



**BOARD CONFERENCE CALL
Tuesday, April 2, 2019 – 2:00 PM ET**

[GoToMeeting](#)

If needed: (646) 749-3122

Access Code: 524827317; Audio Pin: shown upon login or press #

AGENDA

- 1. Welcome** *Paul DeLosh*
 - a. Approval of February 9, 2019 Meeting Minutes (**Action Item, page 2**)
- 2. Governance Committee** *Greg Lambard*
 - a. Original resolution (**Action Item, page 9**)
 - i. *Commitment to Increasing the Public's Trust in Our Courts*
 - b. Articles of Incorporation/Bylaws Change (**Action item**)
 - i. Outline of steps needed to accomplish the change to the NACM Articles of Incorporation and the By-Laws (**page 10**)
 - ii. Notice of proposed NACM Articles of Incorporation and Bylaws amendments (**page 11**)
 - iii. Articles of Incorporation Draft (**page 12**)
 - iv. NACM Bylaws Draft (**page 18**)
 - v. Articles of Incorporation Amendment (**page 31**)
- 3. Membership Services** *Michelle Dunivan*
 - a. Membership benefits/justification letter (**Discussion Item, page 35**)
- 4. Communications Committee** *Alyce Roberts*
 - a. Social Media Policy (**Action Item, page 37**)
- 5. NCSC Report** *Jesse Rutledge*
- 6. Immediate Past President** *Vicky Carlson*
 - a. Strategic Plan review
- 7. Secretary/Treasurer** *Kathy Griffin*
- 8. Vice President** *T.J. BeMent*
- 9. President-Elect** *Will Simmons*
- 10. President** *Paul DeLosh*
- 11. Other/New Business**
- 12. Executive Session, if needed**
- 13. Adjourn**



MID-YEAR BOARD MEETING

Saturday, February 9, 2019

Little Rock, AK

Marriott, Arkansas Ballroom

Board Book available on [Board Page](#)

Present: T.J. BeMent, Vicky Carlson, Charleston Carter, Paul DeLosh, Callie Dietz, Michelle Dunivan, Kathy Griffin, Jennifer Haire, Frank Hardester, Greg Lambard, Tina Mattison, Rick Pierce, Alyce Roberts, Janet Reid, Will Simmons, Patti Tobias, Jeffrey Tsunekawa, and Angie VanSchoick

MINUTES

1. President's Report

- A. Paul DeLosh opened the meeting and welcomed everyone.
- B. A review of the Officer's Meeting on February 8 followed: The officers discussed how things are going this year and how proud they are of the work being done. A few things discussed include:
 - a. Technology Awards: Paul has been working with the CITOC President, Casey Kennedy, and Kevin Iwersen, NACM's CITOC Representative, to draft a policy and application for the awards program. The draft has been shared with the board and will be finalized soon.
 - b. Marketing Plan: Callie and Patti have both been great reminding board members about the marketing plan. There are tweaks that need to be made to the current plan. One part that needs to be tweaked is the dual member agreements. Paul plans to market videos about the annual conference to the membership, but also to dual membership organizations. Jeffrey Tsunekawa mentioned that he has already drafted a Midyear Recap page on the website to be ready to help market the Midyear education.
 - c. Development of additional policies and procedures: There are certain things that need to be documented. Some examples of the information needing to be documented: host coordinator duties, how to highlight people – basic procedures. Same for SIG coordinators (what is their role), ECP Coordinator, Scholarship roles and history.
 - d. Outreach efforts: The outreach effort with the Plain Language Guide appears to have yielded great results. Similar efforts should be adopted to have a more deliberate push to get the information out.
 - e. Transition of the education coordinator: In the transition, the need for budget information for the CDC chair and Educational consultant was noted. The officers approved a process whereby the Secretary/Treasurer will provide a separate summary of conference development budget for this purpose.
 - f. Conference pictures: A review of the current postings was deemed to be inappropriate. Will be working with Frank to come up with disclaimer language. The pictures are posted to the app from attendees and then the file is moved over to the website. Will volunteered to review photos and make recommendations for removal. All are in agreement of not modifying the app too much.

- g. Website advertisement: Placing an ad on website was approved, but there no discussion as to where it would be. Officers discussed idea of ad after login to member portal, but will defer the recommendation of placement to the Communications Committee.
 - h. Budget preparation: As the largest expense in the conference budget is live-streaming and AV costs, the officers requested contracts, instead of quotes, for use during the Secretary/Treasurer NCSC Orientation session. Janet will be working on preparing this for the fall budget meeting.
 - i. Conference site: With the current need to wait to post information about the annual conference must wait until the Midyear conference was completed, the National Center has been asked to investigate the ability to post both conferences so that the Annual Conference can be built and running at the same time as Midyear conference.
 - j. Strategic plan: The officer session concluded with brainstorming regarding strategic plan – changes and suggestions will be shared with the board during the Strategic Planning Session on Sunday.
- C. Paul asked if there were changes to December 11 minutes. Hearing none, the December 11 minutes were approved.
- D. Partner Updates – Paul has been very pleased with partner interaction.
- a. COSCA Policy paper has just been published and will be publicized in the upcoming Court Express.
 - b. NCJFCJ/NAWJ/NACM partnership. The 3 organizations are working together with Jonathan Mattiello of SJI on a #WeToo in the legal workforce initiative. Would like to work together with grant funding to produce resources to include training and information. Paul was not able to attend the CCJ conference, which is happening at same time as NACM. Joey Hastings (NCJFCJ) is going there with Jonathan Mattiello (SJI) and will coordinate a conference call with NACM this week. Marcella Hastings (NAWJ) will also participate.
 - c. CCPIO – Their board met this week, NACM would like to work with CCPIO regarding a collaborative effort to update NACM’s Media Guide. Leah Gurowitz will be presenting to her board shortly.
- E. Conference Crisis Plan – Paul mentioned that the Conference Crisis Plan had been created for this conference and distributed to the Officers. Issue of security at conferences, may need to work with host state to see if will provide security
- F. Conference Announcements – Paul mentioned that the announcements are a guideline for board to review and know what is going on. The National Center will present a Distinguished Service Award to Teresa Ewing during conference. Stephanie Hess, NACM’s appointment to the NCSC board, will make the presentation.

2. **President-Elect’s Report**

- A. Conference Development Committee Update.
- B. Midyear Conference – Will noted there was a great agenda planned for Midyear. There are a lot of IT folks attending the conference. Will requested all board members attend the Welcome Reception Sunday evening. All attendees are going to be reminded to rate speakers and sessions. General Survey will be sent out Tuesday afternoon.
- C. Annual Conference update – Annual Conference Planning started early and approximately 90% of the educational program has been completed. On the Sunday of Annual, holding a 12-5 session with something like the Leaders Teaching Leaders for State Association Leaders presented at Annual in 2018. Paul mentioned that there is an agreement with NASJE to provide presenters for this session. Jill Goldsmith is the opening plenary. Will reviewed all the sessions and the speakers with the board. Will and Patti have talked to Jonathan at SJI and have 4-5 strategic priorities for SJI in breakouts: community engagement; opioids, plain language among them. The Chief Justice of Nevada will speak on Civil Justice Initiatives. 3-4

Core Competencies will be focused on each conference moving forward. Vicky mentioned it would be nice to get on NCJFCJ's agenda to do the Core, or going to partner conferences to push NACM products out. Kathy mentioned a conscious effort to get more quality speakers to host the speaking of CORE topics to strengthen presentation

- D. Annual Conference Rates – Will asked for approval of conference rate names: Roll the Dice, Jack Pot, Cash-In. No discussion or reservations. T.J. suggests tweaking the invoice so just the rate listed, not the name. The names were approved.
- E. Conference Attendance Justification Letter – Alyce and Will discussed how members can better show their court leaders they need to attend the conference. It was discussed that it is already on the site.

3. Vice President's Report

- A. Education Committee Update
 - a. T.J. reported that the Education Committee is starting to gel and having more robust conversations about topics.
- B. 2019 Annual Strategic Priorities. T.J. discussed the Goals for 2019 and the board assigned committees responsible for the specific goals as follows:

SFA#1: Membership

GOAL 1: NACM's membership will be more diverse and representative of the court profession.

- 1. Engage non-members at conferences, after webinars, non-renewals, etc. - MEMBERSHIP
- 2. Create a working group to fully identify reasons why State Associations should engage with NACM – STATE ASSOCIATIONS SUBCOMMITTEE
- 3. Increase use of social media for outreach, distribution of materials, etc. - COMMUNICATIONS

GOAL 2: NACM will increase opportunities for members to get involved and be active.

- 1. Create targeted outreach based on state structure, ECP, type of court, role, etc. - MEMBERSHIP
- 2. Develop promotional materials on benefits of membership and conferences with video clips, etc. - MEMBERSHIP
- 3. Create a justification letter and campaigns to increase conference attendance – CONFERENCE DEVELOPMENT
- 4. Make better use of surveys, opportunities for membership data/demographics collection – BOARD

SFA #2: Education and Resources Provided by NACM

GOAL 1: NACM will increase attendance at, and participation in, its educational activities.

- 1. Establish an emerging leaders program - EDUCATION
- 2. Explore variations in education tracks – interactive, Core, credit for attendance, etc. - EDUCATION
- 3. Develop a court leadership skills assessment with career-stage learning rubrics - CORE

GOAL 2: NACM's informational resources and materials will be easily accessible, useful and reflective.

- 1. Create a “database” of *Court Manager* and conference session materials by topic and authors - COMMUNICATIONS
- 2. Develop website landing pages for key topics – SJI Priorities, webinars, etc. - COMMUNICATIONS
- 3. Create an annual summary of information produced (webinars, guides, website docs, etc.) – BOARD (President to start)

SFA #3: Advocacy for the Profession

GOAL 1: NACM will be an influential and respected voice on behalf of courts and the profession.

1. Create a variety of talking points for members to use for community outreach - GOVERNANCE
2. Develop a response of the profession to issues of public trust - GOVERNANCE
3. Create opportunities to promote the profession in college programs, partners, etc. – BOARD/GOVERNANCE

SFA #4: Association Governance

GOAL 1: NACM's governance is representative, responsive, and effective.

1. Generate “thank you” notes to committee members for their service and contribution – COMMITTEE CHAIRS/GOVERNANCE
2. Create a structure for forms, agendas, policies with possible numbers assigned to policies – FRANK/GOVERNANCE
3. Generate “thank you” notes to employers noting committee members’ service and contribution – BOARD/GOVERNANCE

4. Secretary/Treasurer’s Report

A. Budget update and financial report

- a. Kathy asked if any the board had any questions regarding the treasurer’s report. Last year at Annual projections for 2018 were \$97,000, by the Fall Board meeting that was reduced to \$32,000. Total deficit for 2018 will be \$30,000.
- b. Midyear will put us behind where we projected for the 2019 budget – there are 140 paying registrants vs. 221 budgeted. Val is meeting with the hotel regarding the attrition and will be conducting a room audit to make sure all attendees staying in the hotel are credited to NACM.
- c. Survey Monkey account – Kathy is thinking NACM should go ahead and cancel the account. Michelle Dunivan stated that NACM could utilize her employer’s survey software. Paul stated results should be stored somewhere that all board can utilize them. Michelle stated that she would like to see a policy that saves the questions and answer options along with the excel results. After much discussion, Vicky made a motion to keep Survey Monkey, Frank seconded. Angie has used google surveys, but many courts can’t access. Jeffrey Tsunekawa suggested a plugin for survey via the website. The board voted to keep Survey Monkey; Janet will renew.

Break 10:05-10:20 am.

5. Immediate Past President’s Report

A. Past Presidents Committee Update.

- a. The accomplishments of the Past presidents have been added to the website.

B. Nominations Committee Update

- a. Nominations forms have been updated. Vicky requested that committee chairs encourage people on their calls to self-nominate or nominate others from their committees. Personal engagement is important.

C. Board Health Survey

- a. Past Presidents will be assisting with the Board Health Survey. This will be discussed in Executive Session.

6. Governance Committee

A. Summary of committee report

- a. Greg stated that conversations have begun regarding NACM creating original resolutions. A decision has been made to look at public trust in the court system as a first focus. The committee plans to do an original resolution and a podcast. Rick has started working on the resolution and will ask input from board. It is the feeling of the committee that they need to do more than just a resolution.
- b. NACM State of the Profession Draft – There have been a couple of sub-committee meetings thus far. Greg reviewed the draft with the board. The expectation is to have a final draft to Paul in late April/early May.

B. Operations Manual and Appendices Update

- a. Angie discussed changes to the Operations Manual and had worked on formatting. She stated that she would like to have a link to individual appendices. Angie requested feedback from the board on the changes. Angie will take another review of the manual, send to the board for review.

C. Bylaws Change

- a. Greg moved that he would make a conditional approval of the bylaws change from 10 members to 9 to the membership. Rick seconded. All in favor, none opposed. Notification to membership has to be a maximum of 90 days but not less than 30 days ahead of the vote. Discussion regarding the outdated Articles of Incorporation. It was suggested that the board look for a volunteer Virginia Attorney to review the Articles of Incorporation.

7. Membership Committee

A. Michelle gave a summary of her report:

- a. Michelle thanked Jeffrey for putting together the Membership Committee Update.
- b. ECP has been handling NACM Cares project with Our House Shelter for the Midyear Conference.
- c. The Membership Committee has been struggling with mentorship program; the process for linking people up has been a challenge.
- d. ECP continues to have articles in the *Court Manager*.
- e. The International Subcommittee continues to produce articles.
- f. The State Association subgroup is meeting regularly.
- g. Dual Membership Agreements – the committee has received 3 signed agreements back. Ohio has indicated they do not want to participate. Paul will review.
- h. Data Analysis – Michelle thinks analyzing member data has potential. Trying to pull open source data to focus the committee's attention on. NACM has good information to move forward on.
- i. Linked In Campaign – Michelle has reached out to the social media coordinator regarding this. Janet will send Michelle a linked in contact.
- j. NACM's Awards have been rebranded, the Justice Achievement Award has been retitled the Enhancing Justice Award. Submission dates have been made consistent and all nominations are due in April.
- k. Membership Appreciation Week – Jeffrey has put activities together and they are ready to go.
- l. Onboarding emails continue to go out for new members.
- m. Scholarships – 2 awarded for Midyear, 1 opted out. NACM will award 3 scholarships for the Annual Conference. The scholarship subcommittee plans to re-evaluate the scholarships and to see how to change. Alyce suggests making the scholarships larger, and for both registration and travel. Paul mentioned the O tickets are going to be the sole scholarship fundraiser in Vegas and the committee needs to discuss how to

promote and raise funds. Michelle mentioned it could be good to get a group rate for those who don't win the tickets and raise money that way.

A. Communications Committee

- a. Podcasts – Alyce asked the board if there were questions about the Podcast Policy. There being no questions, Alyce moved to be accepted. Rick seconded. All in favor, none opposed.
- b. Property Assignment Form – T.J. moved to accept the property assignment form, Alyce seconded. All in favor, none opposed.
- c. Podcast Topics List – Alyce made a motion to approve the podcast topics, Charleston seconded. All in favor, none opposed. The topics were approved for Peter Kiefer to use for upcoming podcasts.
- d. Alyce would like to live podcast from Las Vegas. Peter Kiefer is exploring doing a “poor mans” podcast. Charleston moves to approve the expenditure for 3 webcams for \$250 and move forward with podcasts in Vegas. Alyce seconded. Michelle expressed concern re: quality of filming and how to pull this off. Alyce feels like there is adequate time to test. Paul suggests borrowing 3 cameras and exploring how works, then purchasing equipment. A vote was taken with 9 in favor, 5 opposed. The motion carried.
- e. Alyce presented the podcast logo which will be used for all podcasts.

B. Survey Monkey Subscription – already addressed

C. Records Management & Document Style Policy

- a. Frank reviewed the way records would be set up within box. He also discussed the style guide. Frank will work on a policy to implement the system. Committees should forward info to Frank to put in format and he will start populating the box.

8. NCSC Report

- a. Jennifer Haire mentioned the State of the State Courts data online and Jesse will be presenting at the Annual Conference. Paul mentioned a video featuring Jesse Rutledge (3-minute preview of State of State Courts) and suggested it be made available to the state courts.
- b. Judicial Salary Study is online at nsc.org.
- c. T.J. BeMent is a new National Center for State Courts Board Member, representing NACM.
- d. Registration has opened for CTC Conference in September which will be held in New Orleans.
- e. The Explainer Video, shown at eCourts is online at the National Center Website.
- f. Janet mentioned Shay Robertson was onsite and working at the Center for all things NACM
- g. Patti mentioned NACM is currently involved in 3 projects with the National Center: a project regarding moving cases forward expeditiously, a Municipal Court Special Advisory Committee (Jeffrey Tsunekawa is involved in this) and the third project is on Mental Health (Paul DeLosh is the NACM representative). Recently, SJI approved a 3 year national initiative on involving the Court Community Response to mental health. The project is waiting for full year funding appropriation to begin implementing Resolution 6, but moving forward with Western Region Summit.
- h. Paul acknowledges transition from Patti to Callie for Education Coordinator and thanked Patti for all the work she has done. Paul talks about the board's appreciation to Patti for pushing policy and procedures. Vicky echoes this sentiment.

9. Conference of State Court Administrators (COSCA)

- a. Paul welcomed Jeff to the board meeting and thanked him for his work with COSCA.
- b. Jeff gave a report on what COSCA is involved in re: FBI national data. The committee is pushing the date of compliance further out, and resolutions should be coming out on this subject soon.
- c. The Court Management Committee is developing tools for mental health in the court system.
- d. Cyber Security – They are trying to understand how to protect courts and how to get vendors to understand concerns.
- e. The National Pandemic Summit sponsored by SJI will be held in Omaha in May.
- f. Fall 2019 – Problem Solving Court Summit will be held.
- g. HR Summit will take place this fall in Phoenix.
- h. COSCA Renewals – Jeff will try to reach out to individuals to get to renew. Jeff will discuss with Paul.
- i. Paul attended the Court Statistics project meeting –Mary McQueen has said she is willing to be the conduit between the states and Measures for Justice. Looking at developing National Standards of Justice.
- j. What is the next step with COSCA? Paul asks what thoughts are to see how NACM can help state courts? Jeff suggests he will mention it to the COSCA education committee.
- k. Callie suggests Will attend the new member orientation for NACM.
- l. Paul congratulated Jeff Shorba for being on the officer path for COSCA.

10. New Business

- a. Greg mentioned that Jude Del Preore is retiring and would like to invite board members to provide testimonials/stories to him for the retirement celebration.
- b. Jeffrey mentioned his knowledge of several NACM members passing away and questioned whether something. Is there something that should be done? The board will discuss.

11. Executive Session

There being no further business, the meeting adjourned and the board moved to executive session.



Original Resolution No. 1 of 2019

Commitment to Increasing the Public's Trust in Our Courts

WHEREAS, the National Association for Court Management (NACM) is an organization dedicated to improving court management through educational programming, networking opportunities, and strategic planning for the future; and

WHEREAS, NACM has a duty to help chart a course for judicial systems and trial courts; and

WHEREAS, the National Center for State Courts 2018 survey of the public's trust and confidence in state courts reveals an increase in the level of confidence yet it bears out that segments of the population continue to have concerns of bias, inefficiency and a justice system that favors those with financial means; and

WHEREAS, NACM recognizes the need to educate our communities as to the business of our courts regarding people and processes, and how courts are committed to administer justice in a fair, impartial, expedient and efficient manner; and

WHEREAS, NACM has produced educational tools for court managers including a set of core professional competencies, instructional guides, webinars, and podcasts in the interest of increasing efficiency, effectiveness, and access to justice for our court communities and thereby increasing the community's confidence;

NOW, THEREFORE BE IT RESOLVED that NACM will commit itself to continue to seek input from communities regarding the courts' relationship with the citizens; and

BE IT FURTHER RESOLVED that NACM will continue to equip and engage its members to address the needs of individuals and communities while recognizing the importance of accountability and independence from any outside influence regarding decisions on the rule of law by providing quality-driven and efficiently delivered court services that will enhance the public's perception of their courts and increase its trust and confidence therein.

Outline of steps needed to accomplish the change to the NACM Articles of Incorporation and the By-Laws

- I. Board review of the proposed changes to the Articles and By-Laws
 - a. We need to determine if we would change the name of the Registered Agent (See Article V)
- II. Legal review of the proposed changes to the Articles of Incorporation and the Articles of Amendment, and any resulting edits necessary accomplished.
- III. Provide notice to members of the proposed changes and time/place of the vote.
 - a. Notice must be 30-90 days before the vote. This should go out in the Court Express but, most likely an email blast is needed.
- IV. We may need to explain that the modified Articles of Incorporation (from 2000) were never officially filed and therefore we need to go from the original document.
- V. At the Conference we would then briefly discuss the proposed changes to the Articles, allowing for discussion, and then hold a balloted vote. Amendment of the Articles of Incorporation shall require the vote of more than two-thirds (2/3) of those eligible to vote who are present in person or remotely (electronic or otherwise) at the meeting.
 - a. We will need the ballots to allow us a way to identify the voter, since their active membership status will need to be confirmed.
 - b. We will need folks throughout the room to gather ballots.
 - c. The By-Laws allow for votes by folks represented remotely “electronic or otherwise.” Maybe by an email from their email address of record, will suffice if the time stamp fits a certain range?
- VI. Next we would briefly discuss the proposed changes to the By-Laws, allowing for discussion, and then hold two conditional (i.e., assuming passage of the vote on the Articles but allowing time to count the votes) balloted votes to approve them. The Bylaws may be amended only by a two-thirds (2/3) vote of the members entitled to vote who are present at the annual or special meeting or who are represented remotely (electronic or otherwise). The first vote would remove the requirement to change the Articles of Incorporation to lower the number of Directors. As changes are noted as taking effect immediately, we should be okay then to vote next to reduce the number of Directors.
- VII. Once, hopefully, the vote count shows the Articles were successfully changed we would need to file the new Articles and an Article of Amendment with the Virginia State Corporation Commission.

NOTICE OF PROPOSED NACM ARTICLES OF INCORPORATION AND BYLAWS AMENDMENTS

Pursuant to Article XVI of the National Association for Court Management's Bylaws, notice is hereby given of the proposed articles of incorporation and bylaws amendments to be considered at the Annual Business Meeting of the Association in Las Vegas, Nevada. A marked version of the Articles of Incorporation and the bylaws with the proposed amendments is available at <http://www.nacmnet.pdf>...

Below is a brief description of the proposed amendments to the Articles of Incorporation:

- ARTICLE III MEMBERS
 - Remove the delineated classes of members in the Articles and designate the By-Laws as the document that will govern the types of memberships available in the Association.

- ARTICLE IV BOARD OF DIRECTORS
 - Remove the delineated classes of Directors and designate the By-Laws as the document that will govern the number, term, and qualifications of the Board of Directors.

Below is a brief description of the proposed amendments to the By-Laws:

- ARTICLE V DIRECTORS
 - Section 4 – Remove the requirement that the Articles of Incorporation must be amended to change the number of Directors and designate the By-Laws as the document that will govern the number of Directors.
 - Section 1 – The number of Directors is reduced by one to a total of nine, and the election of Directors will be evenly timed at three per year.

Should a member wish to discuss any of the amendments prior to the Annual Business Meeting, please feel free to contact Greg Lambard, NACM Governance Committee Chair, at (609) 288-9500 x38144 or by email at greg@nacmnet.org.

**ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION FOR COURT MANAGEMENT**

Amended July 2019

The undersigned hereby forms a nonstock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end sets forth the following:

ARTICLE I

NAME

The name of the corporation is:

NATIONAL ASSOCIATION FOR COURT MANAGEMENT

ARTICLE II

PURPOSES

- 2.1 The Association is an independent society, and its purposes are:
1. To improve the administration of justice through the application of modern management techniques.
 2. To support the independence of the judiciary, particularly at the trial court level.
 3. To determine, formulate, and declare fundamental policies, principles, and standards involved in judicial administration and to standardize judicial terminology and statistical reporting methods.
 4. To promote coordination of judicial research activities and furnish a forum for the interchange of practical information relating to judicial administration.
 5. To aid in the improvement of judicial administration in general, with particular emphasis on the study, development, and use of scientific and technological methods.
 6. To increase the proficiency of court managers.
- 2.2 The Association is not organized and shall not operate for profit, but is organized exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501 (c)(3).

ARTICLE III

MEMBERS

3.1 As of the date of filing of these Articles of Incorporation, all of the members in good standing of the NATIONAL ASSOCIATION FOR COURT ADMINISTRATION and of the NATIONAL ASSOCIATION OF TRIAL COURT ADMINISTRATORS shall be members of the Association.

3.2 ~~There shall be seven classes of members as follows:~~

- ~~1. Regular~~
- ~~2. International~~
- ~~3. Associate~~
- ~~4. Student~~
- ~~5. Honorary~~
- ~~6. Retired~~
- ~~7. Sustaining~~

~~The qualifications and rights for each class of members shall be as set forth in the Bylaws.~~

[The types of memberships and their terms shall be prescribed by the By-Laws of the Association.]

ARTICLE IV

BOARD OF DIRECTORS

4.1 ~~The Board of Directors shall consist of two classes of Directors as follows:~~

~~Class A Directors: Eight Regular or International members elected by the members of the Association, to serve staggered two-year terms, one Director from each of the following categories:~~

~~Urban: A member working in a court serving a population area in excess of 100,000 people.~~

~~Rural: A member working in a court serving a population area less than 100,000 people.~~

~~Elected: A member who is employed in a court as a direct result of winning a contested or uncontested election in a jurisdiction wherein he or she is to be employed.~~

~~Appointed: A member who is employed in a court or jurisdiction as a result of being designated or named to the position.~~

~~Large: A member who is employed in a court or jurisdiction that has in excess of five (5) full time judges.~~

~~Small: A member who is employed in a court or jurisdiction that has five (5) or fewer full time judges.~~

~~General Jurisdiction: A member who is employed in a court that is defined by the laws of that state as a court of general jurisdiction.~~

~~Limited Jurisdiction: A member who is employed in a court that is defined by the laws of that state as a court of limited jurisdiction.~~

~~Class B Directors: The five officers, ex officio, to serve one year terms: President, President Elect, Vice President, Secretary/Treasurer, and Immediate Past President.~~

[The affairs of the Association shall be managed by a Board of Directors. Except as to the initial Board of Directors, the number, term, and qualification of the Directors of the Association shall be prescribed by the Bylaws of the Association.]

4.2 The number of Directors constituting the initial Board of Directors is fourteen, and the names and addresses of the persons who are to serve as initial Directors are:

Kathryn Barrett
Administrator
Mesa City Court
59 North MacDonald
Mesa, AZ 85201

V.J. Beninati, Jr.
District Clerk
Galverton County Dist. Court
722 Moody, Rm. 404
Galveston, TX 77550

Bobby T. Branum
Circuit Clerk
Butler Co. Courthouse
P.O. Box 134
Greenville, AL 36037

Stanley R. Collis
Executive Officer
Alameda Superior Court
209 Courthouse
Oakland, CA 94612

Judith A. Cramer
Court Administrator
Montgomery County
Court of Common Pleas
41 North Perry

E. Marie Gardner
Clerk of District Court
Judicial Building
Colorado Springs, CO 80903

Dayton, OH 45422

Kathleen M. Gehring
Administrator
Roxbury District Court
P.O. Box 66647
Seattle, WA 98166
Samuel L. Grice
Circuit Clerk
29th Judicial Circuit
P.O. Box 512
Talladega, AL 35160

Michael Krell
Administrator
Sacramento Municipal Court
Sacramento County Courthouse
720 9th Street
Sacramento, CA 95814

Karen Wick
Administrator
Evergreen District Court
13801 179th Avenue, S.E.
P.O. Box 625
Monroe, WA 98272

Charlton E. Gnad
Circuit Clerk
Prince William County
P.O. Box 191
Manassas, VA 22110
Gordan M. Griller
District Court Administrator
Room 1001 - Courthouse
Kellogg and Wabasha Avenues
St. Paul, MN 55102

Bernard A. Scally, III
Court Administrator
1224 City Hall Annex
Philadelphia, PA 19107

Ronald R. Witkowiak
Court Administrator
Milwaukee County Courthouse
901 N. 9th Street – Room 500-A
Milwaukee, WI 53233

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

[Do we need to update this?] The post office address of the initial registered office of the Association is 300 Newport Avenue, City of Williamsburg, Virginia 23187-8798. The name of the registered agent is Beatrice P. Monahan who is a member of the Virginia State Bar, is a resident of the Commonwealth of Virginia, and whose business office is identical with the registered office of the Association.

ARTICLE VI

POWERS

6.1 For the purposes set forth above, and subject always to the restrictions contained in these articles, (see particularly Article VII and Article VIII), the Association shall have and may exercise all of the powers granted to a Virginia nonstock corporation, including, but not limited to, the

powers (a) to accept or decline any gift, or contribution, of whatever character, or any offer of a loan, (b) to take and receive funds from the government of the United States, the governments of the States, local governments, charitable or educational organizations (including foundations), and individuals, and (c) to participate in the activities of other corporations, trusts, foundations or organizations; provided that such other entities are organized and operated exclusively for the purposes substantially like the purposes of the Association and are subject to restrictions similar in effect to those to which the Association is subject.

ARTICLE VII

QUALIFIED ORGANIZATIONAL RESTRICTIONS

7.1 No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in these articles.

7.2 No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

7.3 Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)>

7.4 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue code of 1954, or corresponding provisions of any subsequent Federal tax laws.

7.5 The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

7.6 The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

7.7 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

7.8 The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VIII

DISTRIBUTION ON DISSOLUTION

8.1 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific, or literary purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the Judicial Circuit or District in which the principal office of the Association is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Dated April 30, 1985

John A. Rockwell
Incorporator

**BYLAWS
OF
NATIONAL ASSOCIATION FOR COURT MANAGEMENT**
(a Virginia nonstock corporation)

Amended July ~~2015~~ 2019

ARTICLE I
Mission & Vision

- Section 1. **Mission Statement.** The mission of the National Association for Court Management (NACM) is to develop proficient Court Managers with leadership skills and a commitment to excellence, to support the independence and interdependence of the judiciary with other branches of government, to provide efficient and customer-oriented justice, and to promote partner-based research.
- Section 2. **Vision Statement:** The National Association for Court Management will continue to be a global leader in the achievement of an independent, interdependent, accessible and forward-looking Judicial Branch that is committed to excellence. NACM will provide outstanding service to its members through quality professional development, relevant publications, collegial fellowship and opportunities to participate in the organization. The core values of integrity, diversity, visionary leadership, innovation and collaboration will be reflected throughout NACM.

ARTICLE II
Secretariat

- Section 1. The Board of Directors may obtain Secretariat Services to assist in the management of the association. The Secretariat shall serve at the pleasure of the Board. While so acting, it shall be the primary staff resource to the Board and the Association. The Secretariat staff member assigned to the Board, with the Board's approval, will at the direction of the President, serve in such capacity as determined by the contract or memorandum of understanding.

ARTICLE III
Members

- Section 1. **Classes of Members.** The corporation shall have the following classes of members:

a. **Regular Member** - Any person who works in a court or government setting; e.g., serving as clerk of court, court administrator or in any court management, court education, court research or judicial officer capacity may become a Regular Member upon the payment of dues. Regular Members may vote, hold office, and serve on committees.

b. **Associate Member** - Any consultant or vendor or other person that is interested in the improvement of the administration of justice may become an Associate Member upon the payment of dues. Associate Members may not vote or hold office, but may serve on committees.

c. **Student Member** - Any new member enrolled full-time or part-time in a degree program in the fields of court administration, business administration, public administration, law, criminal justice, or other related fields may become a Student Member upon the payment of dues. Once an individual joins the Association as a Student Member, Student Member status may continue as long as proof of enrollment is provided annually. Student Members may not vote or hold office, but may serve on committees.

d. **Honorary Member** - Any person in the field of court administration whom the organization wishes to recognize for outstanding achievements may become a member in this class. A person becomes an Honorary Member after nomination by a Regular Member and a majority vote of the Board. Payment of dues shall not be required. Honorary Members may vote and may serve on committees but may not hold office.

e. **Retired Member** - Upon retirement from the judicial system, any Regular Member in good standing is eligible upon the payment of dues. Retired Members may not hold office, but may vote and serve on committees.

f. **Sustaining Member** - Any person, or persons, firm, or corporation interested in furthering the goals of this organization is eligible for this class of membership. Sustaining Members may not vote or hold office, but may serve on committees.

Section 2. **Voting Rights.** The right to vote shall be limited to Regular, Honorary, and Retired Members in good standing. Each Regular, Honorary, and Retired Member shall be entitled to one vote on each matter submitted to a vote of the members at any general business meeting.

Section 3. **Voting by Mail.** Voting by mail (electronic or otherwise) shall be permitted only at special meetings of members and only upon the matters for which the special meeting is called. An appropriate ballot shall accompany the notice of the special meeting. The ballot must be signed by a member eligible to vote and be delivered to the Secretariat before or at the special meeting. Voting by proxy is prohibited.

Section 4. **Substitution of Membership.** When public funds have been expended for payment of dues for an individual and such individual leaves his or her position, another person within the same court may become a member upon approval of the Secretariat as directed by the Board.

Section 5. **Dues.**

- a. Annual dues for membership classifications shall be established by the Board.
- b. A member whose dues are not current at the time of the annual meeting shall not be entitled to vote. The membership of those members who fail to pay their dues or other Association charges for programs, services, or materials by the member's anniversary date, shall automatically be terminated. If a member is terminated for nonpayment of dues, a new Membership Application Form must be completed in order to reinstate the membership.

ARTICLE IV

Officers

Section 1. **Officers and Election.** The Officers shall be: President, President Elect, Vice President, Secretary/Treasurer, and Immediate Past President. All Officers with the exception of the Immediate Past President shall be elected at the annual meeting of members. They must be Regular members of the Association.

Section 2. **Terms.**

- a. Officers shall serve one year terms or until their successors are elected.
- b. Newly elected Officers shall take office at the close of the annual meeting at which they are sworn in. The term shall end at the close of the following annual meeting.
- c. An Officer may not serve a consecutive term in the same Officer position. A member appointed to complete the unexpired term of a vacant Officer position is eligible to interview for said Officer position with the Nominations Committee the following year.

Section 3. **Vacancies.**

- a. A vacancy in the office of President will be filled by the President Elect who shall complete the unexpired term and be eligible for election to his or her own term as President.
- b. A vacancy in an office other than that of President will be filled by the affirmative vote of a majority of the remaining Officers and Directors at the next regularly scheduled Board meeting. Persons so appointed shall serve until the next annual meeting.

Section 4. **President.** It shall be the duty of the President to preside at annual or special meetings of the Association and of meetings of the Board to appoint committees as set forth in Article VIII; and to carry out the purposes of the Association.

Section 5. **President Elect.** It shall be the duty of the President Elect to assist the President in the discharge of his or her duties and, in the President's absence, to assume the full responsibilities of that office.

Section 6. **Vice President.** It shall be the duty of the Vice President to assist the President Elect in the discharge of his or her duties and, in the absence of the President Elect, to assume his or her full responsibilities and duties, as well as those pertaining to the office of President should the necessity arise.

Section 7. **Secretary/Treasurer.** It shall be the duty of the Secretary/Treasurer to make a record of the proceedings of the Association's annual meeting; to advise the President of all official correspondence received addressed to the Association; to prepare and send all correspondence on behalf of the Association when so directed by the President or by the Board; to assure that corporate reports required by state and federal statutes are prepared and filed; to assure that an accurate record of the membership of the Association is kept; to assure that certificates are furnished to new members of the Association upon receipt of their application and dues; to review all financial reports prepared by the Secretariat and report any discrepancies to the Secretariat and the President; to ascertain that all funds of the Association are deposited in the name of the Association, in a bank designated by the Board; to provide that a financial report is presented at the annual meeting showing all monies on hand at the beginning of the new term, monies received and expended, from who and for what, during the past term; and in all ways to assist the President and other Officers of the Association in the discharge of their duties.

Section 8. **Immediate Past President.** It shall be the duty of the Immediate Past President to assist the President during the transition period and to serve as an advisor throughout the term of the President. The Immediate Past President shall also chair the Nominations Committee and the Past Presidents Committee.

ARTICLE V **Directors**

Section 1. **Number.** There shall be ~~ten~~ **nine** Directors who are regular members, elected by the members at the annual meeting, to serve staggered three-year terms as follows: ~~four (4)~~ **three (3)** Directors shall be elected in ~~2016~~ **2019** and every three years thereafter, three (3) Directors shall be elected in ~~2017~~ **2020** and every three years thereafter, and three (3) Directors shall be elected in ~~2018~~ **2021** and every three years thereafter.

Section 2. **Terms.**

- a. Directors shall serve three year terms or until their successors are elected.
- b. Newly elected Directors shall take office at the close of the annual meeting at which they are sworn in. The term shall end at the close of the annual meeting of the final year of their term.
- c. Directors may not serve consecutive terms unless appointed to complete the unexpired term of a vacated position.

Section 3. Vacancies.

- a. The Board, by majority vote, shall determine when a vacant Director position will be filled.
- b. Any vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Officers and Directors at the next regularly scheduled Board meeting. Persons so appointed shall serve until the close of the annual meeting.

Section 4. Change in Number of Directors. The number of Directors may be changed only by amendment of ~~the Articles of Incorporation~~ **the By-Laws**. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Officer or Director.

ARTICLE VI
Board

Section 1. Composition. The Board shall consist of Directors and Officers.

Section 2. Management.

- a. The Board shall supervise the affairs of the Association and shall take measures for its growth and to carry out its purposes. The Board shall transact all business of the Association between annual business meetings and shall report thereon at the annual meeting of members.
- b. Unless otherwise directed by the membership, items in which the Board has full authority to act on behalf of the Association include, but are not limited to, the following:
 - Program plans and budgets;
 - Position statements; and
 - Applications for grants and contracts.
- c. The Board shall present the previous year's budget with amendments to the membership at each annual meeting.
- d. The Board shall adopt a budget for the forthcoming fiscal year prior to the commencement of such fiscal year.

Section 3. Board Meetings.

- a. The Board shall hold four regular in-person meetings in each conference year (the conference year being: from the close of the annual meeting to the close of the following annual meeting): one regular midyear meeting at the call of the President, on not less than thirty (30) days notice, at the site of the next scheduled annual conference; a second regular midyear meeting immediately prior to and in conjunction with the midyear conference, without notice; and two regular meetings,

one immediately prior to, and one immediately following, the annual meeting of members, without notice.

- b. In addition to the four regular in-person meetings set forth in Article IV, Section 3, subparagraph a, the Board shall also hold a minimum of three regularly scheduled conference call meetings in each conference year. The schedule of the conference call meetings is at the discretion of the President.
- c. Special meetings of the Board shall be held at the call of the President or at the written request of a majority of the members of the Board, on ten (10) days notice.
- d. Should a meeting be called or convened without notice, a Board member may provide a written waiver of notice, whether signed before or after the meeting. The attendance of a Board member at a meeting waives notice of the meeting unless the Board member attends for the express purpose of objecting that the meeting was not duly called or convened.
- e. A majority of the entire Board shall constitute a quorum. Action of the Board shall require the affirmative vote of a majority of those present at any properly constituted meeting at which a quorum is present, except where more than the vote of a majority of a quorum is required by these Bylaws. Action without a meeting may be taken by the signed consent of all Directors and Officers. Officers and Directors may participate in a meeting by means of a conference telephone call, and such telephonic participation shall constitute presence in person at such meeting.
- f. All Board Meeting Minutes shall be available for viewing by the Association members. The method(s) of availability will be prescribed in the NACM Operations and Procedures Manual.

Section 4. Expulsion, Suspension and Reinstatement. Any member serving as an Officer or Director for the Association may be expelled or suspended from the Board for cause upon two-thirds (2/3) vote of the Board at a meeting at which a quorum is present. Sufficient cause for such expulsion or suspension includes, but is not limited to, violation of the Association's Bylaws, or any lawful agreement, rule, policy, or practice properly adopted by the Association; or any other conduct prejudicial to the Association.

- a. The President may appoint a committee from the membership to investigate, provide notice and hearing and make a recommendation to the President regarding the expulsion or suspension of an Officer or Director. In the event the President is the member in question, the President Elect will make the appointment.
- b. The Officer or Director shall not be expelled or suspended for cause without first receiving notice of such charges and subsequently having an opportunity to answer such charges.

- c. If an expulsion or suspension occurs as a result of sufficient cause, the Officer or Director shall be notified by the Secretariat of the Association by registered mail. The Officer or Director will be given thirty days from the notice date to appeal such expulsion or suspension.
- d. The Board upon consideration may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such Officer or Director to their position upon such terms as the Board may deem appropriate.

ARTICLE VII

Meetings of Members

Section 1. **Annual Meeting.** The members of the Association shall meet annually at a time and place designated by the Board. The selection of the site and of the approximate date of the meeting shall be made and announced two years in advance.

Section 2. **Midyear Meeting.** The members of the Association may meet annually to accommodate specific regional areas. The time and place will be designated by the Board. The selection of the site and of the approximate date of the meeting shall be made and announced two years in advance.

Section 3. **Special Meeting.** A special meeting of members may be called by the President with the approval of the Board and shall be called by the President upon the written demand of a majority of the members eligible to vote of the Association. No matter shall be considered at a special meeting unless it is stated in the notice of the meeting.

Section 4. **Notice of Members' Meetings.** Notice stating the place, day and hour of any meeting of members and, in case of a special meeting, the purpose or purposes for which it is called, shall be provided (electronic or otherwise) to each member not less than thirty (30) and not more than fifty (50) days in advance of such meeting.

Section 5. **Quorum and Action.**

- a. At the annual meeting of members, a quorum shall consist of one tenth (1/10) of the members who are registered at the conference and are eligible to vote. Members must be present to vote.
- b. At any special meeting of members a quorum, present or voting remotely (electronic or otherwise), shall consist of a majority of all members eligible to vote at the meeting.
- c. All elections and all other matters voted on at any meeting of members at which a quorum is present shall be determined by a majority of those eligible to vote who are present in person or, at a special meeting, remotely (electronic or otherwise); except

that amendment of the Articles of Incorporation shall require the vote of more than two-thirds (2/3) of those eligible to vote who are present in person or remotely (electronic or otherwise) at the meeting.

ARTICLE VIII **Committees**

Section 1. The Association has **Permanent Committees, Standing Committees and Special or Ad Hoc Committees** that are managed by and report to the Board.

Section 2. The Permanent Committees of the Association are those necessary for the continued operation of the organization:

- a. **Executive Committee** which is comprised of Officers of the organization, act on behalf of the Board between meetings.
- b. **Nominations Committee** which is chaired by the Immediate Past-President and shall consist of the chair and four (4) regular or honorary members eligible to vote appointed by the President. The Nominations Committee is responsible for selecting and presenting nominations for Officers and Directors of the Association at the annual meeting.
- c. **Governance Committee** which is chaired by a member of the Board selected by the President. The regular members of the Governance Committee are appointed by the President in consultation with the Committee Chair. The Governance Committee is responsible for maintaining and updating the Association's Bylaws, Articles of Incorporation, Operations and Procedures Manual and Strategic Plan.

Section 3. The Standing Committees of the Association are those that are designed to provide an enduring service to enable the purpose of the organization. Each of these committees shall be reviewed every three years to determine whether its purpose(s) are consistent with the Strategic Plan. The work of the committee(s) shall be reviewed to determine whether the committee(s) should continue. Specific Standing Committees shall not be mandated by the Bylaws. When formed or reappointed, the committee's purpose and objectives shall be in writing. The Board may discharge or eliminate a Standing Committee at any time by a two thirds (2/3) majority vote.

Section 4. The President may appoint a **Special Committee**. The function of a Special Committee is to investigate or research a question and/or fulfill a specific task. A Special Committee may also be assigned as a liaison with another group or organization. The Executive Committee may be consulted in the formation of a Special Committee. The President shall appoint a chair and members of each such committee which may include members of the Association and others serving in an advisory or consultative role. When formed or reappointed, the committee's purpose and objectives shall be in writing. A Special Committee shall not

continue beyond twenty-four (24) months from its creation, unless reappointed by the President, or if discharged or eliminated sooner by a two-thirds (2/3) majority vote.

Section 5. The President may appoint an **Ad Hoc Committee**. The function of an Ad Hoc Committee is to carry out a specific task assigned by the President that is generally short in duration. The Executive Committee may be consulted in the formation of an Ad Hoc Committee. The President shall appoint a chair and members of each such committee which may include members of the Association and others serving in an advisory or consultative role. When formed or reappointed, the committee's purpose and objectives shall be in writing and limited in both time and scope. An Ad Hoc Committee shall not continue beyond the term of the President who created it, unless the succeeding President reappoints it.

ARTICLE IX

Chapters

Section 1. Chapters are authorized and may be constituted by Regular members of the Association upon application to and approval by the Board.

ARTICLE X

Resolutions

Section 1. To be considered by the Association, any proposed resolution must be sponsored by a member of the Association. The member shall submit the resolution, in writing, with a brief statement of purpose and explanation, to the President. The President may refer any resolution to an appropriate Committee for review and recommendation. If so referred, the Committee's report and recommendation shall be presented to the President. All proposed resolutions, as well as related committee reports and recommendations, shall be posted on the Association's website for review and comment by the membership for no less than 30 days prior to submission to the Board for consideration. To be adopted, resolutions must be approved by a majority of the Board.

ARTICLE XI

Parliamentary Procedures

Section 1. Robert's Rules of Order, Revised, shall govern the conduct of all business meetings except as may be otherwise provided in the Articles of Incorporation or the Bylaws.

ARTICLE XII

Contracts, Checks, Deposits, Funds, Gifts, and Sponsorships

Section 1. **Contracts.** The Board may enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

- a. Contracts may be subject to solicitation for bids, review of bids submitted, and selection of the vendor.
- b. The Board will authorize contracts through a vote of the entire Board and inform the general membership at the next annual business meeting.
- c. Board members will disclose any relationship(s) known to them that they may have with any bidding vendor, and recuse themselves if they believe that a conflict of interest exists or is perceived.
- d. Contracts will be for a specified period of time to provide for regular review and renewal of services.

Section 2. **Checks, Drafts, and Financial Instruments.** All checks, drafts, or orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by resolution of the Board or by these Bylaws. In the absence of such determination by the Board, such instruments shall be signed by two of the three following Officers: President, President Elect, Secretary/Treasurer.

Section 3. **Expenses.** All Association expenditures must be authorized in and consistent with the annual operating budget approved by majority vote of the Board, except that the President may approve any non-budget item expense up to \$1,000 per item and up to \$3,000 per year. Non-budget items costing over \$1,000 must be approved by a majority of the Board.

Section 4. **Deposits.** All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 5. **Investments.** The Board shall adopt and periodically review a Policy governing the investment(s) of Non-Operating Reserves on a regular basis. The Secretary/Treasurer shall report on the investment(s) and its (their) performance to the Board on a regular basis.

Section 6. **Gifts.** The Board may accept, on behalf of the Association, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 7 **Sponsorship.** The Board may solicit for, and accept, on behalf of the Association, financial sponsorship for designated functions and work products of the Association. Such sponsorship will contain specific limitations on the use of the funding and the expectations of the sponsor. Such sponsorship agreements will be made available as part of the written report of the Board to the general membership at the annual business meeting.

ARTICLE XIII

Accounts and Records

Section 1. The Association shall keep correct and complete records of accounts and shall also keep minutes of the meetings of members and of the Board. It shall keep at its registered office in Virginia a record giving the names and addresses of the members entitled to vote. All accounts and records of the Association may be inspected by any member, or his or her agent or attorney, for any proper purpose, at any reasonable time.

Section 2. Following the election at the annual business meeting, the newly elected President shall inform the Secretary/Treasurer to submit to an audit by a Certified Public Accountant (CPA) at least biennially. The Secretary/Treasurer shall report the findings of the audit to the President who shall review the audit with the Secretary/Treasurer. The Secretary/Treasurer shall then report the findings of the audit at the next Board Meeting.

ARTICLE XIV

The Name, Seal and Products of the Association

Section 1. The Association seal shall be in such form as shall be approved by resolution of the Board. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced. The seal may be affixed and attested to by the Secretary/Treasurer or any duly authorized agent, for the authentication of contracts or other papers requiring the seal.

Section 2. Any outside organization or individual requesting to use the Association's name as an endorsement, shall submit a written request to the President who shall recommend action to the Board. Approval shall be by a majority vote.

Section 3. The Association shall seek to ensure that the NACM trademark, seal, logo and/or products are copyrighted, registered, or renewed with the U.S. Patent & Trademark Office, U.S. Copyright Office and/or any other federal or state agencies as necessary by filing an affidavit or other documentation as required.

ARTICLE XV

Fiscal Year

Section 1. The fiscal year of the Association shall begin on January 1 of each year and end on December 31 of the same year.

ARTICLE XVI

Amendments

Section 1. **Amendment of Articles of Incorporation.** In order to amend the Articles of Incorporation of the Association, the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of members. Notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be provided to the membership at least thirty (30) and not more than ninety (90) days in advance of the meeting. The amendment shall be adopted upon

receiving more than two thirds of the votes which members present at the meeting and members represented remotely (electronic or otherwise).

Section 2. Amendment of Bylaws

- a. These Bylaws may be amended only by a two-thirds (2/3) vote of the members entitled to vote who are present at the annual or special meeting or who are represented remotely (electronic or otherwise).
- b. Notice setting forth the proposed amendment shall be provided to the membership at least thirty (30) days and not more than ninety (90) days in advance of a meeting.
- c. Members may submit proposed changes to the Bylaws to the President or to any member of the Board at least ninety (90) days prior to the annual meeting.
- d. Any amendment shall be in full force and effect immediately upon its adoption at the annual or special meeting unless otherwise provided.
- e. All amendments to the Bylaws shall be discussed by the Board at its regularly scheduled meeting prior to the annual meeting. Recommendations will be announced to the membership by the Board for approval or disapproval of said amendments.



SCC888
(09/11)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
GUIDE FOR ARTICLES OF AMENDMENT –
NONSTOCK CORPORATION

ARTICLES OF AMENDMENT OF
NATIONAL ASSOCIATION FOR COURT MANAGEMENT

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation is NATIONAL ASSOCIATION FOR COURT MANAGEMENT.
2. The amendments to the Articles follow:

ARTICLE III

MEMBERS

3.2 ~~There shall be seven classes of members as follows:~~

- ~~1. Regular~~
- ~~2. International~~
- ~~3. Associate~~
- ~~4. Student~~
- ~~5. Honorary~~
- ~~6. Retired~~
- ~~7. Sustaining~~

~~The qualifications and rights for each class of members shall be as set forth in the Bylaws.~~

[The types of memberships and their terms shall be prescribed by the By-Laws of the Association.]

ARTICLE IV

BOARD OF DIRECTORS

4.1 ~~The Board of Directors shall consist of two classes of Directors as follows:~~

~~Class A Directors: Eight Regular or International members elected by the members of the Association, to serve staggered two year terms, one Director from each of the following categories:~~

- ~~Urban: A member working in a court serving a population area in excess of 100,000 people.~~
- ~~Rural: A member working in a court serving a population area less than 100,000 people.~~
- ~~Elected: A member who is employed in a court as a direct result of winning a contested or uncontested election in a jurisdiction wherein he or she is to be employed.~~
- ~~Appointed: A member who is employed in a court or jurisdiction as a result of being designated or named to the position.~~
- ~~Large: A member who is employed in a court or jurisdiction that has in excess of five (5) full time judges.~~
- ~~Small: A member who is employed in a court or jurisdiction that has five (5) or fewer full time judges.~~
- ~~General Jurisdiction: A member who is employed in a court that is defined by the laws of that state as a court of general jurisdiction.~~
- ~~Limited Jurisdiction: A member who is employed in a court that is defined by the laws of that state as a court of limited jurisdiction.~~

~~Class B Directors: The five officers, ex officio, to serve one year terms: President, President Elect, Vice President, Secretary/Treasurer, and Immediate Past President.~~

[The affairs of the Association shall be managed by a Board of Directors. Except as to the initial Board of Directors, the number, term, and qualification of the Directors of the Association shall be prescribed by the Bylaws of the Association.]

3. The foregoing amendment(s) was (were) adopted by the corporation on July 2019.
4. The amendments were proposed by the board of directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:
- (a) **Either** (i) the total number of votes cast for and against the amendment(s) by each voting group entitled to vote separately on the amendment(s) was:

Voting group	Total votes FOR	Total votes AGAINST
_____	_____	_____
_____	_____	_____

- (b) And the number cast for the amendments by each voting group was sufficient for approval by that voting group.

Executed in the name of the corporation by:

<i>(signature)</i>	<i>(date)</i>
<i>(printed name)</i>	<i>(corporate title)</i>
<i>(corporation's SCC ID no.)</i>	<i>(telephone number (optional))</i>

ARTICLES OF AMENDMENT OF
National Association for Court Management

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation is National Association for Court Management.
2. Amendments adopted -

Inaccurate matter 1:

Class A Directors are not classified by categories pursuant to Bylaws.

Current ARTICLE III, Members, Section 3.2 provides,

There shall be seven classes of members as follows:

1. Regular
2. International
3. Associate
4. Student
5. Honorary
6. Retired
7. Sustaining

The qualifications and rights for each class of members shall be as set forth in the Bylaws.

Correction to inaccurate matter 1:

An amendment to ARTICLE III, members, Section 3.2 noting the classification, qualifications, and rights of members are set forth in the Association bylaws as follows –

3.2 The association shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws.

Inaccurate matter 2:

Class A Directors are not classified by categories pursuant to Association Bylaws.

Current ARTICLE IV, Board of Directors, Section 4.1 provides,

The Board of Directors shall consist of two classes of Directors as follows:

Class A Directors: Eight Regular or International members elected by the members of the Association, to serve staggered two-year terms, one Director from each of the following categories:

Urban: A member working in a court serving a population area in excess of 100,000 people.

Rural: A member working in a court serving a population area less than 100,000 people.

Elected: A member who is employed in a court as a direct result of winning a contested or uncontested election in a jurisdiction wherein he or she is to be employed.

Appointed: A member who is employed in a court or jurisdiction as a result of being designated or named to the position.

Large: A member who is employed in a court or jurisdiction that has in excess of five (5) full-time judges.

Small: A member who is employed in a court or jurisdiction that has five (5) or fewer full-time judges.

General Jurisdiction: A member who is employed in a court that is defined by the laws of that state as a court of general jurisdiction.

Limited Jurisdiction: A member who is employed in a court that is defined by the laws of that state as a court of limited jurisdiction.

Correction to inaccurate matter 2:

An amendment to change description of Class A Directors provided in ARTICLE IV, Board of Directors, Section 4.1 as follows

4.1 The affairs of the association shall be managed by a Board of Directors elected by the members and consist of two classes of Directors as follows:

Class A Directors: Number, term and qualification of Directors as prescribed by the bylaws.

Class B Directors: The five officers, ex officio, to serve one-year terms: President, President Elect, Vice President, Secretary/Treasurer, and Immediate Past President

Inaccurate matter 3:

Registered Agent has changed. Current ARTICLE V, Registered Office and Registered Agent provides,

The post office address of the initial registered office of the Association is 300 Newport Avenue, City of Williamsburg, Virginia 23187-8798. The name of the registered agent is Beatrice P. Monahan who is a member of the Virginia State Bar, is a resident of the Commonwealth of Virginia, and whose business office is identical with the registered office of the Association.

Correction to inaccurate matter 3:

An amendment to change the registered agent provided in ARTICLE V, Registered Offices and Registered Agent, as follows

The post office address of the initial registered office of the Association is 300 Newport Avenue, City of Williamsburg, Virginia 23187-8798. The name of the registered agent is Robert N. Baldwin who is a member of the Virginia State Bar, is a resident of the Commonwealth of Virginia, and whose business office is identical with the registered office of the Association.

3. The foregoing amendment(s) was (were) adopted by the corporation on July 25, 2019.
4. The amendment(s) was (were) proposed by the board of directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:
 - (a) **Either** (i) the total number of votes cast for and against the amendment(s) by each voting group entitled to vote separately on the amendment(s) was:

Voting group	Total votes FOR	Total votes AGAINST
_____	_____	_____
_____	_____	_____
 - Or** (ii) the total number of undisputed votes cast for the amendment(s) separately by each voting group was:

Voting group	Total undisputed votes FOR
_____	_____
_____	_____
 - (b) And the number cast for the amendment(s) by each voting group was sufficient for approval by that voting group.

Executed in the name of the corporation by:

<i>(signature)</i>	<i>July 26, 2019</i>
<i>Paul DeLosh</i>	<i>President</i>
<i>0270441-9</i>	<i>1-800-616-6165</i>

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

INSTRUCTIONS TO FORM SCC888

Guideform SCC888 has been produced by the Commission as a guide for the preparation of articles of amendment. Please note, however, that a marked-up version of this guideform will not be accepted. The articles must be separately prepared, using this form as a guide, inserting appropriate information and omitting all inapplicable portions, including the header, seal of the Commission, italicized text, and the text of options not utilized.

This guideform can be downloaded from our website at www.scc.virginia.gov/clk/formfee.aspx.

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. If the corporation has not appointed any directors, the articles must be executed by an incorporator.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-811 of the Code of Virginia.

These articles will not be filed until all fees and penalties to be collected by the Commission under the Virginia Nonstock Corporation Act have been paid by or on behalf of the corporation; provided, however, that an assessed annual registration fee does not have to be paid prior to the filing of these articles if the articles are **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-815 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

NOTE

A corporation's board of directors may adopt an amendment to the corporation's articles of incorporation without member action to (i) delete the names and addresses of the initial directors, (ii) delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Commission, or (iii) add, delete, or change a geographic attribution for the name. See subsection B of § 13.1-885 of the Code of Virginia.

The registered office and/or registered agent cannot be changed by filing articles of amendment to the articles of incorporation. Such change can only be accomplished by filing a statement of change of a registered office and/or registered agent on form SCC635/834, which can be requested by contacting the Clerk's Office at the telephone numbers shown above or at www.scc.virginia.gov/clk/ElectronicFormRequest.aspx.

If member approval is required, the amendment must be approved by each voting group entitled to vote on the amendment by MORE THAN two-thirds of all votes entitled to be cast by that voting group unless the Virginia Nonstock Corporation Act or the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting at which a quorum exists. See § 13.1-886 of the Code of Virginia.

Members shall not have voting or other rights except as provided in the articles of incorporation or, if the articles of incorporation so provide, in the bylaws. However, the members of any corporation existing on January 1, 1957, shall continue to have the same voting and other rights as before January 1, 1957, until such rights are changed by an amendment to the articles of incorporation. See § 13.1-837 of the Code of Virginia.



The National Association for Court Management (NACM) is a member organization dedicated to educating court professionals, providing a community, sharing information, and advocating on important court and justice system topics.

Our 1700+ members from all 50 States, __ US territories, and __ countries take advantage of the following NACM membership benefits:

- World class conferences at a reduced rate, as well as free access to select live streamed conference sessions.
 - Sessions are selected to address needs of all court types, structures, and sizes.
 - Through partnerships, we can offer resources like the NCSC's The Doctor is In, for a brief consultation on issues specific to your court.
- Free electronic copies of guides, like the new Plain Language Guide. Other guides include Social Media, _____, and _____.
- Opportunity to participate in committee work, guiding the national agenda for education programs and topics, governance, and advocacy.
 - NACM is continually innovating new ways to meet the needs of it's members. Participating in committees ensures your voice is heard about new educational programs and opportunities, the focus for new publications and webinars, and ideas for making conferences the premier source for professional growth and development in the Court Management profession.
 - Committee work provides opportunities for leadership and public speaking that benefit court leaders, provide exposure and cascading career opportunities.
- Periodical publications delivered directly to your inbox: Court Express bimonthly, and Court Manager quarterly.
- A discount on memberships with our partner organizations [update website].
- Unparalleled networking opportunities. Court Management is a unique niche profession, and it can be difficult to find professionals experiencing your challenges and opportunities. NACM's active membership provides a community during and between conferences.
- Access to survey results to help inform projects and strategic planning in your own jurisdiction. For example...

- Advocacy on issues of nationwide importance; court professionals cannot always address controversial issues regarding the court directly, as it may interfere with the perception of impartiality, but NACM's can be an objective voice advocating for the needs and value of the Judicial Branch of government.



NACM POLICY

POLICY NAME / SUBJECT: Social Media	NUMBER: NACM-1100	ADOPTION DATE:	TYPE: Internal
PREPARED BY: Communications Committee Members	SECTION: 1000 Operations / Policies		RECINDS: n/a

REFERENCES & RESOURCES:

- www.wikipedia.com
- www.facebook.com
- www.twitter.com
- www.linkedin.com
- www.instagram.com
- www.youtube.com
- [IBM social computing guidelines](#)
- [Intel Social Media Guidelines](#)

DEFINITIONS AND ABBREVIATIONS:

- A. Social Media: Forms of electronic communication such as websites and applications for social networking and microblogging through which users create online communities to share information, personal messages and other content.
- B. Blogging: A website or application that contains information, comments, hyperlinks, videos, and photographs provided by the writer.
- C. Microblogging: Blogging done with severe space or size constraints typically by posting frequent brief messages.
- D. Post: An action on social media involving the submission of information made public. Information can be in the form of written communications, pictures, videos, and hyperlinks.
- E. Like: An option on all NACM social media accounts that can be selected to demonstrate positive feedback towards a post.
- F. Share: The ability for someone to use the Share button to copy someone else's post on social media by posting the same content or transmit a hyperlink of the post using email, text or instant messaging platforms.
- G. Comment: An option on social media for people to express their thoughts on someone's post.
- H. Tweet: This is a posting on Twitter.
- I. Retweet: Same as "share", but exclusive to Twitter.
- J. Hashtag: acts as a searchable tag that describes some aspect of the contents of the posting. It is expressed as #keyword.
- K. Trolling: To make a deliberately offensive or provocative online post with the aim of upsetting someone or eliciting an angry response from them.
- L. Flaming: It is the act of posting offensive language or trading insults between followers.

BACKGROUND:

Social media uses web-based technologies that are accessible and able to transform people from content users to content producers. The social media technologies currently utilized by NACM are [Twitter](#), [Facebook](#), [LinkedIn](#), [Instagram](#), [Flickr](#) and [YouTube](#).

Twitter

Twitter is a free social networking microblogging service allowing registered members to broadcast short posts called tweets. 'Tweets' are limited to 140-character messages posted to the author's page and delivered to their 'followers'. Users can restrict access or allow open access. To connect tweets to a general topic, members can add hashtags to a key word in their posting. Unlike some Instant Messaging platforms that disappear when the user closes the application, tweets are also posted on Twitter's website. They are permanent, they are searchable, and they are public.



Facebook

Facebook is a free social networking website allowing registered users to create profiles, upload photos and videos, broadcast live video, share messages, photos and other content and send messages to keep in touch with friends through networks based on demographics, schools, workplace or interests. Users can restrict access or allow open access. Facebook also allows users to create groups around common interests that can be joined by both members and non-members. These groups can be used for discussion on specific topics or relaying information about current events through its discussion boards, recent news and other content portals.

LinkedIn

LinkedIn is a social networking site designed specifically for the business community allowing registered members to establish and document networks of people they know and trust professionally. A member can establish connections with someone he has worked with, knows professionally or has gone to school with. A member's profile page emphasizes skills, employment and education history, and has professional network news feeds. LinkedIn also allows members to form groups based on any common interest which allows connections on a more personal basis.

Instagram

Instagram is a free photo sharing application and social network platform. Users can edit and upload photos and short videos and broadcast live videos. Users can also add captions to their posts and use hashtags to make the posts searchable. Users also have the option of making their profile private so that only their followers can view their posts. Similar to other applications, users can like, comment and bookmark friends' posts. Free business accounts are offered including access to free engagement and impression metrics.

Flickr

Flickr is an image and video hosting service. Photos and videos can be accessed without the need to register an account, but an account must be made to upload content to the site.

YouTube

YouTube is a popular video sharing website where registered users can upload and share videos with anyone able to access the site. These videos can also be embedded and shared on other sites.

SOCIAL MEDIA POLICY:

1. NACM will place appropriate messages and information online using social media outlets.
2. NACM members are reminded to comply with the NACM Code of Conduct when placing or commenting on content on NACM social media sites.
3. NACM will maintain organizational groups and accounts within the various social media platforms that are the responsibility of the Communications Committee.
4. The NACM Social Media Coordinator will act as the moderator for each social media platform under the oversight of the Communications Committee.
5. The Communications Committee will evaluate metrics on usage and effectiveness of each social media tool to ensure we are reaching our audience effectively.

SOCIAL MEDIA GUIDELINES:

1. There is no such thing as delete on the internet, so think before you post.
2. Carefully consider what should be posted for items where emotions may run high such as politics and religion.
3. Members should not post personal or confidential information about their court or the association.
4. Make sure any content you submit for posting is about your areas of expertise or you have done substantial research on the topic.
5. Just because something is online doesn't mean it's OK to copy it.
6. Be respectful and considerate of others when posting or replying. No trolling, troll baiting or flaming anyone.
7. Consider content that is open-ended and invites responses.
8. Share with followers the things you are learning and doing so others can learn from your experiences.
9. Pause. If you are about to publish something that makes you even the slightest bit uncomfortable, pause and review the guidelines before submitting it. Trust your instincts.



National Association for Court Management

Strengthening Court Professionals

10. If you mess up, be the first to correct it and be clear what you've done to fix it. The Communications Committee can help you triage a bad comment or post.
11. Don't respond to offensive or negative posts, there's no winner in that game.
12. Make sure your efforts to be transparent do not violate your organization's privacy, confidentiality, and any applicable legal guidelines for external communication. All statements must be true and not misleading, and all claims must be substantiated and approved.
13. Occasionally typos will happen when creating posts or making comments. In some platforms you can make a simple correction, others require the posting to be deleted. The severity of the mistake may help you determine which option you should take.
14. Social Media widgets should be included in all NACM communications.



PROCEDURES:

The Communications Committee is responsible for posting on social media sites through the use of a Social Media Coordinator.

The Social Media Coordinator will be responsible for adding certain appropriate content to NACM's social media platforms as well as encouraging other members to post information. This person may remove slanderous comments or postings from the platform after notifying the Chair of the Communications Committee without prior approval; however, if a comment or posting isn't immediately identifiable as slanderous, the moderator will notify the Communications Committee Chair via email of the content for a committee decision on its removal.

Members wishing to have content posted on one or more social media tools should email the content to the Social Media Coordinator for posting.

The Social Media Coordinator will review the content for appropriateness and either post or inquire further with the requestor and the Chair if in doubt.

If members find inappropriate content or comments bring it to the attention of the Social Media Coordinator.

FORMS USED:

None.