



NATIONAL BLACK LAW STUDENTS ASSOCIATION  
1225 11th Street, NW  
Washington, D.C. 20001-4217

## TABLE OF CONTENTS

The Constitution of the National Black Law Students Association

ARTICLE I.	THE ASSOCIATION .....	1
ARTICLE II.	ASSOCIATION MEMBERSHIP .....	2
ARTICLE III.	THE NBLSA GENERAL ASSEMBLY.....	5
ARTICLE IV.	THE NBLSA BOARD OF DIRECTORS.....	9
ARTICLE V.	REGIONS .....	13
ARTICLE VI.	NATIONAL OFFICERS, EXECUTIVES, AND STAFF .....	15
ARTICLE VII.	FINANCIAL AFFAIRS .....	17
ARTICLE VIII.	GENERAL PROVISIONS.....	19
ARTICLE IX.	AMENDMENT PROCEDURES, BYLAWS AUTHORIZATION, AND ORGANIZATIONAL DISSOLUTION .....	21

## PREAMBLE

Pursuant to the Articles of Incorporation, as certified by the State of New York on December 24, 1969, the National Black Law Students Association, Inc., sets forth the following corporate constitution to govern the activities, objectives, and aims of the Association.

## THE CONSTITUTION

### ARTICLE I. THE ASSOCIATION

#### *Section A. Name and Mission*

Subsection 1. The name of this association is the **National Black Law Students Association, Inc.** (“NBLSA” or “the Association”), a non-profit corporation registered under the laws of the State of New York.

Subsection 2. The mission of NBLSA shall be “to increase the number of culturally responsible Black and minority attorneys who excel academically, succeed professionally, and positively impact the community.”

#### *Section B. Objectives and Purposes*

Subsection 1. The purposes of NBLSA shall be to utilize the collective resources of its chapters and members to:

- (i) Articulate and promote the educational, professional, political, and social needs and goals of Black law students;
- (ii) Foster and encourage academic and professional competence among Black law students and attorneys;
- (iii) Improve the relationship between Black law students, Black attorneys, and the American legal structure;
- (iv) Instill in the Black attorney and law student a greater awareness and commitment to the social, political, and legal needs of the Black community;
- (v) Influence the legal system by advocating for and bringing about meaningful legal and political change that addresses the needs and concerns of the Black community;
- (vi) Adopt and implement policies of organizational economic independence and promote personal financial freedom;
- (vii) Encourage Black law students to pursue careers in judicial, corporate, and other legal avenues; and
- (viii) Do all things necessary and appropriate to accomplish these purposes.

Subsection 2. The Association shall be empowered to conduct all other necessary and appropriate programming, initiatives, and operations to accomplish these objectives and others set by resolution of the NBLSA General Assembly, or in the interim of its meetings, the NBLSA Board of Directors.

*Section C. Corporate Governance Structure and Organization*

- Subsection 1. There shall be the NBLSA General Assembly, which be the supreme policymaking and oversight body of the Association. The NBLSA General Assembly shall hold the full corporate power of the Association and be empowered to make, review, or reverse decisions of any officer, body, or group of the Association, as well as amend the corporate and governing documents by resolution.
- Subsection 2. There shall be the NBLSA Board of Directors (“Board of Directors” or “Board”), which shall be the executive body of the Association, having power delegated from the NBLSA General Assembly to manage, direct, and guide the corporate and programming affairs of NBLSA, in the interim of meetings of the NBLSA General Assembly.
- Subsection 3. There shall be the National Executives who shall be members of NBLSA appointed by the NBLSA Board of Directors to administer the programming, operational, and advocacy initiatives of the organization.
- Subsection 4. There shall be constituent geographical administrative jurisdictions of the Association known as Regions, which shall consist of groupings of law school BLSA chapters within the same geographical locale listed herein or subsequently approved by the NBLSA General Assembly as a Region. Regions shall be governed by Regional Executive Boards as specified in this Constitution and extant NBLSA policy.
- Subsection 5. There shall be local chapters of the National Black Law Students Association chartered at law schools accredited by the American Bar Associations, upon application to the NBLSA Board of Directors. Such chapters shall constitute the basic voting unit and representative mechanism of the organization, and shall operate under National policies, those of its assigned Region, and those created by the chapter. Such Chapters will be separate legal entities from the organization, in no way dependent on the Association for funding or financial management, but bound to the National organization under the terms of its issued charter.

**ARTICLE II. ASSOCIATION MEMBERSHIP**

*Section A. NBLSA Membership Structure*

- Subsection 1. Membership within the Association shall be understood as the following:
- (i) Law School Chapter Membership: the corporate membership of a law school BLSA chapter within NBLSA, as a voting unit of the Association.
  - (ii) Pre-Law Chapter Membership: the corporate membership of a BLSA Pre-Law chapter within the Association.
  - (iii) Individual Membership: the personal membership of an eligible natural person within the Association, as a law student, pre-law student, or alumni member.

Subsection 2. NBLSA Chapter Membership, either Law School or Pre-Law, shall be effectuated upon an affirmative vote of a majority of the NBLSA Board of Directors to approve an application for NBLSA chapter charter submitted and signed by no less than seven (7) students. A physical charter shall be issued by the National Chair and National Secretary with a copy held by the Association.

Subsection 3. NBLSA Individual Membership shall be effectuated upon the submission and proper clearance of membership materials, including all necessary paperwork and membership fees or dues, to the Association via the membership processes of a duly recognized NBLSA Chapter or other NBLSA entity, in accordance with extant NBLSA policy.

Subsection 4. NBLSA Chapter and Individual Members, upon effectuating membership within the Association, do commit to upholding NBLSA policies, participating in Association activities and initiatives, and furthering the objectives as set forth by the NBLSA Articles of Incorporation and Article I, Section B of this Constitution.

*Section B. NBLSA Chapter Membership*

Subsection 1. Law School Chapter Membership (“BLSA Chapters” or “Local Chapter”) within the Association shall be understood as a chapter with a charter approved by the NBLSA Board of Directors located at an accredited law school within the United States of America.

Subsection 2. Pre-Law Chapter Membership (“BLSA Pre-Law Chapters”) within the Association shall be understood as a chapter with a charter approved by the NBLSA Board of Directors located at an accredited undergraduate and/or graduate institution within the United States of America. For these purposes, each academic institution may charter one (1) pre-law chapter in which any interested undergraduate or graduate student may seek membership.

Subsection 3. Chapter Membership shall be designated and maintained by the Association as “active,” “inactive,” or “dormant” which shall be defined as follows:

- (i) Active Chapter: an “active” chapter shall be a chapter that has accurately submitted its membership reporting paperwork, including any outstanding financial obligations for individual membership.
- (ii) Inactive Chapter: an “inactive” chapter shall be a chapter that has not submitted its membership reporting paperwork, including any outstanding financial obligations for individual membership within the current NBLSA Fiscal Year.
- (iii) Dormant Chapter: a “dormant” chapter shall be a chapter for which no membership information has been received for a period of two (2) NBLSA Fiscal Years. For such chapters, the Association shall devise and publish reactivation procedures.

Subsection 4. Chapters of NBLSA shall be named in accordance with the following naming convention: “(LAW SCHOOL NAME) Chapter of the National Black Law Students Association.”

Subsection 5. In the case of chapter that has adopted an honorific nomenclature in recognition of notable alumni or other persons found to be in alignment with NBLSA’s mission and purposes, the following approved nomenclature may be used: (HONORIFIC NAME) Chapter of the National Black Law Students Association at (LAW SCHOOL NAME).

Subsection 6. Active NBLSA Chapters, and individual members thereof, shall be afforded the following rights within the Association:

- (i) To vote in the annual meeting of the NBLSA General Assembly or NBLSA Pre-Law Divisional Assembly, where applicable;
- (ii) To submit Assembly legislation and be heard by the NBLSA General Assembly or Pre-Law Division Assembly;
- (iii) To field and participate upon teams for National Competitions;
- (iv) To petition the NBLSA Board of Directors for redress of grievances and settling of disciplinary and interpretive disputes;
- (v) To participate in member-only programs, events, and scholarship offerings;
- (vi) To seek and hold office at the Local, Regional, or National level, provided other eligibility thresholds are sufficiently met;
- (vii) To participate on Regional or National committees, working groups, or programming teams; and,
- (viii) All other rights, privileges, and opportunities as may be set forth by NBLSA policy.

*Section C. NBLSA Alumni Membership and the NBLSA Pre-Law Division*

Subsection 1. Alumni Membership shall be defined as any Juris Doctor graduate, not currently enrolled in a law school program, who seeks affiliate membership in the Association. Alumni members shall be empowered to:

- (i) Attend and participate in NBLSA programming and events;
- (ii) Serve on NBLSA alumni councils, task forces, and strategic planning groups;
- (iii) Develop programming, in consultation with NBLSA officers, and advisory guidance for NBLSA leaders on legal industry trends, professional development, and other items complimentary to the mission and purposes of NBLSA.

Subsection 2. There shall be a NBLSA Pre-Law Division, which shall be comprised of the BLSA Pre-Law Chapters as its voting members. The division shall be empowered to elect officers and enact governing documents, under the supervision of the NBLSA General Assembly and designated officers therefrom. The acts of the NBLSA Pre-Law Division shall be compliant with and in conformity to NBLSA policy.

*Section D. NBLSA Individual Membership*

- Subsection 1. Individual law student membership in the Association shall be open to any natural person matriculating at an accredited law school within the United States of America and its territories.
- Subsection 2. Individuals seeking membership shall join through a recognized chapter at their law school institution, complete all necessary membership paperwork, and pay all membership dues as set by the NBLSA Board of Directors.
- Subsection 3. Individual members, having completed all necessary membership requirements under NBLSA policy, shall be entitled to all rights of membership as may be found under Article II, Section B, Subsection 4 of this Constitution.

### ARTICLE III. THE NBLSA GENERAL ASSEMBLY

*Section A. Name and Object*

- Subsection 1. The supreme policymaking and oversight body of the Association shall be the NBLSA General Assembly. It shall hereinafter be referred to as “the General Assembly.”
- Subsection 2. The general authority of the General Assembly shall be to promote the interests and general welfare of the Association, to provide general oversight to NBLSA and its entities, officers, programs, and operations, as well as to regulate and administer the student organization and programming structures of the organization, where appropriate.

*Section B. General Assembly Composition and Voting Membership*

- Subsection 1. The General Assembly shall be generally composed of delegates sent from each active NBLSA Law School Chapter, and shall be constituted at the site of the annual National Convention.
- Subsection 2. For the election of officers, the voting strength of each chapter shall be determined by the number of registered members of the local chapter. Such calculations shall equate to the following voting strength:
- (i) Ten (10) members or less – **one (1) vote**;
  - (ii) Eleven (11) to twenty-four (24) members – **two (2) votes**;
  - (iii) Twenty-five (25) to forty-nine (49) members – **three (3) votes**;
  - (iv) Fifty (50) to seventy-four (74) members – **four (4) votes**; and,
  - (v) Seventy-five (75) members or more – **five (5) votes**.
- Subsection 3. Voting calculations shall be verified by the Director of Membership Development, and shall not be adjusted within thirty (30) days of the opening day of the National Convention.
- Subsection 4. Each attending chapter shall receive one (1) vote on all policy and procedural matters. Each Regional Chair shall also receive one (1) vote, as the *ex-officio* delegate of their Region, on policy and procedural

matters before the Assembly, but shall be disallowed from exercising chapter proxies or voting in any election.

Subsection 5. An active chapter unable to attend the meeting of the General Assembly shall have the right to assign, by proxy, its voting power on policy, procedural, and electoral matters to an attending chapter, provided the following requirements are met of the chapters receiving and assigning the proxy:

- (i) The chapters must be active chapters member of NBLSA, located within the same Region;
- (ii) The chapter receiving the proxy must, itself, have voting delegates registered for the National Convention and in attendance at the plenary session of the General Assembly;
- (iii) The chapter assigning the voting power by proxy must complete any necessary written forms and submit such forms in a manner prescribed by NBLSA policy; and,
- (iv) The chapter receiving and exercising the voting power by proxy shall follow all voting instructions provided by the assigning chapter. In the absence of instructions, the receiving chapter must vote in a manner reasonably construed to be in the best interest of the assigning chapter.

*Section C. Authority, Powers, and Responsibilities*

Subsection 1. The General Assembly shall have the following enumerated powers:

- (i) The General Assembly shall be empowered, by passage of resolutions, to set NBLSA policy, organizational objectives, its programmatic framework, and authorize and direct the creation of initiatives, events, committees, and programs to achieve these ends;
- (ii) The General Assembly shall have power to elect the Association's corporate officers, as well as exercise oversight and hear reports on their performance and stewardship of the organization, where necessary;
- (iii) The General Assembly shall exercise oversight over the operation, administration, and corporate governance of the Association by the Board of Directors and the Regional units and may provide directives to the Board of Directors or any Region for its implementation;
- (iv) The General Assembly shall be empowered to establish committees which shall monitor the operations of major operational and programmatic initiatives, providing recommendations and advice to the National Chair, Board of Directors, and General Assembly in a manner prescribed by the Bylaws.
- (v) The General Assembly shall have a right to be informed on and set forth policy for the use of NBLSA financial resources,

investments, and tangible assets, and shall monitor the stewardship thereof;

- (vi) The General Assembly shall be the final authority on the discipline of officers and individual members and the regulation of NBLSA Chapters and regional entities. The General Assembly alone shall have power, upon written recommendation by the NBLSA Board of Directors, to expel an individual member, reorganize a Region, or revoke the charter of a NBLSA Chapter.
- (vii) The General Assembly shall have exclusive authority to amend the Articles of Incorporation, Constitution, or Bylaws of the Association, except in circumstances as may be provided by this Constitution; and,
- (viii) The General Assembly shall be empowered to define the parameters and details of Association officer and executive duties and powers, where not in conflict with this Constitution or the Bylaws.

Subsection 2. All powers of the Association not herein delegated by this Constitution shall be reserved to the NBLSA General Assembly, until otherwise delegated.

*Section D. Meetings of the General Assembly*

- Subsection 1. The Assembly shall hold an annual meeting of the law school chapter membership. Such a meeting shall be held at a time and location that is announced to the chapter membership in advance and that shall be suitable for transacting the corporate business of the Association.
- Subsection 2. All meetings of the Assembly and applicable meetings of the Assembly committees shall be recorded in minutes maintained by the National Secretary. Reports and legislation voted upon by the Assembly shall be made available to the membership in a manner consistent with the Bylaws and NBLSA policy.
- Subsection 3. Special or Emergency meetings of the Assembly can be authorized in a manner consistent with the Bylaws. Such meetings may not be used to amend any documents listed by Article III, Section C, Subsection 1(vi).
- Subsection 4. For the transaction of Assembly business, a general quorum of a one-fifth (1/5) of the Association's active chapter membership shall be required to be registered at the National Convention. In the meetings of the General Assembly, a working quorum of a majority of registered chapters shall be required to be physically present. In all matters other than election of Association officers, each chapter shall be afforded a single vote.
- Subsection 5. Only delegates who are present and accounted for at any meeting of the Assembly shall be allowed to vote on any question or in any election before the body. Appearance of chapters by proxy, and the exercise of voting powers thereof, shall only be permitted in manner detailed by the Bylaws or legislative acts of the Assembly.



Subsection 6. Non-transactional news, reports, or other happenings may be discussed, but not acted upon, in the absence of a quorum. The sole motions that may be transacted in the absence of a quorum of the General Assembly are the motions to recess and adjourn.

*Section E. Acts of the Assembly and Voting*

Subsection 1. Acts of the General Assembly shall be defined as resolutions and other questions that shall have received a majority of votes cast in the affirmative, unless otherwise stipulated by this Constitution, the Bylaws, special rules of order created by the Assembly, or the selected parliamentary authority of the organization, as defined by Article III, Section F of this Constitution.

Subsection 2. The presiding officer shall only be permitted to cast the deciding vote where it shall affect a question before the General Assembly on which the votes are equally-divided.

Subsection 3. Items passed by the General Assembly shall go into force at the start of the new officer term, unless otherwise specified within the legislation.

*Section F. Parliamentary Authority*

Subsection 1. The most current edition of *Robert's Rules of Order, Newly Revised* shall be the parliamentary authority at all official meetings of the General Assembly and Regional Assemblies, and shall be held as NBLSA policy in any case where any superseding document is unclear or silent.

Subsection 2. The General Assembly and Regional Assemblies may adopt special rules of order that shall regulate the internal operations of the body. Such special rules shall be specifically germane to the transaction of Assembly business.

*Section G. National Committees*

Subsection 1. There shall be standing committees of the Association which shall exist to engage chapters and Regions in oversight of the national business of the organization. They shall be empowered to draft and submit policy recommendations and resolutions for consideration by the Board of Directors and the General Assembly.

Subsection 2. Each committee shall have no less than seven (7) members and no more than nine (9), including a member from each region and a chairperson appointed by the National Chair, where not specified by the Bylaws. Members of the committee must hold the same eligibility requirements as found in Article VI, Section E of this Constitution.

Subsection 3. The following standing national committees shall serve the Association's mission and operations:

- (i) Advocacy and Social Action Committee
- (ii) Governance and Operations Committee
- (iii) Finance and Administration Committee
- (iv) Membership Development Committee
- (v) Committee on National Competitions

- (vi) Academic and Professional Development Committee
- (vii) Committee on Standards and Discipline

Subsection 4. The committees, including National Officers and Executives assigned as *ex-officio*, non-voting resource members to such committees, shall be further defined by the Bylaws.

Subsection 5. Each committee shall be required to meet no less than twice in each NBLSA term, including once at the site of the annual meeting of the NBLSA General Assembly. The committees may use such electronic or other telephonic means to meet and discuss pertinent matters.

Subsection 6. The policy scope of each committee shall be defined in the Bylaws.

## **ARTICLE IV. THE NBLSA BOARD OF DIRECTORS**

### *Section A. Purpose and Powers*

Subsection 1. The NBLSA Board of Directors (“the Board”) shall govern and manage the affairs of the Association in the interim of the meetings of the NBLSA General Assembly.

Subsection 2. The Board shall be empowered set strategic direction and focus for the organization, its officers, and its components, as well as programmatic and financial targets. The Board shall have delegated authority to coordinate the efforts of Regions and chapters on issues of advocacy, social action, programming, as well as academic and professional competency.

Subsection 3. The full Board of Directors shall be empowered to perform such acts as the General Assembly may, itself, perform except where pre-empted by an Act of the General Assembly.

Subsection 4. The Board, and the members thereof, shall serve as the organization’s primary ambassadors and shall work to create connections, networks, and appropriate alliances for the edification of NBLSA’s purposes and mission.

Subsection 5. The Board, alone, shall be the authority on the interpretation of this Constitution, the Association Bylaws, and policies passed by the Assembly or the Board, itself. Such interpretations as outlined by the Board are subject to review by the General Assembly.

Subsection 6. The Board shall be responsible for the corporate relations of the Association, with each Board member responsible for outreach to appropriate entities for the solicitation of charitable contributions, in-kind gifts, and other substantive development efforts towards funding the programmatic endeavors of the organization.

Subsection 7. The Board shall manage and attend to the legal and compliance obligations and responsibilities of the Association, including but not limited to filings required federal and state tax and charitable entity law.

- Subsection 8. The Board shall have power to hire, terminate, assess, and control such professional staff members as may be financially feasible, prudent, and necessary for the operations of NBLSA. The Board may also solicit professional volunteers and other staff persons as may be necessary to transact the business of the organization.
- Subsection 9. The Board shall be empowered to receive reports from the Association's officers, executives, and staff as the National Chair or the Board, itself, may direct to effectuate proper oversight of organizational affairs.
- Subsection 10. The Board shall be empowered to procure and manage the physical and intangible assets of the organization, including any physical office space, equipment, or intellectual property owned by NBLSA.
- Subsection 11. The Board shall exercise any other duties required or allowable by federal, state, and local law.

*Section B. Board Composition, Quorum, and Voting*

Subsection 1. The Board of Directors shall consist of the following positions:

- (i) The National Chair;
- (ii) The National Vice Chair;
- (iii) The National Secretary;
- (iv) The National Treasurer;
- (v) The National Attorney General;
- (vi) Five (5) National Board Members-at-Large;
- (vii) The Regional Chairs;

Subsection 2. There shall be a Parliamentarian who shall serve as a non-voting, *ex-officio* advisor to the Board of Directors. The immediate past National Chair shall serve as a non-voting, *ex-officio* transition advisor to the Board a period of sixty (60) days after the conclusion of his/her term. Non-voting Board advisors shall not be members of the Board or count toward quorum, nor shall they be empowered to be assigned a proxy for any sitting Board member.

Subsection 3. The chair of the National Alumni Advisory Council and the chair of the NBLSA Pre-Law Division shall be invited to all meetings of the Board of Directors, having rights to speak and raise questions, but not to vote. Such positions shall not be members of the Board or count toward quorum, nor shall they be empowered to be assigned a proxy for any sitting Board member.

Subsection 4. Members of the Board of Directors shall be the fiduciaries of the Association, as applicable under federal and New York state law, and shall at all times operate in the best interests of NBLSA and its members.

Subsection 5. For all meetings of the Board, a majority of Board members shall be required to constitute a sufficient quorum for the transaction of business. Each member of the Board, or proxy holder thereof, shall receive one (1) vote on all matters.

Subsection 6. A simple majority of the Board voting in the affirmative shall be the required vote threshold for passage of any substantive or procedural matter under consideration, unless explicitly specified in this Constitution, the Bylaws, or General Assembly legislation.

*Section C. Meetings of the Board*

Subsection 1. The NBLSA Board of Directors shall meet in person four (4) times per term to transact the business of the Board. Special or emergency meetings of the Board may be held pursuant to the Bylaws.

Subsection 2. The Board may use electronic means, including telephonic and video conference technologies, to conduct official meetings and votes of the Board. Such meetings and votes shall be recorded by the National Secretary and made available to the membership in a manner prescribed by NBLSA policy.

Subsection 3. The schedule of meetings of the Board shall be made public, and at no time shall the Board, or any subset thereof, meet at a time or place that is secret from the members of the Board or the membership at large.

Subsection 4. At no time, shall any meeting of the Board be scheduled within seventy-two (72) hours of any administration of the Multi-State Professional Responsibility Exam.

*Section D. Committees of the Board*

Subsection 1. The NBLSA Board of Directors shall have the following standing committees to oversee the corporate operations of the organization:

- (i) Executive Committee
- (ii) Audit and Governance Committee
- (iii) Finance and Operations Committee
- (iv) Programming Committee
- (v) Fundraising and Development Committee

Subsection 2. The committees shall be composed of members of the Board, and shall oversee the strategic direction and progress of the operations under its charge. The National Chair shall be empowered to assign the chair and members of Board committees, where not specified in the Bylaws.

Subsection 3. The Board shall define and set forth a permanent charter for each committee to outline its purposes and aims, where not otherwise specified in NBLSA policies.

Subsection 4. The Board may establish certain ad-hoc committees for the resolution of specific issues or the execution of specific programming or initiatives. Ad-hoc committees shall immediately disband upon the conclusion of the task for which it was created or by order of the Board or General Assembly.

*Section E. The Executive Committee*

Subsection 1. The Executive Committee is appointed by the NBLSA Board of Directors to aid the Board in handling business or other matters which, in the opinion of the National Chair or a majority of the committee,

should not be postponed until the next scheduled meeting of the Board and where a special meeting of the full Board would not be sufficiently expedient to safeguard the operational integrity of the Association.

Subsection 2. The Committee shall be comprised of no fewer than three (3) members and no more than seven (7) members, each of whom shall be a member of the Board of Directors. The composition of the committee shall include the National Chair, as committee chair, the National Secretary and those members nominated and elected by the full Board of Directors, which must include one Regional Chair and one Member-at-Large.

Subsection 3. The Executive Committee shall be subordinate and responsible to the Board of Directors and may not take contrary or conflicting actions, including actions the full Board, itself, has expressly or implicitly repudiated.

Subsection 4. In such situations where the Executive Committee determines that it must act, the Executive Committee shall have and shall exercise the powers of the Board of Directors in managing the business and affairs of NBLSA, but shall not usurp or seek to usurp the corporate governance and general oversight functions of the Board of Directors as contemplated by Section A of this Article.

Subsection 5. The Committee shall meet at the call of the National Chair, with minutes recorded for any meeting held and all decisions reported in full to the Board of Directors for its review.

Subsection 6. The Executive Committee shall not have the powers of the Board for:

- (i) Those matters which are expressly delegated to another committee of the NBLSA Board of Directors or the full Board of Directors;
- (ii) Matters which under the New York Not-for-Profit Corporation Law, the Association's Articles of Incorporation, or this Constitution and the Bylaws cannot be delegated by the Board to a committee;
- (iii) Adoption of any resolution or measure calling for the dissolution, merger, or termination of the Association or any recommendation of the sale of Association assets or property;
- (iv) Filling vacancies on the Board, the creation of ad-hoc committees or subordinate directors, or appointment of Board members to vacancies on Board committees;
- (v) Approving the hire of any paid professional staff or approval of any contract encumbering the organization for amounts greater than \$500.

## ARTICLE V. REGIONS

### *Section A. Composition and Location*

- Subsection 1. The Regions of NBLSA shall be constituent administrative units of the national organization, empowered to administer the programs of the Association and monitor chapter progress within an assigned geographical jurisdiction, in accordance with NBLSA policy.
- Subsection 2. Regions may enact a set of governing documents, including a constitution and bylaws, and shall be empowered to create policies, procedures, and practices to administer the affairs of the Region.
- Subsection 3. Regions shall be governed by a Regional Assembly, comprised of the active chapters located within the geographic location, and administered by a Regional Executive Board. The Regional Assembly shall meet annually to transact its business and elect Regional Officers in a regional convention executed prior to the National Convention.
- Subsection 4. Regional Executive Boards shall consist of no less than, but not limited to, the following mandatory officers:
- (i) The Regional Chair;
  - (ii) The Regional Vice-Chair;
  - (iii) The Regional Secretary;
  - (iv) The Regional Treasurer;
  - (v) The Regional Attorney General;
  - (vi) Sub-Regional or State Directors;
- Subsection 5. Such officers in Subsection 4 of this Section shall be elected by each Regional Assembly, in a manner prescribed by each Region's applicable regional governing documents. Other officers may be elected or appointed as each set of regional governing document may provide.
- Subsection 6. Each Region shall also have a Parliamentarian, who shall serve as a non-voting advisor to the Board.
- Subsection 7. The Regions shall be named and apportioned as follows:
- (i) Northeast Region: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, and Vermont.
  - (ii) Mid-Atlantic Region: Delaware, Maryland, Pennsylvania, Virginia, West Virginia, and the District of Columbia.
  - (iii) Southern Region: Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, Puerto Rico, and the Virgin Islands.
  - (iv) Midwest Region: Illinois, Indiana, Michigan, Minnesota, Ohio, Kentucky, and Wisconsin, Iowa, Missouri, North Dakota, South Dakota, Nebraska, Kansas, Montana, and Wyoming
  - (v) Western Region: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Nevada, New Mexico, Oregon, Utah, Washington, and Guam.
  - (vi) Southwest Region: Arkansas, Louisiana, Oklahoma and Texas.

Subsection 8. The Regions shall be empowered to organize committees for the purposes of administering operations or executing programming and initiatives. Such committees may not conflict with the operations or duties of committees of NBLSA or its Board.

Subsection 9. Each region shall be empowered to define the duties of their officers, where not pre-empted by NBLSA policy. For positions mandated by this Constitution, Regions shall stipulate duties that are similar in nature to the duties of their national counterparts, where applicable.

*Section B. Regional Operations*

Subsection 1. Regions of the Association are constituent units of NBLSA, divided internally for administration of NBLSA's nationwide mission. Regions are not and shall not be seen as, termed as, or given the appearance of being legally separate entities, except as permitted by the governing documents of NBLSA. Regions shall be bound to and governed by Association policy, at all times, and shall conform policies, programs, and initiatives to the purposes of NBLSA.

Subsection 2. Regional Boards or officers may not, of their own volition, enter into contracts or make representations to promise payment in exchange for any service, product, or initiative. Regions, and any officer thereof, shall not have power to commit the financial resources of the organization without the approval of the Board of Directors, nor shall any Region hire or attempt to hire employees, independent contractors, or consultants without the aforementioned approvals.

Subsection 3. Regions shall enjoy a right of reasonable operational autonomy and programmatic license to create and provide events, initiatives, and innovative content that delivers upon the mission and purposes of NBLSA.

Subsection 4. Regional Officers shall be charged with a general duty to know, understand, and apply the most current policies, practices, and procedures of the organization even-handedly and professionally, with due regard for the interests and welfare of the members of NBLSA.

Subsection 5. Financial resources allocated by the Board of Directors to Regions for the support of Regional programming and initiatives shall at all times remain the property and under the control of the Association. Usage of the financial resources, instrumentalities, and controls of the organization shall be governed by NBLSA policy and relevant law.

Subsection 6. Regions shall not, without Board approval, enact their own financial policies, corporate relations policies, codes of conduct, or codes of ethics. Enactment of such policies shall be the exclusive province of the Board of Directors or the NBLSA General Assembly, unless otherwise provided by extant NBLSA policy.

## ARTICLE VI. NATIONAL OFFICERS, EXECUTIVES, AND STAFF

### *Section A. Scope and Powers*

- Subsection 1. There shall be members of the Association known as the National Officers and Executives who shall be empowered to execute the business of NBLSA in a manner prescribed by the NBLSA Bylaws. They shall be responsible for the specific programs, policies, and initiatives under their charge.
- Subsection 2. The Board of Directors shall be empowered to hire or enlist the assistance of such professional staff as to transact the business of NBLSA. Their duties and responsibilities shall be prescribed by job descriptions issued by the Board of Directors.

### *Section B. Elected National Offices*

- Subsection 1. The NBLSA General Assembly shall elect these national officers to attend to the general business of the organization:

- (i) The National Chair;
- (ii) The National Vice-Chair;
- (iii) The National Secretary;
- (iv) The National Treasurer; and,
- (v) The National Attorney General.

- Subsection 2. There shall be five elected (5) National Board Members-At-Large who shall serve to represent all members of NBLSA on the Board of Directors. Such members shall be prohibited from simultaneously holding a Regional position or another National position.

- Subsection 3. Each Regional Assembly shall elect a Regional Chair, in a manner consistent with NBLSA and Regional policy. Regional Chairs shall serve as members of the Board of Directors, pursuant to Article IV, Section B of this Constitution, and as the Region's delegate to the General Assembly. A Regional Chair may not serve as a chapter officer or in another National position.

### *Section C. Appointed National Executives*

- Subsection 1. The NBLSA Board of Directors shall appoint the following national executives, upon recommendation of the National Chair, to serve the programmatic and operational needs of the organization:

- (i) Director of Membership Operations
- (ii) Director of Programming and Events
- (iii) Director of the Thurgood Marshall Moot Court Competition
- (iv) Director of the Constance Baker Motley Mock Trial Competition
- (v) Director of the Nelson Mandela International Negotiations Competition
- (vi) Director of Pre-Law Affairs
- (vii) Director of Corporate Engagement
- (viii) Director of Community Outreach
- (ix) Director of Advocacy and External Initiatives



- (x) Director of Academic Programs
- (xi) Director of Career and Professional Development
- (xii) Director of Alumni Relations
- (xiii) Director of Communications

Subsection 2. The NBLSA Board of Directors shall be empowered to create such subordinate executives, e.g., assistant directors, as may be necessary to carry out the business of the organization. Such roles shall expire at the close of each term unless renewed by a successive Board.

Subsection 3. The National Chair shall be empowered to directly appoint the Parliamentarian, as well as a Chief of Staff who shall assist in the coordination of the activities of National Executives and administer special projects and initiatives for the Association under the direction of the National Chair.

*Section D. National Staff and Employees*

Subsection 1. The NBLSA Board of Directors shall be empowered to hire or enlist the volunteer services of professional staff to administer the activities of the organization. Such persons shall be vetted in accordance with NBLSA policy. At no time shall the family members, close personal friends, or similarly situated associates of members of the Board of Directors be permitted to serve as paid staff of NBLSA.

Subsection 2. The Board shall adhere to all necessary employment laws and regulations, as well as best practices for Association management in the administration of NBLSA business by professional staff.

*Section E. Qualifications for Election, Appointment, or Hire*

Subsection 1. All officers and executives shall be active members of a NBLSA chapter, at the time of their election or appointment and for the duration of their term, and shall have had at least one (1) semester of financial membership immediately prior to their election or appointment.

Subsection 2. All officers and executives shall be in good academic and conduct standing with their Chapter and academic institution throughout the duration of their term and shall show evidence of such standing as the General Assembly or Board of Directors may require.

Subsection 3. All professional staff, contractors, and volunteers of the Association shall be thoroughly vetted, possessing a reasonable level of competence, skill, and professional background in matters described by the job description issued by the Board.

*Section F. Vacancies, Succession, and Term of Office*

Subsection 1. In the case of the resignation, removal, permanent incapacitation or any other vacancy in the office of National Chair, including the case of no National Chair being elected, the National Vice-Chair shall become National Chair.

- Subsection 2. Should the offices of National Chair and National Vice-Chair be simultaneously vacant, the Board of Directors shall meet within two (2) weeks of the applicable vacancy and the Board of Directors, led by the National Secretary, shall conduct an election for the office of National Chair from among its own number.
- Subsection 3. In the case of vacancies in national positions other than the office of National Chair, the Board of Directors shall be empowered to appoint members to fill the unexpired term, upon recommendation from the National Chair, under a process prescribed by the Bylaws.
- Subsection 4. The terms of office for elected national positions of the Association shall commence on April 1 of the year of their election, and shall conclude at 11:59 pm on March 31 of the subsequent year, unless intervened upon by removal, resignation, ineligibility, or permanent incapacitation.
- Subsection 5. The terms of national and regional executives of the Association, including those officers appointed to fill a vacancy in an elected position, shall run from the point of their applicable appointment by the NBLSA Board of Directors or regional executive board until the conclusion of the term, unless intervened upon by removal, resignation, ineligibility, permanent incapacitation, or other provision of policy, as passed by the General Assembly or contained within the governing documents of the organization.
- Subsection 6. Resignation shall be effectuated by the submission of any necessary transition documentation required by NBLSA policy and the completion of a written letter of resignation transmitted to the National Chair and National Secretary. A sufficiently completed resignation shall be effective upon receipt, unless otherwise specified by the letter or NBLSA policy.
- Subsection 7. The resignation of members of the NBLSA Board of Directors, and release from the fiduciary duties incumbent upon such members, shall not be effective until the affirmative vote of a majority of remaining Board members and the completion of any transition activities.

## **ARTICLE VII. FINANCIAL AFFAIRS**

### *Section A. Financial Governance*

- Subsection 1. The financial resources of the Association shall, at all times, belong to the Association and shall be allocated in accordance with the policies of NBLSA, the directives of the NBLSA General Assembly, and the acts of the NBLSA Board of Directors.
- Subsection 2. The NBLSA Board of Directors shall be responsible for setting forth the following financial affairs of the Association:
- (i) The amount of Association membership dues;
  - (ii) The fees and assessments incident to the chartering of a new NBLSA chapter;
  - (iii) Admission fees incident to any National programs and the National Convention;

- (iv) The fiscal, spending, and budgetary policies of the Association;
- (v) The budget and fundraising targets of the Association;
- (vi) The corporate relations methodology and practices of the Association; and,
- (vii) All other fiscal policies necessary and prudent to ensure a uniform financial governance structure.

Subsection 3. The Finance and Operations Committee of the Board shall be responsible for monitoring the fiscal health of the Association, and shall report annually on the financial activities of the organization to the NBLSA General Assembly.

Subsection 4. The Audit and Governance Committee shall oversee an annual audit of the financial records of the Association, and the committee shall propose recommendations as may be necessary to ensure the proper conduct of the fiscal affairs of the Association.

Subsection 5. The Association shall use the best of industry standard accounting practices in the administration of the Association's financial records and may enlist such professional staff and volunteers to effectuate this provision.

Subsection 6. The misappropriation, misuse, embezzlement, unauthorized expenditure, or other improper handling of NBLSA financial resources, assets, instrumentalities, contracts or other items is strictly prohibited.

*Section B. Fiscal & Budgetary Policies*

Subsection 1. The fiscal year of the Association shall be from April 1 to March 31 in the subsequent year. The NBLSA Board of Directors shall be required to reconcile the master and any subsidiary accounts of the Association within thirty (30) days of the close of the fiscal year.

Subsection 2. The timely and proper payment of the liabilities of the Association, including those to government entities, shall not be compromised. The Board shall endeavor to close all outstanding liabilities prior to the close of the fiscal year. A report of any liabilities unable to be paid prior to the close of the fiscal year shall be compiled and transmitted to the incoming National Chair, incoming National Treasurer, and the Finance Committee of the Board by the outgoing National Chair and National Treasurer.

Subsection 3. The Budget of the Association shall be a required policy document, which shall establish the fiscal-year spending authority of the Board of Directors. The Budget shall be passed by each Board of Directors by May 31 of each calendar year. Prior to the passage of the Association budget, the full Board of Directors must consider all proposed expenses exceeding \$500.

Subsection 4. The Budget shall be a reasonable calculation of projected revenue sources balanced by the expenses necessary and proper to carry out the stated mission and goals of the organization. The final budget shall be published to all active NBLSA chapters. Spending authority shall last

from the approval of the Association's budget until the close of the fiscal year and may not be extended beyond the fiscal year in which the budget was originally approved.

Subsection 5. Quarterly financial reports, including current financial posture, revenue, expenditures, liabilities, and status of financial controls, shall be prepared by the National Treasurer for review by the Finance Committee of the Board. Such reports shall be written and made public by such means as may be available to the Association.

Subsection 6. The Board of Directors shall annually publish a comprehensive financial report to the NBLSA General Assembly at its annual meeting.

*Section C. Tax and Charitable Contribution Policies*

Subsection 1. The non-profit designation of NBLSA, under relevant federal and state law, shall be maintained and protected by the NBLSA Board of Directors. NBLSA shall maintain compliance with all necessary filings, registrations, and tax payments where necessary.

Subsection 2. Chapters shall be legally separate entities and shall not be covered under the tax designation of the Association. At no time, shall the Association's tax identification, or other instrumentalities thereof, be used to cover an individual Law School or Pre-Law Chapter without consent of the Board of Directors, upon advice from counsel.

Subsection 3. The Board of Directors shall provide a uniform procedure for the solicitation and collection of charitable contributions from individuals and entities. At no time, shall any Region or officer solicit contributions in contravention of such procedures without consent from the Board of Directors.

Subsection 4. The improper use of the tax identification or non-profit status of NBLSA shall be strictly prohibited.

*Section D. General Financial Policies*

Subsection 1. At no time shall the organization's revenue or resources, emanating from any sources, inure or be caused to inure to the private benefit of any member of the Board of Directors, any National Executive, any professional staff, or any other individual member or alumni of the organization.

Subsection 2. At no time shall the funds, resources, assets, or items under the control of the organization be utilized to participate, directly or indirectly, in political campaigns for or against candidates for public office.

**ARTICLE VIII. GENERAL PROVISIONS**

*Section A. NBLSA Policy Precedence & Procedures*

Subsection 1. The following policies shall govern the operations of NBLSA, its Regions, its elected and appointed officers, as well as all duly established local chapters and programs under its jurisdiction. All Regional and local constitutions and bylaws, policies, programs and

decisions shall be compliant with applicable NBLSA policy. The order of precedence and authority for the policies of the Association shall be as follows:

- (i) Relevant federal, state, and local law;
- (ii) The Articles of Incorporation and the NBLSA Constitution;
- (iii) The NBLSA Bylaws;
- (iv) The duly passed legislative acts of the General Assembly;
- (v) The duly passed corporate policies of the NBLSA Board of Directors;
- (vi) Regional governing documents and policies; and,
- (vii) The most current edition of *Robert's Rules of Order, Newly Revised*

Subsection 2. Rulings of the National Chair or other presiding officer, within the context of the General Assembly, meetings of the Board of Directors, or National committee meetings on the interpretation of Regional or National policy or parliamentary procedure may be appealed per the dictates of *Robert's Rules of Order* and other extant policies.

Subsection 3. Policies, including the rules of NBLSA competitive events, shall require a majority vote of the Board of Directors to be enacted, and shall continue to be in force until affirmatively repealed by the Board. Policies require a two-thirds vote to be amended or repealed.

Subsection 4. Except as herein specified, no part of this Constitution may be suspended, set aside, or countermanded, except for policies dealing with procedural rules of order in the plenary or other business sessions of the National Convention or meetings of the Board of Directors, which may only be suspended in accordance with applicable NBLSA policies.

#### *Section B. General Policies of the Association*

Subsection 1. It shall be the general policy of NBLSA that the Association, its officers, its volunteer or professional staff, and any entity or chapter under its jurisdiction, shall not unlawfully discriminate in any actions, programming, adjudications, or elections based upon ancestry, color, race, cultural or ethnic background/identity, economic status, political or ideological beliefs, marital or parental status, national, regional, or ethnic origin, physical disability, religious affiliation, gender, gender identity, or sexual orientation and/or identity. Policies, actions, or statements affiliated with such stances are strictly prohibited by recognized entities, affiliates, officers, or members of the Association, and may open the offending person or body to such remedies as may be available under available policy.

Subsection 2. All NBLSA officers and executives shall be accountable to the voting membership of the Association for the operation of the organization, and shall act as responsible stewards of NBLSA resources, finances, and assets.

Subsection 3. All officers and executives of NBLSA shall be required to avoid explicit and implicit conflicts of interest when voting, where applicable, or acting in their official capacities. If such conflicts exist, members shall recuse

themselves from action, as appropriate. The NBLSA Board of Directors may, by two-thirds vote, direct a member of the Board to excuse themselves from a vote where an apparent and demonstrable pecuniary or substantive conflict of interest exists.

Subsection 4. NBLSA, its officers, its executives, and its agents will comply with all relevant university policy, as well as local, state, and federal laws, while acting in the furtherance of Association business.

Subsection 5. The Association may enact such policies as to govern the conduct of its members, officers, and agents, as well as to guide the overall conduct of Association business at the Regional and Chapter levels. The NBLSA Board of Directors, and authorized officers thereof, shall have sufficient authority to enforce these policies with due regard for due process.

*Section C. Mandatory NBLSA Programming*

Subsection 1. The NBLSA General Assembly or Board of Directors may, by resolution, create programming to be executed by the organization with nationwide application.

Subsection 2. The following National Programs and/or events shall be annually executed by the Association:

- (i) The Thurgood Marshall Moot Court Competition;
- (ii) The Constance Baker Motley Mock Trial Competition;
- (iii) The Nelson Mandela International Negotiations Competition;
- (iv) The Charles Hamilton Houston Advocacy Symposium, to be held in the fall semester;
- (v) The Allen-Ray Lecture on African-American Issues in the Law;
- (vi) The NBLSA Job Fair Programs, to be held within each Region in the fall semester; and
- (vii) The NBLSA National Convention, to be held annually in the spring semester.

Subsection 3. The NBLSA Board of Directors may, by two-thirds vote, waive specific programming in the case of demonstrable financial impossibility or another apparent emergency. Such a waiver must be reported in written detail to the membership within seven (7) days of an affirmative vote.

**ARTICLE IX. CONSTITUTIONAL AMENDMENT PROCEDURES, BYLAWS AUTHORIZATION, AND ORGANIZATIONAL DISSOLUTION**

*Section A. Ratification of this Constitution*

Subsection 1. Initial enactment of the Constitution shall be effectuated upon a two-thirds vote of the General Assembly. Upon such a vote, this Constitution shall supersede the prior document.

Subsection 2. Amendments to this Constitution shall not be in order until the Constitution has been in force for two (2) full Board terms from the point of its ratification. This provision may be waived by a unanimous vote of

the Board of Directors, in the case of an amendment necessary to resolve substantive conflicts within the document itself. Such a conflict must be announced to the membership in proposing the amendment within this time period.

*Section B. Notice to Chapters*

Subsection 1. Amendments to this Constitution may be put forward in writing to the General Assembly by the NBLSA Board of Directors or an active chapter of the Association. Such amendments shall be submitted to the National Parliamentarian no later than forty-five (45) days prior to the opening of the National Convention.

Subsection 2. Amendments may also be considered by a Regional Assembly, which upon passage shall be forwarded to the National Parliamentarian and National Secretary.

Subsection 3. The National Secretary shall compile and distribute the text of all proposed amendments to each active chapter of the Region at least thirty (30) days prior to the opening of the National Convention.

*Section C. General Assembly Consideration*

Subsection 1. For all proposed amendments submitted by chapters directly to the Parliamentarian, an *ad-hoc* Constitution and Bylaws Committee shall be convened to review the proposed amendments. Amendments not having a majority of committee votes in the affirmative shall not be laid before the full Assembly.

Subsection 2. The General Assembly shall debate and consider any proposed amendments having survived committee scrutiny or having first been heard by a Regional Assembly and passed by a two-thirds vote. A two-thirds (2/3) majority of the voting delegates of the Assembly shall be required to ratify an amendment.

Subsection 3. The National Parliamentarian shall, after the close of the National Convention, amend the Constitution in accordance with the actions of the General Assembly and publicly display the newly amended document. The National Secretary shall distribute the newly amended Constitution to the Board of Directors and all Chapters.

*Section D. The NBLSA Bylaws*

Subsection 1. The Association shall be empowered to enact Bylaws, subject to the approval of a two-thirds vote of the General Assembly.

Subsection 2. Amendments to the Bylaws shall follow the same procedures as Sections A and B of this Article. An extant or proposed Bylaw provision found to conflict with this Constitution shall be null and void, having no operative force.

Subsection 3. The NBLSA Board of Directors, via the National Secretary and the Parliamentarian, shall maintain and keep updated the official copies of

the Constitution and Bylaws within the permanent files of the Association.

*Section E. Association Dissolution Procedures*

Subsection 1. The Association shall be empowered to dissolve itself and terminate any further operations by a unanimous vote of the Board of Directors and a three-fourths vote of the NBLSA General Assembly.

Subsection 2. In the case of dissolution, the assets and resources of the organization shall be itemized within thirty (30) days of an affirmative vote, and the Board of Directors shall designate charitable organizations fitting the mission of NBLSA to which such resources shall be donated.

DRAFT