

2021 HCBA NOMINATING COMMITTEE AND THE NOMINATING PROCESS

The Nominating Committee

Composition

The Nominating Committee of the HCBA is composed of twelve (12) individuals. The chair is the immediate past-president of the association; five (5) members are sitting members of the HCBA Board of Directors; and six (6) are members appointed by successive presidents (two each by successive presidents, made in consultation with the association officers). Board appointed members serve 1-year terms. Presidentially appointed members serve 3-year terms.

Committee Membership: 2021

The 2021 Nominating Committee is chaired by HCBA Immediate Past President, Jeff Baill.

Five (5) board-appointed members of the committee serve for 1-year terms, concluding in June 2021: Brandon Vaughn, Landon Ascheman, Nicole Kettwick, Jessica T. Lindstrom and Faris Rashid.

Six (6) presidentially-appointed members of the committee serve for 3-year terms: Kendra Brodin (term ends 2022); Nicholas Ryan (term ends 2022); Esther Agbaje (term ends 2021); Aaron Frederickson (term ends 2021); Inti Martinez – Aleman (term ends 2023); and Creig Andreasen (term ends 2023).

Note: No candidate may contact any member of the Nominating Committee on matters related to the work of the committee directly. Candidate may only connect with the committee through the HCBA Chief Executive Officer.

Positions Nominated for Election by the Nominating Committee

HCBA Positions

- Secretary (1) – officer track for four years, plus an additional year as immediate past president. (Individuals already elected to the officer track do not go through the Nominating Committee process.) **In 2021**, one (1) individual to be elected, to serve as president in 2024–2025.
- At-large board directors (3) – three-year terms. **In 2021**, three (3) candidates to be elected for three-year terms.
- At-large Finance & Planning Committee members (3) – two-year terms. **In 2021**, three (3) candidates to be elected for two-year terms.

Representatives to Outside Groups

- Delegates to MSBA Assembly (18) – one-year terms, six-term limit. **In 2021**, eighteen (18) positions are open.
- Alternates to MSBA Assembly (18) – one-year terms. **In 2021**, eighteen (18) positions are open.
- Representative to ABA House of Delegates (1) – two-year terms, two sequential terms limit. **In 2021**, one (1) position is open.
- Hennepin County Law Library (2) – four-year terms. **In 2021**, two (2) positions are open.

Nomination Process

1. The Chief Executive Officer in consultation with the Nominating Committee chair will develop a timeline, agenda, and a schedule of interview times.
2. After considering the various candidates, the Nominating Committee will make its recommendations, nominating at least one candidate for each open position whenever possible.
3. Notice of the Nominating Committee's recommendations will be provided to the Board of Directors as part of agenda packet for the May board meeting.
4. The chair of the Nominating Committee (or an assignee) will present the report of the Nominating Committee at the board meeting.
5. Individuals nominated without contest at the board meeting will be considered elected.
6. In the event that there are fewer than the requisite number of nominees for the slate for election by the board, the Nominating Committee shall determine the method of soliciting the names of additional nominees for subsequent election by the board (Art III, Sec 5b).

Guidelines for Candidate Consideration for HCBA Secretary, the HCBA Board of Directors, and the HCBA Finance & Planning Committee

The overarching goal of the Nominating Committee should be to provide an effective and diverse volunteer leadership team that is able to govern the association well and to ensure members receive value for belonging to the association.

The one selection requirement identified in the HCBA bylaws is that an individual must be a member in good standing of the HCBA in order to serve as an HCBA officer, a member of the board, or in an at-large seat on the Finance & Planning Committee. (“No person shall be eligible for any election or appointment under these Bylaws unless he or she is a Member in Good Standing.” Bylaws, Art. XXIII, Sec. 14) “Good standing” means that the Member is a

lawyer in good standing who has currently paid dues as assessed, if any, in the dues schedule of the association.

In addition, of the nine at-large board positions, the bylaws require that at least one be filled by an individual qualifying as a New Lawyer at the time of election.

The following are additional, non-binding guidelines for the Nominating Committee to take into account in their recommendation of candidates for these positions. The Nominating Committee will exercise its good judgment in determining which of these guidelines should bear more or less weight depending on the composition of continuing members the officer track, the board, and the Finance & Planning Committee, as well as the current and anticipated needs of the association.

Among the diverse characteristics that make up the profession in Hennepin County, and which should be taken into consideration in recommending candidates for election, are:

- a. Diversity (in race, color, national origin, ancestry, gender, disability, religion, age, sexual orientation/identity, political affiliation, and socioeconomic status)
- b. Geography (downtown Minneapolis, outer Minneapolis, outer Hennepin County)
- c. Type of practice (solo, small firm, large firm, in-house counsel, litigator, public sector attorney, tribal attorney, transactional attorney, judge, etc.)
- d. Length of time in practice
- e. Specific skills, perspective, background, or connections of value to the association – generally or at this particular point in time (e.g., financial expertise, association/nonprofit background, leadership experience, innovative thinking, ability to build and leverage relationships with key stakeholders, etc.)
- f. Historic level of engagement in the HCBA

2021 Nominating Committee Calendar

- April 14– Deadline for candidates to submit applications
- Late April – Candidate interviews
- May 11 – Election by HCBA Board of Directors

From the HCBA Bylaws:

ARTICLE III — BOARD OF DIRECTORS: QUALIFICATIONS AND DUTIES

1. **General Powers.** The property, affairs, and business of the Association shall be managed by and shall be under the direction of the Board. The Board may determine a list of Directors' general responsibilities which, along with these Bylaws, and any policies and procedures the Board may establish, shall guide the actions of the Board. Except as the Articles otherwise provide, the Board may act on the Association's behalf in any matter, except to the extent that such action is inconsistent with these Bylaws or the Articles, or with any action approved at any meeting of the Members.

2. **Number and Composition.** At all times the Board shall be composed of at least three (3) Members but no more than thirty (30) Members. The composition of the Board shall encourage diversity and representation from a broad cross-section of Members. For each fiscal year of the Association the composition of the Board shall be as follows:
 - President;
 - President-elect;
 - Treasurer;
 - Secretary;
 - Immediate past-President;
 - The chair of the New Lawyers Section;
 - One (1) representative of the Volunteer Lawyers Network;
 - One (1) representative of the Hennepin County Bar Foundation;
 - The chair or designee from the Diversity Committee;
 - The chair or designee from the Bench and Bar Committee;
 - The designee of the Finance and Planning Committee
 - The Association's delegate to the American Bar Association's House of Delegates whose term is scheduled to include the full fiscal year for which this appointment is made;
 - One (1) of the Association's representatives on the Minnesota State Bar Association's Assembly;
 - One (1) representative from the Association's sections chosen at a duly called and constituted meeting of the Council of Sections;
 - Nine (9) at-large representatives of the Membership nominated and elected as provided in this Article III of these Bylaws, with at least one (1) of such at-large representatives being a member of the New Lawyers Section at the commencement of his or her term (each an "At-Large Director");
 - At least six (6) representatives of the Minority Bar Associations, one from each, with the number of representations to be increased to include an additional representative from a Minority Bar Association if the Board expands the organizations identified as Minority Bar Associations in these Bylaws.

If a specific organization or committee or section is listed above (as identified with initial capitalized letters) but is not otherwise defined in these Bylaws, such organization, committee

or section shall have the common meaning as used by the Association or that organization (each an “Other Organization” or collectively, the “Other Organizations”).

3. Notification of At-Large Director Elections. The Association shall provide all Members with notice forty-five (45) days before nominations are closed for At-Large Directors to be elected for the upcoming fiscal year. Only regular Members may serve as At-Large Directors.
4. Representatives from Other Organizations. To the extent possible, the Associate encourages each Other Organization to take into consideration the effect any appointment or election to this Board shall have on the diversity of the Board with respect to gender and minority representation. Prior to the commencement of each fiscal year each Other Organization (other than the At-Large Directors, and chairs) which has one or more seats on the Board shall appoint its representative(s) to the Board. With the exception of the representatives to be chosen by the Minority Bar Associations, the Board may approve fair and reasonable procedures for the Other Organizations to determine how each shall designate representatives to serve on the Board. The names of those chosen shall be provided to the Secretary no later than the first day of the fiscal year. Such names will constitute that Other Organization’s representatives to the Board for that fiscal year. The Secretary shall determine whether each representative is a Member in Good Standing and thus qualified to serve on the Board. The Secretary shall communicate the names of any disqualified representative to the Other Organization from which the representative came. The Other Organization shall thereafter forthwith provide the name of a representative to replace the person disqualified.
5. Method of Election for At-Large Directors.
 - a. Annually, the Board shall elect any At-Large Directors who shall serve in the upcoming fiscal year at a meeting of the Board to be held prior to the commencement of the upcoming fiscal year. The Nominating Committee shall provide the Board with a slate of candidates to be voted upon by the Board and shall include the names and background information of any Member nominated to be an At-Large Director prior to the Board meeting at which the Board shall approve such candidates for election.
 - b. In the event that there are fewer than the requisite number of nominees on the slate for election by the Board, the Nominating Committee shall determine the method of soliciting the names of any additional nominees to the Board for election at a subsequent Board meeting.
6. Seating of all Directors. A Director appointed by an Other Organization or by the Board shall be seated as of the first day of the fiscal year. Requirements for seating must be fulfilled anew for each new term of a Director.
7. Term. The term of a Director other than an At-Large Director shall be one (1) year, except as herein provided. The term of each At-Large Director shall be three (3) years. Terms shall be measured from the start of the fiscal year.

8. Fees and Remuneration. No Director shall receive any fees or remuneration for serving on the Board. The Board or the Executive Committee may, however, authorize reimbursement for approved expenses incurred in carrying out the business of the Board.
9. Paid Officers and Staff Prohibited from Serving on the Board. Paid staff, paid agents and independent contractors may not serve on the Board during their course of employment or contract.

ARTICLE IV — REMOVAL OF DIRECTOR, AND VACANCIES

10. Removal. The vote of two-thirds (2/3) of the Board shall be required for the removal of a Director from the Board. Such a removal can be made only for good cause shown. Prior to any motion to remove a Director, such Director and his or her constituency, if applicable, shall be provided with no less than thirty (30) days' notice that such motion will be proposed and the date and time of the meeting at which such motion shall be made. The Director shall be provided an opportunity to be heard at the Board meeting and shall be permitted to call upon up to three (3) members of the Other Organization that appointed that Directors or other Members to address the Board.
11. Resignation. Any Director may resign from the Board by giving written notice to the Association's President.
12. Filling of Vacancies. In the event of the death, removal or resignation of a Director, a successor to fill the unexpired term shall be elected by majority vote of the Board at a duly held meeting, provided that the successor meets all the requirements for eligibility for the seat to which he/she is being elected, with the exception that the Minority Bar Associations shall provide the name of a successor in accord with a process determined by them. Nominations to fill the seat vacated by a Director from an Other Organization shall be members of that Other Organization.

ARTICLE IX — NOMINATIONS PROCESS AND ELECTION OF OFFICERS

13. Annual Election of Officers. Annually, the Board shall elect a Member to serve as Secretary and shall affirm or disaffirm those Members who are on the Officer Track who shall serve as Treasurer and President-Elect. Once a Member has been affirmed as the President-Elect he or she shall automatically become the President.
14. Notice. The Secretary shall give timely notice to the Members of the nomination and election of a new Secretary and shall invite any interested Member to apply for nomination by the Nominating Committee to the office of Secretary. Notice shall be given to the Members either electronically or in print at least forty-five (45) days before nominations are closed for the election of Secretary.

15. Nominees. The Nominating Committee shall nominate at least one (1) nominee for the office of Secretary to be elected by the Board.
16. Report. The Nominating Committee shall report to the Board at its meeting the name of nominees for Secretary. In addition, the Nominating Committee shall report to the Board the names of the Officers in the Officers Track. Any unopposed nominee for Secretary shall automatically be declared as elected as Secretary. Unless otherwise unaffirmed by two-thirds (2/3) of the Directors, the remainder of the Officers on the Officer Track shall be elected for the next office on the Officer Track.
17. Election. Election shall occur by simple majority, disregarding abstentions. If there are multiple nominees and no nominee gets a majority, the Board shall again ballot, in which case the nominee or nominees with the fewest votes on the last ballot are excluded, unless such exclusion would leave only a nominee with less than a simple majority. In the case of a tie, the Board may invite each nominee to speak for up to three (3) minutes, then shall continue to ballot until an election occurs.

ARTICLE X – NOMINATING COMMITTEE

18. Role of Nominating Committee. A committee comprised of Members of the Association shall determine the slate of nominees who shall be presented to the Board to fill the various offices and roles set forth in these Bylaws (the “Nominating Committee”). The Association recognizes that the Nominating Committee serves an integral role for the Association on behalf of its Members by determining who shall be nominated to serve as Officers and Directors and committee members where applicable. At all times the Nominating Committee shall consider nominees and candidates with a view towards further service to the Association and bar leadership as well as making sure the nominees as a whole reflect the many diverse groups within the Association.
19. Composition. The Nominating Committee shall be composed of twelve (12) individuals, with one (1) being the immediate past-President of the Association, five (5) being sitting Directors and six (6) being Members appointed by presidential appointment – two (2) by each successive President, in consultation with the Officers.
20. Appointed Nominating Committee Member. Annually, the President shall appoint two (2) Members to the Nominating Committee to begin serving that fiscal year (each an “Appointed Nominating Committee Member”). Each such appointment shall be made with due regard for diversity. The President shall seek to assure that the composition of the Nominating Committee reflects the many diverse groups within the Association.
21. Chair of Nominating Committee. The past-President shall be the Nominating Committee’s chair.

22. Term. Each Appointed Nominating Committee Member shall serve a three (3) year term. The past-President and the Nominating Committee members appointed by the Board shall serve a one (1) year term.

ARTICLE XII — REPRESENTATIVES TO OTHER ORGANIZATIONS

The Board shall elect or provide for the election of any delegate, alternate, liaison, or other representative to any Other Organization to which the Association is entitled (“Representatives”).

1. Notification of Representatives to Other Organizations. If the Board so determines to appoint such a Representative from the Membership at large, the Association shall provide all Members with notice forty five (45) days before nominations are closed for Representatives to Other Organizations for the upcoming fiscal year.
2. Election of Representatives. Unless the Board provides otherwise, the Nominating Committee shall provide nominees for the election of such Representatives.
3. Re-Election of a Representative to American Bar Association (ABA). No Member who has represented the Association as a delegate to the American Bar Association for more than four (4) years without interruption may be re-elected as a representative to the ABA without an interruption in service for at least one (1) year. This subsection does not prohibit anyone who has represented the Association for more than four (4) years without interruption from temporarily filling a vacancy as the Association’s representative for a single meeting, in a manner for which the American Bar Association’s constitution provides, even if he or she is not otherwise eligible for election.

ARTICLE XVI— FINANCE AND PLANNING COMMITTEE

1. Composition. A finance and planning committee (the “Finance and Planning Committee”) shall consist of fifteen (15) Members who shall be determined as follows:
 - The four (4) Officers.
 - Five (5) at-large members nominated by the Nominating Committee from the Membership and approved by the Board (the “At-Large F&P Members”).
 - Three (3) Directors from the Board.
 - Three (3) appointed members from the Membership, one each appointed by the President-Elect, Treasurer and the New Lawyers Section chair (“Appointed F&P Members”).
2. Functions. The Finance and Planning Committee shall:

- a. Advise the Board regarding the Articles, these Bylaws, or any proposed amendment to the Articles or Bylaws, and recommend on its own motion any such necessary, prudent, or reasonable amendment;
 - b. Recommend to the Board an annual budget, and policies and procedures for prudent financial management to the Board;
 - c. Draft for the Board's consideration a long-range plan and any necessary, prudent, or reasonable amendment to the plan, advise the Board about the plan's implementation, review the Association's activity for the compliance and consistency with the plan, and recommend an annual plan consistent with the long-range plan;
 - d. Consider and report on any other matter referred to its charge under these Bylaws or by the Board.
3. Terms. The At-Large F&P Members shall serve for two (2) year terms, without a limit on the number of terms. The remaining members shall each serve one (1) year terms. Appointed F&P Members can be re-appointed for an unlimited number of terms in order to maintain continuity of the Finance and Planning Committee.
 4. Chair. The Treasurer shall serve as the chair of the Finance and Planning Committee. The Committee shall elect its own vice-chair who shall serve as the Finance and Planning Committee's designee to the Board.

Approved Exec Committee 140128
Approved Finance & Planning 140203