

PURPOSE & SCOPE

This task force shall review and evaluate the internal and external operations of the Alabama State Bar (ASB), the entities related to the ASB (i.e., ASB Foundation, Lawyers Renders Service, Inc., and Alabama State Bar Association Health Trust), and the current policies and procedures for each. Further, the task force will evaluate all areas of bar governance, including the statutory authority found in the Code of Alabama, rules of the Supreme Court of Alabama, policies and procedures of the Board of Bar Commissioners, and powers and duties of the Executive Council.

This task force is charged with recommending best practices for periodic evaluation and adjustment of bar operations, governance, and policies and procedures, including the President's and Leaders' Manual and Employee Policy Handbook. The task force is encouraged to study the governance structure and rules and regulations of the bar associations of other jurisdictions. Likewise, the task force will evaluate the need for bylaws and, if deemed necessary, will develop recommended bylaws for consideration by the Board of Bar Commissioners.

The Task Force will work in conjunction with consultant John Phelps of Pathfinder Executive Consulting.

The task force will prepare a final, written report of its findings and recommendations and such report will be submitted to the President and Executive Council as soon as practicable (however, certain portions of the report, as deemed necessary by the President or Co-chairs, may be submitted prior to completion of the final report). The task force will also make recommendations to the President and Executive Council as to any other aspects related to the above which, in the opinion of the Task Force, need to be evaluated and assessed. Such reports and recommendations will be presented to the Board of Bar Commissioners at an appropriate time as determined by the President.

The task force may divide itself into such working groups as may be necessary to effectively carry out its functions. The co-chairs of this task force will, as they deem necessary, appoint a chair for any working group.

The task force shall terminate immediately after the end of the last day of the State Bar's 2022 Annual Meeting, unless it is renewed by the new State Bar president.

The Alabama State Bar, through its designated staff liaison, will assist the task force in carrying out its purpose.

Done as of 24th day of August, 2021



Tazewell T. Shepard, III

OPERATIONAL GUIDELINES **FOR COMMITTEES AND TASK FORCES**

General Requirements

A quorum for any meeting will be defined as one-third (1/3) of the members of a committee or task force. Any committee or task force that has a different definition of a quorum in its bylaws will amend its bylaws to reflect the definition stated herein.

A quorum is required to conduct business (i.e., vote on issues) at any committee or task force meeting. Discussion meetings where there will be no voting require advance notice to the members but do not require a quorum.

Voting by proxy is not permitted at any meeting of a committee or task force, but members may attend in person or by Zoom video or audio call.

Only the State Bar president or the Executive Director speak on behalf of the Alabama State Bar. No committee or task force member may express a position to the public on behalf of the State Bar without advance authorization by the President or the Board of Bar Commissioners.

The Board of Bar Commissioners, State Bar employees, and task force and committee members will not engage in political activity on behalf of the State Bar. This does not apply to their right to engage in personal political activity so long as there is not explicit or implicit representation of support or involvement by the State Bar.

All committee and task force activities must pass the Keller test. The constitutional restrictions in *Keller v. State Bar of California* 496 U.S. 1 (1990) and subsequent cases require that positions taken by a mandatory State Bar must be narrowly limited to areas which have a substantial impact upon the judiciary, the practice of law or the administration of justice. In other words, in States where a lawyer is required to be a member of the State Bar, the Bar may not use member's dues to takes positions on political or social issues with which the member may disagree.

The Chair's Duties

The chair of each committee or task force will submit to the President (with copies to the President-elect, and the Executive Director) two reports per year as follows:

(1) A proposal report outlining the projects and objectives of the committee or task force for the coming year, due 30 days after the conclusion of the Annual Meeting. The proposal report will be published in the next edition of *The Alabama Lawyer* or such other means of distribution as the president or the executive director may establish. and

(2) A final report containing the results of the activities and goals proposed in the proposal report and any other activities of the committee or task force, due 30 days prior to the commencement of the Annual Meeting. The final report will be published in the next edition of *The Alabama*

Lawyer or such other means of distribution as the president or the executive director may establish.

Minutes and attendance records of all meetings must be kept. The chair should designate a member to record and prepare minutes for distribution.

No person may serve more than two successive annual terms as chairperson of a committee or task force, unless the person is automatically placed on a committee by virtue of his or her leadership role (such as ASB president or immediate past president).

Members Duties

Committee or task force members are expected to promptly respond to Bar voicemails and emails and to attend all meetings in person or by Zoom video or audio call.

Absence from two consecutive meetings without an excused approval by the chair may result in removal of a member from the committee or task force.

No one may serve more than two consecutive annual terms on any committee or task force unless membership requires special training or the person is automatically placed on a committee by virtue of his or her leadership role (such as ASB president or immediate past president).

Staff Support

The State Bar's staff liaison will assist with budget preparation, meeting arrangements, the notification process, and distribution of agendas and minutes at the request of the chair of any committee or task

Notices of meetings, which may be mailed from the State Bar headquarters, should contain a proposed agenda for the meeting, and should be sent sufficiently in advance to allow members adequate time.

Each committee or task force must have a written promotional or publicity plan for its events and CLE sessions. Upon request by the chair of any committee or task force, the State Bar's communications department will provide technical assistance for two Zoom events or CLE sessions per year. Any request that exceeds this two Zoom event limit must be approved by the President of the State Bar.

The State Bar will keep an online archive of the minutes, activities reports and promotional plan of each committee or task force, as a repository of knowledge and experience and viewable by ASB members