



NCACC – 50 YEARS STRONG!

July 11, 2023

Dear NCACC Membership:

Quick summary: During the Business meeting at the Detroit Conference, please be prepared to vote on a motion to suspend the requirements of Article XI (Amendments), Section 1 of the Bylaws, pursuant to Section 2 of that Article. If there is a favorable vote on the motion to suspend, a vote will be called on whether to adopt the amendments to Article IX (Secretariat) discussed below.

In the ordinary course, we address Bylaw amendments in a more formal process but, recently, we ran into an issue that requires immediate attention but that does not permit following the formal amendment process found in Section 1 of Article XI.

The National Center for State Courts (NCSC) is, pursuant to our Bylaws, the Secretariat for the NCACC. Bylaws Article IX (Secretariat). Currently Article IX requires annual renewals of our contract with the NCSC. While it is presumed that the one-year renewal term was operative at some time, recently, as late as 2017, the renewal term shifted to three-year renewals. So that we can align our Bylaws with actual practice and to, potentially, take financial advantage of multi-year contracting with NCSC, the Executive Committee tasked the Bylaws Committee under the stewardship of its Chair, Dan Shearouse (SC) with exploring an amendment to Article IX.

The Bylaws Committee has done so and the Committee, as detailed in Dan's report below, recommends that the President negotiate a term of not more than five years to renew the NCSC contract. The urgency arose because later this year President-Elect Jenny Kitchings (SC) will, in consultation with the remainder of the Executive Committee, begin negotiating the terms of a renewal contract with the NCSC.

Additionally, in its study of Article IX of the Bylaws, the Committee identified another proposed modification. As currently written, Article IX requires that a contract with the Secretariat include a provision that the Secretariat distribute the publications of the NCACC. Because all of our publications are now distributed electronically or posted to the web, such a provision does not appear to be appropriate in a renewal contract.

Accordingly, with the endorsement of the Executive Committee, I ask you to review these proposed changes to Article IX of the Bylaws and be prepared to vote during the business meeting on a motion to suspend the formal prerequisites to consideration of this amendment: submission to the Executive Committee prior to April 1 and publication in the Docket. Article XI, Section 2. Pursuant to Article XI, Section 2, if we have a quorum, on a vote of 75% of the members then present and entitled vote, such a suspension of Section 1 is permitted.

Assuming a favorable vote on that motion to suspend, we will then proceed to vote whether to approve the proposed amendments.

Thank you to Dan, Lilia, Megan, and Jakob for your prompt and thoughtful attention to the Executive Committee's request.

Thank you to all of the membership for your consideration of these amendments and I am looking forward to seeing everyone in Detroit in a little over two weeks!

Very sincerely,



Gregory Hilton, President

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Report of the Bylaws Committee

Dear Mr. President:

Article IX of the NCACC Bylaws designates the National Center for State Courts as our Secretariat. While this provision indicates a contract will be negotiated annually, the practice has been to enter into a contract covering three years. At your request, the Bylaws Committee has considered an amendment to make the Bylaws allow for multiple year contracts.

While the Section could simple be amended to allow a three-year contract period, the Bylaws Committee believes it is better to give the President and Executive Committee more discretion in negotiating a contract with the NCSC. As we all know from our contracts with Thomson-Reuters and Lexis-Nexis, you can often get a better rate by negotiating a longer contract. Further, if we ever decided to consider any alternative to having the NCSC as our Secretariat, it might be beneficial to have the discretion to contact for a period of less than three years.

In addition, Article IX requires the contract to cover the distribution of publications. Since the NCACC now distributes all of its publications electronically or makes them available on the NCACC Website, the Committee recommends this language be eliminated.

Accordingly, the Bylaws Committee recommends that Article IX be amended to read:

ARTICLE IX

Secretariat

The National Center for State Courts (hereinafter "Center") shall serve as the Secretariat of the Conference. The President, with the approval of the Executive Committee, shall negotiate a contract with the Center ~~annually for the calendar year~~ **for a period of no more than five years**. The contract shall delineate what services the Center will provide and specify the costs to be borne by the Conference. Secretariat services will cover, as a minimum, the following: membership; **distribution of publications**; annual corporate reports; billing and collection of revenue; disbursement of expenses; accounting and reporting; monthly and yearly reports; tax returns; investment of funds; use of Center facilities; and fees, billing, and payment.

If the Executive Committee determines it is appropriate to pursue this amendment at the upcoming Annual Meeting, notice should be given to the membership as soon as possible, and a 75% vote will be required before it can be considered. Article XI, Section 2, NCACC Bylaws ("Procedures for Considering Late Amendments to Bylaws. Notwithstanding the foregoing provision, amendments to the Bylaws submitted after April first may be considered by the membership at the annual business meeting provided that the membership consents to a suspension of the provisions of Article XI, Section 1, by a vote of seventy-five percent (75%) of the members then present and entitled to vote, and provided further that the quorum requirements of Article IV have been met.").

Please let me know if I can be of any further assistance. I am extremely grateful for the involvement of the other members of the Bylaws Committee - Lilia Oquendo-Solis, Megan Scanlon, and Jakob Trierweiler, and their willingness to quickly consider your request.

Dan Shearouse
Chair, Bylaws Committee