

I. Background

ALPFA retained counsel to review the 2018 election process and ensure compliance with ALPFA's bylaws. The 2018 election will be completed by December 21, 2018. Typically, ALPFA announces officers and directors annually at the national convention, but this year the board deferred the election process to the fall to ensure that legal counsel had sufficient time to ensure full compliance with the bylaws. The review concluded in August 2018, and the Board then reconstituted a new Nomination Committee with the advice of counsel. Counsel has advised the Nominations Committee throughout the process and will continue to advise ALPFA until the 2018 elections are complete.

II. Term Limits

The ALPFA bylaws address term limits as follows: "A person may not serve for more than two consecutive terms in the same Officer Director position, nor may a person serve for more than two consecutive terms a Director, a Student Member Director, or an At Large Director." (Section 8.2). There are four distinct types of board members created under the bylaws: (1) Officer Directors, (2) Directors, (3) Student Member Directors, and (4) At Large Directors. The only mandatory director categories are (1) Officer Directors and (2) Directors. Under the bylaws, Directors and At Large Directors are identical for all purposes, so ALPFA uses the label Director for all non-officer board members other than the Student Director, which is non-voting. ALPFA no longer uses the label At Large Director for any purpose.

Although Directors and At Large Directors are identical for all purposes under the bylaws, Officer Directors are not. Section 8.2 uses the terms "same" and "nor" to make the term limits distinction between an Officer Director and a Director. Any argument that no person may serve on the board in any capacity for more than two consecutive terms is incorrect. Section 8.2 of the bylaws is clear and must be read in its entirety. Section 8.2 expressly provides that a "person may not serve for more than two consecutive terms in the same Officer Director position, nor may a person serve for more than two consecutive terms a Director, a Student Member Director, or an At Large Director," and these words were chosen to recognize and allow for stability and continuity of leadership. It is in the best interest of ALPFA to be led by officers who have prior experience as Directors. ALPFA's legal counsel has informed ALPFA that a member can serve as an Officer Director after completing two consecutive terms as a non-officer Director.

Legal counsel separately advised ALPFA that every current Officer Director currently holds a valid board seat, but further board action was necessary to align the offices for Yvonne Garcia and Hector Perez to their roles. In 2014, with the advice of ALPFA's in-house counsel at the time, the board re-interpreted the bylaws to conclude that the term for the President/Chair office was four years, and the board therefore believed that Yvonne Garcia's office as Chair ended in 2018.¹ Hector Perez was elected as a Director for the 2017-18 term, and was appointed

¹ The board's re-interpretation of the President/Chair term of office was rooted in Section 5.3(b), which provides that the board seat for the President/Chair is four years. However, the President/Chair is elected to a board term for four years so that the person can serve two years in the office of President/Chair and two more years on the board in the office of Past President. If

to the Past President office because the board believed that office was vacant and the board has a duty to fill all vacant offices promptly. In September 2018, in accordance with Section 6.10 of the bylaws and advice of counsel, the board voted unanimously (1) to appoint Yvonne Garcia to fill a vacancy on the board in the office of Chair/President, (2) to appoint Hector Perez to fill a vacancy in the office of Past President, and (3) to ratify all actions taken by Yvonne Garcia and Hector Perez in 2017 and 2018 in the offices of Chair and Past President, respectively. The advice of counsel regarding the validity of all board seats for ALPFA Officer Directors is as follows:

	Member	Position	Opinion re: Validity of Board Seat and Office
	Yvonne Garcia	President/Chair	Board seat is valid. For the 2017-18 term, Ms. Garcia would have held the Past President office, but was subsequently appointed to fill a vacancy in the President/Chair office.
	Daniel Villao	Vice Chair	Board seat and office are valid. Presently serving second year of first term as Vice Chair.
	Gabriel Rodriguez	Treasurer	Board seat and office are valid. Presently serving first year of second term as Treasurer.
	Dee Garcia-Schneider	Secretary	Board seat and office are valid. Presently serving first year of first term as Secretary.
	Hector Perez	Director, filling vacancy in Past President office	Board seat and office are valid. Elected as Director, and appointed by the board to fill the vacancy in the Past President office. Presently serving second year of second consecutive term as Director.

III. The Nominations Process

In August 2018, the Board unanimously reconstituted a Nominations Committee with five members, only three of whom were board members, and appointed a person to fill the Past President position on the Nominations Committee. The following members comprised the Nominations Committee for 2018: (1) Roxanne Martinez, Chair (board member); (2) Mauricio Gonzalez, Acting Immediate Past President (board member); (3) George Vega (board member); (4) Joseph Kosinski (non-board member); and (5) Kaplan Mobray (non-board member). Legal counsel advised ALPFA that this 2018 Nominations Committee is fully compliant with the ALPFA bylaws and California law, and may operate lawfully to recommend Directors and Officer Directors to the members. After it was constituted, the new Nominations Committee completed a rigorous review of all applicants for Officer Director and Director positions, and evaluated qualifications such as length of ALPFA membership, prior leadership experience,

the President/Chair is reelected after two years in office to a second term as President/Chair, then the office of Past President becomes vacant and the board is required to fill that vacancy

geographic locations, and a candidate’s demonstrated commitment to ALPFA among other things. The Committee then recommended the following slate:

Officer and Director Nominees	Office and Board Seat	Statement of Eligibility
Villao, Daniel	Chair	Presently serving second year of first term as Vice Chair, and is therefore eligible to be nominated to a first term as Chair.
Duarte, Ixchell	Vice Chair	Presently serving second year of first term as Director, and is therefore eligible to be nominated to a first term as Vice Chair.
Godinez, Aracely	Director	No prior board service, and is therefore eligible to be nominated to a first term Director.
Izzo, Cynthia	Director	No prior board service, and is therefore eligible to be nominated to a first term Director.
Rodriguez, Doug	Director	No prior board service, and is therefore eligible to be nominated to a first term Director.
Ayala-Bermejo, Karina	Director	No prior board service, and is therefore eligible to be nominated to a first term Director.
Winkler, Yasmine	Director	No prior board service, and is therefore eligible to be nominated to a first term Director.

ALPFA’s legal counsel reviewed these candidates and confirmed that each candidate is eligible to serve in the position for which they were nominated.

IV. Election Timeline

Legal counsel separately reviewed the timeline for each step leading to an election to ensure that each required step occurs in a timely manner. Legal counsel confirmed that the following timeline is fully compliant with the ALPFA bylaws:

Date	Task	Authority
December 21, 2018	Ballots must be received in order to be counted.	Section 4.9(b)(i): All ballots must specify the time by which the ballot must be received in order to be counted.

Date	Task	Authority
Not later than November 21, 2018	Email the ballots out to all members eligible to vote.	Section 4.9(b)(i): Ballots shall be delivered in the manner required by Section 4.4(c), which is at least thirty days, but no more than ninety, before the ballots are due.
October 22, 2018	Deadline for individual members who were not selected by the Nominations and Governance Committee to petition for inclusion on the ballot.	Section 10.2(b) of the bylaws.
October 7, 2018	Secretary must provide a complete copy of the Nominations and Governance Committee Report to each member.	Section 10.3(d)(ii): Upon receipt of any report under Section 10.2, the secretary shall provide a complete copy of said report to each member
September 22, 2018	Nominations and Governance Committee must deliver their report to the Secretary.	Section 10.3(d)(ii): The Nominations and Governance Committee shall submit a report to the Secretary not later than sixty days prior to the first day on which written ballots will be sent to members with respect to any election of any director or directors.

The ALPFA Board and the Nominations Committee worked extremely hard to ensure full compliance with the ALPFA bylaws in connection with the 2018 elections. Any questions about any detail may be sent to nominations@national.alpfa.org.