

Constitutional Amendment to EC and NEC Meeting Procedures

Purpose of Proposal: Whereas the Constitution establishes binding, shared agreements for the structure and operation of the National Lawyers Guild; these shared organizational agreements are essential for navigating internal conflict, establishing the legitimacy of organizational leadership and decision-making, and fostering democratic participation of membership; and the current version of the Constitution only partially addresses governance standards and lacks clear and transparent procedures for the conduct of Executive Committee and National Executive Committee meetings; the following Constitutional amendments will provide further guidance on the conduct, duties, and governance procedures of the EC and NEC, as well as offer further clarity on terms that were found to be ambiguous.

Constitutional Amendment

Current Language

Article 5.6: Duties of National Executive Committee

The National Executive Committee shall govern the organization. All National Executive Committee decisions are reviewable by the national convention. The National Executive Committee shall meet at least two times per year, including at least once at the national convention, and at such other times as the National Executive Committee deems necessary to conduct the business of the organization.

[Article 5.12 currently does not exist]

Proposed Amendments (changes in red)

Article 5.6: Duties of National Executive Committee

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Article 5.12: EC and NEC Meetings

- (a) Conduct. All EC and NEC members shall conduct themselves in accordance with the Constitution, the aims and purposes of the organization, and procedures agreed upon by the EC or NEC respectively.
- (b) Meeting Frequency and Notice. The NEC shall meet at least quarterly, including at least once at the national convention, and at such other times as the NEC deems necessary to conduct the business of the organization. Ad hoc NEC meetings may be scheduled by the

President or written agreement of at least 25% of active NEC members and, once scheduled, NEC meetings may only be cancelled by written agreement of a majority of NEC members. NEC members shall receive at least one week's notice prior to a NEC meeting. The EC shall meet as often as needed to conduct the business of the organization between NEC meetings. The EC shall notify the NEC of all EC meetings prior to or within a reasonable amount of time following the meeting. Meeting agendas and the physical or digital location of the meeting will be circulated at least 48 hours before each meeting.

- (c) Open Meetings. Attendance of NEC meetings shall be open to all members except when the NEC enters Executive Session. EC meetings shall be open to all NEC members. Information on how to attend NEC Meetings shall be readily available to members in good standing at least one week in advance of the meeting.
- (d) Minutes. Minutes will be submitted to the EC or NEC respectively by the Secretary and approved by the EC or NEC respectively within a reasonable time following the meeting. Approved minutes will be posted and made readily available to members in good standing within one month of the meeting.
- (e) Voting. Unless otherwise stated in the Constitution, all decisions of the NEC shall be made by majority vote of the entire NEC. EC and NEC members may vote by proxy. All votes shall be on the record and meeting minutes shall include information about how each EC or NEC member voted.
- (f) Quorum. Attendance of a simple majority of the EC or NEC members then serving shall constitute a quorum for the transaction of business at any meeting of the EC or NEC, respectively, except that votes requiring a two thirds majority of the NEC shall require a quorum of two thirds of NEC members then serving.
- (g) Executive Session. The EC or NEC may hold an executive session, i.e. a session closed to everyone but the EC or NEC members respectively, by a vote of a majority of EC or NEC members in attendance respectively. Executive Session may be called only to discuss the following:
 - (i) Employment/labor issues of any past, present or prospective employee, including personnel matters, such as performance evaluations, compensation, or disciplinary actions;
 - (ii) Information, strategy and negotiation session for collective bargaining agreements or labor relations and arbitration;
 - (iii) Litigation or potential litigation matters, including an attorney or other professional advisor;
 - (iv) Sensitive personal problems and disputes with members;
 - (v) Discussing crisis situations and security arrangements where confidentiality is needed.

The EC and/or NEC must document which of the above articles applies to the Executive Session, and such documentation must be kept alongside any other meeting minutes, which must be readily accessible by members upon request. Notwithstanding the foregoing, however, voting on such matters shall not take place in executive session.

Implementation: The National Executive Committee (NEC), President, and Secretary will implement this amendment. Implementation will involve updating the NEC's existing [Guiding Principles](#) to comply with the new Article 5.12, including new sections on meeting frequency, notice, voting, quorum, and executive session. In accordance with Bylaws Section 7.5(a), the [NLG President and President-Elect Job Description](#) shall include and the President will be responsible for revising these policies; meeting requirements for sharing meeting agendas and scheduling meetings; and supervising meeting facilitation. In accordance with Bylaws Section 7.5(d), the Secretary will be responsible for meeting new requirements for sharing meeting agendas, scheduling meetings, drafting minutes, and making minutes available to members.

Compliance with Bylaws § 8.7: The proponents of this amendment consulted the NEC (including the President and Secretary) and all chapters to request their consent to the proposed changes. The NEC did not respond to this request. Any chapters/committees not listed did not respond to the request for consent. No chapters objected or denied consent.

The following chapters/committees consented to the proposed changes:

- Mass Defense Committee
- South Florida Chapter
- Chicago Chapter
- Massachusetts Chapter
- North Carolina Chapter
- New Mexico Chapter
- Ohio Chapter
- University of Houston Law Center Chapter
- Houston Chapter

The following chapters/committees took no position on the proposed changes:

- Wenatchee Chapter
- Colorado Chapter

Proponents: Joan Steffen (plenary presenter)

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Endorsers: NLG Massachusetts Chapter, Chicago Chapter