

# **CONSTITUTION OF THE NORTH AMERICAN SOUTH ASIAN LAW STUDENTS ASSOCIATION**

## **ARTICLE I – NAME**

The name of this association is the North American South Asian Law Students Association, Incorporated (“NASALSA”).

## **ARTICLE II - PURPOSE**

### **Section I**

The mission of the North American South Asian Law Students Association is to provide an avenue for the South Asian and broader minority community to succeed in the field of law; we aim to provide opportunities for members to better themselves, network, professionally prosper, and to serve their community.

### **Section II**

The purpose of NASALSA is to utilize the collective resources of both the member Chapters and individual members in the following ways:

- a.** Articulate and promote the educational, professional, political, and social needs and goals of South Asian law students;
- b.** Foster and encourage professional competence;
- c.** Improve the relationship between South Asian law students, South Asian attorneys, other minority attorneys, and the American legal structure;
- d.** Instill in attorneys and law students a greater awareness and commitment to the needs of the South Asian community;
- e.** Influence the legal community by bringing about meaningful legal and political change that addresses the needs and concerns of the South Asian community;
- f.** Adopt and implement policies of economic independence;
- g.** Encourage South Asian law students to pursue careers in the judiciary; and
- h.** Do all things necessary and appropriate to accomplish these purposes.

## **ARTICLE III – MEMBERSHIP**

### **Section I**

General membership may consist of matriculated law students at a North American member law school.

## Section II

Members will be recognized at the individual, local, and national chapter levels. If an individual is a member of a local chapter, he/she will be recognized by their chapter as described in subsection A, as an individual member as described in subsection B, and also as a member at the national level as described in subsection C.

**A. Chapter Membership:** Chapter membership shall consist of: (1) any North American law school whose petition is approved by the National Executive Board for admittance, or (2) any law student in the same locale whose petition is approved by the National Executive Board for admittance.

**1. Active Membership:** Active membership in NASALSA consists of all member chapters that have:

- a. Submitted the necessary paperwork to determine the number of affiliated members in its chapter.
- b. Upon meeting its obligations, and submitting the necessary paperwork, a chapter is entitled to all privileges of NASALSA defined herein.

**2. Inactive Membership:** Inactive membership consists of any chapter that has previously been a member in the past but currently does not fulfill the requirement of Article III, Section 2(A) (1) of this Constitution.

**B. Individual Membership:** Individual Membership shall be granted to law students who submit the necessary paperwork.

**C. National Membership:** Anyone who fulfills the requirements of Article III, Section 2(A)(1) and Article III, Section 2(B) is automatically granted National Membership in NASALSA. Any law student who is granted National Membership in NASALSA shall automatically be granted membership of the South Asian Bar Association (SABA) for free, but shall not be eligible to vote, serve as a member of the Board or any committee of the Board or of the membership, or hold elected or appointed positions in the Association.

## Section III

Nondiscrimination Clause: NASALSA will not discriminate against an individual or

group on the basis of sex, race, religion, caste, ethnic group, age, sexual orientation, gender identity, disability, national origin, or country of abode.

#### **Section IV**

Rights of Membership: Only members pursuant to the requirements set forth in Article III, Section 2(A)(1) and Article III, Section 2(B) shall have the right to serve as a delegate, the right to hold national office, the right to compete in all NASALSA sponsored competitions, and shall generally be entitled to all the rights and privileges of NASALSA as defined herein.

#### **Section V**

Duties of Membership: Regular participation in the activities of NASALSA is incumbent upon each member chapter.

### **ARTICLE IV – ORGANIZATION**

#### **Section I**

For tax purposes, each local chapter shall be a separate legal entity from NASALSA. No chapter shall be deemed to be an agency or instrumentality of NASALSA or another chapter, nor shall NASALSA be deemed to be an agency or instrumentality of any local chapter.

### **ARTICLE V - ADMINISTRATION**

#### **Section I**

Persons eligible to hold an office on the National Executive Board of NASALSA must be an active member of NASALSA pursuant to Article III, Section 2(A)(1) and Article III, Section 2(B).

#### **Section II**

There will be a National Executive Board of NASALSA that will consist of the following:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Moot Court Competition Director

There must be a minimum of three (3) board members and a maximum of six (6) board members

at any given time. The board positions are not compensated in any way. Regular meetings will be held as the President sees fit and in the manner in which the President so chooses. The duties of the executive board is as follows:

**President** The President will oversee all activities of NASALSA and will represent the organization in official functions. The President is responsible for ensuring that the rest of the Executive Board and the Committee leaders are dutifully executing their tasks.

Duties of the President include but are not limited to:

- Preside over all meetings.
- Control the NASALSA Bank Account and maintain signing authority over spending requests
- Serve as a liaison to the Advisory Council
- Manage the NASALSA email account
- Delegate responsibilities to the rest of the board
- File important financial/tax documents

**Vice-President** In the event the President cannot fulfill his/her duties, the Vice-President shall assume the responsibility. If the President is not present one of the Vice-President will execute meetings. The Vice-President is the main liaison to the South Asian Bar Association. Duties of the External Vice-President include but are not limited to:

- Conduct outreach through NASALSA social media platforms
- Reach out to other organizations
- Assist in expanding NASALSA membership
- Develop a list of schools across the country to contact using the outreach email template and splits it up amongst the delegates by region
- Assist the Moot Court Competition Director with conference coordinating activities

- Balance the budget in conjunction with the Treasurer
- Assist in expanding NASALSA membership
- Head the Sponsorship of the Moot Court Competition with the Treasurer
- Plan internal NASALSA events, including leadership retreats

**Secretary** The Secretary is responsible for correspondence and maintaining records. The Secretary's duties include but are not limited to:

- Manage the NASALSA website and social media profiles
- Maintain minutes of all official meetings
- Maintain records of NASALSA members (chapter and individual)
- Send a newsletter monthly
- Prepare all leaflets, brochures, and agendas for the moot court competition
- Distribute emails and notifications pertaining to NASALSA to members and affiliated chapters

**Treasurer** The Treasurer is responsible for the financial dealings and viability of the organization. The Treasurer shall keep up-to-date records of all transactions and will continually update the Executive Board of NASALSA's financial status. The Treasurer shares bank account access with the President. The Treasurer's duties include but are not limited to:

- Track spending of the organization
- Maintain balance sheet & records of purchases
- Develop Sponsorship Packet with the Moot Court Competition Director
- Head conference sponsorship efforts with the Vice President
- Collect registration fees from members and competition attendees

**Moot Court Competition Director** The Moot Court Competition Director is in charge of planning the annual competition. The Director's duties include but are not limited to:

- The Moot Court Director shall serve as administrator of the Moot Court Competition, the Chair of the Moot Court Rules Committee and be the final interpreter of the Moot Court Rules.
- The Moot Court Director shall be elected to the Board by way of a successful Moot Court bid package.
- The Host School must identify a designee for their bid package to be valid. The Host School designee who is identified in the successful bid package shall be the Moot Court Director.

There will be a National Leadership Board of NASALSA that will consist of the following:

- A. Sponsorship Chair
- B. Pre-Law Institute Program Director
- C. Content Director

The Sponsorship Chair and Public Relations Chair must be filled at all times. The board positions are not compensated in any way. Regular meetings will be held as the President sees fit and in the manner in which the President so chooses. The duties of the leadership board is as follows:

**Sponsorship Chair** The Sponsorship Chair will oversee all activities pertaining to sponsorships of NASALSA and/or NASALSA events. Duties of the Sponsorship Chair include but are not limited to:

- Create a Sponsorship Packet/Pamphlet to give to potential sponsors.
- Reach out to potential sponsors.
- Raise funds

**Pre-Law Institute Program Director** The Membership Program Director will oversee all activities pertaining to the mentorship program of NASALSA and undergraduate South Asian students. Duties of the Pre-Law Institute Director include but are not limited to:

- Maintain a list of applicants for the program
- Correspond with law students and their undergraduate mentees
- Function as the first point of contact between these two categories of students with regard to any problems, issues, or changes that need to be made with the mentors and mentees.

**Content Director** The Webinar Director will oversee all activities pertaining to NASALSA webinars. Duties of the Webinar Director include but are not limited to:

- Maintain the website and regularly post information about NASALSA, scholarship opportunities, events, and internship/fellowship opportunities
- Maintain relations with all SALSA chapters
- Stay up to date with current issues among law students
- Assist in setting up webinars
- Schedule webinars

### **Section III**

These officers must perform duties prescribed by the National Bylaws and by the parliamentary authority adopted by NASALSA.

### **Section IV**

Board Approval: Board approval is defined as an affirmative, simple majority vote by the National Executive Board.

Quorum is established by a majority of the Board Members being present.

### **Section V**

Should the office of the National President become vacant, the executive board will vote on a replacement amongst themselves to fill the unexpired term. Should any National office other than the National President become vacant, the unexpired term will be filled by appointment by the National President, subject to approval by the National Advisory Council.

## **Section VI**

Terms of Office: The elected officers of NASALSA will hold office for a term of one (1) year to begin on June 1st and end on May 31st of the following year.

Subject to exigent circumstances, including but not limited to a pandemic or epidemic, the elected officers of NASALSA may vote by majority to hold office for an additional one (1) year term. However, if this procedure is elected, the elected officers of NASALSA must still hold applications open for new members of the general public to join the Executive and/or Leadership Board of NASALSA.

## **Section VII**

Advisory Council: An advisory council composed of alumni members will be established in order to guide the organization. This board will consist of four (4) or more members.

## **Section VIII**

The Executive Board shall be responsible for the planning and execution of the annual Moot Court Competition, which must be held annually.

## **Section IX**

Additional Powers: The Board may implement any measures it deems necessary and proper to fulfill the aforementioned duties.

# **ARTICLE VI - COMMITTEES**

## **Section I**

A standing committee is one that will have responsibilities on an ongoing basis. There may be standing committees of the Board, as follows:

- A. Executive Committee: An Executive Committee which shall consist of at least three Directors, one of whom shall be the President of the Board, who shall also serve as President chair of the Executive Committee. The other members of the Executive Committee shall be appointed by the President, subject to the approval of the Board. The Executive Committee shall have all the authority of the Board except as to the following matters:



1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the Bylaws or the adoption of new Bylaws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
4. the fixing of compensation of the Directors for serving on the Board or any committee.

B. Finance and Audit Committee: A Finance and Audit Committee which shall consist of at least three (3) Directors, one of whom shall be the Treasurer. [**The Treasurer shall not serve as chairperson of such a committee.**] The other 8 members of the Finance and Audit Committee shall be appointed by the President of the Board, subject to the approval of the Board. The Finance and Audit Committee shall advise the Treasurer and the Board in regard to the investments and general fiscal policy of the Corporation. The Finance and Audit Committee shall also be responsible for oversight of the Corporation's outside auditors and oversight of the Corporation's internal fiscal controls and financial reporting.

C. Audit Committee: An Audit Committee comprised at least three (3) directors each of whom is an Independent Director. The members of the Audit Committee shall be appointed by the President of the Board, subject to the approval of the Board. The Committee will annually review or retain the independent auditor and upon completion of the audit review the results of the audit and any related management letter with the independent auditor.

## **Section II**

A. Powers: The Board by resolution may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a committee or committees of the Corporation. Each advisor shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

B. No Compensation: No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

## **ARTICLE VII-VOTING**

### **Section I**

Each registered NASALSA member will have one (1) vote. Voting will begin the weekend of the national convention via online ballot. Candidates for each position may begin campaigning no earlier than 30 days before the start of voting. Elections will be open for 7 days.

### **Section II**

The ultimate power of NASALSA shall be vested in its membership, as represented by an elected Executive Board. Registered NASALSA members shall elect the Executive Board annually at the NASALSA Conference each year.

## **ARTICLE XII - CONFLICT OF INTEREST POLICY**

### **Section I**

The purpose of this policy (the “Policy”) is to protect the interests of [NASALSA] (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or Key Employee of the Corporation. The Corporation will not enter into any such transaction or arrangement unless it is determined by the Board in the manner described below to be fair, reasonable and in the best interests of the Corporation at the time of such determination This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to non-for-profit and charitable organizations.

### **Section II**

Definitions. (a) Affiliate. An affiliate of the Corporation is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with the Corporation. (b) Board of Directors. The body responsible for the Governance of the Corporation. (c) Director. Any member of the governing body of a corporation, whether designated as a director, trustee, manager, governor, or by any other title. (d) Financial Interest.

A person has a Financial Interest if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration as well as gifts or favors that are not insubstantial or other arrangement involving the Corporation. (e) Independent Director. A member of the Board of Directors (the "Board") who: (i) Has not been an employee of the Corporation or an Affiliate of the Corporation within the last three years; (ii) Does not have a Relative who has been a Key Employee of the Corporation or an Affiliate of the Corporation within the last three years; (iii) Has not received and does not have a Relative who has received more than \$10,000 in compensation directly from the Corporation or an Affiliate of the Corporation in any of the last three years (not including reasonable compensation or reimbursement for services as a Director, as set by the Corporation); (iv) Does not have a substantial Financial Interest in and has not been an employee of, and does not have a Relative who has a substantial Financial Interest in or was an Officer of, any entity that has made payments to or received payments from, the Corporation or an Affiliate of the Corporation in excess of the lesser of: (a) \$25,000 (b) 2% of the Corporation's consolidated gross revenue over the last three years (payment does not include charitable contribution); (v) Is not in an employment relationship under control or direction of any Related Party and does not receive payments subject to approval of a Related Party; (vi) Does not approve a transaction providing economic benefits to any Related Party who in turn has approved or will approve a transaction providing economic benefits to the Director. (f) Key Employee. A Key Employee is a person who is, or has within the last five years, been in a position to exercise substantial influence over the affairs of the Corporation. This includes, but is not limited to: (i) Voting members of the Board; (ii) Executive officers of the Corporation; (iii) Employees who receive annual compensation in excess of \$150,000 or are one of the top 20 employees with the highest reportable compensation in the Corporation or an Affiliate of the Corporation; (iv) Anyone who manages a discrete activity or segment of the Corporation that represents 10% or more of the assets, income, or expenses of the Corporation; (v) Anyone who has or shares authority to control 10% or more of the Corporation's capital expenditures, operating budget or employee compensation. (g) Officer. A person who has the authority to bind the Corporation as designated in the Bylaws of the Corporation. (h) Related Party. Persons who may be considered a Related

Party of the Corporation or an Affiliate of the Corporation under this Policy include: (i) Directors, Officers, or Key Employees of the Corporation or an Affiliate of the Corporation; (ii) Relatives of Directors, Officers, or Key Employees; (iii) any entity in which a person in (i) or (ii) has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%; (iv) Founders of the Corporation; (v) Substantial contributors to the Corporation (within the current fiscal year or the past five fiscal years); (vi) Persons owning a controlling interest (through votes or value) in the Corporation; (vii) Any non-stock entity controlled by one or more Key Employees. (i) Related Party Transaction. Any transaction, agreement or any other arrangement with the Corporation or an Affiliate of the Corporation in which a Related Party has a Financial Interest. Any Related Party Transaction will be considered a conflict of interest for purposes of this Policy. (j) Relative. A Relative is a spouse, ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half blood), or spouse of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half blood), or a domestic partner as defined in section 2994-A of the New York Public Health Law.

### **Section III**

Related Party Transactions and Duty to Disclose: A Related Party Transaction is not necessarily a prohibited transaction. Under this Policy, if the Corporation contemplates entering into a Related Party Transaction, the Independent Directors of the Board must determine if the transaction is fair, reasonable, and in the best interests of the Corporation at the time of such determination. If at any time during his or her term of service a Related Party acquires any Financial Interest or when any matter for decision or approval comes before the Board in which a Related Party has a Financial Interest, the material facts of that Financial Interest or potential Related Party Transaction must be promptly disclosed in writing by the Related Party to each member of the Board. The Board will then follow the procedures in Article 4 of this Policy. Any failure by a Related Party to disclose to the Board a known Financial Interest or a known potential Related Party Transaction may be grounds for removal of such person from the Board and/or his or her termination from the Corporation.

#### **Section IV**

Non-Participation and Review: All transactions, agreements or any other arrangements between the Corporation and a Related Party, and any other transactions which may involve a potential conflict of interest, shall be reviewed by the Independent Directors. All Related Parties with a Financial Interest shall leave the room in which such deliberations are conducted. The Independent Directors will then determine whether the contemplated Related Party Transaction is fair, reasonable, and in the best interests of the Corporation at the time of such determination. The Corporation will not enter into any Related Party Transaction unless it is determined to be fair, reasonable and in the best interest of the Corporation at the time of such determination.

#### **Section V**

Consideration of Alternate Transactions and Comparability Data: If the contemplated Related Party Transaction pertains to compensation for services or the transfer of property or other benefit to a Related Party, the Independent Directors must determine that the value of the economic benefit provided by the Corporation to the Related Party does not exceed the value of the consideration received in exchange by obtaining and reviewing appropriate comparable data prior to entering the transaction. In those instances where the contemplated Related Party Transaction does not involve compensation, transfer of property or benefits to a Related Party, the Independent Directors must consider alternative transactions to the extent possible, prior to entering into such transaction.

#### **Section VI**

Comparability Data: When considering the comparability of compensation, for example, the relevant Comparability Data which the Independent Directors may consider includes, but is not limited to (1) compensation levels paid by similarly situated organizations, both exempt and nonexempt; (2) the availability of similar services within the same geographic area; (3) current compensation surveys compiled by independent firms; and (4) written offers from similar institutions competing for the same person's services. When the transaction involves the transfer

of real property as compensation, the relevant factors include, but are not limited to (i) current independent appraisals of the property, and (ii) offers received in a competitive bidding process.

### **Section VII**

**Voting:** The Independent Directors after considering alternate transactions and/or comparability data shall determine in good faith whether the transaction or arrangement is fair, reasonable, and in the best interest of the Corporation at the time of such decision. Any such transaction shall be approved by not less than a majority vote of the Independent Directors present at the meeting. The Independent Directors shall make their decision as to whether to enter into the transaction or arrangement and shall contemporaneously document the meeting under Article 6 of this Policy. All Related Parties with a Financial Interest must not be present for deliberations and voting on the transaction or arrangement in which he or she has a Financial Interest. Only Independent Directors shall vote on Related Party Transactions. No Related Party shall vote, act, or attempt to influence the deliberations improperly on any matter in which he or she has been determined by the Board to have a Financial Interest. Any attempt to vote, act, or improperly influence deliberations by a Related Party on any matter with which such person has a Financial Interest may be grounds for such person's removal from the Board or termination from the Corporation.

### **Section VIII**

**Compensation:** A voting member of the Board or an Officer who receives compensation directly or indirectly from the Corporation for services or a Director serving as a voting member of any Committee whose jurisdiction includes compensation matters is precluded from voting or acting on matters pertaining to that Director's or Officer's compensation. No voting member of the Board or any committee thereof whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board or any committee thereof regarding compensation. **Audit [or other] Committee Review:** The Board may delegate to the Audit Committee or any other committee, which shall be composed solely of Independent Directors, the review and approval of any Related Party Transaction; provided that if in such

committee's judgment the Related Party Transaction is of a magnitude that would otherwise require Board approval, the committee shall submit the Related Party Transaction to the Board for consideration, providing its recommendation as to whether or not to approve it. In the event the Board delegates the review and approval of Related Party transactions to a committee, all references to the Board in this Policy shall be deemed to refer to such Committee and all references to a majority of the Board shall be deemed to refer to a majority of such Committee.

### **Section IX**

Records of Proceedings: The minutes of all meetings of the Board at which a Related Party Transaction is considered shall contain: (a) The names of the persons who disclosed or otherwise were determined to have a potential or actual Financial Interest and/or conflict of interest, the nature of the potential or actual Financial Interest and/or conflict of interest, any action taken to determine whether a Financial Interest or conflict of interest exists, and the Board's decision as to whether a Financial Interest and/or conflict of interest exists. (b) The names of the persons who were present for discussions and votes relating to any determinations as above, including whether the Related Party and any Board members not considered to be Independent Directors, left the room during any such discussions, the content of such discussions, including discussion of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board. (c) The minutes shall be documented contemporaneously to the decision and discussion regarding the Financial Interest or conflict of interest.

### **Section X**

Initial and Annual Written Disclosures: Prior to a Director's initial election to the Board, or an Officer or Key Employee's employment at the Corporation, and thereafter on an annual basis, all Directors, Officers, and Key Employees shall disclose in writing to the Secretary of the Corporation: (a) Any entity of which such person or a Relative of such person is an officer, director, trustee, member, owner, or employee and with which the Corporation has a relationship, (b) Any Financial Interest such person may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to Corporation for a fee or

other compensation, and (c) Any position or other material relationship such Director, Officer, Key Employee, or Relative of such person, may have with any not-for-profit corporation with which the Corporation has a business relationship. A copy of each disclosure statement shall be kept in the Corporation's files and made available to any Director, Officer, or Key Employee upon request.

### **Section XI**

Annual Statements: Each Director, Officer, and Key Employee shall annually sign and submit to the Secretary of the Corporation a statement which affirms such person: (a) has received a copy of this Policy, (b) has read and understands the Policy, and (c) has agreed to comply with the Policy.

## **ARTICLE VIII – DISCIPLINARY PROCEEDINGS**

### **Section I**

NASALSA is empowered to make and enforce its own rules and to require that its members and officers refrain from conduct injurious to NASALSA or its purposes. The National Executive Board will have the power to discipline or otherwise censure its members, officers, staff persons and committee members.

### **Section II National Board Removal:**

A. A National Board member may be expelled, suspended, or otherwise removed from office after due process in accordance with the provisions of the Bylaws by an affirmative vote of no less than two-thirds (2/3) of the National Executive Board. The Presiding officer at the meeting will require a secret ballot vote for any proposed adverse action.

B. Notice of expulsion, suspension, or removal will be given to the National Executive Board member in writing. Any officer initiating such an action or the object of such an action must make a presentation verbally or in writing on his or her behalf and/or to



select an advocate and witnesses.

C. Any officer may resign at any time. Resignation must be in writing and given to the National President. The National Executive Board must send a written confirmation of the resignation to the resigning officer.

D. All disciplinary measures resulting in adverse action must be reported by the National Executive Board to the Advisory Council; such disciplinary measures are subject to review by the Advisory Council. They may be appealed and overturned by a 2/3 majority vote of the Advisory Council.

## **ARTICLE IX – AMENDMENTS**

### **Section I**

Any and all amendments to the NASALSA Bylaws must be voted on by a 2/3 majority of the NASALSA executive board.

### **Section II**

If a non-executive board member of NASALSA finds fault with any amendments, they may file a complaint, in writing, to the NASALSA advisory council.

### **Section III**

If the advisory council finds an amendment unjust they may, by 2/3 majority vote, reverse the amendment. An amendment may only be made after a formal complaint has been filed as designated by Article 9(II).