

TOM HOMANN LGBT LAW ASSOCIATION

BOARD STANDING RESOLUTIONS, POLICIES, AND PROCEDURES

The following are resolutions, policies, and procedures adopted by the Tom Homann LGBT Law Association's Board of Directors. Unless otherwise noted, each resolution, policy, or procedure was adopted and can be amended by a majority of the Board.

1. **Annual Membership Dues**

[Adopted January 5, 2019]

Pursuant to the *THLA Bylaws*, the Board sets the annual membership dues for each category of membership as follows. Annual membership dues shall remain in effect prospectively until altered by a majority of the Board or by-law.

Membership Category	Dues Amount
Attorney Member (5 years or more in practice)	\$75.00
Attorney Member (Less than 5 years in practice)	\$55.00
Other Legal Professional	\$25.00
Student Membership	\$15.00
Community Membership	\$25.00
Judicial Officer	No Dues
Sustaining Membership	\$250.00
Supporting Membership	\$150.00
Honorary Membership	No Dues

Annual membership dues are based on a yearly cycle for each member, running 365 days from payment of membership dues.

The Board reserves the right to alter these dues based on financial hardship or other considerations as outlined in the *THLA Bylaws*. The Board also reserves the right to alter these dues based on promotional incentives or proration.

2. **Candidate Endorsement or Nomination**

[Amended July 7, 2016]

THLA may endorse candidates only for judicial office or other non-partisan offices for which membership in the California State Bar is required. Exceptions to such restrictions may be granted by the Board under special circumstances. THLA may also nominate candidates for particular accolades or positions, such as awards or recognitions from third parties. The Board reserves the right under the *THLA Bylaws* to refer candidate endorsements or nominations to the Endorsements Committee for evaluation and recommendation to the Board, as set forth in these Standing Rules. Absent special circumstances, endorsement or nomination requests shall be directed to the Endorsements Committee in the first instance.

Ideally, candidates shall submit their curriculum vitae or resume, along with a cover letter and/or other supporting information relevant to an endorsement determination, to the Board and/or Endorsements Committee for consideration. The candidate shall attend a Board and/or Endorsements Committee meeting so that the candidate can present himself or herself to the Board and/or Endorsements Committee, and so that the Board and/or Endorsements Committee can ask questions of the candidate. The Board and Endorsements Committee reserve the right to except a candidate from any of these requirements.

In making endorsement or nomination decisions, the Board considers, in addition to other factors, the candidate's involvement in and support of the LGBT community, both present and historically; the candidate's position on LGBT-related issues, including domestic partnership and/or same-sex marriage, and discrimination based on sexual orientation and/or gender identity or expression; and the candidate's social or community work to help groups that are disadvantaged or suffer from discrimination.

A THLA endorsement, made by a majority of the Board, applies only to the particular candidate and for the particular election and office that the candidate seeks. Candidates who have been previously endorsed by THLA must seek re-endorsement for a new election or office.

The Board reserves the right to endorse more than one candidate for a particular office or election, to limit the number of endorsements given for a particular office or election, or to endorse no candidate. The recommendations of the Endorsements Committee are not binding on the Board's final decision to endorse or nominate a particular candidate.

3. **Co-Sponsorship of Events**

[Amended May 7, 2015]

THLA may co-sponsor events with other organizations, provided that those events further THLA's goals, as identified in the *THLA Bylaws*.

For name-only sponsorship requests, the Co-Presidents may, in their discretion, approve co-sponsorship of the event without formal Board approval, provided that the Co-Presidents give notice to the Board prior to approval. The Co-Presidents may also refer the name-only sponsorship request to the Board for consideration, and in any event shall do so if the Co-Presidents cannot agree on sponsorship of the event.

For monetary sponsorships or other sponsorship requests, majority Board approval shall be obtained prior to co-sponsoring an event.

The Board reserves the right under the *THLA Bylaws* to refer event co-sponsorship requests to committee.

4. **Signing Onto External Amicus Briefs**

[Adopted February 6, 2014]

THLA may sign onto any externally produced *amicus* brief that furthers THLA's goals, as identified in the *THLA Bylaws*.

Whenever possible, a copy of the proposed *amicus* brief should be provided to all Board members in advance for sufficient time to read, review, research, and Shepardize the brief prior to the vote to sign on to the brief. Whenever possible, majority approval of the Board should be obtained prior to signing onto any externally produced *amicus* brief. If time does not permit Board approval, both Co-Presidents may agree to sign onto any externally produced *amicus* brief.

The Board reserves the right under the *THLA Bylaws* to refer requests to sign on to an externally produced *amicus* brief to committee.

5. **Mailing List and Online Directory Use**

[Adopted February 6, 2014]

As a result of historical discrimination and harassment, THLA strives to protect its members' identities when the member so requests.

To that end, THLA's non-public contact information of THLA members may not be used by any non-Board member for the purpose of mass communication, solicitation of donations or other funding, or other unauthorized use.

A member, non-member, or organization may seek permission to use membership contact information, provided that the use of that information furthers THLA's goals, as identified in the *THLA Bylaws*.

Whenever possible, majority approval of the Board should be obtained prior to releasing THLA members' contact information. If time does not permit Board approval, both Co-Presidents may agree to release this information.

When THLA members' contact information is approved for use, the information's use shall be limited solely to the purposes for which it was authorized. A THLA Board member shall supervise the use of the information, including (if necessary) sending out the material under the auspices of THLA.

6. **Number of Board Members**

[Amended February 2, 2017]

Pursuant to its powers under the *THLA Bylaws*, the Board sets its own membership at fifteen (15) members, to be filled consistent with the election and vacancy procedures outlined in the *THLA Bylaws*.

7. **Expense Reimbursement Policy**

[Amended July 2, 2015]

THLA will provide reimbursement for reasonable and necessary expenses to its Board of Director Members, or any General Member or other person acting at the direction of the Board, one of its Committees, or one of its Directors.

Persons seeking reimbursement must complete the Expense Reimbursement Request Form fully and accurately and submit the form to THLA's Chief Financial Officer within 45 days of the date the expense is incurred. All receipts should be scanned and attached and submitted with the Expense Reimbursement Request Form.

For any expense within a pre-approved budget, the Chief Financial Officer shall review the Expense Reimbursement Form and all receipts, and any suggested budget if applicable, and shall issue a reimbursement for expenses that the Chief Financial Officer deems reasonable and necessary. The Chief Financial Officer shall make a reimbursement decision within 2 weeks of submission of completed Expense Reimbursement Form with all receipts.

For any expense outside of a pre-approved budget, the Chief Financial Officer and the Co-Presidents shall review the Expense Reimbursement Form and all

receipts, and any suggested budget if applicable, and shall issue a reimbursement for expenses that the Officers deem reasonable and necessary. The Officers shall make a reimbursement decision within 2 weeks of submission of completed Expense Reimbursement Form with all receipts.

If the Chief Financial Officer incurs a reimbursable expense, he or she shall submit the Expense Reimbursement Form and all receipts to the Co-Presidents for review, who shall in turn authorize reimbursement if they deem the expense reasonable and necessary.

In the event the Chief Financial Officer or Co-Presidents are unsure whether an incurred expense is reasonable or necessary, the reimbursement request shall be submitted to the Board to review. If the Chief Financial Officer or the Co-Presidents deny any part or all of a reimbursement request, the person requesting reimbursement can seek further review from the Board.

The Board or any Director may request an accounting from the Chief Financial Officer regarding any incurred expense, including review of the Expense Reimbursement Request Form and any receipts. The Chief Financial Officer shall provide any such accounting as timely as possible upon such request.

The Chief Financial Officer shall maintain a secure access web portal or other document storage mechanism (including cloud-based storage) so that Board Members can regularly access and view THLA's financial information, including banking statements and reimbursement requests.

8. **Endorsements Committee**

[Amended May 4, 2017]

Role: The scope and purpose of the Endorsements Committee is to coordinate the candidate endorsement and nomination process for THLA for those individuals who are seeking appointment, election, nomination, or other endorsement from THLA.

Committee Members Responsibilities: The Endorsements Committee will meet as needed to address pending endorsement or nomination requests. The Endorsements Committee shall review an applicant's written submissions and other materials provided by the applicant.

The Endorsements Committee shall also set a meeting with the applicant, when possible, to serve as an opportunity for the applicant to make a presentation to the Endorsements Committee, or to the Board if recommended by the Endorsements Committee or so directed by the Board, and for the Endorsements Committee to ask questions of the applicant.

The Endorsements Committee may also solicit references or comments from community members regarding the applicant's qualifications.

After the review process is complete, the Endorsements Committee shall forward its recommendation, if any, to the THLA Board whether to endorse the applicant.

All endorsements, including the scope of endorsement and the offices for which endorsement can be sought, shall be governed by the *THLA Bylaws* and Standing Rules. The Endorsements Committee shall also develop protocols for handling the endorsement and nomination process.

Co-Chairs(s): The Endorsements Committee shall be chaired or co-chaired by one or more Directors of the Board. If co-chairs are selected for the Endorsements Committee, the Board shall strive, when possible, to ensure gender balance between the co-chairs.

Membership: The Endorsements Committee shall be comprised of Directors from the Board, or THLA General Members as appointed by the Board, in a number to be set annually by the Board.

9. **Public Relations Committee**

[Amended January 6, 2018]

Role: The Public Relations Committee shall assist the Board to increase the profile and awareness of THLA and to promote THLA's mission, events, and programs to THLA members or potential members, donors or potential donors, and the public generally.

Committee Members Responsibilities: Committee members should be willing and able to cultivate THLA's external profile, including, without limitation, by utilizing social media, the THLA website and its e-mail listserv, and be willing to leverage off media and corporate contacts where appropriate. The Public Relations Committee shall undertake the following responsibilities which are set forth as a guide. The Public Relations Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purpose or assigned by the Board from time to time. Committee responsibilities include:

- Overseeing and coordinating THLA's public statements
- Updating THLA's website and other social media outlets
- Updating the SDCBA's Legal Community Calendar with THLA's Signature Events
- Preparing press releases for THLA events

- Disseminating information to the THLA membership on upcoming events and programming through the THLA e-mail listserv
- Maintaining the website, other social media outlets, and the e-mail listserv
- Working to create and distribute THLA content to fulfill the Committee's role (e.g. newsletter)
- Regularly report to the Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests

Co-Chairs(s): The Public Relations Committee shall be chaired or co-chaired by one or more Directors of the Board. If co-chairs are selected for the Public Relations Committee, the Board shall strive, when possible, to ensure gender balance between the co-chairs.

Membership: The Public Relations Committee shall be comprised of Directors from the Board and THLA General Members, in a number to be set annually by the Board.

10. **Events Committee**

[Amended January 6, 2018]

Role: The scope and purpose of the Events Committee is to organize social and networking activities that provide THLA members an opportunity to interact with each other, the bench, other bar associations, community organizations, and generally with other members of the bar and community.

Committee Members Responsibilities: The Events Committee will hold meetings as needed throughout the year to plan social and networking events. The Events Committee should actively solicit co-sponsorship or other inter-association networking events for THLA members, as well as coordinate events specifically for THLA members. The Events Committee will coordinate, at a minimum, the Summer / Fall BBQ, the student-attorney mixer, and the annual holiday party. The Events Committee will also solicit input from the Board and General Members as to other events to hold throughout the year.

Further, in preparation for THLA events, the Events Committee will review the SDCBA Legal Community Calendar, and check any potential religious observances, for potential conflicts with the scheduled event.

Co-Chairs(s): The Events Committee shall be chaired or co-chaired by one or more Directors of the Board. If co-chairs are selected for the Events Committee, the Board shall strive, when possible, to ensure gender balance between the co-chairs.

Membership: The Events Committee shall be comprised of Directors from the Board and THLA General Members, in a number to be set annually by the Board.

11. **CLE and Community Service Committee**

[Amended January 6, 2018]

Role: The scope and purpose of the CLE and Community Service Committee is to provide learning and service opportunities for THLA members, including seminars and continuing legal education programs, as well as other programming and community service activities.

Committee Members Responsibilities: The CLE and Community Service Committee will meet as needed to develop ideas for professional, educational, and service-oriented events, and to coordinate those events. The CLE and Community Service Committee should actively solicit feedback from the Board, THLA General Members, and outside organizations for potential programming events. The CLE and Community Service Committee should also actively solicit co-sponsorship from other bar associations and organizations for THLA programming, and should reach out to other organizations for potential sponsorship by THLA of the other organizations' events when, in its discretion, it determines such co-sponsorship will further the purposes of the Committee or enhance membership value.

The CLE and Community Service Committee should try to host at least three (3) THLA programming events per year, and co-sponsor at least three (3) programming events of other organizations. In order to further this goal, the Committee shall be responsible for and make all reasonable efforts to cause THLA to become and maintain the status of a multiple activity provider (as defined by the State Bar of California) of continuing legal education credit.

Co-Chairs(s): The CLE and Community Service Committee shall be chaired or co-chaired by one or more Directors of the Board. If co-chairs are selected for the CLE and Community Service Committee, the Board shall strive, when possible, to ensure gender balance between the co-chairs. The chair, or an appointee of the chair, shall be designated as THLA's MCLE provider contact to the State Bar of California.

Membership: The CLE and Programming Committee shall be comprised of Directors from the Board and THLA General Members, in a number to be set annually by the Board.

12. **Co-Presidents' Advisory Committee**

[Adopted August 4, 2016]

Role: The scope and purpose of the Advisory Committee is to provide historical perspective, guidance, and advice to the THLA Co-Presidents and Board on issues related to the governance, organization, and strategies developed to further THLA's mission.

Committee Members Responsibilities: Advisory Committee members will attend quarterly meetings, participate openly in discussions, and make a good faith effort to provide guidance to the THLA Co-Presidents. The Advisory Committee's recommendations shall have no binding effect on the Board.

Co-Chairs(s): The Advisory Committee shall be co-chaired by the Co-Presidents.

Membership: The Co-Presidents may annually select the membership of the Advisory Committee, and shall inform the Board of their selections, if any. At the conclusion of each Board term, the Advisory Committee's term shall expire, and the new Co-Presidents may select a new Advisory Committee.

13. **Election Committee and Election Rules and Procedures**

[Amended September 6, 2018]

Role: The scope and purpose of the Election Committee is to promulgate rules, regulations, and procedures for THLA elections, including the annual election of the Board of Directors; to implement and interpret these rules, regulations, and procedures; to oversee the elections process; and to resolve any disputes related to the election rules, regulations, procedures, election results, validity of ballots, and the qualifications of THLA members casting votes.

Committee Members Responsibilities: Election Committee members will attend meetings as needed prior to any THLA election in order to review and revise the election rules, regulations, and procedures, as well as plan and coordinate the election dates and process.

Co-Chairs(s): The Election Committee shall be chaired or co-chaired by one or more Directors of the Board. If co-chairs are selected for the Election Committee, the Board shall strive, when possible, to ensure gender balance between the co-chairs.

Membership: The Election Committee shall be comprised of Directors from the Board and THLA General Members, consistent with the *THLA Bylaws*. As set forth below, the Election Committee shall review rules, procedures, timelines, and other election-related issues in advance of an election. However, Directors or THLA General Members on the Election Committee who are running in a particular election shall not administer, oversee, or otherwise participate in any election-related decision once the particular election has commenced; such duties

shall be delegated to the Election Referee or a subcommittee of the Election Committee consisting of individuals who are not running in the particular election.

Election Rules and Procedures:

- (a) The Election Committee shall meet sufficiently in advance of each election to set the dates for each election, including the dates for (1) notice to the members of the election, (2) deadline for nominations, (3) deadline for Candidate Statements to be received by the Election Committee, (4) deadline for ballots and Candidate Statements to be distributed, (5) deadline for ballots to be received, and (6) election and announcement of results.
- (b) The Election Committee may develop a standard form for all candidates to complete (Candidate Statement) containing information about each candidate. Such information will be distributed to the THLA General Membership prior to any contested election. Alternatively, if the Election Committee has not approved a standard form for a particular election, candidates may submit a personal Candidate Statement regarding the candidate's qualifications for and interest in being on the Board, not to exceed a word count as set by the Election Committee, that will be distributed to the THLA General Membership prior to any contested election. The self-created document may include any information the candidate believes is pertinent to his or her candidacy, including photographs or links to Internet sites or social medial (such as Facebook, LinkedIn, Twitter, etc.).
- (c) In the event of a contested election, the Election Committee shall appoint one General Member who is not running in the election to be the Election Referee. The Election Committee shall also appoint an Alternate Election Referee in the event the Election Referee is unable to perform the duties required for the election. The Co-President who remains on the Board after the election (and thus is not up for reelection) may be the Alternate Election Referee. As used in this rule, "Election Referee" refers to both the Election Referee and Alternate Election Referee, as context or application requires.
- (d) In the event of a contested election, the Election Committee shall promptly create an online ballot from a cloud-based software program (such as Election Buddy, Survey Monkey, etc.) for distribution to the General Membership in accordance with the timeline established by the Election Committee prior to the election. The Election Committee shall establish voting

parameters and set up the election software and ballot consistent with election rules.

- (i) Candidates shall be listed in alphabetical order on the ballot along with any election materials distributed to the General Membership.
 - (ii) Ballots shall be distributed to the General Membership along with any written materials created by the candidates consistent with election rules.
 - (iii) At least three emails shall be sent to the General Membership regarding the election: the first email sent shortly in advance of the electronic ballot being sent to the General Membership, the second email sent approximately one week into the election period, and the third email sent within one week of the close of the election period. The emails shall be sent in the name of the THLA Co-Presidents and the Chair of the Election Committee encouraging General Members to cast their votes.
- (e) Once the electronic ballot has been successfully set up and tested by the Election Committee, the Election Referee shall establish a new password to the election software known only to the Election Referee.
- (f) In addition to the electronic ballot, the Election Committee shall draft and approve a paper ballot. General Members may opt to cast their vote by paper ballot prior to the conclusion of the election by requesting a paper ballot from the Election Referee and returning their completed paper ballot to the Election Referee prior to the close of voting. General Members may also cast a paper ballot at the Annual Meeting of the General Membership prior to the close of voting. The Election Referee shall ensure that General Members casting paper ballots have not also cast electronic ballots. If a General Member casts both an electronic and paper ballot, both ballots shall be deemed invalid. All timely returned paper ballots shall be sealed and remain sealed until the time for voting has concluded, at which point the sealed paper ballots shall be opened and counted.
- (g) All electronic and paper ballots shall remain secret unless a valid and specific challenge has been made to a particular election result or the election generally.

- (h) At the close of voting, the Election Referee shall login into the election software system and retrieve the electronic votes for each candidate, and add any valid paper ballot votes to each candidates' respective totals.
 - (i) Absent irregularity or timely challenge (as determined by the Election Referee), the Election Referee shall certify the election results on a form to be drafted and approved by the Election Committee in advance of the election.
 - (ii) The certified election results shall only specify the names of the candidates who received a sufficient number of votes to be elected to the next term of the Board of Directors and the existence of any tied votes for specified candidates; specific vote totals shall not be specified in the certified results. The election results, as certified, specifying the names of the candidates elected to the Board and tied candidates shall be announced at the Annual Meeting after the Election Referee has counted all of the votes.
 - (iii) The Election Referee shall maintain the voting results for 90 days after the close of voting, after which time the results may be purged absent a timely challenge to a particular election or the election generally. If a timely challenge is made, the election results may be purged 90 days after the resolution of the challenged issue(s).

- (i) Any election result that ends in a tie for one or more positions shall be resolved as follows. The outgoing Board shall cast a secret ballot to break the tie. Any Director who is subject of the tie-breaking vote shall not be permitted to vote in the secret ballot. The candidate who obtains a majority vote shall be declared the winner of the election. If no candidate receives a majority vote or if the secret ballot by the outgoing Board results in a further tie, the tie shall be determined by random lot.

14. **Membership Committee**

[Adopted June 5, 2017]

Role: The scope and purpose of the Membership Committee is to encourage and expand general paid membership in THLA, including promoting membership at THLA networking, social, and other events, and manage THLA membership.

Committee Members Responsibilities: The Membership Committee will meet as needed to develop ideas for increasing and sustaining membership in THLA. The Membership Committee will hold at least one membership drive in January of each year, and may hold a membership drive during the summer each year. The Membership Committee should actively solicit feedback from the Board and THLA General Members regarding membership in THLA, membership dues, and membership benefits. The Membership Committee should also work with the Events Committee to plan events correlating to the membership drive(s). The Membership Committee, along with the Board, should actively promote THLA membership at various THLA events. The Membership Committee will also manage THLA's membership, in that the Committee will periodically evaluate and revise membership dues and benefits, subject to Board approval.

Co-Chairs(s): The Membership Committee shall be chaired or co-chaired by one or more Directors of the Board. If co-chairs are selected for the Membership Committee, the Board shall strive, when possible, to ensure gender balance between the co-chairs.

Membership: The Membership Committee shall be comprised of Directors from the Board and THLA General Members, in a number to be set annually by the Board.

15. **Annual Dinner Committee**

[Adopted January 6, 2018]

Role: The scope and purpose of the Annual Dinner Committee is to plan and prepare for, and oversee the program for, THLA's Annual Dinner.

Committee Members Responsibilities: The Annual Dinner Committee will meet as needed to plan and prepare for THLA's Annual Dinner. The Annual Dinner Committee should meet early in the Fall of each year to begin planning for sponsorship outreach and keynote speaker solicitations, and should meet regularly after that to ensure satisfactory progress with Annual Dinner planning and preparation, including more frequent meetings as the Annual Dinner approaches. The Annual Dinner Committee should coordinate its efforts with THLA and the THLA Foundation, with assistance from THLA and the THLA Foundation as needed to effect the goals and planning of the Annual Dinner. The Annual Dinner Committee shall also be responsible for overseeing outreach to potential sponsors, keynote speaker solicitation, negotiating and contracting with venues for the Annual Dinner and after party, coordinating social media and THLA

correspondence regarding the Annual Dinner, and all other tasks related to the Annual Dinner.

Co-Chairs(s): The Annual Dinner Committee shall be chaired or co-chaired by one or more Directors of the Board, or by General Members of THLA. If co-chairs are selected for the Annual Dinner Committee, the Board shall strive, when possible, to ensure gender balance between the co-chairs.

Membership: The Annual Dinner Committee shall be comprised of Directors from the Board and THLA General Members, in a number to be set annually by the Board.