

Information about the San Diego County Bar Association 2020 Board of Directors Election Process

The SDCBA is accepting nominations for the SDCBA Board of Directors election. This information sheet is provided to give members details about the election process and deadlines.

I. Nomination Process:

Who can run for the SDCBA Board of Directors?

- Any active SDCBA "Attorney Member" in good standing for at least three of the last five years;
- Has been licensed to practice law for at least seven years;
- And has demonstrated leadership as chair of a SDCBA Section or Committee or as a member of another non-profit organization's Board of Directors (law related or community), or as determined by the Leadership Outreach Committee.

How do candidates declare?

Candidates self-nominate by submitting a Candidate Nomination Form. Candidate Nomination Forms are available at www.sdcba.org/boardnomination.

When are candidate nomination forms due?

Candidate Nomination Forms are due no later than **5:00 pm Tuesday, August 1, 2019**, (the deadline set forth in the Bylaws) to the SDCBA, 401 West A St., Ste. 1100, San Diego, CA 92101. **Nominations may only be mailed or delivered. Faxed or emailed copies will not be accepted.** Candidates are urged to contact Heather Breen at 619-321-4113 or hbreen@sdcba.org confirm receipt of the form.

How many open positions are there?

There are four "At-Large" Board positions up for election, and one regional position (East County Division). In order to qualify to run for the regional seat, the attorney candidate must have his or her primary office in the East County Division geographic area, or have been a former president of the regional bar association within the last two years.

If, by the close of business on August 1st, there are fewer than four "At-Large" candidates or no regional candidates, the President of the SDCBA or the Leadership Outreach Committee Chairperson may extend the deadline for thirty days for either the At-Large position or the regional seat.

What if I change my mind?

Once a candidate has submitted their nomination by the August 1st deadline, they have until 5:00 p.m. on Friday, August 30, 2019, to withdraw their candidacy.

II. Campaign and Election Process:

What information do candidates need to prepare and when is it due?

Candidates are asked to answer a series of questions that the SDCBA uses to market their candidacy, to prepare a Candidate Position Statement that summarizes their experience in the SDCBA/legal community, and identify their platform.

On August 2, 2019, all candidates receive:

- A list of all declared candidates
- A Candidate Position Statement form
- Samples of Candidate Position Statements from prior years
- A description of responsibilities for SDCBA Board Members
- The SDCBA's Listserve Policy

- A request for your headshot

All requested information is due electronically to Heather Breen at hbreen@sdcbba.org no later than 5:00 p.m. August 30, 2019.

What is the election process?

Balloting will open on October 15, 2019, at 12:00 p.m., and will be conducted by electronic balloting. The SDCBA sends an email and a postcard to all members announcing the election, the timeframe for voting, and voting instructions. Members are also given the option to vote using a paper ballot.

All voting closes on Friday, November 8, 2019, at 5:00 p.m. All e-votes will be accepted until 5:00 p.m. and all paper ballots must be received by November 8, 2019, at 5:00 p.m.

The SDCBA will notify candidates by November 10, 2019 if they have been elected to the board and an official announcement will be made in This Week at the Bar Monday, November 18th.

What does the SDCBA offer candidates to facilitate the election process?

The SDCBA does several things to market candidates and get the word out about the election:

- Send several designated e-blasts marketing all candidates to the full membership;
- Includes election information in This Week at the Bar;
- Use Social Media presence to announce the campaign and remind eligible members to vote;
- Send a postcard announcing the election to all members that include a picture of all candidates;
- Publish a full page ad in the September/October edition of San Diego Lawyer magazine
- Prepare a booklet of all candidate position statements;
- Offer a free, one-time use of the SDCBA's mailing list, through the SDCBA's mail house, should the candidate wish to send flyers or postcards. Postage and copying costs for the mailing are each candidate's responsibility.

What if Candidates want to send their own campaign materials?

Candidates who are interested in sending out a mailing should contact Josephine Rivera at US Mailing House Direct 760-282-3186. All campaign materials are coordinated and orchestrated between the candidate and US Mailing House. The SDCBA staff are not involved in this process.

What is the role of the Leadership Outreach Committee ("LOC")?

The LOC is charged with providing information and encouragement to members who are considering running for the Board. It identifies and recruits potential candidates. The LOC no longer endorses candidates.

Endorsements

You may ask any SDCBA member to be listed as someone who endorses your candidacy in your candidate position statement and in any campaign materials. However, no current SDCBA Board member may use his or her name, either as an individual or as a member of the Board, to endorse or support any candidates for election to the Board.

Board of Directors

I. General

Article IV of the SDCBA Bylaws addresses the Board of Directors.

The standard term for all At Large and Regional Representatives on the Board of Directors is three years. The term begins on January 1, and continues for three years concluding December 31. The Chair of the Forum for Emerging Lawyers serves a one year term. Board members who are elected to the position of President-Elect serve for five or six years, depending if they ran as a second year or third year Board member. All Board members are ceremonially installed each year at Stepping Up to the Bar, which is held the first Friday in December.

II. Role of the Board¹

The Board of Directors is legally and ethically accountable for the health and effectiveness of the SDCBA. As fiduciaries, the Board steers the organization towards a sustainable future by adopting the necessary ethical, legal and financial policies, and making sure the association has adequate resources to advance its mission.

The Board's job is one of governance; using an ongoing process of due diligence, the Board operates as a collective to assure corporate health and effectiveness. The Board works in partnership with its Executive Director as articulated in various policies. The Executive Director provides leadership and support, enabling the Board to carry out its governance responsibility.

III. Board Member Responsibilities

All SDCBA Board Members have the following duties:

- Determine and advance the organization's mission and purpose;
- Conduct organizational and strategic planning;
- Determine, evaluate and enhance programs and services to ensure they move the association forward;
- Ensure that adequate resources (funds, time, volunteer, and internal team) are devoted to priorities and other association functions;
- Provide resource and financial oversight;
- Ensure the legal and ethical integrity of the SDCBA;
- Assess overall Board performance;
- Select and review the Executive Director and the Certified Public Account of the association;
- Support the Executive Director and assess performance of the organization (i.e. budget, goal advancement, how programs and services support the strategic framework/plan);
- Act as an ambassador at large for the Association by promoting the Association's mission, goals, and accomplishments, whenever and wherever appropriate;

¹ For more information, see Ken Dayton *Governance is Governance*, Bob Harris, *Board Roles and Goals* and Lakely Barret for BoardSource, *Board Fundamentals: Understanding Roles in Nonprofit Governance*

- Know and adhere to the Bylaws, Policies and Procedures of the Association;
- Be informed about the trends and issues in the legal profession that may affect the Association's future;
- Serve the Association as a whole, and not any one constituency, according to your individual judgment and conscience;
- Refrain from committing the SDCBA to anything in the legal community unless advised to by the President and/or Executive Director, or approved by the Board;
- Refrain from asking for non-Bar related favors of the Executive Director or team;
- Attend Board and Board committee meetings and other association events as defined below.
 - Under well-established principles of nonprofit corporation law, a Board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. These include:

a. Duty of Care

The duty of care describes the level of competence that is expected of a Board member and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a Board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

b. Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a Board member must give undivided allegiance to the SDCBA's interests, goals and mission when making decisions affecting the organization. This means that a Board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

c. Duty of Obedience

The duty of obedience requires Board members to be faithful to the organization's mission. Board members are not permitted to act in a way that is inconsistent with the central goals of the organization.

d. The Duty of Confidentiality

This duty requires Board members to maintain confidentiality of material non-public information about the organization and its performance; and maintain the confidentiality of Board meeting discussions. This duty creates the fabric of trust and collegiality that must exist among directors.

As noted above, once a member is elected to the Board, he or she must act in the best interest of the association *as a whole*. Individual Board members do not represent a specific consistency. A Board member's history with a particular constituency and/or practice area will help each Board member conduct his or her due diligence when setting the direction of the association.

IV. Board Member Duties

In addition to the responsibilities noted above, a Board member's time is utilized in the 5 areas outlined below:

Board Meetings, Board Agendas and Questions about Board Projects

Meetings: Board meetings are held and conducted in accordance with the provisions set forth in the Bylaws. While the Bylaws require "regular meetings at such time as [the President] shall determine," for the past several years, Board meetings have been held the first Tuesday of every month at 5:15 p.m. at the Bar Center. The monthly Board meeting usually last approximately two hours, but have, on occasion, and depending on the agenda, exceeded that timeframe. If there are no pressing association matters, there has typically not been a Board meeting in August. Occasionally, depending on the needs of the organization, the President may call specially set Board meetings pursuant to the Bylaws.

As described above, the SDCBA Board of Directors' role is one of governance. The Board is tasked with developing policy, and setting the organization's strategic vision. Once the policy and strategic direction have been set, tactical and operational details of the Association are delegated to the SDCBA's internal team, which is directed by the Executive Director of the organization. Board members should recognize that the Strategic Framework is usually established every 5 years. Therefore, depending on when a Board member is elected, he or she may be called upon to implement the Strategic Framework developed by a previous Board. The Board of Directors should expect to discuss what is in the best interest of the Association, evaluate how a project, service or initiative supports the mission and the Strategic Framework of the organization, set policy to support the initiative, define the goal, and then delegate to the Executive Director².

Agenda and Agenda Review: The agenda for the Board of Directors' meetings is set by the President, and, if practical and finalized, distributed to the Board after review by the Executive Committee one week in advance of the meeting. All Board members are expected to carefully review the Board agenda and materials prior to the Board meeting. If there is an item on the agenda a Board member wishes to speak to, a Board member feels that additional perspectives would be advisable, or a Board member needs additional information or has additional questions, he or she should contact the President or Executive Director before the Board meeting, or the Board member identified as responsible for a particular item before the Board meeting.

Any member of the Association may request that an item be placed on the agenda for the Board of Directors' meetings by contacting the President or Executive Director. All items should be submitted by 5:00 p.m. two weeks before the date of the meeting. Any member of the Association who wishes to place a matter on the agenda after the deadline may do so with the consent of the President. If the President does not consent to placing any matter on the agenda, this decision may be appealed to the Board by a member of the Board and overruled by a two-thirds vote of Directors present at the meeting. A two-thirds affirmative vote of the Board members present at a meeting will place the matter on the agenda.

The agenda and agenda materials are provided electronically and always posted to the Board's File Share in its E-community in advance of the Board meeting. An email from the Executive Director or their designee will be sent notifying the Board that the agenda and materials have been posted. Given the fact that materials for the Board meeting come in from multiple sources (including volunteer and internal leadership), and that all agendas are reviewed by the Executive Committee the Tuesday before the Board meeting, some items may not be finalized in time to be included with the posted agenda. In these instances, Board members will be

² Some experts have defined this as the view from 50,000 feet, rather than operating in the weeds.

notified when additional materials have been finalized and posted and hard copies will be made available at the Board meeting.

In addition, if a Board member has a question about the status of any project or issue not on the current agenda, he or she is encouraged to contact the President, the Executive Director, the Board member or responsible issue or internal management team leader who is responsible for the committee/issue to discuss status or progress.

Attendance: Attendance at all Board meetings is extremely important, and may only be excused in urgent situations by the President. If a Board member misses three Board meetings in any given calendar year, the presumption is that person is removed from the Board of Directors pursuant to the Bylaws. While a conference call-in number may be made available, attendance by conference call is considered a rare exception to personal attendance. Attendance at Board meetings, Board Committees and association events is monitored.

Action: The Board utilizes Robert's Rules of Order to place a motion on the table for consideration and voting. The Board's Secretary documents all action of the Board in Board minutes that are approved by the Board at the following meeting. Board minutes are officially housed at the Association's offices. The Board minutes reflect final Board action and list all members who abstained from a vote but do not identify those who voted in favor of or against a motion.

From time to time, the Board or a Board level committee must act on a time sensitive matter and that action must be conducted pursuant to the Action without Meeting provision of the Association's bylaws. Specifically, Article IV Section 15 notes that any action by the Board may be taken without a meeting if all members of the Board shall consent in writing to such action. This approach is consistent with the California Corporation Code.

The following process will be utilized for time sensitive matters that require action of the Board of Directors pursuant to Article IV, Section 15:

The President will email the Board detailing the issue that requires immediate action and will provide necessary background information including reason(s) why the action cannot wait for a regular or special meeting. The President will also call for a motion and a second.

Once a motion and a second has been received, each Board member will be asked to vote by "replying all" with their vote of "yes" or "no" in order that all members of the Board can see the vote and discuss any issue pertaining to the motion as a group. Pursuant to the California Corporations Code, 100% of the Board of Directors must participate in the e-vote and 100% of the Board must approve the motion in order for the motion to carry. Should a board member abstain, the motion will not carry.

For major or corporate actions that 1) authorize the expenditure of funds or 2) directly impact members' rights, each Board member must sign, scan and return via email a signed statement accompanying their vote in order to authenticate the vote.

After an e-vote has been conducted, the President and/or Secretary may place the item on the next regular board meeting agenda for ratification.

The following process will be utilized for time sensitive matters that require action of the Board level committee pursuant to Article IV, Section 15:

The Board level Committee Chair will email the Board detailing the issue that requires immediate action and will provide necessary background information including reason(s) why the action cannot wait for a regular or special meeting. The Chair will also call for a motion and a second.

Once a motion and a second has been received, each committee member will be asked to vote by “replying all” with their vote of “yes” or “no” in order that all members of the committee can see the vote and discuss any issue pertaining to the motion as a group. Pursuant to the California Corporations Code, 100% of the committee must participate in the e-vote and 100% of the committee must approve the motion in order for the motion to carry. Should a committee member abstain, the motion will not carry.

For major or corporate actions that 1) authorize the expenditure of funds or 2) directly impact members’ rights, each committee member must sign, scan and return via email a signed statement accompanying their vote in order to authenticate the vote.

After an e-vote has been conducted, the Chair may place the item on the next committee meeting agenda for ratification.

V. Board Retreat

Each year, the Board meets at a retreat to address larger issues for the association or to create a strategic plan (called framework). Typically, the retreat takes place in January and the association retains an outside consultant to assist with this work. From time to time, and based on need, there may also be a mid-year retreat or retreat convened for other levels of leadership (i.e., Section and Committees). Attendance at the annual retreat and any mid-year retreats is mandatory for Board members.

VI. Board Level Committee Work

The Board is organized into Board level committees. It is at the committee level where specific association needs are discussed, projects and services considered, and draft policy and approaches developed. Given the scope of association activities and the size of the Board, Board members must rely on their colleagues to assess, vet and weigh recommended solutions at the Board committee level.

Board level committees, taskforces or working groups are typically chaired by Board members. Some Board level committees are made up only of Board members; others are a mixture of Board members and non-Board members. The President-Elect determines all Board member assignments for the upcoming year typically by the end of November. The Executive Director assigns internal management team leaders or others to work with the chair on all Board level committees work.

Depending on the issue, Board level committees may meet as often as monthly or as needed. Committee meetings generally take place from 12 noon – 1:30 p.m.

VII. Other Presidential Requests and Assignments

In addition to the above, issues and projects may arise during the course of the year that require attention by the SDCBA. If the issue or project does not fall within the parameters of an existing Board level committee or working group, the President may appoint a special committee or task force, or simply ask a particular Board member to lead or manage a project. The scope of these projects varies widely, but this ad hoc service is usually limited in scope and duration.

VIII. Attendance at SDCBA and other Events

In addition to regular SDCBA Board work, Board members are expected to be the ambassadors of the association and as such, attendance at events is extremely important. There are two categories of events that SDCBA Board members are expected to attend:

SDCBA events. In addition to the many section and committee events, the SDCBA holds or sponsors many events that are open and advertised to the entire membership. While every Board member is not expected to attend every event, Board members are expected to pick and choose a sampling of them to attend. A few, like Stepping Up to the Bar, and other signature events, should be attended by every Board member unless he or she is out of town on business or excused by the President.

Most of these SDCBA events take place after work, around 5:00 or 5:30 p.m., though occasionally they will take place at lunch (for example, the Annual Law Week Luncheon), or even less frequently, on weekends (there is very little in terms of commitment on Saturdays and Sundays).

Events Sponsored by Other Organizations. The SDCBA has had, for many years, a policy of strongly supporting and partnering with the 40+ other specialty, geographic, and diverse bar associations in San Diego County. Most of these groups have annual dinners or other signature events and the SDCBA has tried to send at least three representatives of the organization to the main events of key law related organizations³.

What Board Members Must Attend:

- Monthly and specially called Board Meetings
- Board Retreat
- All meetings of assigned Board level and other closed committees
- SDCBA Signature Events
 - Annual Judicial Reception
 - Annual Law Week/Awards Luncheon
 - Annual Law Student Reception or Annual Open House
 - Annual Bench-Bar Luncheon(s)
 - Dialogue on Diversity
 - Stepping Up to the Bar
- New Board Orientation (First Year class only) and other special Board orientations
- Executive Committee Meetings if scheduled (EC only)
- At least one New Lawyer Forum mixer
- At least three events/dinners of Specialty, Minority and Regional Bar Associations

³ The Bar has allotted resources to pay for up to three Board members to attend signature event/dinners of Specialty, Minority and Regional Bar Associations. Attendance is managed by the SDCBA and Board members are invoiced for their tickets if their ticket has not been paid for by the SDCBA.

- At least one San Diego County Bar Foundation event (Distinguished Lawyer Memorial or Evening In La Jolla)
- At least one membership development mixer/activity
- The annual Section & Committee Leadership appreciation event
- Any Reception for the State Bar President or ABA President
- Other Special Events requested by the President
- Section and Committee Chair orientation (new Board Members)
- The two annual Board dinners/socials

What Board Members Should Try to Attend:

- At least one Swearing in Ceremony
- At least one section and committee mixer
- At least one event targeted to law students (i.e., law student orientations on campus)
- Other Specialty, Minority and Regional Bar Associations' events
- Conference of Delegates Meeting at the State Bar of California Conference

IX. Role of Regional Representatives

The SDCBA has members countywide and the Board of Directors includes three elected members who are designated as regional representatives – 1 from South Bay, 1 from East County and 1 from North County. The Regional Representatives specific duties are as follows:

Liaise with SDCBA members in the region;

Be the SDCBA ambassador and point person in the region and highlight what programs, activities and benefits are available to lawyers who do not practice downtown (especially live streaming of all educational programs and member lounge/shared work room);

Raise awareness of the perspective of regional members at Board meetings;

Attend SDCBA regional events;

Attend bar events of NCBA, FB or SBBA as the SDCBA regional liaison and wearing the SDCBA badge; and

Check in with the regional bar periodically to see if there are any issues they are seeing/experiencing that we may also want to hear about.

2020 Board of Directors Candidate Nomination Form

I hereby declare that I am a candidate for the San Diego County Bar Association's Board of Directors and that I meet the following requirements to run in the 2020 Election:

- Active SDCBA "Attorney Member" in good standing for at least three of the last five years at the time of the Board Election;
- Have been licensed to practice law for at least seven years;
- Have demonstrated leadership as Chair of a SDCBA Section or Committee, or as a member of another non-profit organization's Board of Directors (law related or community), or as determined by LOC and ratified by the Board.

I agree to provide the Association with all requested information and a statement of qualifications for publication by the provided deadline.

I have read the Board Member Responsibilities section of the SDCBA Policy Manual.

Signature

Print Name

Date

(Please check one)

- At Large seat
- East County seat

Return this form prior to August 1, 2019 to the San Diego County Bar Association in person or by mail to SDCBA, Attn: Heather Breen, 401 West A Street, Suite 1100, San Diego, CA 92101



**SAN DIEGO COUNTY
BAR ASSOCIATION**