



SUMMARY OF 2022 BYLAWS AMENDMENTS

On February 12, 2020, at the 2020 NABE Midyear Meeting, [proposed amendments](#) to the NABE Bylaws were adopted. The [2020 amendments](#) sought to (a) update and clarify eligibility for classes of NABE membership and (b) change the requirement that voting to amend the bylaws take place at in-person meetings of the organization, permitting mail or electronic voting and will be more inclusive of the membership given that many members are unable to attend in-person membership meetings.

The 2020-2021 Bylaws Committee conducted a comprehensive review of the NABE Bylaws, seeking to identify any inconsistencies between policies, practices, and the bylaws and proposing changes to promote clarity and consistency. As a part of its review, the committee proposed [amendments to Articles XIII](#), relating to the process of amending the bylaws. These amendments were adopted on October 19, 2021.

Based on input from individual members, section leadership, and town hall-style discussion, the 2021-2022 Bylaws Committee has developed the following proposed amendments, which further refine the 2020 and 2021 amendments.

Membership	Art. III		
Classes of Members	Art. III	Sec. 1	Amend
Termination of Membership	Art. III	Sec. 4	Amend
Officers and Directors	Art. VI		
Qualifications and Terms of Office	Art. VI	Sec. 9	Amend
Officer Vacancy; Succession	Art. VI	Sec. 10	Amend
Removal and Suspension	Art. VI	Sec. 12	Amend
Election of Officers and Directors	Art. VII		
Time	Art. VII	Sec. 5	Amend
Sections	Art. IX		
Formation and Dissolution	Art. IX	Sec. 1	Amend
Amendments	Art. XIII		
Initiating Amendments	Art. XIII	Sec. 1	New
Authority to Approve Amendments	Art. XIII	Sec. 2 (formerly Sec. 1)	Amend
Review by the Bylaws Committee	Art. XIII	Sec. 3 (formerly Sec. 2)	Amend
Notice and Vote	Art. XIII	Sec. 4 (formerly Sec. 3)	Amend

N.B.: Non-substantive amendments (*e.g.*, changes in capitalization or a change from “Board” to “Board of Directors”) are not noted in this outline.



Classes of Members. The distinctions between classes of membership are more clearly delineated.

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
Associate Members		Who provide consulting and management services to	
Retired Members	Individuals who are former Regular Members	Who are no longer working	
Alumni Members		Who continue to work in a "law-related capacity"	

* Eligible to be nominated and elected to hold office or to vote

Termination of Membership. Currently, membership may only be terminated by resignation or failure to pay dues in a timely fashion. The amendment provides that the Board of Directors may establish a policy for termination of membership "for cause," which includes (but is not limited to) "conduct that is inconsistent with applicable standards of professional conduct or that would reflect adversely on the Association and bring it into disrepute." Termination for cause would preclude later reapplication for membership.

Qualifications and Terms of Office. Any officer who changes employment and ceases to be a Regular Member would be permitted to complete the officer's term of office if the officer has served at least six months of the term. Any director who changes employment and ceases to be a Regular Member would not be eligible to complete the director's current term of office. The current policy that directors shall serve staggered two-year terms, with three directors rotating off the board or standing for reelection each year, is also codified in the bylaws.

Year One	Year Two	Year Three	Year Four
State Bar Director		State Bar Director	
	State Bar Director		
Local Bar Director		Local Bar Director	
	Local Bar Director		
At-Large Director		At-Large Director	
	At-Large Director		

Office Vacancy; Succession. An officer may resign at any time by providing written notice to the president or the secretary.



Removal and Suspension. The suspension and removal process is extended to include Board directors, as well as officers. The threshold for a removal vote is increased to a two-thirds majority of the Regular Members voting at a membership meeting. Likewise, by a two-thirds majority vote, the Board of Directors may suspend for cause the authority of an officer or director to act. Any Regular Member seeking to initiate a suspension or removal must submit a written complaint describing the conduct or actions in question to the president (or another officer), which the Board of Directors shall investigate in a thorough and timely fashion.

Time of Officer and Director Nominations and Elections. A specific enumeration of legal federal holidays is repealed, and the term “legal federal holiday” employed in its place.

Section Formation and Dissolution. The Board of Directors may dissolve a section:

- For cause, but only upon sixty days’ notice to the section members and in accordance with a dissolution policy established by the Board of Directors; or
- Upon the request of the Section.

The [dissolution policy](#) lists particular actions constituting cause for dissolution, which generally reflect the failure or inability of the section to fulfill its purposes.

Upon the dissolution of a section, any funds in the section treasury shall be transferred to the general funds of the association (which reflects corresponding provisions in the bylaws of the Administration & Finance Section and the Governmental Relations Section).

Amendments. The processes for initiating and approving amendments to the bylaws are outlined. In addition to membership- and section-initiated amendments, the Board of Directors is permitted to initiate and approve amendments relating to administrative and technical matters, subject to a membership vote (if requested).

Initiating Amendments		
Membership	Section	Board of Directors
Written petition signed by five percent or more of the Regular Members	Resolution	Resolution

Filed with the Secretary

Bylaws Committee Review

- Not later than sixty days after receipt of the proposal by the Secretary
- Edit “as needed to conform to the format of the Bylaws”
- Recommendation to the Board of Directors on action to be taken



Subject Matter

Regular Members	Board of Directors
-----------------	--------------------

All matters related to:		
<ul style="list-style-type: none"> ▪ Mission of the association (Art. II) ▪ Membership (Art. III) ▪ Bylaw amendments process (Art. XIII) 	Yes Yes Yes	No No No

Matters specifically requiring a vote of membership	Yes	No
---	-----	----

Administrative and technical matters	Yes	Yes (subject to membership petition or Section resolution filed within one year of adoption of original amendments)
--------------------------------------	-----	--

Approval

Regular Members	Board of Directors
Electronic ballot to each Regular Member, with all votes due not more than fifteen days after receipt of the ballot	Next scheduled meeting after review by Bylaws Committee
Affirmative vote of a majority of those Regular Members voting	Affirmative vote of a majority of those Board members present and voting OR Referral of amendment to membership for vote