

**NATIONAL ASSOCIATION OF BAR EXECUTIVES BYLAWS**  
(Amendments November 2022)

**ARTICLE I: Name**

The name of this association shall be National Association of Bar Executives (Association).

**ARTICLE II: Mission**

The mission of the Association is to enhance the skills and enrich the careers of bar association professionals.

**ARTICLE III: Membership**

Section 1. Classes of Members.

There shall be the following classes of Association Members:

- a. Regular Members. Individuals employed by integrated bars, bar associations, and other nonprofit law-related entities that serve lawyers and members of the bench, bar, and legal profession shall be eligible to be Regular Members.
- b. Associate Members. Individuals who provide consulting and management services to integrated bars, bar associations, and other non-profit law-related entities that serve lawyers and members of the bench, bar, and legal profession may be eligible to be Associate Members. Associate members are not eligible to be nominated or elected to office or to vote.
- c. Retired Members. Individuals who are former Regular Members and who are no longer working shall be eligible to be Retired Members. Retired members are not eligible to be nominated or elected to office or to vote.
- d. Alumni Members. Individuals who are former Regular Member and who continue to work in a law-related capacity shall be eligible to be Alumni Members. Alumni members are not eligible to be nominated or elected to office or to vote.

An individual who meets the criteria for membership and who submits an application and pays applicable dues as established by the Board of Directors shall become a member and shall immediately be entitled to all the rights and privileges of their designated class of membership.

Section 2. Rights and Privileges.

- a. General. Members shall have the right to: participate in all meetings of the Association, whether in person or virtual; engage in deliberations at such meetings; and participate in all programming and activities sponsored by the Association.
- b. Voting. Only Regular Members of the Association shall be entitled to vote. Each Regular Member shall be entitled to one vote. Voting by proxy shall be prohibited.

- c. Eligibility to Hold Office. Only Regular Members of the Association shall be entitled to hold office.

#### Section 3. Dues.

Annual dues for membership and payment schedule shall be set by the Board of Directors.

#### Section 4. Termination of Membership.

A member may resign from the Association at any time. Members who fail to pay their dues within the schedule established by the Board of Directors shall, without further notice or hearing, be dropped from the rolls. The Board of Directors may establish procedures for extending the time for payment of dues. The Board of Directors may establish policy for termination of membership for cause. "Cause" includes, but is not limited to, conduct that is inconsistent with applicable standards of professional conduct or that would reflect adversely on the Association or bring it into disrepute. If a member is terminated for cause, the member shall not be eligible to reapply.

### **ARTICLE IV: Membership Meetings**

#### Section 1. Annual Meetings.

The Association shall hold an annual meeting in a format and on a date determined by the Board of Directors.

#### Section 2. Special Meetings.

Additional meetings of the membership, either in person or virtual, may be held on dates and places (if applicable) determined by the Board of Directors. No business shall be transacted at a special meeting other than that specified in the notice thereof.

#### Section 3. Quorum.

At meetings of the Association, attendance by ten percent (10%) of the Regular Members shall constitute a quorum.

#### Section 4. Conduct.

Except as otherwise provided in these bylaws, all meetings of members shall be conducted in conformity with the most current edition of Robert's Rules of Order.

#### Section 5. Notice.

Notices of all membership meetings shall be sent to each member not more than ninety (90) calendar days nor less than twenty (20) calendar days prior to the date of the meeting. Such notice shall state the type (in-person or virtual), place (if applicable), date and hour of the meeting and shall indicate that the notice is being issued by or at the direction of the Board of Directors.

### **ARTICLE V: Board of Directors**

#### Section 1. Powers and Duties.

The Board of Directors shall manage the affairs of the Association. All actions passed by the Board of Directors shall be posted on the website of the Association within fifteen (15) business days after each meeting of the Board of Directors.

#### Section 2. Composition.

The Board of Directors shall be composed of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Immediate Past President, two directors representing local bar associations, two directors representing state bar associations, and two directors elected at large.

Each member of the Board of Directors shall have one vote.

### Section 3. Eligibility

The members of the Board of Directors shall be Regular Members.

### Section 4. Meetings.

The Board of Directors shall meet during the Annual Meeting for the purpose of organizing and conducting business. The Board shall also meet at such other times as it deems necessary. Any regular meetings or special meetings may be held at times and places determined by the President with the consent of a majority of the Board of Directors. Special meetings may also be called upon the written request of three or more members of the Board of Directors. Any regular or special meeting may be held in person, by phone, webcast, email, or other future electronic means of communication.

### Section 5. Notice of Meetings.

Unless an emergency occurs, the President or designee shall give members of the Board of Directors notice of meetings not less than twenty (20) calendar days in advance. Such notice shall state the type of meeting, place (if applicable), instructions for participation, date and hour of the meeting. Dates of all regularly scheduled meetings of the Board of Directors shall, at a minimum, be posted on the website of the Association not less than twenty (20) calendar days in advance.

### Section 6. Quorum.

Seven members of the Board of Directors shall constitute a quorum. If a meeting is called for the purpose of filling vacancies on the Board of Directors and the number of such vacancies makes it impossible to procure a quorum, a majority of the Board of Directors then in office shall constitute a quorum for the limited purpose of filling such vacancies.

### Section 7. Indemnification.

The Association shall indemnify any agent of the Association who is made a party to a civil or criminal proceeding for actions taken within the scope of authority as an agent of the Association. An agent of the Association includes any Board member or, at the discretion of the Board, designated staff providing administrative support to and working on behalf of NABE. Indemnification includes amounts rendered in judgment or paid in settlement, together with reasonable expenses, including attorneys' fees. The Association shall have the option of purchasing insurance and securing counsel to represent the member of the Board of Directors, officer or agent to satisfy its obligation hereunder.

## **ARTICLE VI: Officers and Directors**

### Section 1. Officers.

The officers of the association shall be the President, the President-Elect, the Vice President, the Secretary, and the Treasurer.

### Section 2. President.

The President shall preside at all membership meetings of the Association and of the Board of Directors, shall act as the chief executive officer of the Association with the duty to supervise the management of the Association and shall perform other such duties as the Board of Directors may assign. The President shall be an *ex-officio* member of all committees except the Elections Committee. The President shall automatically succeed to the office of Immediate Past President upon completion of the presidential year.

#### Section 3. President-Elect.

The President-Elect shall automatically succeed to the office of President upon the expiration of the President's term of office. In the absence of the President, the President-Elect shall preside at all membership meetings of the Association and the Board of Directors. The President-Elect shall perform such other duties as the President or the Board of Directors may assign.

#### Section 4. Vice President.

The Vice President shall automatically succeed to the office of President-Elect upon the expiration of the President-Elect's term of office. In the absence of the President and the President-Elect, the Vice President shall preside at all meetings of the Association and the Board of Directors. The Vice President shall perform such other duties as the President or the Board of Directors may assign.

#### Section 5. Secretary.

The Secretary shall record or cause to be recorded the minutes of all membership meetings and of the Board of Directors, shall cause the minutes of the meetings to be kept, shall ensure that all required notices are duly given and served, and shall perform other such duties as the President or the Board of Directors may assign.

#### Section 6. Treasurer.

The Treasurer shall be the chief financial and accounting officer of the Association and shall perform or cause to be performed such duties as the President or the Board of Directors may assign.

#### Section 7. Immediate Past President.

The Immediate Past President shall serve as an advisor and perform such duties as the President or the Board of Directors may assign.

#### Section 8. Directors.

Directors shall act as direct representatives of the membership and shall perform such duties as the President or the Board of Directors may assign.

#### Section 9. Qualifications and Terms of Office.

The officers and directors shall be Regular Members. The officers of the Board of Directors shall be Regular Members. If during their term, an officer changes employment and is no longer eligible to be a Regular Member, the officer shall no longer be eligible to hold the office to which they were elected unless the officer has served at least six months of their term.

If during their term, a director changes employment and is no longer eligible to be a Regular Member, the director shall no longer be eligible to hold the office to which the director was elected.

Candidates for the office of Vice President must have served at least one year on the Board of Directors prior to taking office as Vice President. There is a three-year rotation for the office of Vice President, rotating from a local bar, to a state bar, to at-large.

The term of office of the President-Elect, Vice President, Secretary and Immediate Past President shall be one year, commencing July 1 following his/her election. The office of Treasurer shall be for a term of two years commencing July 1 following his/her election. The President, President-Elect and Immediate Past President shall serve as such for one year following the completion of his/her term as President-Elect, Vice President or President, respectively. Directors shall serve two-year staggered terms, with one state bar director, one local bar director, and one at-large director being elected each year.

The Secretary, Treasurer and directors are each eligible to serve two consecutive terms in the same office. In the last year of their second term, the Secretary and Treasurer may run for a different office or director position on the Board. Directors who have served two consecutive terms as a director, regardless of whether they are a state, local or at-large director, are not eligible to run for a different director position but may run for an officer position. Officers or directors elected to fill an unexpired term are eligible to run for two full consecutive terms following the completion of the unexpired term. Terms are considered consecutive unless they are at least two years apart.

#### Section 10. Officer Vacancy; Succession.

Any officer may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery.

- a. Vacancies. A vacancy in any office, due to resignation or as a result of no candidate filing for an office other than the offices of President or President-Elect or Immediate Past President, shall be filled by vote of the Board of Directors. An eligible member selected by the Board of Directors to fill any such vacancy shall hold office through June 30 or until a successor is elected or appointed and qualified.

If a vacancy exists in the office of Vice President after the Vice President has been duly elected, the Board is charged with filling the vacancy. If no candidate files for the office of Vice President, even after nominations for the position are opened to candidates outside the rotational category from which a Vice President is to be elected, the Board is charged with filling the vacancy with the only qualification being that the individual appointed must have served one full year on the Board.

In the event the office of the Immediate Past President becomes vacant, it shall not be filled.

- b. Officers' succession. In the event the office of President becomes vacant for any reason, the President-Elect shall immediately succeed to the office of President, complete the unexpired term and shall thereafter serve the full term as President. If the office of President-Elect is vacant at the time the office of President becomes vacant, the Vice President shall immediately become acting President for the unexpired term thereof and until a President is elected and qualified at the next election.

In the event the office of President-Elect becomes vacant because the President-Elect must complete the unexpired term of the President, the Vice President shall assist the President and

perform the duties of the President-Elect but shall not assume the title or office of President-Elect.

#### Section 11. Director Vacancy

Any director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery.

- a. Election. A director vacancy due to resignation or as a result of no candidate filing for an office shall be filled by vote of the Board of Directors if more than three months are left in the term. An eligible member selected by the Board of Directors to fill any such vacancy shall hold office through June 30 or until a successor is elected or appointed and qualified
- b. A vacancy due to resignation with less than three months left in the term is not required to be filled.

#### Section 12. Removal and Suspension.

Any officer or director may be removed only by two-thirds majority vote of the Regular Members of the Association voting at a membership meeting, but the authority of any elected officer or director to act as such may be suspended by the Board of Directors for cause by two-thirds majority vote. Any Regular Member asking the Board to suspend an officer or director or initiate the removal process shall submit to the President a written complaint describing the conduct or actions in question. If the President is the subject of the complaint, the member shall submit the written complaint to another officer. The Board shall investigate each complaint in a thorough and timely fashion.

Prior to any consideration of removal or suspension of any officer or director hereunder, such officer or director shall be given notice, a copy in writing of the specific charges, and a hearing in accordance with procedures established by the Board of Directors.

### **ARTICLE VII: Election of Officers and Directors**

#### Section 1. Nominating Committee.

There shall be a Nominating Committee comprised of the following seven members: the Immediate Past President as *ex officio* member and chair of the Committee, who shall serve a one-year term and who shall vote only in the event that it is necessary to break a tie; the chair of each section, or the chair's designee from the membership of the section, who shall serve terms of one year each; and three members appointed by the President, which members shall serve three-year staggered terms. If the Immediate Past President ceases to be a regular member of the Association, the Board of Directors shall appoint the chair. The Nominating Committee shall be constituted no later than January 1 of the year in which nominations will be made.

The three members appointed by a President shall include at least one Regular Member who represents a state bar association and at least one Regular Member who represents a local bar association. When making his/her appointment(s), the President shall take into account the principle that the Nominating Committee represents the diverse membership of the association.

With the exception of the Immediate Past President, no member of the Board of Directors may serve on the Nominating Committee. No member of the Nominating Committee may be considered for any position for which the Committee is making nominations. Nominating Committee members may not serve consecutive terms.

## Section 2. Nominations

- a. On or before January 15 of each calendar year, notification shall be sent to all Regular Members advising them of available Board of Directors positions for the upcoming year. The notification shall include: descriptions of the open positions and their responsibilities; eligibility requirements for each position; and instructions for alerting the Nominating Committee of interest in available positions.
- b. On or before February 15 of each calendar year, all individuals desiring to be considered for nomination to open positions shall advise the Nominating Committee of such interest in the manner and form previously set forth.
- c. Not later than March 15 of each calendar year, the Nominating Committee shall interview all individuals who have notified the Committee of their interest in being considered for open positions. Interviews shall include at least four voting members of the Nominating Committee.
- d. On or before March 31 of each calendar year, the Nominating Committee shall prepare and cause the report of its nominations to be reported to each Regular Member of the Association. The report shall contain one nominee for each of the open positions, along with a statement alerting members of their right to make additional nominations by petition.
- e. Additional nominations for open positions may be made by written petition addressed to the Chair of the Nominations Committee and signed by not less than twenty-five (25) regular members. Such petitions shall state the name of the candidate and the position for which the individual seeks to be a candidate, and shall be delivered to the Chair of the Nominations Committee no later than April 15.

## Section 3. Elections Committee

The President shall appoint an Elections Committee consisting of five Regular Members, naming one as Chair. In case any person appointed is unable to participate, the President shall fill the vacancy.

Candidates for open positions and members of the Nominating Committee shall be ineligible to serve on the Elections Committee.

## Section 4. Elections

- a. For positions for which there are no nominations by petition, the Elections Committee shall immediately certify those nominees elected and shall cause notice of same to be sent to all Regular Members.
- b. For positions for which there are additional nominations by petition, the Elections Committee shall, not later than May 1, cause a ballot to be prepared and sent to each Regular Member eligible to vote. The ballot shall contain the names of all candidates for each contested office, listed in order drawn by lot and accompanied by a brief biographical sketch of each candidate, with candidates selected by the Nominating Committee so designated in the biographical sketches. All positions shall be elected by a plurality of votes. Completed ballots shall be received by the chair of the Elections Committee or by such person or entity as designated by the Elections Committee no later than May 15. All Regular Members of record as of April 15 shall be eligible to

vote in that year's election.

- c. The Elections Committee or its designated electronic election service provider shall count, tabulate, and record all ballots delivered by the deadline. The Elections Committee shall determine all challenges and questions arising in connection with the right to vote, and shall do such acts as are proper to conduct the election with fairness. The complete results of the voting shall be announced as soon as practicable and no later than June 1. The candidates receiving a plurality of the votes cast for each office shall be declared elected and shall take office effective July 1.
- d. In the event of a tie vote, ballots shall be distributed to all Regular Members no later than June 10. Completed ballots must be received no later than June 20, and the ballots shall be counted and complete results announced as soon as practicable and no later than June 30.

#### Section 5. Time.

If any deadline date herein specified is a Saturday, Sunday or legal federal holiday, the next succeeding business day shall substitute for that specific deadline.

### **ARTICLE VIII: Committees**

#### Section 1. Committees.

The Board of Directors may create committees of the Association whose duties and authority shall be as specifically delegated. Members are eligible to be appointed to the committees and shall serve at the pleasure of the President.

#### Section 2. Meetings.

Committee meetings shall be held at such times and places (if applicable) as shall be fixed by the President, the chair of the committee or by vote of a majority of the committee. Notice of meetings shall be given to committee members and shall state the purpose, place (if applicable), instructions for participation, date and hour of the meeting.

#### Section 3. Statements of Policy.

No resolution of a committee shall be deemed to establish the policy of the Association unless it has been submitted to the Board of Directors and approved either by the Board of Directors or by the Regular Members of the Association at an Annual or special meeting of members.

#### Section 4. Annual Report.

At least twenty (20) calendar days prior to the Association Annual Meeting, the chair of each committee shall prepare and deliver to the President a report of the work of the committee for the year.

### **ARTICLE IX: Sections**

#### Section 1. Formation and Dissolution.

Sections may be established by the Board of Directors either upon its own initiative or upon the petition of ten (10) or more Regular Members. Sections may be dissolved by the Board of Directors for cause, upon 60 days' notice to the members of the subject section and in accordance with a policy on dissolution established by the Board, or upon the request of the Section. Upon dissolution of a Section, any funds in the treasury of the Section shall be

transferred to the general funds of the Association.

#### Section 2. Membership.

Members of the Association shall be eligible for membership in any section provided they otherwise meet the membership requirements set forth in the rules or bylaws of such section.

#### Section 3. Officers.

The officers of each section shall be a Chair, a Vice Chair, a Secretary and a Treasurer, all of whom shall be elected by the members of the section. In the event a section fails to hold such an election, the Board of Directors may appoint officers of a section to hold office until the section has held an election.

#### Section 4. Council.

Each section shall elect a council, which shall consist of the section's officers and council members as provided in its rules or bylaws. The council of each section shall have general supervision and control of the affairs of the section subject to Association's Bylaws and policies and to the rules and bylaws of such section.

#### Section 5. Rules and Bylaws.

Section bylaws and amendments thereto shall become effective on the date of their approval by the Board of Directors.

#### Section 6. Dues.

Membership dues of each section shall be determined by the council of such section subject to the approval of the Board of Directors. Such dues shall be assessed in addition to the membership dues of the Association.

#### Section 7. Funds.

Section budgets are subject to the review by and approval of the Board of Directors. Sections shall submit proposed budgets for the following fiscal year in accordance with procedures as established by the Board of Directors. The sections shall be permitted to expend their funds in accordance with the approved budget.

#### Section 8. Committees.

The council of each section may create section committees to perform different phases of the work of the section and to make recommendations to the section for action. No action of such committees shall be effective unless approved by the council of the section.

#### Section 9. Liaison.

The chair or designee of a section shall serve as liaison between the section and the Board of Directors. The secretary of each section shall, within fifteen (15) days after any meeting thereof, file with the President and the Secretary of the Association a copy of the minutes of the meeting.

#### Section 10. Statements of Policy.

No section or section council shall pass any resolution expressing its views unless notice of the proposed action is distributed to each member of the section or section council at least ten (10) days before the meeting at which the resolution is to be considered and unless the proposed resolution is formally adopted by a majority of the section or section council. No resolution of a section or section council shall be deemed to establish the policy of the Association unless it has

been submitted to the Board of Directors and approved by either the Board of Directors or by the Regular Members of the Association at an Annual or special meeting of members.

#### Section 11. Annual Report.

At least twenty (20) calendar days prior to the Association Annual Meeting, the chair of each section shall prepare and deliver to the President a report of the work of that section for the year.

### **ARTICLE X: Finances**

The fiscal year of the Association shall commence on the first day of July and shall end on the last day of June of the following year unless otherwise authorized by the Board of Directors. All funds and property received by the Association from whatever sources shall be used only to further the purposes of the Association. The Board shall approve a final budget prior to the start of the fiscal year and such budget shall not exceed annual income plus accumulated surplus, except as authorized by the membership. The Board of Directors may establish additional policies and procedures regarding the management of association's finances.

### **ARTICLE XI: Office and Books**

#### Section 1. Office.

The Association office shall be at a location designated by the Board of Directors.

#### Section 2. Books and Records.

The following books and records shall be kept at a place or places designated by the Board of Directors: correct and complete books and records of accounts; minutes of the proceedings of meetings of the members and of the Board of Directors; a current list of the Board of Directors and other officers of the Association with their addresses; a current list of all members and designated staff and their addresses; a copy of current policies and procedures; and a copy of these Bylaws.

#### Section 3. Inspection of Books and Records.

Any member shall have the right to examine and copy information from the books and records of the Association. The request to examine the books and records shall be in writing to the President or Treasurer with at least seven (7) calendar days' notice. The examination shall be made during regular business hours. The examination may be made by an authorized agent or attorney.

### **ARTICLE XII: Miscellaneous**

#### Section 1. Readings.

Article and section titles and captions contained in these Bylaws are inserted only as a convenience and for reference, and in no way define, limit or extend the intent of any provision.

### **ARTICLE XIII: Amendments**

#### Section 1. Initiating Amendments.

Bylaws amendments may be initiated by: (1) a written petition signed by five percent (5%) or more of the Regular Members and filed with the Secretary; (2) a resolution of a Section Council filed with the Secretary; or (3) a resolution of the Board of Directors. The written petition or

resolution shall set forth the proposed amendment or amendments in full.

#### Section 2. Authority to Approve Amendments.

Regular Members shall vote on all matters related to the mission under Article II, membership under Article III, and the bylaw amendment process under this article. Unless the NABE Articles of Incorporation or these bylaws specifically require a member vote on a particular matter, the Board of Directors shall have concurrent authority to approve amendments related to administrative and technical matters. The membership shall have the authority to alter, amend, or reverse amendments that have been approved by the Board of Directors by a membership petition or Section Council resolution, in the same manner as outlined in Section 1 of this article, provided such petition or resolution is filed within one year of the adoption of the original amendments.

#### Section 3. Review by the Bylaws Committee.

The language of a proposed amendment or amendments shall be forwarded to the Bylaws Committee. The Bylaws Committee shall review the proposed language, edit it as needed to conform to the format of the Bylaws, and offer its recommendation to the Board of Directors on what action should be taken. The committee shall complete its review not later than sixty (60) days after receipt of the proposal by the Secretary. If the committee is unable to complete its review within the allotted time, the committee shall report the status of its review to the Board of Directors and to the Regular Members or Section Council submitting the proposal.

#### Section 4. Notice and Vote.

After review by the Bylaws Committee, the language of any proposed amendment requiring a vote of Regular Members pursuant to Section 2 shall be sent electronically in the form of a ballot to each Regular Member, with all votes due not more than fifteen (15) days after receipt of the ballot. Approval of a proposed amendment shall require an affirmative vote by a majority of those Regular Members voting. After review by the Bylaws Committee, the language of any other proposed amendment shall be presented to the Board at its next scheduled meeting. Approval of a proposed amendment shall require an affirmative vote by a majority of those Board members present and voting or the Board of Directors may refer the amendment to the membership for a vote.

#### Section 5. Effective Date.

Any amendments shall be effective upon approval by the Board of Directors or the membership as provided by these Bylaws.