

MEMORANDUM

December 20, 2011,

To: NCLDB Members  
From: Chris McKeeman, President  
Subj: Draft of NCLDB Bylaws Revision for action at the February 2012 Annual Meeting

Per Article XV, section 3 of the NCLDB Bylaws, I am pleased to present to you for consideration and action at our February 2012 Annual Meeting, four proposals to amend the NCLDB Bylaws.

Your Board of Directors unanimously approved these changes at its last meeting and recommends them to the membership for approval.

If approved, these changes to the Bylaws will:

•Better align the sending of dues notices with NCLDB’s fiscal year. (See part I. below.)

•Streamline governance by combining the Membership and Communications Committees. (See part II. below.)

•Broaden member service on selected NCLDB Committees by allowing them to be chaired by those who are neither officers nor directors and allowing NCLDB Associate members to serve as advisory members of most Committees. (See part III. below.)

•Expressly allow notices to members of the annual meeting and of proposed action to be distributed by fax or e-mail, in addition to postal mailing. (See part IV. below.)

You may view the current NCLDB Bylaws on the Council’s website. If you have any questions about these proposals, please contact me or NCLDB’s General Counsel, Ron Stovitz. He may be reached at Judge.Ronald.Stovitz@statebarcourt.ca.gov.

**I. Allow the sending of dues statements after September 1.  
Proposed Draft of change to Art VI, section 2.**

**Change the section 2 heading to read:** Determination and Billing of Annual Dues.\*

**At the end of the text of section 2, add the following sentence:** “After September 1 of each year, the Treasurer shall send dues statements to members at the amount set pursuant to this Article.”

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\* Throughout this memo, Underlined text is proposed for addition. ~~Strikeover text~~ is proposed for deletion.

**Comment:** The current Bylaws do not specify when the Treasurer shall bill members for annual dues. As NCLDB changed its membership year effective in 2008, to a fiscal year, it would be appropriate to specify that the treasurer shall bill members after September 1. This will give the current Board adequate time to set the amount of dues and afford the treasurer adequate time to effect any transition of financial records and bank accounts and balances from the previous treasurer.

**II. Combine the Membership and Communications Committees.  
Proposed Draft of change to Art XI, sections 2a and 2d.**

**Amend section 2a to read as follows:**

Membership and Communications Committee.

~~The Secretary and such other appointed persons who are currently staff for or members of the Disciplinary Boards that are members of the Corporation shall constitute the Membership Committee. Said~~ The Membership and Communications Committee shall approve the applications of all prospective members, and associate members to join the Corporation, and shall be responsible for recruitment potential members, and perform similar ancillary duties regarding membership, and shall organize and coordinate all aspects of external publication of materials as authorized under Article XIV, including budget allocation and identification of the proper scope of dissemination.

**Delete the entire text of section 2d providing for the Communications Committee and specifying its duties.**

**Comment:** The current bylaws provide for separate committees to oversee Membership and Communications functions. These proposals would combine the functions of both committees and, consistent with changes proposed in part III of this memo, allow for associate members to serve on the committee. They would also eliminate the requirement that the Secretary chair or serve on the combined committee.

**III. Authorize NCLDB members who are neither officers nor directors to chair NCLDB Committees, except for the Nominating and Program Committee.**

**Proposed Draft of change to Art XI, section 2.**

**Authorize NCLDB associate members to be eligible to serve as advisory members on certain committees.** (*Ibid*; and the conforming changes below to sections 2b and 2c:

Amend Article XI, section 2 by adding the following text immediately after the current provision: Except as provided in these Bylaws, any

person currently serving as a member of a staff of a Disciplinary Board or a member of a Disciplinary Board that is a member of the Corporation, may serve as a committee chair. Associate members may be appointed to serve as advisory (non-voting) members of any committee except the Nominating Committee.

**Section 2b.** Nominating Committee. Amend to read at the outset: “The immediate past President serving as chair and at least two additional persons” [remainder of provision unchanged.]

**Section 2c.** Program Committee. Amend to read as follows: “The President-Elect shall chair the program committee.” Follow this text with the existing three sentences of section 2c.

**Comment:** The current Bylaws contemplate, but do not expressly state, that all but one Standing Committee be chaired by a named officer. This proposal would allow any active member to be appointed to chair a committee, except for those committees where the Bylaws would specifically identify the Chair (i.e., Program and Nominating Committees, which would continue to be chaired, respectively, by the President-Elect and the Immediate Past President).

This proposal would also allow, but not require, associate members to be appointed to committees to serve as advisory members, except for the Nominating Committee.

**IV. Authorize the use of telefacsimile or e-mail for notices to members of the Annual Meeting and the Report of the Nominations Committee.**

**Amend Article X of the Bylaws by adding the following new section 1: Section 1, Sending of notices by mail, telefacsimile or electronic mail.** The secretary may elect to send any notice to a member required to be mailed by these bylaws to that member by means of postal mail, or telefacsimile, or electronic mail, to each member’s address provided the secretary for the communications medium chosen by the secretary

**[Renumber the text of existing Article X as section 2 without change.]**

**Comment:** The current bylaws appear to require that notices of the Annual Meeting, of a Special Meeting of members, and of the report of the Nominating Committee be by U.S. Mail. (See Article V, sections 1-2, and Article VIII, section 5 d.) Although the bylaws allow issues to be submitted to members by fax or email, that choice applies only when a meeting is dispensed with.

To avoid any question that any notice required to be sent members may be sent by fax or email, the change above is proposed.