



Nominations & 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 nominations and elections process for NAPABA Officers and Directors 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 Nominations & 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 have been, NAPABA Board members 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.
- E. **No Candidates.** No member of the Committee may run in a NAPABA Officer or Director election or apply for a NAPABA At-Large Board Member position in the year in which s/he serves on 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 and Director positions and for the application and appointment process for At-Large Board Member positions shall be as follows:

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| A. | By March Executive Committee Meeting | President-Elect presents to Executive Committee, for approval, his or her proposed Committee appointees |
| B. | By April Executive Committee Meeting | Committee members are appointed |
| C. | May/June | Announcement to all Individual Members and members of Affiliates (each as defined in the NAPABA Bylaws) that nominations for Officer and Director 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 and Director election and At-Large Board Member selection process with the Board |
| D. | May/June through the second Monday in July | Committee to accept nominations and applications |
| E. | End of day on the second Monday in July | Nominations closed, and complete petitions and candidate statements for Officer and Director positions and applications for At-Large Board Member positions submitted to the Committee. Selection of Regional Governors submitted to the Board |
| F. | By two weeks after III.E | Committee completes final determinations of candidate eligibility for Officer and Director positions and At-Large Board Member positions, notifies all candidates of their eligibility status, and notifies each Officer and Director candidate regarding whether or not the position will be contested and if so, by whom |

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| G. | One day after III.F | Endorsements accepted through III.J for Officer and Director positions only |
| H. | By two weeks after III.F | Board completes optional review of Committee determinations pursuant to Section XIII 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. | One week prior to ballot distribution | Record date for determining who is eligible to vote |
| J. | August | Newsletter publishes candidate statements, and electronic ballots emailed to Individual Members and Affiliate Members

Committee conducts At-Large Board Member telephone interviews |
| K. | The first Friday in September | Deadline for return of electronic ballots |
| L. | By the second Friday in September | Announcement of Officers and Directors |
| M. | 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 |
| N. | By the fourth Friday in September | Board convenes a special meeting via telephone to select At-Large Board Members |

- O. By the first Friday in October Announcement of At-Large Board Members
- P. November Annual Convention: Officers, Directors, and At-Large Board Members (and Regional Governors) installed

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

- A. **Regional Governor Outreach.** The Committee shall encourage each Regional Governor to provide at least one (1) name of a potential Officer or Director 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 or Director position.
- B. **Committee Outreach.** The Committee will work with the Executive Director to notify all member and constituent 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. **Committee Report of Candidate Eligibility.** Before the Committee notifies all potential Officer and Director candidates of their eligibility status, the Committee shall report the Committee's final determinations of candidate eligibility for the Officer and Director positions to the Executive Committee. This report shall include the rating of candidates in a format of at least three categories, such as "not qualified," "qualified" or "well qualified", according to the qualifications described in Section V. and the best interests of NAPABA. Under no circumstances shall any potential Officer and/or Director candidate have access to or otherwise be informed of their own ratings or the ratings of other potential candidates prior to all candidates having access to such ratings.

- F. **Diversity.** Because NAPABA is a national organization representing all Asian Pacific American lawyers nationwide, the Committee may: (1) identify potential candidates to achieve broad diversity, including but not limited to, ethnic, geographic, and gender diversity, in order to be representative of the NAPABA membership; and/or (2) identify potential candidates with the skills and/or experience needed for the Board.

V. **Qualifications for Candidates for NAPABA Officer and Director Positions.**

NAPABA seeks outstanding individuals of high character and integrity with proven leadership and board governance skills and who have demonstrated a strong commitment to NAPABA. The following personal traits, qualifications, experience and skills are desired in the candidates who run for NAPABA Officer and Director positions, and the Committee is responsible for assessing if and to what extent candidates satisfy these qualifications:

- A. **Leadership.** Candidates must have demonstrated proven leadership skills needed on a governance board. Such leadership may be demonstrated in connection with serving (1) NAPABA (e.g. a committee/network/ad-hoc/task force chair, co-chair or significant contributing member), (2) as an officer for a NAPABA affiliate, and/or (3) leadership on another board and/or in their other professional activities. Notwithstanding the foregoing, holding the title to an office is not enough. Leadership should be demonstrated to reflect the characteristics and skill set necessary to be able to productively and positively lead and function on a governing board.
- 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/Network/Taskforce, or by otherwise serving the national body or a NAPABA affiliate.
- C. **Personal Character, Integrity and Trust.** Candidates must have demonstrated in all of their professional and personal activities the highest standards of personal character, integrity, and trust.
- D. **Board Experience and Governance Skills.** The NAPABA Board is the sole governing body responsible for the proper oversight and governance of NAPABA. This fiduciary duty extends to each member of the Board. In order for the Board to optimally fulfill this fundamental obligation, it is highly desired that candidates for the Officer and Director positions possess a number of the following qualifications, expertise, experience, and skills: board governance, corporate secretary, financial management, treasurer, internal audit, risk management, non-/not-for-profit management, marketing, brand building, fundraising, program development, internal/external communications, public relations, government affairs, advocacy, policy development, and public speaking.

- E. **Candidates for President-Elect.** In addition to the foregoing requirements, Candidates for President-Elect must demonstrate to the Committee that they: (1) meet the highest character and integrity standards; (2) have proven leadership and board governance skills for a governing board; (3) have a strong commitment to NAPABA; (4) are able to work positively and collaboratively with fellow board members and staff members; (5) have substantial legal and life experiences to share; and, (6) have good faith intentions to always serve and act in the best interest of NAPABA.
- F. **NAPABA Membership.** Candidates must be current Individual Members in good standing as of the date that the candidate petitions are submitted to NAPABA.

VI. **Candidate Statements for Officer and Director 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 are strongly encouraged to provide a candidate statement that is responsive to issues concerning NAPABA's mission, vision, and future. Specifically, candidates will be asked, among other things, to respond to the following questions within the statement:
 - 1. Why did you become involved with NAPABA and what has your involvement looked like over time?
 - 2. What skills, community connections, resources, and expertise do you have to offer and are willing to use on behalf of NAPABA?
 - 3. The NAPABA Board determines the mission and purpose of NAPABA. How do you envision the Board furthering NAPABA's mission to promote justice, equity, and opportunity for Asian Pacific Americans and to foster professional development, legal scholarship, advocacy, and community involvement?
 - 4. What should NAPABA's strategic focus areas be (i.e., over next three to five years) and how and to what extent do NAPABA's current mission, purpose, programs and services align with your suggested focus areas?
- 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. **Contact Email Address.** Candidates should include an email address where the candidate may be reached by any NAPABA member. The candidate may wish to create a specific email address for this purpose, although such is not required.
- D. **Photo.** Candidates should include a high resolution digital image that is at least 300 dpi.

- E. **Preface to Publication of Statements.** There shall be a preface to the candidate statements (both in the newsletter and on the website) similar to the following:

“Dear Members,

The Nominations and Elections Committee is pleased to present for your consideration the following Officer and Director candidates for [year]. The Committee has approved candidates who not only have demonstrated leadership capabilities, but more importantly are passionate about NAPABA’s mission and who have skill sets and perspectives that align with NAPABA’s strategies, goals, and needs—not just now, but into the future. 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 the diverse perspectives across the Board as a whole. We have instructed each candidate to respond to the following questions within his/her statement:

1. Why did you become involved with NAPABA and what has your involvement looked like over time?
2. What skills, community connections, resources, and expertise do you have to offer and are willing to use on behalf of NAPABA?
3. The NAPABA Board determines the mission and purpose of NAPABA. How do you envision the Board furthering NAPABA’s mission to promote justice, equity, and opportunity for Asian Pacific Americans and to foster professional development, legal scholarship, advocacy, and community involvement?
4. What should NAPABA’s strategic focus areas be (i.e., over the next three to five years) and how and to what extent do NAPABA’s current mission, purpose, programs and services align with your suggested focus areas?

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

- F. **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. **Code of Conduct and Fiduciary Duties.**

- A. **Code of Conduct.** As part of their completed candidate petitions, candidates must execute and pledge to abide by NAPABA’s campaign Code of Conduct. During the campaigns, candidates shall ensure that their advocates also abide by the Code of Conduct.

- B. **Fiduciary Duties.** Throughout the course of the nomination and election process, all candidates, whether they are current members of the NAPABA Board or not, shall be held by the Committee and the Board to the same fiduciary responsibilities applicable to the Board, including the duty of care and the duty of loyalty. All candidates are expected at all times to speak and to act in the best interest of NAPABA as a whole.
- C. **Prohibition of Candidate Slates.** Consistent with Section VII.B, candidates are prohibited from forming candidate slates or seeking election as running mates or other similar conduct. For the avoidance of doubt, candidates may still endorse other candidates in their individual capacities, pursuant and subject to Section VIII.C below.
- D. **Board Confidentiality.** NAPABA Board members shall keep Board discussions regarding nomination and election issues confidential unless otherwise authorized to disclose.

VIII. **Endorsements for Officer and Director Positions.**

- A. **General Policy.** The Committee believes that the active participation of member affiliates and individuals is essential to a vibrant and diverse 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. **Who May Endorse.** Any individual, affiliate, or other entity may endorse any candidate, except as noted below. Candidate materials, including Candidate Statements, may contain a list of endorsements. All current members of the Committee, the NAPABA President, President-Elect, Immediate Past President, General Counsel, Deputy General Counsel, and NAPABA Committees/Networks may not endorse or campaign for others in any capacity. All other NAPABA Board members, all members of NAPABA staff, and all Committee/Network chairs may not endorse or campaign for others in their official capacities or on behalf of the NAPABA Board or NAPABA Committees/Networks, but may endorse and campaign for others in their individual capacities.
- C. **Endorsement Solicitation Bar.** No potential candidate, nor any individual acting in support of or on behalf of any potential candidate, may solicit any individual, affiliate or other entity endorsement prior to the Committee determining that potential candidate's eligibility under Section III(F).

IX. **Campaigning for Officer and Director Positions.**

- A. Campaign-related communications by non-candidates may be sent only to recipients whom the sender personally knows. For the avoidance of doubt, this section does not apply to communications sent by the candidates themselves; however, 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 IX.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. Flyers, posters, announcements, and other similar communications which reference candidates must include a statement clearly indicating the author and creator of such communications, especially in situations where confusion may potentially arise as to endorsement of candidates by NAPABA affiliates and/or other entities.
- D. NAPABA mailing / distribution lists, NAPABA Committee/Network mailing / distribution lists, and NAPABA social media and groups (e.g., Facebook, LinkedIn) may not be used for endorsements or campaigning.
- E. In sending emails to NAPABA members, the candidate is strongly cautioned that any email sent by a candidate to NAPABA members, when multiplied by endorsement emails or affiliate emails concerning the election and such candidate, may be viewed adversely by NAPABA.

X. **The Ballot for Officer and Director Positions.**

- A. **Record Date.** The record date for determining who is eligible to vote shall be one week prior to the day the ballots are distributed.
- B. **Publication and Distribution of Ballots.** The ballots shall be emailed to all eligible voting members of NAPABA.

XI. **Voting for Officer and Director Positions.**

- A. **Voter Identification.** Ballots representing an individual's vote must indicate the name of the individual voting 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 deadline 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 Committee 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.

XII. **Post-Election Report for Officer and Director Positions.** The Committee Chair and the Executive Director may prepare a report to the Committee within thirty (30) calendar days following the close of elections summarizing the results of the elections 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.

XIII. **Committee Authority for Officer and Director Positions.** The Committee's decisions shall be final with respect to any issues that may arise during the nomination or election 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.

XIV. **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 nominations 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.



EXHIBIT A

NAPABA NOMINATIONS AND ELECTIONS ENDORSEMENT POLICY AND PROTOCOLS *(Adopted by the NAPABA Board of Governors, May 9, 2009; amended April 18, 2012; May 18, 2014; February 15, 2020 and June 6, 2020)*

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 or Directors.

1. 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
- Current members of the NAPABA Nominations & Elections Committee, the NAPABA President, President-Elect, Immediate Past President, General Counsel, Deputy

General Counsel, and NAPABA Committees/Networks may not endorse any candidate in any capacity

- Other NAPABA Board Members, NAPABA staff members, and NAPABA Committee/Network chairs may provide endorsements in their individual capacity, but not in their official capacities or on behalf of the NAPABA Board or NAPABA Committees/Networks

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

- No potential candidate, nor any individual acting in support of or on behalf of any potential candidate, may solicit any individual, affiliate or other entity endorsement prior to the Committee determining that potential candidate's eligibility.
- Endorsements may be made public one day after the Committee completes final determinations of candidate eligibility. (Section III(F) and III(G))
- Endorsements shall be submitted by the endorser to NAPABA's Executive Director or the Chair of the Nominations & 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 the first Friday in September
- NAPABA will send at least one electronic mailing to those in its database containing election information and candidate statements, and will encourage NAPABA members to review additional materials concerning the candidates (including endorsements) on the NAPABA website

3. 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

4. What information should be provided by candidates to potential endorsers? What information should potential endorsers seek from candidates?

- Candidates should include an email address where the candidate may be reached by NAPABA members.
- In the event of a contested race, candidates must notify the individuals and organizations whose endorsements are requested, of the existence of the contested race, as well as identify the other candidate(s) in the contested race
- In the event of a contested race, NAPABA affiliates in particular, who are considering the endorsement of a candidate, are strongly encouraged to speak with, evaluate, and assess all candidates running for the same office, taking into account the qualifications for office described in Section V of the Nominations & Elections Rules

5. *Role of Nominations & 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