DRAFT* Minutes of the National Bar Association
Closing Plenary Meeting
At the 2019 Annual Meeting
Sheraton Times Square, New York City
July 25, 2019, 9:00 a.m.

* Draft minutes are subject to revision by the Secretary, Assistant Secretary and approval by the Board of Governors

The Closing Plenary Session of the Board of Governors of the National Bar Association was called to order on July 25, 2019 at 9:12 a.m. by the National Bar Association (“NBA”) President-Elect, Dean Alfreda Robinson, in the Chair as requested by Joseph Drayton, NBA President, and Ashley Upkins, NBA Assistant Secretary, present.

The Assistant Secretary called the roll by state representation and a quorum was established.

Paula Edgar, Chair of the Nominations Committee, gave remarks regarding the election results.

Sheila Boston, New York, made the following motion:
I move for the approval and certification of the election results as read by Paula Edgar.

The motion was adopted.

Lynn Whitfield, Florida, raised a question related to the determination of “fully registered” for purposes of voting eligibility.

Norma Hutchison, Chair of the Issues and Resolutions Committee gave the report of the committee (attached).

Mavis Thompson, Past President of the NBA, made the following motion:
I move to ratify the resolutions passed by the NBA Board of Governors since the organizations 2018 Annual Meeting.

The motion was adopted.
Mavis Thompson, Past President of the NBA, made the following motion:
I move to ratify the resolutions passed by CBAC since the organizations 2018 Annual Meeting.

The motion was adopted.

*CBAC is the Coalition of Bar Associations of Color and is composed of the National Native American Bar Association, the National Bar Association, the Hispanic Bar Association and the National Asian Pacific American Bar Association.

Taa Grays, NBA General Counsel, made the following motion:
I move to ratify all remaining proposed resolutions passed since the last Annual Meeting.

The motion was adopted.

Lamont Bailey, Chair of the NBA Constitution and Bylaws Committee, presented the Constitution and Bylaws Committee Report (attached).

Maria John, Member-at-Large, made the following motion:
I move that Amendment #3 as proposed by the Constitution and Bylaws Committee be adopted and ratified.

The motion was adopted.

Vanita Banks, Past President of the NBA, made the following motion:
I move that the proposed amendments be considered separately.

The motion was adopted.

Taa Grays, NBA General Counsel, made the following motion:
I move for the approval of proposed Amendment #1 subject to the approval of proposed Amendment #7.

The motion was adopted.

Maria John, Member-at-Large, made the following motion:
I move that the conducting of the Leadership Development Institute be removed from the Administration and Facilities Committee and moved to the Board Governance Committee.

The motion was adopted.

Khyla Craine, Member from Michigan, made the following motion:
I move that the last sentence of proposed Amendment # 7 read as follows: The Leadership Development Institute shall be held at least three times per year at the mid-year meeting and at such other times and places at the
discretion of the Committee for the purpose of preparing members to hold leadership positions in the Association.

The motion was not adopted.

Arlene Knighten, Member from Louisiana, made the following motion after accepting a friendly amendment from Sheila Boston, New York: I move that proposed Amendment #1 be amended to remove the NBA General Counsel from the Board of Governance and that the Board of Governance shall consist of seven members including four members appointed by the President that shall serve two-year terms.

The motion was adopted.

Lynn Whitfield, Florida, made the following motion: I move that proposed Amendment #1 be amended to remove the Chair of the Nominations Committee from the Board of Governance.

The motion was adopted.

Everett Simmons, _____, made the following motion: I move that proposed Amendment #1 be amended to include “The Board Governance Committee should consist of seven (7) members including, at least two Past Presidents…” (emphasis added).

The motion was adopted.

Vanita Banks, Past President of the NBA, made the following motion: I move that first sentence of proposed Amendment #1 be amended to change to the word “should consist” to “shall consist.”

The motion was adopted.

Sheila Boston, New York, made the following motion: I move for the adoption and ratification of proposed Amendment #1 with the following language: “The Board of Governance Committee shall consist of 7 members including at least 2 past presidents and four members appointed by the President that shall serve two-year terms. This committee shall be responsible for the recruitment, orientation, self-assessment, continuing education and board management. It shall develop a board member and officer recruitment strategy, taking into account desired skill sets and diverse perspectives and shall continually identify and recruit candidates for the board, committee and officer positions consistent with such strategy. It shall also implement and manage a regular process of evaluating board members individually and collectively to ensure effectiveness. Lastly, the committee should develop and implement a plan for continually educating
the board - including conducting of the Leadership Development Institute - and continually strengthening the bonds among such individuals to encourage independent expression of ideas and collaborative decision-making. The Leadership Development Institute shall be held at least once per year at the mid-year meeting and at such other times and places at the discretion of the Committee for the purpose of preparing members to hold leadership positions in the Association.”

The motion was adopted.

Everette Simmons, Member, made the following motion:
I move for the adoption and ratification of proposed Amendment #2.

The motion was not adopted.

Hon. Anne-Marie Clark, Missouri, made the following motion:
I move to adopt the language of proposed Amendment #4 including that the Ethics and Professional Responsibility Committee shall consist of eight (8) members, including two members from the Judicial Council.

The motion was not adopted.

Former Senator, Arthenia Joyner, Member, made the following motion:
I move for the language of proposed Amendment #4 that the Ethics and Professional Responsibility Committee shall consist of nine (9) members.

The motion was adopted.

Vanita Banks, Past President of the NBA, made the following motion:
I move for the deletion of the language from proposed Amendment #4 specifically section F. that reads “Receive and investigate violations of the Board Code of Conduct and recommend action in resolution of the complaint to the Board; and G. Investigate whenever a member has been reprimanded suspended or disbarred. After the Committee completes its investigation, the Committee shall recommend to the Board any action(s) it deems appropriate.; and H. Adopt such rules as it considers appropriate relating to the procedures to execute its responsibilities as outlined above, effective when approved by the Board.”

The motion was adopted.

Taa Grays, NBA General Counsel, made the following motion:
I move that Amendment #5, Section 9 be adopted as proposed by the Constitution and Bylaws Committee.

The motion was adopted.
Bernice Walker, Member, made the following motion:

I move that the terms of the Board of Governance Committee as articulated in Amendment # 7 be amended to include staggered as follows- one past president shall have a two-year term; one past president shall a one-year term; three of the committee members shall have a two-year term and the two remaining committee members shall have a one-year term.

The motion was adopted.

Lamont Bailey, Chair of the Constitution and Bylaws Committee, announced to the Body because proposed number 2 failed, proposed amendment number 6 is withdrawn.

Announcements.

Meeting adjourned 11:33am.

Attached
- Issues and Resolutions Committee, Report of Chair Norma Hutcheson
- Proposed Amendments to the NBA Constitution and Bylaws, Report of Constitution and Bylaws Committee Chair, Lamont Bailey

Ashley L. Upkins
National Bar Association Secretary