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**2019 BOARD OF DIRECTORS  
ELECTION SCHEDULE**

Late August	Nominating Committee meeting
September 4	Nominee names submitted to President
By September 7	President contacts nominees
September 7	Nominees are sent board service information and nominee forms
September 14	Nominees indicate if they would like to be included on the ballot, submit nominee forms, biographies (150-175 words), current headshot (300 dpi) for publication
October 4	NBA Weekly email to members listing nominees (who have agreed to be on the ballot) and setting forth petition procedure and deadline
October 10	<i>Nashville Bar Journal</i> listing nominee bios and headshots arrives in member mailboxes
October 31	Membership dues must be postmarked 10/31 to vote in the Board of Directors election
October 31 <sup>*1</sup>	Last day for petitions
November 9 <sup>*2</sup>	Ballots sent to members
November 20 <sup>*3</sup>	President appoints three judges to oversee and certify election
November 26 <sup>*4</sup>	Ballots close at 5:00pm
November 26 <sup>*5</sup>	Judges meet to certify results at 5:00pm
December 4 <sup>*</sup>	Board meeting (board ratifies election results)
December 5 <sup>*</sup>	Annual Member Meeting and Banquet

*\*required by by-laws*

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<sup>1</sup> 35 days before the annual meeting

<sup>2</sup> 25 days before the annual meeting (this is a Saturday; ballots will be sent the Friday before)

<sup>3</sup> 15 days before the annual meeting

<sup>4</sup> 10 days before the annual meeting (this is a Sunday; balloting closes on Monday)

<sup>5</sup> 10 days before the annual meeting (this is a Sunday; results certified on Monday)

**ARTICLE V | Elections**

**Section 1. Nominating Committee**

The President shall appoint a Nominating Committee composed of seven (7) members not less than twelve (12) weeks prior to the annual meeting of members. The said committee shall submit the names of no fewer than twelve (12) nor more than sixteen (16) prospective nominees who are members of the Association to the President not less than sixty (60) days before the date of said meeting, the President shall contact the prospective nominees to determine if they would like to be placed on the ballot, and cause the list of nominees to be transmitted to all members of the Association as soon thereafter as practicable, but in any event not less than fifty (50) days prior to the annual meeting of members. In the event the President receives not less than thirty-five (35) days before the date of said annual meeting a petition bearing the signatures of seventy-five (75) active members of the Association and nominating an individual, the name of said nominee shall be included on the official ballot and-transmitted to all members of the Association.

**Section 2. Official Ballot**

The Secretary shall provide an official ballot containing the names of all candidates nominated, as provided in Section 1 of this Article, arranged in random order. The ballot shall be furnished to each member as stated in Section 4 of this Article. The Board of Directors shall determine both the method of distribution and verification of ballots and the method of distribution of biographical information regarding the candidates.

**Section 3. Judges**

Fifteen (15) days prior to the annual meeting of members, the President shall appoint three (3) judges who are not candidates or members of the Board of Directors, who shall have supervision over the election, together with the President.

**Section 4. Voting**

At least twenty-five (25) days prior to the date fixed for the annual meeting of members, the ballot, prepared according to Section 2 of this Article, will be sent by regular mail or electronic transmission to each member entitled to vote with instructions to mark the names of six (6) candidates, neither more nor less, for whom the member desires to vote, and to return said ballot to the office of the Association so that it is received on or before 5:00 p.m. on the date ten (10) days immediately before the annual meeting. A ballot purporting to vote for either more or less than the number of directors to be elected by the members shall not be counted. Voting by proxy shall not be permitted.

**Section 5. Canvass**

At 5:00 p.m. on the date specified in Section 4 of this Article the judges shall meet, review the tabulation of results, and certify those six (6) elected. The judges shall report the results forthwith to the President of the Association. The six (6) candidates receiving the highest number of votes shall be duly elected. In case of a tie in the election of the Board of Directors, the President shall cast the deciding vote. The number of votes cast for any candidate shall be confidential.

**Section 6. Board Ratification**

The Board of Directors shall ratify the results of the election and resolve any disputes arising with respect thereto. The decision of the Board on such matters shall be final.

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*These By-Laws include amendments ratified at a meeting of the membership on December 7, 2006; at a meeting of the membership on December 3, 2009; and at a meeting of the membership on December 6, 2012.*

## NBA Board Policies Regarding Election of Directors:

### POLICY REGARDING ELECTIONS

- 1. Nominating Committee Selection and Composition.** A minimum of eight weeks, and preferably at least twelve weeks, prior to the annual meeting of members, the President shall appoint a Nominating Committee composed of seven (7) members, no more than three of whom may be current Board members, who shall select the slate of candidates for election to the Board of Directors. The identities of the members of the Nominating Committee shall not be disclosed to anyone other than the President, President-Elect, and NBA staff members on a need-to-know basis.
- 2. Nominee Selection.** Before the Nominating Committee meets, the Board shall provide to the Nominating Committee a set of guiding principles for consideration by the Nominating Committee in selecting the Board nominees. The Board shall review and approve the guiding principles at least annually and amend them in its discretion.

The Nominating Committee shall submit the names of twelve (12) to sixteen (16) nominees and an appropriate number of alternate nominees, if needed (who shall be submitted in order of preference), to the President not less than forty-five days, but preferably at least eight weeks, before the date of the annual meeting. Upon being notified of his or her nomination to the Board, each nominee shall be given up to seven days to consider the nomination. Additionally, each nominee shall be provided a copy of the NBA Board Member Commitment to Responsibility and shall commit to its obligations before his or her name is placed on the official ballot. In the event a nominee(s) declines the nomination, the first ranked alternate nominee shall be notified of his or her nomination and shall be subject to the same requirements and timelines as nominees herein.

- 3. Notification to Membership and Opportunity to Express Interest in Nomination.** At least two weeks prior to the time the Nominating Committee is selected, the NBA membership shall be notified of the upcoming election and invited to express interest in receiving a nomination for the NBA Board of Directors to the President and/or Executive Director. The President and/or Executive Director shall present a list of the names of the individuals who expressed interest to the Nominating Committee for consideration by the Committee. The list of individuals provided to the Nominating Committee is entitled to no more and no less deference, and provision of the list of interested individuals does not constitute an endorsement of the individuals by the President, Executive Director, or Board of Directors.
- 4. Bylaws.** All other applicable provisions of the By-laws remain in force and effect.

## GUIDING PRINCIPLES FOR SELECTION OF NOMINEES FOR NBA BOARD OF DIRECTORS

**Diversity** – A diverse group of people is more likely to consider various perspectives on a problem or opportunity and more likely to devise creative solutions. Gender, ethnic, racial, and other forms of diversity are important; the Directors of the NBA should reflect the diversity of the Association membership. Consideration also should be given to selecting nominees' diversity in terms of type of practice (e.g., corporate, law firm, solo practitioners, government attorneys, nonprofit attorneys); level of experience; and types of expertise (e.g., understanding financial statements, understanding personnel issues, etc.).

**Leadership** – Nominees should have leadership experience, demonstrated through, for example, leadership roles in their law firms, legal organizations, civic organizations, religious institutions, political organizations, and the like.

**Engagement** – Nominees should be individuals who have demonstrated active engagement in other organizations and an ability to meet their commitments to those organizations.

**Team Players** – Board nominees should have the demonstrated ability to work well in a diverse group of individuals to achieve the organization's goals.

**Integrity** – At times, the Board may have to resolve difficult ethical dilemmas and make controversial decisions. Board members should have the integrity to put their personal interests aside, to comply with the by-laws and other provisions governing the organization, and to ensure that their actions do not bring reproach upon the Board or the profession.

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*Approved by the Board of Directors at a regular meeting held on November 3, 2009.*