Purpose

As further outlined below, At-Large Board Members are appointed to enhance NAPABA’s Board of Governors (the “Board”) with their leadership, diversity, experience, and institutional knowledge. Based on the recommendations of the Governance, Elections, and Nominations Committee (“GEN Committee”), the Board shall appoint by majority vote, three (3) or more At-Large Board Members each year so that a total of six (6) At-Large Board Members serve on the Board in any given year.

Term and Number of Positions

At-Large Board Members shall serve two-year, staggered terms. To allow staggering of two-year terms, three (3) of the first six (6) such At-Large Board Members appointed for the Board year 2021-2022 may serve one year, i.e., two current At-Large Board Members shall finish their remaining term of one-year, one shall be appointed for a one-year term, and three shall be appointed for the full two-year term.

No more than three (3) of the At-Large Board Members at any given time may be from the same geographical region (as defined in Article V, Section 12 of the NAPABA Bylaws) pursuant to Article V, Section 13 of the NAPABA Bylaws. No At-Large Board member may serve as an At-Large Board member for more than four (4) cumulative years. Generally, At-Large Board Members will not be re-appointed, although they are eligible to be elected or appointed Regional Governors, Officers, or Directors of NAPABA.

The Board has 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

The GEN Committee has appointed the members of the Nominations and Elections Subcommittee (the “Subcommittee”) responsible for overseeing the nominations and elections processes, At-Large Board Member appointment processes, and dispute resolution related thereto.

The Subcommittee has determined that applications for At-Large Board Members will be announced and accepted in accordance with NAPABA’s Nominations and Elections Rules (“Rules”) and these Guidelines.

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. 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
5. The following application requirements:
   a. A resume;
   b. No more than 2 letters of recommendation, which are optional and which cannot be from a member of the Subcommittee 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).

The Subcommittee, in its discretion, may select a number of candidates for telephone interviews, and such interviews shall last approximately 15 to 30 minutes each, but may be longer or shorter in the Subcommittee's discretion.

The Subcommittee shall then make its recommendations to fill the At-Large Board Member positions to the GEN Committee. The GEN Committee, upon recommendation of the Subcommittee, forwards its recommendation for filling the At-Large Board Member positions to the Board. The Board and GEN Committee shall defer to the Subcommittee’s recommendations for At-Large Board Members as appropriate in accordance with best practices for good corporate governance.

After receiving the recommendations from the GEN Committee regarding filling the At-Large Board Member positions, 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, Directors, 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, the GEN Committee, and the Subcommittee 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.