

CLA Elections Procedures

1. Definitions and Global Principles

- 1.1. All capitalized terms not defined in these Procedures have the definitions assigned in the CLA Bylaws.
- 1.2. References to a Representative or Officer are to the incumbent Representative or Officer, that is, the Representative or Officer in office when the designated action or event takes place, unless otherwise specified.
- 1.3. References to the “Chair” are to the Chair of the CLA Board unless otherwise specified.
- 1.4. References to the “Secretary” are to the Secretary of the CLA Board unless otherwise specified.
- 1.5. Whenever these Elections Procedures call for a vote of the Board, the stated vote of the Representatives present assumes compliance with the quorum requirements in Article IV, Section 12 of the CLA Bylaws.
- 1.6. As a general matter, it is discouraged that:
 - 1.6.1. The Board elect as Board Officers persons who work at the same firm or other organization at the time of the Election Meeting.
 - 1.6.2. Board Representatives serve more than one term in the same Officer position other than the Treasurer (even if separated by a number of years).

2. Elections of Representatives to the Board

Consistent with CLA Bylaws Article III and Article IV, Section 3, the following procedure shall apply to the election of Representatives to the Board:

- 2.1. Staggered Terms. In even-numbered years, Group I Representatives will be up for election. In odd-numbered years, Group II Representatives will be up for election. *See CLA Bylaws Article IV, Section 3(a)-(b).*
- 2.2. Setting the Election Meeting. The Chair shall set the Election Meeting.¹ The Election

¹ Under the CLA Bylaws Article I, the “Election Meeting shall refer to the Board meeting at which Board elections take place.”

Meeting can be part of a Regular Meeting of the Board or a Special Meeting of the Board. The Chair must give notice to Board Representatives of the Election Meeting no later than forty-five (45) days prior to such Election Meeting unless a shorter notice period is approved by at least 2/3rds of the Board.

- 2.3. Submitting Nominees to the Secretary. The Nominators (Section Chairs) for the relevant Group's Sections will provide the Secretary their Section's one Nominee for Representative no later than 21 days before the Election Meeting. Nominees submitted to the Secretary by this deadline will be referred to as "Submitted Nominees." The Nominators will choose the Nominees under the provision of each Section's Administrative Bylaws. The Secretary will identify the Submitted Nominees to the Board no later than 14 days before the Election Meeting. If a Nominator does not timely submit a Nominee, the Board will consider the Nominee separately at the next scheduled Regular Meeting, Special Meeting, or Annual Meeting. If due to a Section's failure to timely submit a Nominee or subsequent Nominee after rejection by the Board, and the Board does not approve a Nominee before the Section's Representative's term expires, the position is vacant until the Board approves a Nominee.
- 2.4. Confirmation of Eligibility. The Executive Director or the Executive Director's designee will confirm that each Submitted Nominee satisfies the qualifications in CLA Bylaws Article IV, Section 4, and will inform the Secretary of any ineligible Submitted Nominees and the reason for their ineligibility. The Secretary will then inform the Nominator of the ineligibility, and the Nominator will provide a new Nominee to the Secretary chosen under the provision of the respective Section's Administrative Bylaws. Any dispute regarding eligibility will be resolved by the Board by majority vote.
- 2.5. Election Meeting.
 - 2.5.1. Closed Session. The Election Meeting will be held in closed session.
 - 2.5.2. Motion for Approval as a Slate. At the Election Meeting, the Secretary or the Secretary's designee shall move to have the Board elect the eligible Submitted Nominees as a slate. Such motion need not be seconded and can pass (after discussion, if any, of whether to approve Nominees individually instead of as a slate) if approved by a majority of the present Representatives. If the motion to approve the slate of eligible Submitted Nominees does not pass, then the Secretary or the Secretary's designee will make a separate motion as to each Submitted Nominee. Such motions

need not be seconded, and can pass (after discussion, if any, of the individual Nominee) if approved by a majority of the present Representatives. The Board must hold a vote on each such motion.

- 2.5.3. Guidance on Board Decision. The Board generally defers to the Nominator's selection. In its analysis of the Nominee, the Board may consider the Nominee's disciplinary and criminal record, any violations of the CLA's policies, and the risk that the Nominee may harm the CLA, its assets, reputation, or operations, as well as other factors.
- 2.5.4. Notice to Nominators and Nominees of Results. The Secretary or the Secretary's designee shall notify the Nominators and Nominees of the results of the Election Meeting. Any Nominator whose Nominee the Board did not approve will provide a new Nominee to the Secretary chosen under the provision of the respective Section's Administrative Bylaws.
- 2.5.5. Representative Who is Also a Nominee. To the extent any Representative is also a Nominee, the Representative should vote on the slate of Nominees including her or his own nomination. If the Representatives are not elected as a slate but instead are voted upon individually, any Representative who is also a Nominee may be asked to leave when her or his nomination is discussed but should return for the vote upon her or his nomination.

3. Election of Board Officers

Consistent with CLA Bylaws Article VI, Sections 2-4, the following procedure shall apply to the election of the Board's Chair, Vice Chair, Secretary, and Treasurer ("Board Officers"):

- 3.1. Timing. Board Officer Elections will take place at the Election Meeting after the election of Board Representatives.
- 3.2. Qualifications for Nomination. The following qualifications apply to a nominee for a Board Officer position:
 - 3.2.1. Representative in Office During the Term. A nominee for a Board Officer position must be qualified as² and elected to serve as a Representative for the term for which the Board Officer nominee would serve. This includes Representatives re-elected at the Election Meeting. *Only incumbent Representatives are eligible for Board Officer positions; Representatives*

² Qualifications of Representatives are found in CLA Bylaws Article IV, Section 4.

taking office only after the Annual Meeting are not eligible for Board Officer positions for the upcoming year.

3.2.2. Limitation on Consecutive Terms. A nominee for the Chair, Vice Chair, or Secretary position must not be the incumbent Officer for that position, unless that Board Officer nominee served only a partial term of ten months or less as of the second day after the Annual Meeting closes. This limitation on consecutive terms does not apply to the Treasurer. Additionally, an incumbent Officer may be the nominee for a different Officer position.

3.2.2.1. *Example.* The incumbent Vice Chair may not seek another term as Vice Chair but would satisfy this qualification if she seeks a new position as Chair.

3.3. Nomination Process.

3.3.1. Self-Nomination. Any qualified individual may nominate herself or himself for a Board Officer position. Individuals can nominate themselves for as many Board Officer positions as they want, if they are eligible.

3.3.2. Nominee Statements. Nominees should submit the Officer Application (attached) and may submit a statement certifying that the nominee satisfies the qualification in section 3.2 above and describing why the nominee would like to serve as an officer. Each nominee should submit a single application and statement, not one statement per position applied for. The statement should include answers to the following questions:

- What assets would you bring to the Board and the officer group team dynamic?
- What is your vision and what would you like to see CLA accomplish during the year?

3.3.3. Submission of Nominations. Applications, which serve as a candidate's nomination, are due to the Executive Director no later than 14 days before the Election Meeting. The Executive Director may, in the Executive Director's sole discretion, extend the deadline for any Officer position for which there are no candidates.

3.3.4. Confirmation of Eligibility. The Executive Director or the Executive Director's designee will confirm that each candidate is qualified under CLA Bylaws and will inform ineligible nominees of the reason for their

ineligibility and remove them from consideration for the position. Any dispute regarding eligibility will be resolved by the Board by majority vote.

- 3.3.5. Distribution of Nominations. The Executive Director will timely distribute nominations and the accompanying statements and certifications of eligibility to the Board.

3.4. Election Process

- 3.4.1. Closed Meeting. The election portion of the Election Meeting (“Officer Election”) will be closed.
- 3.4.2. Officer Election Chair. If the Chair is not a nominee for a Board Officer position, the Chair will chair the Officer Election. If the Chair is a nominee for a Board Officer position, the Chair will appoint a Representative who is not a nominee for a Board Officer position to chair the Officer Election. The chair of the Officer Election is the “Officer Election Chair.”
- 3.4.3. Order of Elections. Elections are held in the following order: Chair, Vice Chair, Treasurer, and Secretary. If a nominee is elected to a position, her or his name is removed from consideration for positions whose elections follow in the above order.
- 3.4.4. Presentation and Debate. Time will be allotted at the Officer Election for each nominee to present on her or his own behalf and answer the Board’s questions, with the time limited as reasonable given the number of nominees, in the Officer Election Chair’s sole discretion. Discussion may be had, if requested by any Representative, before each position is elected. Nominees for the Board Officer position being considered are asked to leave during the debate portion.
- 3.4.5. Voting. Officer Election voting is done by secret ballot, to be tallied and reported by the Executive Director or the Executive Director’s designee. *Only incumbent Representatives vote in elections; Representatives taking office only after the Annual Meeting do not vote in elections*. Nominees may vote in the election for the positions to which they are nominated. If elections are uncontested or a particular office is uncontested, candidates may be elected by acclamation.
- 3.4.6. Run-off. If there are more than two nominees for a position, and no nominee receives a majority of the votes, the top two vote-receiving nominees will have a run-off election. In the event of a tie, the Board should have further debate and then another election. If further debate does not resolve the tie, then the tie

shall be determined by lots in a manner determined by the Officer Election Chair.

4. Elections of President and Vice President

4.1. Election Timing. President and Vice President elections will take place in odd-numbered years at the Election Meeting after the election of Board Officers.

4.2. Nominating Committee Members.

4.2.1. Composition. There shall be a nominating committee comprised of up to seven members including two ex-officio members, the President (the outgoing President), Board Chair (the outgoing Chair) and five members selected by the Board: three Board Representatives and two at-large members chosen from among applicants for the at-large positions (“Nominating Committee”).

4.2.1.1. *At-large Member Requirements.* At-large members of the Nominating Committee need not be Board Representatives. Any at-large members must be familiar with CLA, either as a result of engagement on CLA projects or prior involvement with a Section or Committee of CLA (or a Section of The State Bar of California). Exceptions to this requirement may be made for individuals with extraordinary ability, knowledge or other characteristics that would be beneficial to CLA and the Nominating Committee.

4.2.1.2. *Membership Prohibitions.* No member of the Nominating Committee shall be someone running for an Officer position. If a person on the Nominating Committee is nominated to be President or Vice President and she or he does not decline the nomination, she or he shall resign from the Nominating Committee.

4.2.1.3. *Ex-Officio Vacancies.* In the event of a vacancy in either the outgoing President or outgoing Chair positions on the Nominating Committee, then those positions shall be filled by the Immediate Past President or Immediate Past Chair, respectively, and in the event one of those persons is unavailable then former Immediate Past President or former Immediate Past Chair, respectively. In the event of a substitution under this

section, then that person shall have all of the duties and obligations of the position that they are filling.

4.2.1.4. *Prejudice or Bias of Member.* Any challenge to a person serving on the Nominating Committee due to alleged prejudice or bias shall be resolved by the Board.

4.2.2. Leadership. The Nominating Committee shall select a Chair or Chair(s) who shall set the Committee meeting schedule after consultation with the Nominating Committee members.

4.3. Nominees. Sections and any members may propose names to the Nominating Committee for consideration of nomination to President or Vice President. They must do so no later than twenty-one (21) days prior to the Election Meeting.

4.3.1. Recruitment. Members of the Nominating Committee are encouraged to actively recruit nominations for President and Vice President to help ensure the nomination of qualified and diverse candidates as defined pursuant to the CLA Appointments Policy.

4.3.2. Selection. Nominees for President and Vice President shall be elected from among candidates nominated by the Nominating Committee as set forth in CLA Bylaws Article VI, Section 2 and meet the qualifications set forth in the CLA Bylaws Article VI, Section 4.

4.4. Nominating Committee Process. The Nominating Committee shall provide candidate names to the Secretary no later than eighteen (18) days prior to the Election Meeting.

4.4.1. Nominating Committee Report or Assessment. In providing the candidate names to the Secretary, the Nominating Committee shall include a report of which candidates are qualified pursuant to CLA Bylaws Article VI, Section 4, and may report on whether the Nominating Committee has identified preferred candidates. In the Election Meeting, the Nominating Committee Chair, Co-Chairs, or their designee(s), may share the Nominating Committee's assessment of the candidates' strengths and weaknesses.

4.4.2. Distribution of Nominating Committee Report. The Secretary shall distribute the Nominating Committee's report to the Board no later than fourteen (14) days prior to the Election Meeting.

4.5. Order of Elections. Elections are held in the following order: President and then Vice

President. If a nominee is running for both President and Vice President and elected to President, then her or his name is removed from consideration for Vice President.

4.6. Run-off. If there are more than two nominees for a position, and no nominee receives a majority of the votes, the run-off provisions of section 3.4.6 above shall apply.

5. Timeline of Events

At the next meeting of the Board following the selection of the Election Meeting date, CLA staff shall distribute a copy of these Elections Procedures and provide a table of Board and Section dates and deadlines related to the Election Meeting.

Revised February 11, 2021.