



# **National Asian Pacific American Law Students Association (NAPALSA) CONSTITUTION**

## **ARTICLE I. NAME AND PURPOSE**

1.1 The name of this association shall be the National Asian Pacific American Law Student Association (NAPALSA).

1.2 The purpose of NAPALSA shall be:

- a. to advance Asian Pacific American law students through support, advocacy, and professional development on a national level;
- b. to develop a network of Asian Pacific American law student organizations across the nation;
- c. to foster the exchange of ideas and promote a deeper understanding of the legal, political, and social status of Asian Pacific Americans in society;
- d. to encourage leadership, participation, and involvement in the greater Asian Pacific American community;
- e. to inspire law students and legal professionals to serve the interests and aspirations of Asian Pacific Americans and all diverse populations.

## **ARTICLE II. AFFILIATION/MEMBERSHIP**

2.1 There shall be two types of membership.

- a. **Affiliate Organization Member:** An Affiliate Organization is defined as a NAPALSA dues-paying law student organization at an American Bar Association (ABA) fully or provisionally accredited law school that is dedicated to the promotion and support of Asian Pacific American law students and their professional interests. Affiliate Organizations shall enjoy the rights and privileges to vote in NAPALSA related elections (pursuant to NAPALSA Election bylaws), participate in any social, academic, and professional functions, and be eligible for any NAPALSA awards and scholarships.
- b. **Active Member (Individual):** An Active Member is defined as a person who is a full or part time student at an American Bar Association (ABA) fully or provisionally accredited law school, and who is a member of a dues-paying NAPALSA Affiliate Organization, or if there is no such Affiliate at their school, an individual dues-paying student member of NAPALSA. Active Members shall enjoy the rights and privileges to vote in NAPALSA related elections (pursuant to NAPALSA Election bylaws), hold NAPALSA elected office, participate in any social, academic, and professional functions, and be eligible for any NAPALSA awards and scholarships.
- c. **Honorary Member (Individual):** An Honorary Member is defined as any professors of law, any practicing lawyer, or other legal professional, not meeting the qualifications in the previous section, who is an alumnus of a NAPALSA Affiliate Organization or who is otherwise admitted by application. Honorary Members shall have no right to vote or hold office, except as described by this Constitution or other adopted bylaws of NAPALSA. Honorary members are not eligible for NAPALSA awards and scholarships.

## **ARTICLE III. MEMBERSHIP DUES AND TERM**

3.1 **TERM.** NAPALSA Membership Term runs annually from August 1st to July 31st of each calendar year (Academic Year). NAPALSA accepts dues from Affiliate Organizations on an annual basis. NAPALSA accepts Active Member dues from an individual student, if his/her law school is without a NAPALSA Affiliate Organization. Dues payments maintain the good-standing of an Affiliate Organization or Active Member and provide all of the rights and privileges of NAPALSA membership.

3.2 **AMOUNT.** Affiliate Organization membership fees (Dues) will be will be set by the Executive Board of Officers by May of each Term. Dues shall not increase in an amount greater than \$25 from the previous academic year Dues amount. Late fees shall be assessed for all Affiliates paying on or after October 1st. Late fee amounts shall be determined by the Executive Board of Officers by May of each Term. For individuals

who wish to join NAPALSA as an Active Member, as defined in 2.1(b) above, Dues shall be \$35 per academic year, regardless of postmark date.

3.3 REFUNDS. Dues are refundable only in exceptional circumstances. An appeal to refund Dues payments must be made in writing by a duly-elected officer of an Affiliate organization and addressed to the President. The President has sole discretion regarding refunds to Affiliate organizations. Dues payments are not refundable to Active Members paying individual dues.

3.4 DUES STATEMENTS. Affiliate Organizations will receive a Dues Statement from the NAPALSA President, Treasurer, or Regional Director by August 15 of each Academic Year, which will indicate the current Dues amount and mailing address for Dues payment.

3.5 NAPABA DUES. NAPALSA is a collaborative partner of the National Asian Pacific American Bar Association (NAPABA), but is not a division of NAPABA. Therefore, dues payments to NAPABA, either as an individual or affiliate member, do not automatically qualify an individual or organization for NAPALSA membership.

## **ARTICLE IV. REPRESENTATION, AUTHORITY, TERM**

4.1 BOARD OF DIRECTORS. The ultimate power of NAPALSA shall be vested in its membership, as represented by an elected Board of Directors. A majority vote of dues-paying Affiliate Organizations shall elect the Board of Directors annually at the NAPALSA General Meeting in November of each year. The Board of Directors shall consist of an Executive Board of Officers and Regional Directors.

4.2 EXECUTIVE BOARD OF OFFICERS. There shall be an elected Executive Board of Officers consisting of a President, Vice President, Conference Chair, Secretary, Treasurer, and Public Relations Officer.

4.3 REGIONAL DIRECTORS. Each Region shall be represented by no less than one (1) representative (Regional Director). The Regions shall be set forth in ADDENDUM A - REGIONS.

4.4 VOTE. Each Regional Director shall have one (1) vote. All Officers or Directors, including the Vice President, Conference Chair, Secretary, Treasurer, and Public Relations Officer shall have one (1) vote. The President shall only vote in the event of a tie vote. The vote of the Board of Directors shall be controlling. Any Officer or Director not present at time of vote forfeits his/her vote.

4.5 TERM. The Board of Directors are elected for a term of approximately 14 months (Term). Newly elected Directors are installed at the NAPABA/NAPALSA Conference in November of each year. Effective February 1st, Directors become active and assume full responsibility of their elected positions.

4.6 TRANSITION PERIOD. The time period between November Installation and January 31<sup>st</sup> of the Term year is a transition period for the Outgoing Board to finalize projects, including completing payment and details of the November NAPALSA Conference, and acclimating the new Directors to their elected positions. This includes the completion and transmission of detailed and accurate records of all NAPALSA business relevant to each director role in order to provide this information to the position successor. A Transition Memo is required of all Outgoing Officers and Directors. The Transition Memo requirements shall be set forth in ADDENDUM B – DETAILED BOARD DUTIES.

## **ARTICLE V. BOARD OF DIRECTOR DUTIES**

5.1 The Board of Directors of NAPALSA shall be composed of the following:

- a. President
- b. Vice President
- c. Conference Chair
- d. Secretary
- e. Treasurer
- f. Public Relations Officer
- g. Regional Representatives

5.2 The Board of Directors shall be elected during the NAPALSA General Meeting and installed in November of each year. Directors shall serve a term of 14 months, until transition February 1<sup>st</sup>.

5.3 Detailed duties of the Board of Directors shall be described in ADDENDUM B – DETAILED BOARD DUTIES.

## **ARTICLE VI. RESIGNATION, SUSPENSION, AND REMOVAL OF DIRECTORS**

6.1 RESIGNATION. An elected Officer or Director may only resign his/her position within the first three months of their tenure. S/he may do so by presenting a written and dated statement to the President setting forth the reason for such action. Resignation shall be effective only if in writing, and shall become effective when tendered. It will be recorded in the minutes of the next meeting. The individual resigning must assist the board in filling the vacancy left by his/her resignation. Election to fill such vacancy shall be detailed in Article VIII.

6.2 CAUSE FOR SUSPENSION OR REMOVAL. An Officer, Director, or Conference Chair may be suspended or removed from his/her position for reason of non-participation, incompetency, inefficiency, dishonesty, immoral conduct, insubordination, discourteous treatment of Members, Affiliates or community partners, neglect of duty, any other failure of good behavior which does not adhere to the mission and vision of NAPALSA. Any Member of NAPALSA may bring complaint against an Officer or

Director by filing such reasons in writing with the President. The President may bring a complaint against any Officer or Director in his/her capacity as Member. The President may not vote in any suspension or removal issues, except in event of a tie.

6.3 SUSPENSION. The suspension of any Officer or Director, except for the President, shall be effective in the following manner:

- a. WRITTEN NOTICE. The President shall inform the Officer or Director in writing of complaint within ten (10) business days. The writing will inform the individual that the complaint may result in suspension or removal of the Officer or Director. The President must provide a reasonable time for the Officer or Director to cure the reasons for the complaint.
- b. 30 DAY SUSPENSION. Upon a second complaint, or a failure to cure the reasons for the initial complaint, the President may suspend the title of any Officer or Director for a period not to exceed 30 days, in which time the individual must cure the reasons for the complaint. Should the Officer or Director fail to cure the reasons for the complaint within 30 days, the President must initiate removal of the Officer or Director as described in Article 6.4.
- c. SUSPENSION OF PRESIDENT. Should the President be subject to suspension, the Vice President will serve as the noticing officer. A majority vote of the Full Board of Officers is required to suspend the President.
- d. MEETING TO APPEAL SUSPENSION. Any suspended individual may call a meeting of the Full Board of Directors to appeal the 30 Day suspension. Such meeting must be called within seventy-two (72) hours and held within seven (7) days of notice of suspension. A suspension of any individual may only be overturned with a three-fourths vote of the Board of Directors.

6.4 REMOVAL. The removal of any Officer or Director, except for the President, shall be effective in the following manner:

- a. COMPLAINT. A written complaint setting forth reasons for removal shall be presented to the President. Should removal pertain to the President of NAPALSA, the written complaint shall be presented to the Vice President.
- b. WRITTEN NOTICE AND MEETING OF BOARD. A meeting regarding the reasons for the removal complaint shall take place within ten (10) days of receipt of complaint, including weekend days. The Officer or Director against whom such complaint is brought shall be informed in writing at least five (5) days prior to the meeting and shall have an opportunity at the meeting to be heard and the persons bringing the complaint against the Officer or Director shall have the same opportunity.

- c. VOTE OF THE BOARD CONTROLS. After discussion, a vote shall be taken to determine the issue of removal. A majority vote of the Board of Directors shall control the issue of removal for any Executive Officer (other than President) or Director. A three-fourths vote of the Board of Directors is required for the removal of the President.

## **ARTICLE VII. MEETINGS**

7.1 NUMBER OF MEETINGS. The General Membership, Board of Directors, and Executive Board of Officers are required to meet during their Term.

- a. The General Membership shall meet no less than annually. The General Membership meeting shall take place at the NAPALSA Conference each year. The General Membership shall elect the incoming Board of Directors during this meeting.
  - i. VOTE OF THE MEMBERSHIP. Each Affiliate Organization, who has paid membership dues, shall have one (1) vote to elect the incoming Board of Directors.
    - 1. Proxy Voting. Affiliate Organizations not present at the General Meetings & Elections may assign its one (1) vote by proxy to another Affiliate Organization, only by providing written notice to the Outgoing President and with an authorized representative signature of both the Affiliate Organization and the designated proxy. Should the designated proxy not place the Affiliate proxy vote, the vote is forfeited.
    - 2. Alternative Voting. Affiliate Organizations not present during the General Meetings & Elections, which do not wish to designate a proxy, may cast its one (1) vote by ballot in advance of the General Meeting, pursuant to "VOTING PROCEDURES" on page four (4) of the NAPALSA Constitution.
  - ii. VOTES BY INDIVIDUALS. Active Members, whom have paid individual membership dues because there is no Affiliate Organization at their law school, are entitled to one (1) vote.
    - 1. Proxy Voting. Individual Members not present at the General Meetings & Elections may assign its one (1) vote by proxy to another Member, only by providing written notice to the Outgoing President and with an authorized representative signature of both the Individual Member and the designated proxy. Should the designated proxy not place the Individual Member proxy vote, the vote is forfeited.

2. Alternative Voting. Individual Members not present during the General Meetings & Elections, which do not wish to designate a proxy, may cast its one (1) vote by ballot in advance of the General Meeting, pursuant to "VOTING PROCEDURES" on page 4 of the NAPALSA Constitution.

b. The Board of Directors shall meet no less than quarterly during their Active Term, between February 1st and December 1st. Meetings may be held by Conference Call or via online chat. Meetings must be in a forum that allows for interactive discussion amongst the Directors.

c. The Executive Board of Officers shall meet no less than six (6) times during Active Term, between February 1st and December 1st. Meetings may be held by Conference Call or via online chat. Meetings must be in a forum that allows for interactive discussion amongst the Officers.

7.2 CALLING MEETINGS. Meetings may be called by any member of the Executive Board of Officers.

7.3 PRESIDING OFFICER. The President shall be the presiding officer at all meetings of the Board of Directors or Executive Board of Officers, unless such duty is delegated by the President to another Officer, with notice given to the Secretary before the start of the meeting.

7.4 MINUTES. Minutes shall be taken by the Secretary during all meetings of the Board of Executive Board. In the absence of the Secretary, the President, or presiding officer, shall appoint another member of the Board to record Minutes. Minutes shall be approved by Motion or other method, such as email, as determined by the President.

7.5 AGENDAS. The calling officer is responsible to provide a detailed agenda to scheduled meeting participants at least twenty-four (24) hours in advance of the meeting time.

7.6 MOTIONS. Motions to be presented for consideration on the floor can be made by any Director present at meetings. The presiding officer at the meeting shall entertain all reasonable discussion on the motion, including the tabling of the motion until a future meeting, prior to calling a vote on the motion. Motions, including the motion to table a motion, are passed by a majority vote of Directors present. It shall be at the sole discretion of the presiding officer at the meeting to determine method of taking a vote, whether by voice or ballot. Anonymous voting is not permitted.

7.7 VOTING. Voting rights in meetings of the Board of Directors and Executive Board of Officers are as follows:

- a. EXECUTIVE BOARD. Each Officer, including the President, shall have one vote. In the event of a tie vote, the tie shall be broken by a majority vote of the Board of Directors.
- b. BOARD OF DIRECTORS. The President has no voting right in meetings of the Board of Directors, except in the event of a tie vote. The President has one (1) vote to break a tie. The Conference Chair has no vote in governance matters of NAPALSA, but has one (1) vote in regard to all matters pertaining of or relevant to the Annual NAPALSA Conference.

## **ARTICLE VIII. ELECTIONS AND INTERIM ELECTIONS**

8.1 TIME FOR ELECTIONS. Elections for Board of Directors shall be held annually.

8.2 TIME FOR INTERIM ELECTIONS. Interim Election proceedings shall proceed once the vacancy becomes imminent.

8.3 ELECTION AND INTERIM ELECTION COMMITTEE. The Election and Interim Election Committee shall consist of all members of the Executive Board of Officers whom are not eligible as candidates for the Incoming Board of Directors. The Outgoing Secretary shall serve as Chair of the Election Committee. Should the Outgoing Secretary be eligible as a candidate for the Incoming Board of Directors, the Outgoing President shall serve as Chair of the Election Committee. Should the Outgoing Secretary and the Outgoing President be eligible as a candidate for the Incoming Board of Directors, the Executive Board of Officers shall appoint a Chair of the Election Committee.

8.4 ELECTION AND INTERIM ELECTION BYLAWS. See ADDENDUM C – ELECTION BYLAWS for proceedings relating to the general Election. See ADDENDUM D – INTERIM ELECTION BYLAWS for proceedings relating to the Interim Elections.

## **ARTICLE IX. NON-DISCRIMINATION POLICY**

It is the policy of the National Asian Pacific American Law Student Association not to discriminate on the basis of sex, sexual orientation, disability, race, color, age, religion, veteran status, or national or ethnic origin.

## **ARTICLE X. AMENDMENTS**

10.1 AMENDMENTS PERMITTED. NAPALSA may amend the Constitution and any corresponding bylaws.

10.2 PROCESS TO AMEND. Amendment proposals shall be in writing and shall be ratified with a majority vote of the Board of Directors.

- a. Prior to a vote of a Constitutional Amendment, Directors shall have no less than forty-eight (48) hours to review such Amendment. Amendments may be ratified via phone, email, or other method. Interactive discussion is not required to ratify an Amendment; however, any Director may call a meeting to discuss an Amendment within forty-eight (48) hours of a scheduled vote.
- b. Ratified Amendments are immediately effective.
- c. Ratification of amendments shall appear in the minutes of the next meeting of the Board of Directors, including the date of ratification.

10.3 EMERGENCY AMENDMENTS. Amendments may be made at any time when emergency so requires, by a unanimous vote of the Executive Board of Officers, which shall include a vote by the President. Such emergency Amendment shall be considered temporary for a thirty (30) day period, during which time the Amendment must be ratified by the procedures described in 10.2 above.

## **ARTICLE XI. BYLAWS**

NAPALSA may have governing Bylaws to set forth rules of policy and procedure. Bylaws, if any, shall be found in ADDENDUM C – ELECTION BYLAWS and ADDENDUM D – INTERIM ELECTION BYLAWS.