

Governing Documents Committee News

By Ethel Hong Badawi, Esq.

Like changing air filters or batteries on smoke detectors, the work of the Governing Documents Committee is not glamorous, but it is necessary. The Committee is tasked with organizational governance—reviewing and updating NALSC governance policies and procedures. Given the Committee’s charge, it operates primarily behind the scenes to ensure that bylaws are updated and policies meet the needs of the organization.

Over the past year, the Committee recommended amendments to address the eligibility requirements for Board of Director candidates and the nominations process for the Executive Committee. Each of these recommendations were voted upon and approved by the Board of Directors. We are excited to share these updates with the full membership and believe that these changes will allow NALSC to broaden our leadership opportunities and meet the needs of our growing and thriving organization.

Many thanks to Committee members, Esther Alpert, Kevin Bacon, Dan Binstock, and Melissa Peters who dedicated hours to these updates—their expertise and thoughtfulness were integral.

Eligibility to Run for the Board of Directors

The amendments to the eligibility criteria for candidates who seek to run for a Director position on the Board were expanded to accommodate for the evolving and expanding membership of NALSC. We hope that these changes will encourage more members to run for Board positions in the upcoming elections!

The full criteria are set forth in Article VI of the Bylaws and a summary of the key criteria and changes are below.

Article VI, Section 1 - To be eligible to serve on the Board of Directors, a candidate:

- must be a legal search consultant at any office of a NALSC Member company (*This change removes the previous requirement that candidates must be company owners*);
- must have at least three years of legal search experience placing attorneys in permanent positions (*The previous language required three years of experience with a NALSC Member company. This change expands the experience to include work at a non-NALSC member firm, but such experience must be in full-time, agency-side legal recruiting*); and
- must have attended three NALSC events in the last three years, two of which must be either the annual conference or symposium (*This is an additional requirement to ensure that Director candidates are active participants of NALSC*).

In addition, only one individual from any Member company is eligible to serve at a time, but multiple individuals from any Member company may be on the ballot (The highest number of votes from a Member company will win. Previously, individuals from the same Member company could not run simultaneously).

To ensure that the eligibility criteria are met, the Board of Directors also

approved an amendment to the Bylaws assigning the Nominations Committee the responsibility of verifying candidate eligibility.

Finally, for individuals who have served on the Board previously and have reached their term limit of two consecutive three-year terms, a one-year waiting period was the standing practice before a former Board member could run again, and this practice was formalized in the Bylaws.

Nominations for Executive Committee

The Executive Committee of the Board consists of the President, Treasurer, Secretary, VP Membership, and VP Long Range Planning. Historically, the President selected the members of the Executive Committee which was then put to a Board vote for approval. In an effort to create opportunities for individuals to self-nominate and volunteer for Executive Committee positions, the Board voted to approve the following nomination timeline and procedure for the Executive Committee positions:

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- 30-60 days before the Fall Board Meeting: Nominations Committee will announce/confirm the open Executive Committee positions (these positions are only open to members of the Board of Directors).
- Fall Board Meeting: Nominations for the Executive Committee positions open. Interested Board members may self-nominate or nominate other Board members for the Executive Committee positions to the Nominations Committee.
- October to late January: Nominations Committee accepts nominations, notifies candidates, and confirms the acceptance of nominations.
- Immediately after the general board elections: Nominations Committee sends the slate of Executive Committee candidates to the Board for consideration.
- Before the Annual meeting: Board votes on Executive Committee positions.
- Elected Officers begin term immediately following the Annual meeting.

These changes relate primarily to Board governance and apply only to Executive Committee positions. For all other Committee Chair positions, the President will identify a slate for Board vote following the Annual

meeting.

Other minor amendments to the Bylaws

- **Article VI, Section 4** - Added language addressing Board members who are absent for three consecutive meetings.
- **Article VI, Section 14** – Set the number of Emeritus Directors to maximum of three at any time. Terms are for one year with a two consecutive term maximum.

We believe these changes, especially those that expand the eligibility to serve on the Board of Directors, allow more members to take on a leadership role with NALSC. Curious to learn more? The full text of the Bylaws can be found [here](#).

Upcoming Elections

There will be elections for Board seats early next year. Keeping in mind the new eligibility requirements outlined above, please contact any member of the Nominations Committee if you are interested in learning more about running. The Nominations Committee,

chaired by Mary Clare Garber, includes Esther Alpert, Jennifer Gillman, Connie Rinaldi, and Mitch Satalof.

Are you interested in throwing your hat in the ring?

Looking forward to connecting with many of you at the Fall Symposium in Denver!



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