

## NOMINATING & ELECTIONS RULES

The provisions and requirements set forth in these rules are intended to facilitate the active involvement of NAPABA’s member affiliates and individuals in the nominating and elections process for NAPABA Officers and in the application and appointment process for NAPABA At-Large Board Members. These rules are intended to encourage strategic thinking about NAPABA’s future leadership over a multi-year time horizon, by, among other things, identifying and developing nationally-oriented leaders and planning for continuity within NAPABA’s leadership.

### I. **Number and Composition of the Nominating & Elections Committee (the “Committee”).**

- A. **Number.** The Committee shall be comprised of a minimum of five (5) and a maximum of seven (7) persons.
- B. **Composition.** The Committee shall include, at a minimum, the following persons:
  - 1. The President-Elect, or his or her designee who shall be, or has been, a NAPABA Board member;
  - 2. Two (2) past Presidents who are members of the Leadership Advisory Council; and
  - 3. Two (2) other individuals who, at a minimum, shall be, or has been, a NAPABA Board member or President of an affiliate bar association.
- C. **Committee Chair.** At the Committee’s first meeting, the Committee shall elect a Committee Chair.
- D. **Non-Voting Member.** The Executive Director shall be a non-voting member of the Committee.

II. **Formation.** No later than the March Executive Committee meeting of each year, the President-Elect shall present to the Executive Committee, for approval, his or her proposed Committee appointees. The President-Elect and the Executive Committee must resolve any disputed appointments no later than the April Executive Committee meeting of each year, by which day all Committee appointments must be finalized.

III. **Timetable.** The general timetable for the nomination and election process for Officer positions and for the application and appointment process for At-Large Board Member positions shall be as follows:

- A. By March Executive President-Elect presents to Executive Committee, for

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|    | Committee Meeting                     | approval, his or her proposed Committee appointees  |
| B. | By April Executive Committee Meeting  | Committee members are appointed   |
| C. | May                                   | Announcement to all Individual Members and members of Affiliates (each as defined in the NAPABA Bylaws) that nominations for Officer positions and applications for At-Large Board Member positions will be accepted  |
|    |                                       | At the Board meeting in May, representative(s) of the Committee discusses the Officer election and At-Large Board Member selection process with the Board   |
| D. | May through the second Monday in July | Committee to accept nominations and applications  |
| E. | One day after III.D                   | Nominations closed, and petitions and candidate statements for Officer positions and applications for At-Large Board Member positions submitted to the Committee  |
|    |                                       | Selection of Regional Governors submitted to the Board  |
| F. | Two weeks after III.E                 | Committee completes final determinations of candidate eligibility for Officer positions and At-Large Board Member positions   |
| G. | One day after III.F                   | Endorsements accepted through III.J for Officer positions only  |
| H. | Two weeks after III.F                 | Board completes optional review of Committee determinations pursuant to Section XII below   |
|    |                                       | Committee forwards At-Large Board Member applications to the Board, and solicits any confidential questions regarding the candidates from the Board to be asked during the Committee's telephone interviews of the candidates; the Committee may recommend to the Board that only a subset of the candidates be interviewed, but the Board may override that recommendation |
| I. | August                                | Newsletter publishes candidate statements, and electronic ballots emailed to Individual Members and   |

Affiliate Associate Members

Committee conducts At-Large Board Member telephone interviews

- J. The first Friday in September Deadline for return of electronic ballots
- K. By the second Friday in September Announcement of Officers
- L. By the third Friday in September Committee forwards its recommendation for At-Large Board Member candidates to the Board, which recommendation preferably includes at least 4 ranked candidates
- M. By the fourth Friday in September Board convenes a special meeting via telephone to select At-Large Board Members
- N. By the first Friday in October Announcement of At-Large Board Members
- O. November Annual Convention - Officers and At-Large Board Members (and Regional Governors) installed

IV. **Election Outreach for Officer Positions.**

- A. **Regional Governor Outreach.** The Committee shall encourage each Regional Governor to provide at least one (1) name of a potential officer candidate within his or her Region to the Committee prior to June 1. The Regional Governor will take into account the qualifications described in Section V below identifying potential candidate(s). Preferably, the Regional Governor shall have made prior contact with the potential candidate(s) to obtain an expression of interest in running for an officer position.
- B. **Committee Outreach.** The Committee will work with the Executive Director to notify all member and affiliate organizations of NAPABA’s call for nominations.
- C. **Leadership Advisory Council.** The Committee will work with the Executive Director to notify the Leadership Advisory Council (“LAC”) of the call for nominations, and members of the LAC will outreach, engage, and support candidates for office.
- D. **Endorsement and Solicitation of Candidates.** The Committee en banc may not expressly or impliedly endorse a particular candidate nor may individual members of the Committee endorse any candidate. At the Executive Committee’s request, the Committee may directly solicit candidates for a particular NAPABA office

where the Executive Committee has determined there is a need for candidates with particular qualities or backgrounds.

- E. **Diversity.** Because NAPABA is a national organization representing all Asian Pacific American lawyers nationwide, the Committee may, at the Executive Committee's request, identify potential candidates to achieve broad ethnic and geographic diversity in order to be representative of our membership.

V. **Qualifications for Candidates for NAPABA Officer Positions.** NAPABA seeks outstanding individuals of high integrity with proven leadership skills. The following criteria must be met by candidates in order to run for NAPABA Officer positions, and the Committee is responsible for determining whether particular candidates meet these qualifications:

- A. **Leadership.** Candidates must have demonstrated proven leadership skills in their work for NAPABA, local NAPABA affiliates or in their other professional activities. Such leadership may be demonstrated in connection with serving as an officer for a NAPABA affiliate, and, in the case of a candidate for President-Elect, serving as the president of a NAPABA affiliate.
- B. **Commitment.** Candidates must have demonstrated a proven commitment to the work of NAPABA. Such commitment may be demonstrated by prior service on the NAPABA Board or on a NAPABA committee or by otherwise serving the national body or a NAPABA affiliate.
- C. **Personal Integrity and Trust.** Candidates must have demonstrated in all of their professional and personal activities the highest standards of personal integrity and trust.
- D. **Public Relations Skills.** A key objective of NAPABA is to advocate for and promote interests of Asian Pacific American lawyers nationwide. Accordingly, all candidates for officer positions must have demonstrated outstanding public speaking, advocacy and public relations skills.
- E. **Prior Board or Committee Service.** Candidates for President-Elect must first serve on the NAPABA Board for at least two full years as of the time their term as President-Elect would begin, where one of those two full years is as an Officer on the Executive Committee. Candidates for vice presidential positions must first serve at least one year on the NAPABA Board or as the chair of a NAPABA committee. But in exceptional circumstances, the Committee may deem a candidate eligible to run for President-Elect or a vice presidential position even where the candidate does not satisfy this prior service requirement when the candidate's other strengths and experiences (whether or not enumerated herein) overcome any perceived deficiency that may exist due to the candidate's lack of prior NAPABA Board or committee experience.

- F. **NAPABA Membership.** Candidates must be current Individual Members or a member of a NAPABA Affiliate as of the date that the candidate petitions are submitted to NAPABA.

VI. **Candidate Statements for Officer Positions.**

- A. **Statement Content.** Rather than providing the generic candidate statement setting forth the candidate’s professional biography, qualifications and reasons for running for office, candidates shall be strongly encouraged to provide a candidate statement that is responsive to issues concerning NAPABA’s future. Specifically, candidates will be asked to respond to the following questions within the statement:
- (1) With respect to the position you are seeking, what goals do you have for NAPABA, and how do they align or diverge from NAPABA’s most recent strategic plan?
  - (2) What are the challenges and opportunities you see facing NAPABA in the coming year?
  - (3) How do you anticipate accomplishing your goals?
  - (4) What particular training or experience do you bring that would make you a strong NAPABA officer?
- B. **Length of Statement.** A candidate statement for President-Elect shall be no more than 1000 words. All other candidate statements shall be no more than 750 words.
- C. **Photo.** Candidates should include a high resolution digital image that is at least 300 dpi.
- D. **Preface to Publication of Statements.** There shall be a preface to the candidate statements (both in the newsletter and on the web site) similar to the following:

“Dear Members,

The Nominating and Elections Committee is pleased to present for your consideration the following officer candidates for [year]. The Committee has approved candidates who not only have demonstrated leadership capabilities, but more importantly who also have seriously considered their goals for NAPABA, the challenges and opportunities they see facing NAPABA in the coming year and how they anticipate accomplishing them. Beyond participation, we believe leadership and accomplishment are key. In preparation of the exercise of your right to vote, we encourage you to take the time to consider the vision each candidate has for NAPABA and to make your selections accordingly. We have

instructed each candidate to respond to the following questions within his/her statement:

- (1) With respect to the position you are seeking, what goals do you have for NAPABA, and how do they align or diverge from NAPABA's most recent strategic plan?
- (2) What are the challenges and opportunities you see facing NAPABA in the coming year?
- (3) How do you anticipate accomplishing your goals?
- (4) What particular training or experience do you bring that would make you a strong NAPABA officer?

We thank each of the candidates for their willingness to serve our organization and our community.”

- E. **Additional Statements.** At the discretion of the Committee, in addition to the Candidate Statement, candidates may submit an additional statement to be distributed by NAPABA approximately two (2) weeks after the ballots are emailed to the eligible voters.

## VII. **Endorsements for Officer Positions.**

- A. **General Policy.** The Committee believes that the active participation of member affiliates and individuals is essential to a vibrant and progressive organization. The Committee encourages the engagement of NAPABA's members in the nomination and election process. For these reasons, the Committee desires to facilitate the ability of members to inform other members of candidate qualifications and support candidates through endorsements, advertisements, articles, etc. For additional information, please see the Endorsement Policy and Protocols, attached as Exhibit A.
- B. **Use of Newsletter, Web Site, Etc.** Recognizing that the periodical newsletters provide a pivotal opportunity to reach out to members, members may place endorsements, advertisements or other candidate support information in the newsletters, as well as on the NAPABA web site. Email addresses of members are not available through NAPABA.

The Committee, in its sole discretion, may refuse to accept a piece for publication or posting if it is found to be offensive or derogatory, but shall do so only in extreme circumstances, recognizing that the goal is to facilitate the exchange of information. The Committee does not anticipate that items such as op ed pieces directed at specific candidates will be accepted for publication or posting.

- C. **Who May Endorse.** Any individual, affiliate or other entity (except for the current members of the Committee and members of NAPABA staff) may endorse any candidate. Further, no individual member of the Committee shall officially endorse any candidate, although the member may provide information regarding any candidate, as provided in Exhibit A. Candidate materials, including Candidate Statements, may contain a list of endorsements. NAPABA Board members and committee chairs may not endorse or campaign for others in their official capacities or on behalf of the NAPABA Board or NAPABA committees, but may endorse and campaign for others in their individual capacities. The NAPABA President and President-Elect may not endorse or campaign for others in any capacity.

#### VIII. **Campaigning for Officer Positions.**

- A. Campaign-related communications by non-candidates may be sent only to recipients whom the sender personally knows. All candidates and their supporters are cautioned that NAPABA members have complained about receiving too many campaign communications.
- B. NAPABA Affiliates (contrasted with Affiliate board members) may email their members regarding any Affiliate endorsements or other, general campaign-related matters. Consistent with Section VIII.A, non-candidate Affiliate board members may endorse and send non-affiliate sponsored, campaign-related communications in their individual capacities but only to recipients whom the sender personally knows.
- C. NAPABA mailing / distribution lists, NAPABA committee mailing / distribution lists, and NAPABA social media and groups (e.g., Facebook, LinkedIn) may not be used for endorsements or campaigning.
- D. NAPABA Board members shall keep board discussions regarding nominations and election issues confidential unless otherwise authorized to disclose.

#### IX. **The Ballot for Officer Positions.**

- A. **Record Date.** The record date for determining who is eligible to vote shall be July 1.
- B. **Publication and Publication of Ballots.** The ballots shall be emailed to all eligible voting members of NAPABA.

#### X. **Voting for Officer Positions.**

- A. **Voter Identification.** Ballots representing an individual's vote must show the name of the individual voting (either pre-printed, handwritten or typed) in order to be counted.

- B. **Receipt of Ballots.** Ballots must be electronic ballot time-stamped (as received by NAPABA in EDT) no later than the date indicated on the ballot in order to be counted.
- C. **Counting of Ballots; Certification of Results.** NAPABA staff will be responsible for authenticating and tallying ballots. Within five (5) business days of the deadline for the electronic ballot time-stamping, the Committee Chair and the Executive Director shall certify the results. The Chair shall then notify all Committee members.
- D. **Notification to Candidates.** The Committee Chair shall notify all candidates of the results of the election promptly following notification to the Committee.

XI. **Post-Election Report for Officer Positions.** The Committee Chair and the Executive Director shall prepare a report to the Committee within thirty (30) calendar days of the close of elections summarizing the results of the election and making any appropriate recommendations for future elections. Any candidate for office may request an actual vote count of that candidate's particular race, provided that such candidate first signs a non-disclosure agreement that would prohibit that candidate from disclosing such vote count.

XII. **Committee Authority for Officer Positions.** The Committee's decisions shall be final with respect to any issues that may arise during the nominations or elections process, including but not limited to determinations as to a candidate's eligibility to run for a particular office. The Committee shall be the arbiter of election complaints and disputes and reserves the right to take any action it deems appropriate including, but not limited to, publishing official findings, requiring retractions, issuing public censure, and revoking candidacy eligibility. The Board retains the final authority to interpret these rules and to revise or reverse any decision by the Committee that the Board deems was the result of a clear misinterpretation or clear misapplication of these rules.

XIII. **Effect of this Document.** As described in the preamble above, these rules are intended to help NAPABA build strong leadership for the future. They cannot, nor do they, anticipate every situation that may arise, but they are meant to provide a structured framework, minimal requirements, and guiding principles for the nominating and elections process. The Board may amend these rules from time-to-time, and the Executive Committee may, at its discretion, request that the Committee undertake additional tasks related to nominations, elections or appointments.

Approved as amended by the NAPABA Board on \_\_\_\_\_



EXHIBIT A

## **NAPABA Nominating and Elections Endorsement Policy and Protocols**

*(Adopted by the NAPABA Board of Governors, May 9, 2009; amended April 18, 2012 & May 18, 2014)*

The National Asian Pacific American Bar Association ("NAPABA") supports the use of endorsements in the nomination and election process that determines NAPABA leadership for future years. NAPABA believes that endorsements serve an important function in its electoral process:

- Endorsements serve to engage affiliates and individual NAPABA members in evaluating and assessing the qualifications of candidates for NAPABA offices
- Endorsements foster discussion and debate among and between NAPABA affiliates and individual members about NAPABA activities and the organization's future and direction
- Endorsements educate members about the sources of support and the degree of enthusiasm for particular candidates
- Endorsements may offer insights into the views and attitudes of candidates on particular issues
- Endorsements may speak to a candidate's level of involvement, leadership and experience with affiliates or other organizations

NAPABA recognizes that in order for endorsements to serve a useful and informative role in the electoral process, an endorsement policy and protocols are required. The following are the policy and protocols for endorsements in any election for NAPABA officers.

*Who may endorse?*

- Any individual who is a NAPABA member in good standing may endorse any candidate
- Any bar association that is a NAPABA affiliate in good standing may endorse any candidate with confirmation of such endorsement provided by the current president of the bar association
- No individual or bar association will be permitted to endorse more than one candidate for the same office
- No current NAPABA Nominating & Elections Committee member or NAPABA staff member may provide formal endorsements of any candidate

*When may endorsements be made and what is the timing on posting and electronic mailing?*

- Endorsements may be made public only on or after the Wednesday after the second Monday in July

- Endorsements shall be submitted by the endorser to NAPABA's Executive Director, Tina Matsuoka, or the Chair of the Nominating & Elections Committee, by electronic mail at elections@napaba.org and will be posted and/or revised (if previously posted) on the NAPABA website within one week of receipt
- Endorsements will be accepted from two days after the second Monday in July through September 1<sup>st</sup>
- NAPABA will send at least one electronic mailing to those in its database containing election information and candidate statements, and encourage NAPABA members to review additional materials concerning the candidates (including endorsements) on the NAPABA website

*What information should be provided with an endorsement to be shown on the NAPABA website?*

- Individuals considering the endorsement of a candidate are strongly encouraged to endorse only with personal knowledge of the candidate, and any current work relationship with a candidate (e.g., colleague in the same firm or legal department) must be disclosed
- If permitted by the endorser's place of employment, all endorsements will include at least the endorser's place of employment, and if so, any list of endorsements may include a disclaimer that all work or organizational affiliations disclosed are for identification and disclosures purposes only, and do not constitute endorsements by those institutions
- Include on a separate page the name, employer and email address for each individual endorser and the name of the bar association, president and president's email for each bar association endorser (email addresses of endorsers will not be made public)
- Endorsements shall not include any negative comments or personal attacks regarding other candidates

*Role of Nominating & Elections Committee*

- The Committee, in its sole discretion and with the goal of providing for a fair and informative election process, may: permit other individuals or organizations to endorse a candidate; refuse to accept an endorsement of a candidate; or edit any endorsement for length or content
- All decisions and determinations regarding endorsements, including decisions regarding issues not currently addressed in this policy, made by the Committee shall be final
- No member of the Nominating & Elections Committee may run in a NAPABA election for Board of Governors in the year in which s/he serves on the Nominating & Elections Committee.