

NBLSA BOARD MEETING ATTENDANCE & ABSENCE POLICY

National Board Meeting Attendance & Absence Policy National Black Law Students Association, Inc.

Article I

Purpose and Scope of Authority

The National Black Law Students Association, Inc. (“NBLSA” or the “Association”) delegates substantial authority to its board of directors – the NBLSA National Executive Board – to conduct the affairs of the organization and administer its essential corporate and programmatic functions. Pursuant to Article VI of the NBLSA Constitution and Article IV of the NBLSA Bylaws, Board members have an obligation to dutifully attend the meetings of the Board. This Meeting Attendance and Absence Policy is enacted as policy applicable to the internal operations of the National Executive Board, pursuant to the policy determination clause of Article V, Section 4(b) of the NBLSA Constitution, for use by the National Executive Board.

This policy is designed to establish and clarify the meanings of “attendance” at meetings of the Board, pursuant to NBLSA policy and within the ambit of relevant state and federal law. The policy also defines the procedures around excused and unexcused absences, as well as the method for identifying eligible proxies for absent Board members.

This policy is specifically applicable to the elected and appointed members of the National Executive Board as listed and detailed in Article II of the NBLSA Bylaws, and any person serving as a proxy for a National Executive Board Member or a member of a NBLSA Committee. Regional Boards are at liberty to adopt this national policy to govern attendance for their meetings; the National Board specifically waives the supremacy clause applicability to Regions and local chapters as to this policy. The enactment of this policy shall supersede and replace any prior Board policy or parliamentary interpretation on this matter.

Article II

General Policy of Board Meeting Attendance

Pursuant to Article VI, Section 1(B) of the NBLSA Constitution and

Article IV, Section 1(A) of the NBLSA Bylaws, *every* member of the NBLSA National Executive Board has a duty to attend the meetings of the Board, which include the required in-person meetings of the Board and any audio and/or video conference calls scheduled as meetings of the Board. This duty is inherent to service on the National Executive Board and required by the governing documents of the organization. Neither the Board nor any officer thereof may discharge said general duty for any member of the Board.

1) Definition of “Attendance”

For the in-person meetings of the Board, “attendance” shall be defined as a Board member’s (or that of their appointed proxy representative) physical presence at the location of the meeting, acknowledgement during roll call, and their presence on the conference call system for the duration or the majority of the meeting. For teleconferencing, either audio or video, “attendance” shall be defined as the member (or their proxy representative) being recognized as on the call by the National Secretary during roll call and their presence on the conference call system for the duration or the majority of the call.

2) Applicable Meetings Covered by the Policy

This policy covers attendance, as defined herein, at the following meetings:

- a) all meetings and conference calls of the full National Executive Board;
- b) all meetings and conference calls of NBLSA committees as defined in Article III of the NBLSA Bylaws and those created by the National General Assembly or the National Board under Article V, Section 5(e) of the NBLSA Constitution;
- c) all meetings of internal National Board divisions, teams, departments, or other internal organization structures established by the National Chair; and,
- d) any other meetings as made applicable by a majority vote of the National Executive Board.

It shall be the responsibility of Board leadership, committee leadership, and team leads to provide ample notice to Board/committee members in advance of meetings, except in the most extreme and emergent of circumstances.

Article III

Absences and Procedures for Representation

It is inevitable in the life of a student-run organization that members of its National Board or its committees will have need to be absent from meetings or other situations will arise that will necessitate or force their absence. This section governs the procedures for identifying absence and providing adequate representation.

1) Absences with Proxy

Board members failing to attend a meeting of the Board or of a committee shall be recorded in any applicable minutes as “absent” or “not present.” Board members, knowing of an impending absence, are required to send representatives in compliance with Article IV, Section 1(A)(1-3) of the NBLSA Bylaws. This requirement shall hold true for in-person meetings and conference calls of the National Executive Board.

In the case of a Board member knowing that they shall be absent from a portion of the call, they shall provide the National Chair and National Secretary notice and follow the proxy rules for any person that will provide representation for any portion of the call for which the member will be absent.

2) Proxy Rules

A representative of an absent National Board member is known as the “proxy,” and during the roll call of the National Board during any meeting where representatives for absent Board members are permitted they shall respond in the stead of the absent member as “present by proxy.”

National Board members having need to send a proxy as representation during a meeting shall file that person’s name and position with the National Chair, National Vice-Chair, and National Secretary **no later than 24 hours** before the upcoming meeting. It shall be the responsibility of the National Board member to ensure that the proxy has all the requisite materials to participate fully in the meeting of the Board in which they will serve, pursuant to Article IV, Section 1(A)(2) of the Bylaws.

Upon the filing of the proxy, the proxy may not be changed during the meeting, without the prior notification to and consent of the National Chair.

3) Powers of the Proxy & Proxy Instructions

A proxy standing in the stead of an absent Board member shall have all the powers of debate, making motions and points, and voting as would the National Board member they represent. Such power shall be unlimited in scope, with the exception of NBLSA policies and rules of the parliamentary authority governing such proceedings, and decisions within the meeting are left to the discretionary exercise of the proxy's own judgment, unless the absent National Board member expressly provides to the contrary in written proxy instructions.

Proxy instructions shall function as binding directives to the proxy from the absent Board member, specifically detailing the desired voting preferences of the absent member. Valid instructions shall be those filed with the proxy notification and shall be held by the Secretary. All votes made by proxies shall be verified against any provided instructions.

Proxy representatives inherit the limitations of the absent Board member, i.e., a Board member having a conflict of interest with an item of business under consideration by the National Executive Board may not alleviate said conflict by being represented by a proxy. The proxy, having inherited any known conflicts, shall be barred from voting on said items as would the absent Board member.

4) Absences without Proxy Representation

Board members, knowing of an impending absence but unable to send or find representation, are required to send a request for an excused absence to the National Board as an agenda item for the meeting at which they will be absent.

Pursuant to Article VI, Section 1(B) of the NBLSA Constitution, National Board members being absent from a meeting of the Board and unable to send a representative must show "good cause" for their absence. The determination of "good cause" is a decision of the National Executive Board, granted by majority vote. By this policy, the National Board presumptively prescribes the following as "good cause," within the meaning of the National Constitution, so long as sufficient and reasonable notice is provided to the National Chair:

- (1) Family or other sudden, inescapable emergencies;
- (2) An unavoidable academic and/or professional conflict, extending beyond the ambit of the reasonable academic and professional obligations incumbent

- already on all members of the National Board;
- (3) Serious physical and/or mental illness;
 - (4) Observance of a religious holiday;

It shall be the responsibility of any Board member being absent without representation, having made a good faith effort to find and secure representation, to send the request for an excused absence to the National Chair, National Vice-Chair, and National Secretary **no later than 24 hours before the upcoming meeting.**

Article V

Unexcused Absences

Pursuant to Article IV, Section I, Subsection B of the NBLSA Bylaws, National Executive Board members with absences determined to be unexcused will be expelled from the National Executive Board. Under the National Executive Board's policy determination authority in Article V, Section 4(b) of the NBLSA Constitution, the following guidelines on unexcused absences are hereby established:

1) Thresholds for Expulsion Procedures

Attendance at National Board meetings, both in-person meetings and conference calls, is a mandatory requirement of National Executive Board service. Failure to abide by the terms of this policy shall subject the member to expulsion as provided by the NBLSA Bylaws. The following thresholds shall be observed:

- i) In-Person Meetings: Board members having **two (2) unexcused absences** from in-person meetings shall be subject to expulsion procedures.
- ii) Conference Calls: Board members having **three (3) unexcused absences** from Board conference calls shall be subject to expulsion procedures.

The National Secretary shall maintain records of all absences and identify those approved by the Board as excused and those that are unexcused, which is defined as those not approved by the Board and any situation where no excuse is given or representative provided.

2) Expulsion Procedures

In the event of a member having reached the threshold provided in the preceding section, the National Secretary shall, within forty-eight (48) hours, inform the National Chair and they shall direct the National Vice-Chair to inform the offending member in writing that they have violated the relevant attendance provisions of the NBLSA Constitution, NBLSA Bylaws, and NBLSA policies, and are in danger of expulsion from the National Executive Board.

Upon delivery of this notice, the offending member shall have five (5) days to submit to the National Chair and National Secretary a notice of intent to remain as a member of the National Executive Board, providing reasoning therein for the absences and a performance improvement plan for avoiding future absences. The National Chair shall lay this notice before the entire Board for its review.

At the next available meeting of the National Board, the notice of intent shall be made a special order on the agenda and shall precede all other business. The member shall be afforded time to provide a verbal defense of their absences and appeal to the Board against expulsion therefrom. The Board shall be empowered to ask questions of the offending member prior to deliberation.

The Board will then move to either accept the member's notice of intent, thereby choosing to retain the member in National Board service, or the Board will move to reject the member's notice of intent. A rejection of the notice of intent shall affirmatively activate the expulsion procedures of Article IV, Section 1(B) of the NBLSA Bylaws and the position shall be deemed vacant.

A motion to accept or reject a notice of intent submitted under these procedures must be passed with a two-thirds vote of the Board.