

July 6, 2010

To: The NAPABA Board

From: The Nominations and Elections Committee

Re: APPOINTMENT OF AT-LARGE BOARD MEMBERS – GUIDELINES

Because of the growth of Asian Pacific American attorneys around North America and the desire to have diverse and inclusive representation on the Board of Governors (the “Board”), as well as to maintain the Board’s institutional knowledge and experience, the Board, with the recommendations of the Nominations and Elections Committee (the “Nom. Comm.”), shall appoint, by majority vote, four (4) At-Large Board Members.

At-Large Board Members shall serve two-year, staggered terms (except that two of the first four such At-Large Board Members appointed in 2010 may serve a one-year term to allow the staggering of terms). No more than two (2) of the At-Large Board Members at any given time may be from the same geographical region as defined in Article V, Section 12 of the NAPABA By-Laws as amended and adopted on May 15, 2010. Generally, At-Large Board Members will not be re-appointed, although they are eligible to be elected or appointed Regional Governors or Officers of NAPABA.

The Board and the Nom. Comm. have established the following Guidelines to facilitate the selection and appointment of the At-Large Board Members:

Eligibility

Any member in good standing as defined in Article III of the NAPABA By-Laws is eligible to become an At-Large Board Member.

Criteria

In determining which candidates are selected as At-Large Board Members, the following criteria may be used:

1. Geographic, gender, ethnic, and practice composition of the incoming Board, as well as the employment categories of the incoming Board (*e.g.*, in-house, private practice, government, academia, etc.);
2. Leadership qualifications of the candidate;
3. The candidate’s level of activity and experience within NAPABA and/or within NAPABA affiliates;
4. Former Officers and Board members possessing institutional knowledge and experience that would assist the incoming Board; and/or
5. Other appropriate experience with non-profit, Asian Pacific American, legal, and/or other similar organizations.

APPOINTMENT OF AT-LARGE BOARD MEMBERS – GUIDELINES (cont.)

Procedure

At the same time the Nom. Comm. solicits the candidates for the general election of Officers, it shall solicit candidates and candidate statements for At-Large Board Members.

The candidates who run for positions as Officers may simultaneously submit their names and statements as candidates for At-Large Board Members. NAPABA will not post such statements in the NAPABA newsletter or on its web site.

During the August Board meeting, each candidate for At-Large Board Member may make a personal appearance, and present his or her qualifications. Such presentation shall be no longer than five (5) minutes. Telephonic presentations shall be allowed, but are discouraged.

No later than two (2) weeks after the results of the general election are announced, the Nom. Comm. shall forward to the Board its recommendations for the appointments of the At-Large Board Members. The Nom. Comm. shall also forward the statements of the top six (6) candidates (ranked in order of strength), if applicable, who were not recommended for appointment so that the Board may also consider those candidates.

No later than three (3) weeks prior to the Board meeting to be held at the Annual Convention, the then current Board will convene a special meeting via telephone conference call to discuss and appoint the At-Large Board Members to be installed with other Officers and Regional Governors during the Annual Convention; the Board may make such appointments during a meeting at which it addresses other business properly before the Board. During this special Board meeting, each recommended candidate must be approved by a majority vote of the disinterested members of the Board, *i.e.*, 10 votes in 2010 and 12 votes for 2011 and thereafter (if there are no abstaining Board members). If a recommended candidate does not obtain a majority vote of the Board, then the next candidate ranked by the Nom. Comm. shall be considered by the Board and subject to vote; this process will continue until the vacant At-Large Board Member positions are filled or the list of recommended candidates is depleted. Any then current Board members who are At-Large Board Member candidates shall wholly abstain from any and all discussion or voting on the At-Large Board Member appointments.

The Board and the Nom. Comm. reserve the right to modify these Guidelines at any time as they deem necessary or appropriate to ensure a fair selection process. All candidates will be promptly notified of any modifications.