



## **APPOINTMENT OF AT-LARGE BOARD MEMBERS | GUIDELINES**

### Purpose

Because of the growth of Asian Pacific American (“APA”) attorneys around North American and the desire to have diverse and inclusive representation on the Board of Governors (the “Board”), to increase the pipeline of candidates to the Board, and to maintain the Board’s institutional knowledge and experience, the Board, with the recommendations of the Nominating and Elections Committee (the “Nom. Comm.”), shall appoint, by majority vote, four (4) At-Large Board Members.

### Term and Number of Positions

At-Large Board Members shall serve two-year, staggered terms (except that two of the first four such At-Large Board Members appointed in 2010 may serve a one-year term to allow the staggering of terms). No more than two (2) of the At-Large Board Members at any given time may be from the same geographical region as defined in Article V, Section 13 of the NAPABA Bylaws as amended and adopted on May 15, 2010. Generally, At-Large Board Members will not be re-appointed, although they are eligible to be elected or appointed Regional Governors or Officers of NAPABA.

The Board and the Nom. Comm. have established the following Guidelines to facilitate the selection and appointment of the At-Large Board Members:

### Eligibility

Any member in good standing as defined in Article III of the NAPABA Bylaws is eligible to become an At-Large Board Member.

### Criteria

In keeping with the Purpose, as stated, above, when determining which candidates are selected as At-Large Board Members, the following criteria may be used:

1. Geographic, gender, ethnic, and practice composition of the incoming Board, as well as the employment categories of the incoming Board (e.g., in-house, private practice, government, academia, etc.);
2. Leadership qualifications of the candidate;

3. The candidate's level of activity and experience within NAPABA and/or within NAPABA Affiliates;
4. Former Officers and Board members possessing institutional knowledge and experience to the extent that it would assist the incoming Board; and/or
5. Other appropriate experience with non-profit, Asian Pacific American, legal, and/or other similar organizations.

### Procedure

At the same time the Nom. Comm. solicits candidates for the general election of Officers, it shall solicit candidates for At-Large Board Members. The solicitations by Nom. Comm. shall not be to particular Individual Members or Affiliate Members of NAPABA, but instead shall be in the form of general solicitations to Affiliates, NAPABA committees, NAPABA affinity networks, and the NAPABA membership.

When announcing that applications for At-Large Board Members will be accepted, NAPABA shall publish:

1. The 5 Criteria above;
2. The current Board of Governors Duties and Expectations document with an explanation that the appointed At-Large Board Members shall be requested to execute a similar document;
3. A requirement that each At-Large Board Member candidate must be a current Individual Member or current member of a NAPABA Affiliate as of the date that the candidate's application is submitted to NAPABA;
4. A statement discouraging current Board members from applying as an At-Large Board Member candidate;
5. The following statement: "Communication with Board members for information regarding the At-Large Board Member position or application process is not prohibited. However, campaigning for a Board Member's support is strongly discouraged and will be disclosed to the Board."  
and
6. The following application requirement:
  - a. A resume;
  - b. No more than 2 letters of recommendation, which are optional and which cannot be from a member of Nom. Comm. or the Board;
  - c. Answers to the following questions (300-word limit per answer to each question):
    - i. Why do you want to serve as an At-Large Board Member?
    - ii. What has your involvement been with NAPABA and any NAPABA Affiliate? Please also provide the following information. (This information does not count toward the word limit.)
      - A list of leadership positions held within NAPABA;
      - A list of leadership positions held within a NAPABA Affiliate and the name of the NAPABA Affiliate;

- The number of NAPABA conventions attended, and the year(s) of such attendance;
  - The number of NAPABA regional conferences attended, and the year(s) of such attendance; and
  - The number of NAPABA Lobby Days attended, and the year(s) of such attendance.
- iii. What has your involvement been with APA community organizations or legal-related organizations, other than NAPABA?
  - iv. What NAPABA issues/programs are you most interested in?
  - v. How would you describe your leadership style and what would you change about it or seek to develop, if anything?
- d. An optional, supplemental statement of interest addressing any other topics (300-word limit).

Nom. Comm. shall select a number of candidates for telephone interviews, and such interviews shall last approximately 15 minutes each.

After receiving the recommendations from Nom. Comm. regarding At-Large Board Member candidates, the then-current Board will convene a special meeting via telephone conference call to discuss and appoint the At-Large Board Members to be installed with Officers and Regional Governors during the Annual Convention. The Board may make such appointments during a meeting at which it addresses other business properly before the Board. Any then-current Board members who are At-Large Board Member candidates (but cf. statement (4) in the Procedure section above) shall wholly abstain from any and all discussion or voting on the At-Large Board Member appointments.

The Board and the Nom. Comm. reserve the right to modify these Guidelines at any time as they deem necessary or appropriate to ensure a fair selection process. All candidates will be promptly notified of any modifications.

Approved as amended by the NAPABA Board on February 15, 2020.