

WBASNY NOMINATIONS COMMITTEE PROCEDURES AND POLICIES

(Approved Effective June 1, 2019; As Revised November 2,
2022)

A. Introduction

WBASNY is cognizant of its obligations to meet our members' needs, contribute to the larger community of attorneys, educate others on the issues we believe are important and advance the goals of this organization. In a market saturated with competing requests and entreaties for time, support and activism from numerous organizations, we recognize that in order to remain a strong voice for women both inside and outside of the legal community, we need to provide unparalleled commitment to our objectives. One of the ways we demonstrate this is through our choice of leaders, who are WBASNY's voice.

The Nominations Committee recommends those who will provide that leadership. The Committee's task is significant and vital to our organization's future credibility, success and ability to flourish into the 21st century. Thus, appointment of a Delegate and Alternate Delegate to the Nominations Committee is one of the most important functions a Chapter President will fulfill as a part of her duties. Committee members must be knowledgeable about the organization and the internal workings of the Committee, dedicated to the organization's objectives, fair-minded and willing to commit the time required to fulfill the Committee's mission.

B. Mission Statement

The Nominations Committee mission to select and propose the most qualified slate of candidates for Executive Committee positions of WBASNY. To that end, it is the policy of both the Committee and WBASNY that achievement or retention of any given position on the Executive Committee (with the exception of President-Elect) cannot and will not guarantee succession to any other position in the future. Rather, it is the Committee's duty to:

1. Accept and review nominations from individual candidates or from individuals or from chapters proposing nominees;
2. Solicit and actively recruit individuals from the membership;
3. Interview the nominees;
4. Weigh carefully each nominee's qualifications in light of all enumerated considerations noted herein and any other deemed pertinent by the Committee; and
5. Vote on and report to the President, pursuant to the By-Laws, the most qualified slate of candidates every year.

C. Election of Nominating Committee Co-Chairs

1. There shall be three (3) Co-Chairs of the Nominations Committee.

2. Candidacy for Co-Chairs is open to all Delegates and Alternates. The Co-Chairs of the Nominations Committee shall also be their respective Chapter Delegates to the Committee.
3. Absent extenuating circumstances, (e.g., when there are not candidates from each area), no two Co-Chairs may be from the same geographic region. Ideally, there shall be one Co-Chair from each region, defined for purposes of this section as “Eastern” (to include Bronx, Brooklyn, Nassau, New York, Queens, Staten Island, and Suffolk); “Midstate” (to include Adirondack, Capital, Del-Chen-O, Mid-Hudson, Orange-Sullivan, Rockland, Westchester); and “Western” (to include, Central, Finger Lakes, Mid-York, Rochester, Thousand Islands, and Western New York).
4. Each Co-Chair of the Committee shall serve a three-year term. The terms are staggered, ensuring continuity of Co-Chairs for successive years.
5. Each year, the Co-Chair who has completed her third year of service will cycle off as Co-Chair and one Co-Chair will be elected by the Committee, ideally from the region from which the third-year Co-Chair has cycled off.
6. No member of the Committee shall serve as Co-Chair of the Committee for more than three consecutive years without an absence from the Co-Chair position for one year, (but the member may continue to serve on the Committee).
7. If a Co-Chair is unable to complete the full three-year term, the Committee shall elect a replacement from the Committee, (ideally from the same geographic region), to fill the unexpired term of such Co-Chair.
8. The annual election of the new Co-Chair shall take place during the Committee’s September meeting. Each Chapter present at the meeting will have one (1) vote.
9. In the event more than one person is nominated for the position, the election shall be conducted by secret ballot and the two sitting Co-Chairs will count the ballots and announce the results to the Committee directly following the vote.

D. Delegate/Alternate Delegate Qualifications

Delegates and Alternate Delegates to the Nominations Committee should possess, whenever possible, the following qualifications, (not necessarily in the following order):

1. **Delegates:**
 - i. Knowledge of By-Laws of the organization;
 - ii. General familiarity with the history of the organization;
 - iii. General familiarity with prior officers of the organization;
 - iv. Time availability and commitment to attend local chapter’s board meeting to report back to the chapter on the procedures and progress of the Nominations Committee throughout the year;
 - v. Specific familiarity with the requirements and responsibilities of the various positions on the Executive Committee;
 - vi. Time availability and commitment to attend Nominations Committee meetings in September, November, January (two) and the Voting Meeting,

- (note that additional meetings may be scheduled from time to time, as necessary); and
- vii. The ability to hold confidential sensitive discussions regarding nominees that take place at Nominations Committee meetings.

2 **Alternate Delegates:** See i, ii, v, vi and vii above.

E. General Duties of Delegates and Alternate Delegates

1. Prior to or at the first Nominations Committee meeting, Delegates and Alternate Delegates should review this manual, the WBASNY By-Laws and the descriptions of the Executive Committee positions. Delegates and Alternate Delegates should also review and familiarize themselves with WBASNY Committees and Chapter structure as consideration of any nominee's qualifications necessarily will involve review of that individual's prior and current involvement in both her individual chapter and WBASNY.
2. Prior to, or at the first Nominations Committee meeting (September), **all** Delegates and Alternate Delegates shall return an executed Statement of Compliance to the designated Co-Chair.
3. Delegates should be prepared to attend and actively participate in the September, November, January Candidate Review meeting, (which shall be held after the application due date and not less than three (3) days prior to the January Interview Meeting), January Interview Meeting and Voting Meeting, and any additional meetings that may, from time to time, become necessary), and report back to their chapters following each meeting on Committee activity and progress, the possible Executive Committee positions to be filled and all potential nominees for those positions.
4. Prior to the Candidate Review Meeting, the Nominations Committee Delegates and/or Alternates shall conduct reviews of each candidate that shall include reviewing each candidate's application and supporting materials, and discussing the candidates with the following members of their chapter: Chapter President, Chapter Treasurer, and, if applicable, members of their Chapter who hold WBASNY Committee Chair positions. The discussion should include, but is not limited to, their Chapter's interaction(s) with their Chapter's Officer liaison, their Chapter's Treasurer's interactions(s) with the WBASNY Treasurer, the Chapter's WBASNY Committee Chair's interaction(s) with the Committee's Officer liaison, any observation(s) of current WBASNY Officers, and any additional information concerning the candidates that the Delegate and/or Alternate believes is relevant to and may aid the Nominations Committee in the election process. Committee Delegates and/or Alternate Delegates shall present their candidate reports to the Committee, for discussion by the Committee, at the January Candidate Review Meeting. In the event neither the Delegate nor Alternate can attend the Candidate Review Meeting, one or both shall provide, not less than 1 day prior to said meeting, a written summary of their candidate report(s) to the Committee Co-Chairs, which information the Co-Chairs shall share with the entire Committee at the meeting.

5. Delegates and Alternate Delegates are strongly encouraged to participate in all Committee meetings, except that only the Delegate OR the Alternate Delegate may attend the Voting Meeting and the representative attending the Voting meeting must have attended the Interview Meeting. If a Delegate cannot attend a meeting and an Alternate Delegate will be going in her place, the Delegate must make sure that the Alternate Delegate is familiar with everything that has happened to date, has any Committee memorandum and/or other necessary document(s), and is prepared to actively and intelligently participate at the meeting.
6. The Nominations Committee Delegate is the primary liaison between the Committee and her chapter and therefore, the Delegate should be prepared to consult the chapter's Executive Committee and/or Board of Directors and solicit qualified chapter members for proposals to the Committee, present and speak for her chapter's nominee(s) to the Nominations Committee, share all information and submissions regarding other nominees with her chapter, make recommendations to the chapter regarding the distribution of the chapter's vote for specific nominees, obtain chapter direction on how to vote and cast her chapter's votes accordingly at the Voting meeting of the Nominations Committee.
7. If there is a nominee from her chapter, it is the Delegate's responsibility, in conjunction with the Committee Co-Chairs, to make sure that she is aware of the questions that will be asked, the date, time and place of any interview scheduled by the Nominations Committee and inform her of the outcome of the vote.
8. In addition, Delegates must review and act on all communications from the Committee Co-Chairs.

F. General Duties of Nominations Committee Co-Chairs

1. Obtain, maintain, and distribute to every Committee member and the WBASNY President a Committee list that includes the names and contact information of the Chapter Delegates and Alternate Delegates, a copy of pertinent WBASNY Bylaws and this Procedures and Policies Manual.
2. Prior to every Nominations Committee meeting other than the first, advise every Committee member in writing of the date, place and time of the upcoming meeting, and general agenda thereof, attaching documents as necessary, and:
 - i. Attend and run each Committee meeting;
 - ii. Ensure that minutes of all meetings are kept, (discussion of the merits of individual candidates shall not be recorded);
 - iii. Ensure that at least ten (10) days before the January meeting each Committee member has received the candidate applications with resumes and other supporting documentation attached, as well as the schedule of candidate interviews;
 - iv. Prepare the schedule of candidate interviews for the January meeting and coordinate any special needs, (conference call, speaker phone, etc.), with the WBASNY Executive Director;

- v. Report on the proposed slate in writing to the WBASNY President on or before March, pursuant to the Bylaws; and
- vi. Report to the WBASNY Board after each meeting.

G. General Agenda for Each Nominations Committee Meeting

1. First Nominations Committee Meeting (September):

- i. Review of Delegates to the Committee, obtaining names, addresses, telephone/fax, etc.;
- ii. Election of Committee Chairs;
- iii. Ensure that each Committee member signs the Statement of Compliance;
- iv. Review dates of future Committee meetings;
- v. Select dates by which self-proposed or committee-external proposed candidates must submit materials and make a determination as to the required materials;
- vi. Discuss interviews, interview procedures and questions; and
- vii. Chair(s) report to Board.

2. Second Nominations Committee Meeting (November):

- i. Review and approve minutes from the previous meeting;
- ii. Review dates for candidate submissions;
- iii. Discuss available positions;
- iv. Review selection and recommended criteria for nominees;
- v. Review interview procedures, times and interview questions;
- vi. Agree on standard interview questions that will be asked of all candidates by one or more Co-Chairs, (members are limited to questions which may clarify or amplify the candidate's answer);
- vii. Draft newsletter release about committee activities, call for nominations and dates for nominee submissions;
- viii. Discuss voting procedures/voting requirements; and
- ix. Chair(s) report to Board.

3. Third Nominations Committee Meeting – the “Candidate Review Meeting” (January):

- i. Delegate and/or Alternate candidate reports as outlined in Section E (4) above;
- ii. Discussion of candidate reports; and
- iii. Discussion of additional question(s) that should be asked of specific candidates, based upon candidate reports.

4. Fourth Nominations Committee Meeting – the “Interview Meeting” (January):

- i. Review and approve minutes from the previous meeting;
- ii. Interview candidates, (all questions to the candidates will be asked by the Co-Chairs. Committee members may ask questions to clarify or amplify a candidate's answer);
- iii. Candid discussion of qualifications of nominees and review of factors for consideration in proposing slate of officers to the Board; and
- iv. Chair(s) report to Board.

5. Fifth Nominations Committee Meeting-the “Voting Meeting” (March):

- i. Review and approve minutes from the previous meeting;
- ii. Discussion of positions and candidates;
- iii. Any chapter that has a candidate(s) for any position(s) may speak on behalf of that candidate's qualifications for the position sought; and
- iv. Votes shall be cast for nominees in the following order: President-Elect, Vice Presidents, Treasurer, Corresponding Secretary and Recording Secretary.
- v. Only a Delegate or Alternate Delegate who has attended the candidate interviews shall be allowed to vote.
- vi. The voting meeting may be conducted virtually, with the use of approved commercial-voting software. All votes shall be conducted by secret ballot and the Co-Chairs shall promptly announce the results of each candidate vote to the Committee at the conclusion of that vote.

H. Considerations for Selection of Nominees for the Proposed Slate of Officers

The Nominations Committee is charged with proposing the most qualified slate of nominees to the Executive Committee of WBASNY. In making this determination a number of factors should be considered including, but not limited to, the following:

1. Qualifications of the nominee for the desired position;
2. Accomplishments, leadership roles, responsibility and success with respect to involvement in organization projects;
3. Articulated vision for the sought-after position, and for the organization;
4. Level and depth of service on the WBASNY Board, WBASNY committees, special projects, subcommittees, ad hoc committees and, where appropriate, the WBASNY Executive Committee;
5. Level and depth of service on the chapter level, including leadership positions, committees, their chapter Board, special projects, and ad hoc and special committees;
6. The individual's ability to contribute diversity to the Executive Committee, including but not limited to diversity in the following areas: geographic, cultural, ethnicity, color, age, substantive area of practice, (i.e., public, private or non-traditional), gender, sexual orientation, special interests, greater community involvement, alternative bar association activities and involvement, and membership in the judiciary;

7. For nominees already serving on the Executive Committee, WBASNY By-Laws term limitations;
8. Interest in a particular position;
9. Balance of individual strengths and weaknesses;
10. When appropriate to the position, the ability to be a persuasive, articulate and a credible spokesperson for the organization;
11. Level and degree of activity and interest in seeking support for their candidacy;
12. Advocacy on behalf of WBASNY's goals and missions inside and outside of the organization;
13. Chapter geographic balance on the Executive Committee; and
14. The presence or absence of a letter of support from the nominee's Chapter President, (alternatively, the Committee will consider a letter from a majority of the Executive Committee of the nominee's Chapter's Board or a significant number of the Nominee's Chapter's Past Presidents).

I. **Additional Items**

1. **Chapter Delinquency on Appointing Delegate/Alternate Delegate:** Due to the need to appoint Delegates in a timely manner, the following procedures are hereby adopted:
 - i. For chapter failure to appoint a Delegate by the adjournment of the first Board Meeting in September, absent extenuating circumstances, the delinquent chapter loses the ability to vote on any issue before the Committee at the second Nominations Committee meeting in November.
 - ii. If a chapter fails to appoint a Delegate by the third Board meeting in January, the delinquent chapter shall lose the right to vote or advocate for any candidate.
2. **Attendance at Nominations Committee Meetings:** Both the Delegate and the Alternate Delegate may and are strongly encouraged to attend the first four (4) Committee meetings. As for the Voting meeting, either the Delegate OR the Alternate Delegate may attend, but not both, and the representative attending the Voting Meeting must have attended the Interview Meeting. All Nominations Committee meetings are closed to the general membership and non-committee members are to be absolutely excluded until the Committee meeting officially adjourns.
3. **Split of Votes:** Pursuant to the WBASNY By-Laws, the number of votes cast by each chapter at the Voting Meeting is determined by the number of members of the chapter, as certified by the WBASNY Treasurer on January 31 of each year. While only one person may be elected to fill the positions of President-Elect, Corresponding Secretary, Recording Secretary and Treasurer, there are three Vice Presidents of WBASNY and therefore, every Chapter has three times its allotted number of votes to cast for the Vice President positions. Chapters may elect to split the total number any way they choose, i.e., a Chapter may cast its entire allotment for one Vice President nominee; may cast one- third of its allotment of

- votes for each of three candidates and so on. The top three vote-getters will be proposed as the three Vice Presidents for the upcoming year.
4. **Virtual Meetings:** All Nominations Committee meetings may be held virtually, in accordance with WBASNY directives and/or procedures.
 5. **Confidentiality:** Committee members must recognize the need for forthright and candid discussion regarding proposed nominees' strengths, weaknesses and relative qualifications for the position sought vis-a-vis other nominees. While a function of the Delegate/Alternate Delegate is to convey meaningful information about each nominee to the Board of their respective Chapters, the committee person must recognize, acknowledge and maintain, as confidential, sensitive information and/or discussions that take place at committee meetings. Sharing such information with anyone aside of the Committee members, except for the President of the Association, destroys the credibility of the Committee and detrimentally affects the integrity of the entire nominations process. As such, Committee members are not permitted to discuss such matters with non-committee members, especially nominees.
 6. **Absolute Dates:** The Committee will select dates certain by which nomination materials must be submitted however, if there are not enough applications to fill all of the available positions, the Committee Co-Chairs shall extend that date to allow for more people to submit applications. If a candidate's materials are not submitted by the due date, the candidacy will not be considered for any position for which there is more than one proposed nominee and may be rejected outright.
 7. **Advocacy on behalf of candidates:**
 - i. There shall be no communication of any kind regarding advocacy on behalf of potential candidates to any Nominating Committee Delegate/ Alternate Delegate or Chapter President prior to the final submission date for candidate applications. As an organization committed to supporting women, negative campaigning or defamatory tactics aimed at other candidates are considered inappropriate and shall not be tolerated.
 - ii. No promise may be made to bind a Chapter by any person acting on behalf of a Chapter for future elections.
 - iii. Violation of any of the above, if found to be intentional and flagrant, will result in the loss of that Chapter's right to vote only for that election.
 - iv. Violations are to be reported in writing to the three Co-chairs and the WBASNY President. If, by majority vote of the Co-chairs, it is determined that the violation is intentional and flagrant, the violation shall be reported to the Committee at the next Committee meeting and voted upon by the Committee. A 2/3 vote of Committee members present at said meeting, with one vote per chapter, shall be required to terminate a Chapter's right to vote.