual Business Meeting. Our changes clarified electronic voting procedures for all elections, including the elections of officers and directors, which have traditionally been done in-person [vocally] at the Annual Business Meeting. *[See section V of the red-lined Bylaws in Appendix A]*
- **Updating Business Meeting Requirements:** As our group considered the issues related to the above, the requirement that the Annual Business Meeting take place at the Annual Education Conference and the requirement for regional business meetings to take place at the Annual Education Conference, were determined unnecessary. While it is highly likely that future Boards of Directors and Annual Education Conference Planning Teams will decide to continue these traditions, for at least some time, we recommend that there be flexibility in determining what makes sense for each business cycle rather than setting requirements in the Bylaws. *[See section IV of the red-lined Bylaws in Appendix A]*
- **Retaining Board Talent:** The Bylaws require a specific balance of the membership categories (Law School Members or Employer Members) among the officers and among the directors. In order to retain talented leadership on the Board, we recommend that an officer or director whose membership category changes from Law School Member to Employer Member or vice versa after their election can serve the remainder of their term. Any re-balancing issues that might need to be addressed can be handled in the next Nominating Committee slating process. *[See sections VI & IX of the red-lined Bylaws in Appendix A]*
- **Addressing Indemnification:** This new section, recommended among nonprofit association best practices by NALP's legal counsel, was added to address indemnification under Louisiana Nonprofit Corporation Law. *[See section XVII of the red-lined Bylaws in Appendix A]*

6. Summary of the Bylaw Changes

The advisory group has also prepared a summary of the bylaw changes which may be helpful to review along with the red-lined version of the Bylaws. *[See Appendix D]*

Appendices to the Report

A: Red-lined version of the Bylaws

B: A clean copy of the Bylaws, as they will read if adopted

C: Job description for Vice-President for Diversity, Equity and Inclusion

D: A summary of the changes made to the Bylaws