Rationale and explanation for proposed amendments to the NLG Constitution and Bylaws

Proposed amendments and rationale by Daniel Gregor, NLG Secretary, secretary@nlg.org

Background

At the 2018 NLG Convention in Portland, Oregon, and in the electronic balloting following the Convention, a series of significant Constitutional and Bylaw amendments were adopted which reorganized the National Executive Committee (NEC) and Executive Council (EC). The primary changes were:

- removing two Executive Vice Presidents and creating a single Vice President
- removing three National Vice Presidents
- creating the position of Secretary
- creating the position of Ombudsperson
- renaming Regional Vice Presidents to Regional Representatives
- changing the number of available seats on the NEC for Guild committees, projects, caucuses, task forces, and other entities to a minimum of three and a maximum of eight, and
- codifying that both TUPOCC and the Queer Caucus have two permanent seats each on the NEC, which do not count for or against the minimum or maximums noted above.

Purpose

The primary purpose of these amendments proposed for 2020 is to bring our governing documents into conformity with these already adopted changes, largely by changing text references to Executive Vice Presidents to Vice President, Regional Vice President to Regional Representative, and so on.

Documents and resources

This rationale document is designed to accompany two other documents, one for the Constitution and one for the Bylaws, where each section or article proposed to be amended is listed, with proposed language to be stricken in red-and-strikethrough, and proposed language to be added in bold. Where sections are not proposed to be amended, they are not included in these documents for clarity and length purposes; it is recommended to read the proposed amendments alongside the complete current Constitution and Bylaws, both of which are available on the national NLG.org website under the “About” drop-down tab, and then clicking through to Bylaws and Resolutions.

As the vast majority of these amendments are simply housekeeping / scrivener’s updates, and a few typos, I have simply noted housekeeping for these as the rationale. A very few are substantive in nature, and I attempt to explain the rationale for these below.

Transparency

In the interest of transparency: in addition to being elected Secretary after the 2019 Convention in Durham, I am a long-time and current member of the Resolutions Committee, a body that accepts and considers for procedural conformity both proposed amendments, and resolutions. I have already let the Resolutions Committee know that as I am the primary proponent of these amendments, I will ask another Resolutions Committee member to review them for conformity, and will abstain from voting to accept them as proposed amendments to avoid any appearance of impropriety or conflict of interest.

Further information

I am very happy to discuss any of this with any NLG member who would like to. Please reach out via email to me at secretary@nlg.org, and we can certainly arrange a phone call if that is preferable.

PROPOSED CONSTITUTIONAL AMENDMENTS

CONSTITUTION OF THE NATIONAL LAWYERS GUILD
ARTICLE 3 - ORGANIZATION

Housekeeping: Article 3.2 Regions - Each chapter and at-large member shall be a member of one region. A region shall consist of designated states (including the District of Columbia) or parts thereof, grouped together. The number and boundaries of geographic regions shall be determined by the National Convention. Each region shall be represented by one Regional Vice President (RVP) Representative.

Housekeeping, to make spelling of Bylaws consistent throughout document: Article 3.3 Definition of Chapter – Eight or more members of the National Lawyers Guild in a reasonable geographic area will be considered to be a chapter for voting purposes under the delegate system. Chapters are bound to adhere to the Constitution and Bylaws of the national organization. Disagreement about what constitutes a chapter shall be resolved by the NEC.

Housekeeping, to make spelling of Bylaws consistent throughout document: Article 3.5 Chapter Autonomy Subject to Constitution and Bylaws - Local chapters shall have complete autonomy, subject only to the provisions of the National Constitution and Bylaws, to the referendum decision of the national membership, and to the decisions of a National Convention, or the National Executive Committee. Notwithstanding any other provision of this constitution, each local chapter shall have complete autonomy concerning all matters as shall in its discretion be necessary to maintenance of its good standing with its respective integrated State Bar Association.

Housekeeping, to reflect an amendment voted at the 2003 National Convention in Minneapolis which provided for electronic voting (see Article 4): Article 3.7 Interests of Constituent Groups - The interests of law students, legal workers, and jailhouse lawyers shall each be represented within the National Lawyers Guild by a national committee, project, or task force selected by mail ballot of all members of that constituent group or (in the case of law students and legal workers) by the members of that constituent group in attendance at a national convention. If no existing national committee, project, or task force claims to represent the interests of the same constituent group, the NEC shall recognize one of the committees, projects, or task forces to represent the interests of that constituent group until the next national convention or until a mail or electronic ballot can be conducted.

ARTICLE 5 - OFFICERS AND NATIONAL EXECUTIVE COMMITTEE

Housekeeping: Article 5.1 Composition of National Executive Committee (NEC) - The organization shall be governed by a board of directors, known as the National Executive Committee, composed of the following: a President (with a President Elect every third year), a Vice President, a Secretary, a Treasurer, an Ombudsperson, two National Law Student Vice Presidents, a National Legal Worker Vice President, a Jailhouse Lawyer Vice President, a Regional Representative from each region, the National Office (NO) Executive Director, a National Office staff representative, two representatives from the United People of Color Caucus, two representatives from the Queer Caucus, and one representative from up to eight NLG projects and national committees in addition to the TUPOCC and QC representatives. Each of these members shall have one vote except for national office staff, which shall have two.

Article 5.2 Election of the National Executive Committee:
Housekeeping:
(a) The President, Treasurer, Executive Vice Presidents, Secretary, and Ombudsperson at-large National Vice-Presidents shall be elected by the delegates to the national convention as provided herein.

Housekeeping, to indicate the long-standing name of the Law Student Caucus;
Substantive: to reflect the reality that the election cannot feasibly be completed before the Convention
(b) The National Law Student Vice Presidents shall be elected by vote of the law student members attending the national convention or by mail or electronic ballot of all law student members of the organization, such mail ballot to be conducted after prior to the national convention. The election shall be conducted by the Law Student Caucus Law-Students in Action, or such other committee, project or task force as may be designated to represent the interests of law students.

Housekeeping:
Article 5.3 Terms of Office for Officers - The term of office for President, Treasurer, and Secretary shall be three years. The term of office for all other members of the NEC shall be two years.

Housekeeping, to remove this long-outdated temporary Article:
Article 5.3.1 Temporary Amendment to Treasurer and Treasurer-Elect Terms of office — Effective from the 2005 Convention until the 2006 Convention, the incumbent Treasurer’s threeyear term of office shall be extended for one year until the 2006 Convention, a Treasurer Elect hall be selected at the 2005 Convention for one year and shall serve a two-year term of office as Treasurer beginning with the 2006 Convention. At the expiration of the Treasurer’s term in 2008, this amendment shall sunset and the Treasurer and Treasurer Elect terms shall revert to the provisions of Article 5.3.

Housekeeping:
Article 5.4 Terms of Office for Regional Representatives Vice Presidents - Each Regional Representative RVP shall serve for the term prescribed in the bylaws of their region or, if the bylaws are silent, for a term of two years.

Housekeeping, to make the language consistent between the Constitution and the Bylaws re: permanent and guaranteed.
Substantive: to reflect the reality that for at least the last two decades, the committee seats have not been selected by national membership in post-convention voting, but rather by the NEC at the outset of each national convention. See corollary proposed amendment in the Bylaws, section 7(e).
Article 5.5 Selection and Terms of Office for Project and Committee Representatives – Committees, projects, and additional caucuses other than those with permanent guaranteed seats on the NEC shall be selected from those that submit applications. Up to eight additional committees, projects, and caucuses shall then be selected as specified in the Bylaws by vote of the national membership for seats on the NEC as part of the existing post-convention voting.

Housekeeping:
Article 5.7 Duties of Officers - The duties of all officers shall be defined by the bylaws, by resolution of the national convention and by the National Executive Committee, except that the duties of the Regional Representatives RVPS may be further defined by their respective regions.

Housekeeping, and to reflect the correct title of the National Law Student Vice President:
Article 5.8 Executive Council Actions Between Meetings - The Executive Officers and the Executive Director are authorized -- as the Executive Council (EC) -- to govern the business of the organization between meetings of the full National Executive Committee and to take any action on behalf of the organization that the full National Executive Committee is entitled to take. "Executive Officers" refers to the President, Executive Vice Presidents, Treasurer, Secretary, and the senior National Law Student Vice President. The national officers shall report to the full National Executive Committee all actions taken by the Executive Council between meetings; important decisions shall be reported within 15 days.

Article 5.9 Procedure to Fill NEC Vacancies:
(a) In the event of a vacancy in the office of President, Treasurer, Secretary, Executive or Vice Presidents, or an at-large National Vice President, the remaining National Executive Committee members or the Executive Council shall appoint a replacement who shall serve until the next national convention, when the remainder of the vacant term shall be filled by election.

(b) The office of National Law Student Vice President shall be filled by the Law Student Caucus, or such other committee, project or task force as may be designated to represent the interests of law student members, in accordance with its bylaws. If its bylaws make no provision for filling a vacancy, or if a vacancy is not filled within 60 days, the National Executive Committee shall appoint a law student member to fill the office until the next national convention, when the remainder of the vacant term shall be filled by election.

(c) The office of National Legal Worker Vice President shall be filled by the Legal Workers Caucus, or such other committee, project or task force as may be designated to represent the interests of legal worker members, in accordance with its bylaws. If its bylaws make no provision for filling a vacancy, or if a vacancy is not filled within 60 days, the National Executive Committee shall appoint a legal worker member to fill the office until the next national convention, when the remainder of the vacant term shall be filled by election.

(d) [no changes, kept only to retain list order]

(e) The offices of Regional Vice President shall be filled as required by the respective regional bylaws. If the regional bylaws make no provision for filling a vacancy, or if a vacancy is not filled by the region within 60 days, the National Executive Committee shall appoint a member of the region to fill the office until the next election, when the remainder of the vacant term shall be filled by election.

(f) A project, committee, task force, or caucus representative vacancy shall be filled by the entity. If the entity does not fill the vacancy within 60 days, the National Executive Committee may designate another entity to appoint a representative to the National Executive Committee.

Article 5.10 Removal from Office:

(a) Removal for Cause - Upon 30 days advance notice, any elected member of the National Executive Committee may be removed from office by the remaining National Executive Committee members upon the occurrence of either of the following: failure to attend two consecutive meetings of the National Executive Committee, and/or failure to complete tasks assigned by the National Executive Committee, except that the National Jailhouse Lawyer Vice President shall not be removed for failure to attend meetings. In addition, elected members may be removed for other reasons that in the judgment of the remaining National Executive Committee members constitute just cause. Any vacancy created by the removal of an elected National Executive Committee member shall be filled as provided herein.

Housekeeping:

Article 5.11 Travel Expenses - Officers shall pay their own transportation expenses to attend a National Executive Committee meeting at the national convention. The organization shall pay the non-local land, rail or air travel expenses
of the President, Treasurer, Executive and National Vice-Presidents, Secretary, and President-Elect to enable them to attend up to three additional National Executive Committee meetings per year. Each region shall pay the same expenses for its Regional Representative RVP. Projects, and national committees, caucuses, projects, and task forces shall pay the travel expenses of their National Executive Committee representatives.

ARTICLE 11 - AMENDMENTS

Housekeeping, to reflect other changes noted above, notably that since at least 2004 we have voted by electronic balloting on amendments after the Convention:

This Constitution may be amended by a majority vote of the National Convention, consistent with voting procedures in the Bylaws.
PROPOSED BYLAW AMENDMENTS

BYLAWS OF THE NATIONAL LAWYERS GUILD

Revised May 2018 [MONTH 2020] housekeeping, will reflect if and when amendments are adopted

Section 6.1 RVP Regional Representative Selection by Region - Regional Vice-Presidents Representatives shall be selected in a democratic manner to be decided by each region. In the event of a dispute concerning the fairness or propriety of a selection procedure adopted by a region or sub-region, two chapters, or ten percent of the members within such region or sub-region may petition to the National Executive Committee to establish a procedure to resolve the dispute.

Section 6.2 Regions Determined by NEC - The number and boundaries of geographic regions shall be determined by the National Convention or National Executive Committee. Each region shall be represented by one Regional Vice-President Representative.

SECTION 7 - NATIONAL EXECUTIVE COMMITTEE

Section 7.5 Officer Job Descriptions

Executive VP 1 - Three (3) year term, part of EC. Responsible for fundraising, and leading major initiatives and projects of the NEC and NLG.

(a.1) Executive VP 2 - Three (3) year term, part of EC. Responsible for fundraising, and leading major initiatives and projects of the NEC and NLG.

Both EVPs

Primarily housekeeping

Substantive: to remove the “Give or Get” requirement of $500 in fundraising, as extensive concerns have been raised about class, privilege, and accessibility in making this a requirement of being a national officer.

(b) Executive Vice President Vice President

(b.1) Vice President is a three-year position. This position shall:

• support the President in the work of fundraising
• lead major initiatives and projects of the NLG
• facilitates the work of the National Executive Committee (NEC) and Executive Council (EC)
• Co-Chair the Convention Committee
• Serve as liaison between convention Safer Spaces group and NEC/NO. (OMBUSDPERSON will fulfill this role if elected)

• Chair the Resolutions Committee
• Plan and execute the Annual Convention. Develop workshop/panel forms and publicize selection process in conjunction with NO. Coordinate award selection process with NO.
• Responsible for conducting, evaluating, and publicizing annual convention survey. Work with NO to put on website and publicize survey and results.

• Write report about plenary and voting results for NEC meeting and for circulation on lists and in Guild Notes.

• Responsible for conducting, evaluating, and publicizing annual member survey in conjunction with NO (including survey of organizational goal achievement and satisfaction for: NEC; NO staff; Chapter staff; project/caucus/committee work, etc., as well as attrition issues). Must write survey results analysis and report on it at winter NEC meeting.

• Raise $500 a year for the national NLG.

• Support Regional VPs and committees/caucuses/projects.

• Support TUPOCC and the Transformative Caucus work. Support anti-oppression trainings at NEC meetings and at national convention.

• Coordinate NEC internal trainings: anti-oppression, fundraising, organizational development, facilitation, strategic planning, etc.

• Support Anti-Harassment Complaint Board activities. (OMBUSDPERSON will fulfill this role if elected)

• Facilitate complaint/grievance process development and implementation. (OMBUSDPERSON will fulfill this role if elected)

• Develop membership recruitment strategies and tools, create campaigns and support NO staff and Regional Representatives in member recruitment and retention.

• Attend all NEC meetings in person.

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**Secretary**

- Secretary is a three year position. This position shall:
  - Be responsible for recording and sharing the institutional knowledge of the organization, and participating on the National Executive Council (NEC) and Executive Council (EC). Tasks of this position include:
  - NEC Meetings. The Secretary attends all NEC meetings and is responsible for either taking or assigning notetaking functions. After the meeting, the Secretary edits and shares the notes with NEC members in a timely fashion and ensures they are added to the NEC Resources maintained by the National Office.
  - The Secretary assists the President in scheduling NEC/EC meetings and preparing NEC/EC agendas.
  - Institutional Knowledge. The Secretary will familiarize themselves with the documents and practices of the Guild, and assist the President and National Office in sharing these resources with NEC members.
  - NEC Responsibilities. Like all NEC members, the Secretary is expected to attend quarterly board meetings and participate in NEC email discussions.
  - Travel costs to NEC meetings are covered by the National Office budget. When unable to attend meetings in person, the Secretary will either participate remotely or assign notetaking to other NEC members.
  - Executive Council Responsibilities. Between NEC meetings, being on the EC includes participation in conference calls, which typically occur monthly. In addition, it includes regularly checking email to vote on and discuss endorsements and other issues between NEC meeting.
  - Anti-oppression. The Guild has committed to becoming an organization that addresses and ultimately eliminates internal oppression, as well as engaging in anti-oppression work outside of the organization. As with all NLG leadership, the Secretary is expected to contribute ideas related to furthering these goals. They will support the work of committees dedicated to representing and supporting underrepresented communities, including but not limited to TUPOCC, Disability Justice, Queer Caucus, and the Anti-Racism Committee. This commitment includes undertaking an annual anti-oppression training with the rest of the NEC.
Two (2) year term. The 3 NVPs share responsibility for contact and assistance to national committees, projects, task forces, and other NLG entities which do not have representation on the NEC.

(d.2) National VP 2

Two (2) year term. The 3 NVPs share responsibility for contact and assistance to national committees, projects, task forces, and other NLG entities which do not have representation on the NEC.

(d.3) National VP 3

Two (2) year term. The 3 NVPs share responsibility for contact and assistance to national committees, projects, task forces, and other NLG entities which do not have representation on the NEC.

Although the National Executive Committee is a sizable board, the three National Vice Presidents are among only five positions (with the President and two Executive Vice Presidents) that are elected by the national membership as a whole. As such, NVPs must not only cooperate with initiatives of other NEC members but also actively support committees and projects that do not have their own representative to the NEC. NVPs think strategically about the NLG as a whole, again with special attention to national and international developments that might need an organizational response but fall outside the specialized purview and expertise of the groups represented on the NEC. How these responsibilities manifest at any given time will change with the political climate and organizational focus.

Some concrete areas of responsibility might include:

- Committees and Projects. The NVP shall work to create channels of communication with the Committees and Projects not otherwise represented on the NEC, discussing with their representatives any support it need, its activities, and decisions that the NEC makes and conversations the NEC is having that affect members and the work of the Guild. This work shall take place in concert with the work of the regional representatives and the staffed chapters.

- Supporting Regional Representatives. This job duty is meant to offer support to the regional representatives who must organize their own regional conferences and build their regions with varying levels of support based on location. The three NVPs shall be assigned to support a number of regional representatives. For example NVP3 may be assigned to assist the regional representatives of the Southern, Mideast, and Northeast regions, NVP2 may be assigned to assist in the Southwest, Midwest, and Far West, and the same for NVP1. This job duty is also meant to allow the RVP’s more time to liaise with their members rather than the NEC committee work.

- Ad Hoc and New Initiatives. From time to time, the NEC will identify political or legal developments or other reasons for the NLG to launch activities that do not clearly fall within an existing Committee’s or Project’s area of responsibility. In these instances, NVPs may be called upon to organize and support these initiatives.

- Importantly, NVPs have responsibilities in common with all NEC members, including:
  - Fundraising. One of the primary areas of work for the NVP will involve assisting in the area of fundraising. One of the NVP’s shall sit on the permanent NEC fundraising committee and assist in implementing the goals of the fundraising plan. One of the NVP’s shall work with the executive committee and to help craft and implement the fundraising plan. This work may involve very regular conference calls, research and writing on fundraising proposals and plans, assisting other members in achieving fundraising plan goals, and working closely with the fundraising committee. Each NVP must raise at minimum $500 per year for the national NLG.
  - Supporting TUPOCC and the coalition work of the Transformative Caucus. Essential to the survival of the Guild and the aspiration to become more relevant to low-income communities.
and communities of color. The NVP should work to support TUPOCC and the Transformative-Caucus coalition work. The NVP should take an active role in supporting anti-oppression trainings at NEC meetings and at national conventions. The NVP should support the Anti-Racism Committee in its work to build an anti-racist organization.

(e) Convention Planning. The NVP shall help plan and execute the Annual Convention. This might involve serving on the Resolutions Committee or otherwise assisting the NEC Convention Planning Committee in organizing the Convention, ensuring that the diversity guidelines are met, supporting panel and workshop organizers, assisting the local convention planning committee, and supporting the convention planner.

- Attend all NEC meetings in person.
- Participate in at least one NEC Committee: Finance, Fundraising, Governance, or Convention.

(d) Ombudsperson

OMBUDSPERSON JOB DESCRIPTION NOT YET WRITTEN

Housekeeping re: adding other Guild entity names; minimum of three, maximum of 8; and permanent seats for TUPOCC and Queer Caucus

Substantive: codifies the selection process for entity seats to accurately reflect the way the Guild has done it for at least the last 15-20 years.

(e) Committee, Caucus, Project, and Task Force Representatives

- Minimum of three, maximum of eight.
- These 8 spots are by application.
- The NEC shall publicize these positions and solicit applications each year before the annual convention, and shall, no later than the first NEC meeting of the annual convention, select no fewer than two, and no more than eight committees, task forces, caucuses, projects, or other NLG entities.
- 2 (two) permanent seats on the NEC shall be assigned to TUPOCC, and 2 (two) permanent seat shall be assigned to the Queer Caucus. These seats do not count toward the minimum or maximum seats noted above.

SECTION 8 - VOTING PROCEDURES

Substantive: changes call for proposals from six months to three months. This more realistically reflects National Office and Resolutions Committee workload, and the likelihood that very few people know about proposals six months in advance of the Convention.

Section 8.1 Call for Proposals - The Resolutions Committee (RC) must work with National Office (NO) Staff to publish a call for proposals on the website and listserv a minimum of 3 months in advance of the Convention. This document must state the parameters for submitting proposed resolutions and amendments. The NO or Mass Incarceration Committee will make best efforts with resources available to mail the call for proposals to all Jailhouse Lawyer members who request such updates.

Housekeeping: clarifies the longstanding approach that “start of the convention” for this purpose is the start of the first plenary

Section 8.3 Proposed Resolutions and Amendments - Proposed resolutions and amendments must be submitted to the RC in writing sooner than sixty (60) days prior to the commencement of the first plenary of the National Convention. The proponent must work with the RC to bring proposals in compliance with the rules 30 days prior to the convention. The RC and NO staff must publish the proposals and where possible, pro and con statements, on the national website 30 days prior to the commencement of the Convention. The RC will establish a process for gathering pro and con statements in advance of the convention as well as on the plenary floor. The RC will establish a noticed process for deciding how many and which statements are publicized. NO staff will determine which proposals are relevant to Jailhouse Lawyers and mail selected materials to JHL members (i.e. not proposals about convention timing, or things JHL members can’t participate in).
SECTION 11 - NEC SUBCOMMITTEES

In addition, there shall be a standing Governance subcommittee, composed of the President and other members as selected; a standing Fundraising subcommittee, composed of the Vice President both Executive Vice-Presidents and other members as selected; a standing Membership subcommittee of which the Membership Director of the National Office shall serve as an ex officio member; and a standing Convention committee.

SECTION 12 - NATIONAL CONVENTION SITE SELECTION

Section 12.1 Site Selection for the National Convention: NEC Power - The National Executive Committee ["NEC"] shall select sites to hold the National Convention. The NEC may choose to delegate this power to the Executive Council of the NEC ["EC"] but such delegated power shall be subject to all Constitutional and Bylaw provisions. The NEC or its designee shall include on the convention committee and any site selection subcommittee a member of the Labor & Employment Committee (L&EC) in order to ensure that labor-related issues are given due consideration at every stage of the Convention process. The NEC or its designee shall work closely with Informed Meetings Exchange [INMEX], UNITE HERE, and other bona fide labor organizations that have jurisdiction over potential event facilities in the community in which the Convention will be held. Any contract to secure a convention facility shall contain a provision requiring the facility to immediately provide the NLG with notice of any labor dispute and shall allow the NLG to cancel, on favorable terms to the NLG, in the event of a labor dispute at the facility. This paragraph shall take effect immediately.

SECTION 15 – CONVENTION EVALUATIONS AND SURVEY

The Vice President is Both Executive Vice Presidents (EVPs) are responsible for preparing evaluations for each panel and workshop, even if CLE credit is not offered. The Vice President is EVPs are responsible for convening an evaluation working group. The Vice President EVPs will lead the process for conducting surveys at each convention. The Vice President is EVPs are responsible for writing a report about the results to the NEC and to the members.