



## **HNBA 2016-2017 GUIDELINES FOR REGIONAL PRESIDENTS**

We look forward to working increasingly together and having a close knit community of leaders this year. In the National Office, we understand that you give your valuable time and resources to the organization—a priceless contribution—so we would like to make your work for the HNBA as easy as possible. These Guidelines address the following subjects:

- Your responsibilities as a fiduciary
- Your duties as Regional President
- Appointment of Deputy Regional Presidents
- Funding for regional activities
- Attendance at Board meetings
- Regional Participation in Sections
- Written reports
- Information that we need of you

### **Your Responsibilities as a Fiduciary**

As a member of a non-profit Board, you are a **fiduciary** and your duties are governed by the laws of the HNBA's state of incorporation (District of Columbia), federal laws pertaining to non-profits, the HNBA Articles of Incorporation and the HNBA Bylaws. (A copy of each of the last two documents is included in the Leadership Handbook you received at the September Board meeting.) Being lawyers, we all understand generally what being a fiduciary means, but for most of us corporate governance issues are outside our realm of expertise. Accordingly, we've attached a PDF titled "Principles and Practices for Non-Profit Excellence." Please take a few minutes to glance at it if interested, but below we quote an important segment:

Board of directors are trustees who act on behalf of an organization's constituents, including service recipients, funders, members, the government, and taxpayers. The board of directors has the principal responsibility for fulfillment of the organization's mission and the legal accountability for its

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operations. This means that as a group they are in charge of establishing a clear organizational mission, forming the strategic plan to accomplish the mission, overseeing and evaluating the plan's success, hiring a competent executive director and providing adequate supervision and support to that individual, ensuring financial solvency of the organization, interpreting and representing the community to the organization, and instituting a fair system of policies and procedures for human resource management.

Board members have a duty of loyalty to the organization, its staff and other board members. While differences of opinion are sure to arise, board members should seek to keep disagreements impersonal. By practicing discretion and accepting decisions made on a majority basis, board unity and confidence will be promoted.

Board members accomplish their functions through regular meetings and by establishing a committee structure that is appropriate to the size of the organization and the board. Ideally, board members arrive at meetings prepared and ready to engage in thoughtful dialogue, and there is a group process which generates and uses the best thinking of its members.

### **Your Duties as Regional Presidents:**

For those of you who are new, your responsibilities as Regional President are generally defined in Article V § 5 of the HNBA Bylaws. Your duties have been further defined by various HNBA policies and practices. To summarize for now, HNBA Regional Presidents are, in general, expected to serve as liaisons between the HNBA and its local affiliates and members, promote the HNBA and membership in their regions, and organize regional events. Specifically, Regional Presidents:

- Represent the HNBA at local/regional events
- Lead the due diligence and vetting process required in connection with the endorsements of judicial candidates in their regions;
- Share information about the HNBA with attorneys in their region and promote HNBA, hold HNBA membership drives with the goal of increasing membership;
- Submit regular submission to E-noticias.
- Are responsible for attendance at HNBA events, or events of HNBA Partners in their region, and for managing the appropriate display and marketing of HNBA materials at such venues.
- Organize at least one event a quarter, including organizing receptions and educational events.
- Hold meetings and develop partnerships with law schools and firms in the regions.
- Assist with fund-raising.
- Report to the HNBA Board and National Office (to the office in advance of programs and events).

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You are, in short, both our ambassador to the legal community in your region and the HNBA's eyes and ears there.

This year, as always, we are asking each Regional President to commit to planning two or three events. These event can be in collaboration with their local affiliates or HNBA Sections and Committees.

### **Appointment of Deputies**

Because the HNBA does not have a prescribed regional infrastructure, it is important that you create one to assist in your work. You can start by appointing one or more deputies as contemplated by the Bylaws, which provide that. Each Regional President shall appoint one or more Deputy Regional Presidents from among the Regular Members in good standing in his or her Region as he or she deems necessary to carry out his or her duties. We are asking that you please **appoint deputies** who reside in each major city in your Region (at least one per state) **as soon as possible** if you have not done so already. If you have difficulties identifying volunteers, please let the VP of Regions & Affiliates know and he/she will assist. Deputy Regional Presidents are non-voting members of the Board of Governors, but may vote when the Regional President is absent.

### **HNBA Sections**

The HNBA has the following substantive law sections for carrying on its work:

- Business Law Section
- Civil Rights Law Section
- Corporate Counsel Section
- Constitutional Law Section
- Criminal Law Section
- Family Law Section
- Government and Public Interest Law Section
- Immigration Law Section
- Intellectual Property Law Section
- International Law Section
- Labor and Employment Law Section
- Law Practice Management Law Section
- Litigation and Dispute Resolution Section
- Military Law Section
- Voting Rights Law Section

In addition to these sections there are three important divisions, the Law Student Division the LGBT Division and the Young Lawyers Division, and the Latina Commission. The objective this year is for each Regional President to recruit at least one member for each region for every single section and division. That way the work of the sections will become more accessible to regional members and affiliates, which will in turn strengthen programming and membership recruitment.

**Funding for Activities**

This year, Regions are provided \$2,000 per region as seed money to fund HNBA activities. Access to those funds requires you to submit an event plan and budget request for approval *in advance* of the event. There is a specific form for this request. Please refrain from requesting that the HNBA divert its funds to fund another organization’s event happening in your region. The HNBA funds are intended to assist you with planning and funding HNBA events which highlight our association, its programs, and its events. There will be opportunities for co-sponsorship with another organization, but those occurrences should be the exception rather than the norm. Please send the request seeking approval for the event and budget to the VP of Regions and Affiliates, and copy the Treasurer. The sooner your request is received, the more quickly you will receive your approval. We will get back to you promptly, but want to ensure that we know about your events early enough to offer marketing and other support if needed. Once the expenses are incurred, you must submit a Reimbursement Form with attached receipts; along with the Event and Budget Request form which was originally approved in ONE email to VP of Regions & Affiliates, with copy to the HNBA Treasurer. Sending complete documentation is imperative to prompt reimbursement.

**Attendance at Board Meetings**

One of the most wonderful and valuable aspects of service on the HNBA Board of Governors is developing friendships with lawyers from throughout the country. Thus, attendance at Board meetings is not only an obligation (see Bylaws, Art. VI § 10), but also a privilege of service. The next regular meetings of the Board of Governors for the remainder of the term are tentatively scheduled for the following dates and cities:

September	Chicago, IL
December 1-3, 2016	Austin, TX
March 2017	Miami, FL
May 2017	Washington, D.C.
July 14-16, 2017	Puerto Rico

As you know, the HNBA does not reimburse Board members for the cost of traveling to Board meetings. While the HNBA appreciates that this may impose a burden on some, it is asked that you please make every effort to attend as many Board meetings as possible in person. If you want, you can split this responsibility (and the associated costs) with your deputies, who can vote on your behalf in your absence. While it is possible and permissible to participate by phone, please use this option only when absolutely necessary. Because our meetings are long, it is difficult to be truly engaged during a telephone conference. Also,

participation by phone does not permit you to get to know your colleagues or to become fully integrated into our work.

### **Written Reports to the Board**

Our Bylaws contemplate that all members of the Board will make periodic written reports on their activities. It is very helpful to submit those reports **three weeks before each Board meeting** so that they can be distributed in advance. At least four weeks before each Board meeting, you will receive formal notice of the meeting that will include a deadline for submission of your reports. Please make every effort to comply. Your reports are among our few mechanisms to share knowledge and best practices and to preserve the history of the HNBA. **Written reports to the Board of Governors are mandatory.**

### **Information that we need from you**

The National Office makes every effort to assist each of our Board with regional and national events, and thus scheduling our work to comply with all request is of utmost importance to us. As such, we ask that you please send us a monthly or weekly email detailing all your events/needs for the forthcoming month so that we can prepare in a timely manner and get the resources that you will need to you.

Similarly, please communicate with the National Secretary, [secretary@hnba.com](mailto:secretary@hnba.com), to submit regular reports on your work and events for e-Noticias. We plan to have a Regional President and Affiliate profile in each edition, for which we depend on your submissions.

We look forward to working with you! Should you have any questions or concerns, please let us know. Thank you in advance for your support and cooperation.