

## MEMBER COMMITTEE OPERATIONS GUIDE

The work of member Committees is very important to the success of the National of Bond Lawyers. This Guide has been prepared to help Committee officers and members discharge their responsibilities to NABL through effective Committee operations. Questions and comments regarding this Guide and Committee operations may be referred to the Board liaison for the particular Committee or to the President or President-Elect of NABL.

The NABL By-Laws provide for a Nominating Committee and an Executive Committee and establishes the Steering Committee of the Bond Attorneys' Workshop as a standing advisory committee to conduct the Bond Attorneys' Workshop. In addition, the Board has established two standing Board Committees, a Finance Committee and a Personnel Committee. The responsibilities and operations of these five Committees are governed by the By-Laws or by the resolutions creating those Committees. *Except as expressly noted herein, this Guide does not apply to the Nominating Committee, the Executive Committee, the Steering Committee of the Bond Attorneys' Workshop, the Finance Committee, or the Personnel Committee.*

### **A. ORGANIZATION OF COMMITTEES**

#### **1. Establishment of Committees**

In addition to the Committees established by NABL's By-Laws, the Board may create such Committees (including advisory committees) as it deems appropriate to carry out the purposes of NABL. Generally, the Board establishes Committees to serve for the coming year and establishes the Committees' responsibilities based upon the recommendation of the President at the first Board meeting following NABL's annual meeting. The Board may establish additional Committees at other times.

NABL's Committees, together with the names of their officers as of the date of printing of the current NABL directory and the purposes for which the Committees have been organized, are set forth in the current NABL directory. Updated information regarding the Committee officers is available on NABL's internet web page.

#### **2. Appointment of Committee Officers**

**(a)** Appointment: Each Committee is led by a Chair and one or more Vice-Chairs who are appointed annually by the Board upon recommendation by the President. Appointments of Committee Chairs normally are approved by the Board at the first Board meeting following NABL's annual meeting.

**(b)** Qualifications: The officers of each Committee are selected on the basis of (i) leadership skills; (ii) expertise and experience in the particular area for which the Committee is responsible; (iii) commitment to, and enthusiasm for, the operations of the Committee and NABL; (iv) geographic and law firm diversity; and (v) other relevant factors. How effectively and energetically prospective officers have performed past Committee and seminar responsibilities

is often taken as a guide as to the commitment and enthusiasm of a potential officer for Committee operations.

(c) **Diversification:** Except as noted in (e) below, no officer or director of NABL may serve as the Chair of a Committee unless authorized to do so by two-thirds of the members of the Board then in office. Persons who are affiliated with the same law firm may not serve concurrently as Chair of more than one Committee unless authorized by the affirmative vote of two-thirds of the members of the Board then in office. No person may serve as an officer of more than one Committee at the same time.

(d) **Tenure:** No person may serve as Chair of the same Committee for more than three consecutive years. In determining whether to reappoint Committee officers to one or more successive one-year terms, the President and Board typically consider (i) how effective each officer has been; (ii) whether leadership continuity is needed to conclude ongoing projects; (iii) the need to infuse Committees with new ideas and energy or special skills; and (iv) the desire to involve more NABL members in Committee operations.

(e) **Steering Committee of the Bond Attorneys' Workshop:** Pursuant to NABL's By-Laws, the Steering Committee of the Bond Attorneys' Workshop has three officers, a Chair, a First Vice-Chair, and a Second Vice-Chair, who are appointed annually by NABL's Board of Directors. Normally, the First Vice-Chair of the Steering Committee is appointed to succeed to the position of the Chair of the Steering Committee for the next year's Bond Attorneys' Workshop, and the Second Vice-Chair is appointed to succeed to the First Vice-Chair position. In appointing a new Second Vice-Chair of the Steering Committee, NABL's Board of Directors will take into account the recommendation of the new Chair and the factors applied in the selection of officers of any Committee as described above. The Chair of the Steering Committee of the Bond Attorneys' Workshop appoints the members of the Steering Committee other than the First Vice-Chair and the Second Vice-chair in his or her discretion. The Chair of the Steering Committee serves as a NABL director. Officers and members of the Steering Committee may be removed by the Board of Directors.

(f) **Removal of Committee Officers or Members:** Any officer or member of any Committee may be removed by the Board of Directors.

### **3. Board Liaisons**

At the beginning of each Committee year, the President appoints a director to serve as Board liaison for each Committee. Each Board liaison is expected to stay informed about his or her Committee's operations, to assist the President and the President-Elect in supervising the Committee's operations, to consult with Committee officers on the incurrence of non-budgeted expenditures on behalf of NABL, to report on the activities of the Committee at each meeting of the Board, and to communicate any relevant Board directives to the Committee's officers.

## **B. COMMITTEE OPERATIONS**

Active Committees and broad-based involvement of NABL's members in Committee operations are essential to NABL's success. Committee officers are charged with assuring that their Committee undertakes substantive work in furtherance of the Committee's purposes during each Committee year. Each Committee's purposes are established from time to time by the Board, and Committees can achieve those purposes most effectively by following the practices recommended by this Guide.

### **1. Recruiting Committee Members**

(a) **Importance of Active Members:** Active Committee members are vital to effective Committee operations for several reasons. First, if multiple Committee members contribute actively to Committee positions, the positions are more likely to reflect a balanced point of view and considered judgment than if the positions are established by Committee officers alone. Second, by initiating and actively participating in Committee projects, Committee members can relieve the burden on Committee officers and make the Committees more productive. Third, active Committee members provide a tested source for future Committee officers and seminar faculty.

(b) **Recruitment of Members:** Each Committee Chair is urged to recruit and, in consultation with his or her Vice-Chair, appoint members of his or her Committee at the beginning of the Committee year and as Committee projects are identified throughout the year. Committee officers will be provided with lists of prior year Committee members and of NABL members who have expressed an interest in actively participating in such Committee's activities. Committee Chairs are also expected to utilize NABL's website and publications to actively solicit members. The Chair, in determining the size of the Committee or project working groups, will take into account the anticipated activities of the Committee so that enough members are appointed to avoid unfairly burdening members. Each Committee member should be actively committed to, and qualified for, Committee work. To the extent possible, Committee membership should reflect such factors as geographic and law firm diversity and the desire to include NABL members who previously have not been active in NABL activities.

Each panelist at the Bond Attorneys' Workshop and the Tax & Securities Law Institute should be encouraged to become involved in the substantive law Committee that is related to the subject of the panel.

(c) **Membership Lists:** Committee Chairs should maintain a current Committee membership list and furnish such list to their Board liaison, the President, the President-Elect, NABL's Chief Operating Officer, and the Director of Governmental Affairs upon request.

## 2. Setting an Agenda

Committee officers should set an agenda for their Committees at the beginning of each Committee year and should adjust the agenda as necessary during the year.

**(a)** Setting an Agenda: At the beginning of each Committee year, Committee officers will receive a list of projects underway or suggested by the prior year's Committee officers and Board of Directors. To set their own agenda, Committee officers should consider this list, solicit the views of their members and Board liaison, and recruit volunteers to initiate proposed projects. A copy of the Committee's agenda should be sent by the Chair to its Board liaison, the President, the President-Elect, the Chief Operating Officer, and the Director of Governmental Affairs, preferably before the fall Board meeting. The Chair of the Committee should advise the Board liaison of changes in the Committee's agenda.

**(b)** General Goals: Within its field of responsibility, a Committee should further the purposes for which NABL is organized. Among others, these purposes are (i) to educate NABL members and others in the law relating to state and local governmental obligations, including current developments; (ii) to advise legislative and administrative bodies on proposed legislation, regulations, and administrative rulings affecting state and local governmental obligations; (iii) to provide amicus curiae advice concerning state and local governmental obligations in judicial and administrative proceedings; and (iv) to improve the state of art in the fields of practice of NABL's members.

**(c)** Possible Projects: To further these purposes, Committees should consider one or more of the following types of projects:

**(i)** Current Developments: Monitor and summarize the effect of important current legal developments.

**(ii)** Legal Analysis: Prepare an in-depth analysis of an important legal issue.

**(iii)** Legislative and regulatory proposals: Draft suggested (or comment on proposed) legislation or regulations.

**(iv)** Information of Interest: Draft and disseminate information of interest to NABL members. Committees are urged to use *The Bond Lawyer*, *NABL News* and other NABL publications (electronic and print) and NABL's internet web page and other electronic media to disseminate information to members, to solicit the views of members, and to report on Committee activities.

**(d)** Initiative: The Board periodically will recommend or direct that a Committee undertake a particular project. Generally, however, Committee officers should rely on their own initiative to develop an agenda of Committee activities. Sometimes a particular current development in an area of law or practice will create an immediate need for a responsive project. More often, however, effective projects do not merely respond to current events or

Board requests; rather, they grow out of the interests of Committee officers and members who, through advance planning, work on a project over a sufficient period of time to produce a careful and thoughtful result.

### **3. Committee Meetings**

Each Committee is encouraged to hold meetings whenever appropriate, whether in conjunction with NABL seminars or otherwise. Except for meetings held in conjunction with seminars, Committees should generally hold meetings by conference call.

### **4. Subcommittees**

Each Committee Chair may establish subcommittees or task forces for any purposes, subject to such conditions and with such officers as he or she may determine, in consultation with the President or the Committee's Board liaison.

### **5. Reports to the Board**

(a) **Periodic Reports:** Each Board liaison is expected to report on the activities of his or her Committee at each meeting of the Board. Committee officers should familiarize themselves with the Board's meeting schedule and should submit reports to the Board through their Board liaisons on a timely basis. Committee Chairs are urged to submit reports in writing in time for the report to be distributed with Board meeting materials. Committee reports should set forth the plans and schedules for proposed Committee projects, as well as the status of active projects. The reports also should discuss any recent developments affecting the Committee's area of responsibility.

Committee Chairs may be invited to attend meetings of the Board to report on the status or completion of Committee projects, to propose important new projects, or to discuss important new legal or practice developments.

(b) **Annual Report:** Each Committee Chair should provide the Board with a summary report of Committee operations at the end of each Committee year to provide guidance for operations of the Committee and NABL in future years. New Committee officers are encouraged to review the summary report prepared for the past Committee year on several occasions during the year.

(c) **Electronic Updates:** The Chair of each Committee, or another member of the Committee designated by the Chair, will be responsible for furnishing from time to time information for inclusion on NABL's web page or other electronic media. Such information could include updates on recent administrative or legislative developments affecting matters within the Committee's area of responsibility, notices regarding Committee meetings or opportunities to participate in Committee activities or projects, and such other items as the Committee Chair may deem appropriate or as the Board may request.

## **6. Authority to Represent NABL or Committee Positions**

Positions of NABL and its Committees may be established and communicated only in accordance with this Guide.

**(a)** Scope: This section applies to officers and members of all NABL Committees other than the Executive Committee.

**(b)** Contexts of Position Discussions: With increasing frequency, the press and government personnel seek NABL's views regarding matters affecting public finance. Often, these inquiries may be referred, or initially directed, by the press or government personnel to the Chair of the relevant Committee for a response. In reporting the response, the press may wish to disclose the official capacity of the person responding, implying a NABL or Committee position regardless of whether one has been established. In addition, written materials (both drafts and final versions) prepared by the Committees may be directly distributed or become available to persons who are not members of NABL, including the press and government personnel. Whether making oral comments or releasing written materials, Committee officers and members must adhere to the guidelines set forth below.

**(c)** Responding to Inquiries: Whenever responding to an inquiry from the press or governmental personnel, Committee officers and members must (i) state that they are expressing their own views only and not the views of NABL or their Committee (and request that any report with attribution disclose that fact), or (ii) first secure approval of the response as described below.

**(d)** Approval of Positions: Before expressing any position on behalf of, or in the name of, NABL or a Committee, the Committee officer or member must:

**(i)** Solicit Views: solicit the views of as many Committee members, NABL directors, and officers of related Committees as practicable; and

**(ii)** Obtain Prior Approval: secure the approval of the President or, if unavailable, the President-Elect; and

**(iii)** Record Views: reduce the position to writing and file it with the Board liaison, the President, the President-Elect, and the Director of Governmental Affairs before (or, if that is impractical, promptly after) release.

This approval process is substantially less formal and more responsive than those of many other bar-related organizations. Nevertheless, prior to approving positions, the President or President-Elect may require such information and other action as he or she deems appropriate, possibly including (i) reduction of the position to writing prior to release; (ii) circulation of the position to the entire Board; (iii) approval of the position by the Board or the Executive Committee; or (iv) limitation of the position to that of the Committee, rather than of NABL. Accordingly, Committee officers and members are urged to plan ahead and, when possible,

complete projects that may result in public disclosure, reporting, or comment in time for an orderly review, preferably prior to a regular Board meeting.

(e) Internal Communications: Committee members may circulate memoranda, reports, proposed position papers, or other documents expressing substantive positions to other Committee members, officers and directors of NABL, the Director of Governmental Affairs, and officers and members of other Committees without prior approval. No such documents may be circulated to NABL's membership generally or to persons outside NABL without the prior approval of the President or, if unavailable, the President-Elect.

(f) Guidance Regarding Issues Conflicts: Committee members are reminded of the Conflict of Interest Policy adopted by NABL's Board of Directors, relating to financial and business transactions. In addition, Committee members should always be mindful of their dual capacity; no member should permit the interest of a client to cause him or her to support or oppose within a Committee a proposal that he or she would otherwise not support or oppose within a Committee. This is not only a matter of ethical responsibility, but it is also a matter of enhancing the effectiveness and credibility of NABL and its various Committees.

Committee members should be mindful of ABA Model Rule 6.4, which provides that "[w]hen the lawyer knows that the interests of a client may be materially benefited by a decision [of a law reform organization] in which the lawyer participates, the lawyer shall disclose that fact but need not identify the client." See also, to the same effect, ABA Model Code, EC 8-4. Accordingly, when actively supporting or opposing a position within a Committee, a member should determine that he or she acts out of personal conviction rather than client interest and should make disclosure when a client may be materially benefited as a consequence of such support or opposition. Disclosure should ordinarily be made by notifying the Committee Chair and the Board liaison to that Committee that the member has a relevant client interest. The member should not disclose the identity of the client or the nature of the engagement. In assessing these responsibilities, the member should take account of all client relationships of his or her firm to the extent actually known to the member. Members who contemplate making disclosure of client interest in accordance with this policy should be mindful of their responsibilities under ABA Model Rules 1.6 (confidentiality) and 1.7 (conflict of interest) or under comparable rules applicable in their jurisdiction of practice.

If a member (or the member's firm, to the member's actual knowledge) has been engaged by a client to influence a government decision or policy determination on an issue that is also under consideration with NABL or any NABL Committee, such member may not serve as Chair or Vice Chair of, or have final approval of (or, upon receiving actual knowledge of such engagement, must cease such role or activities), the preparation of Committee material intended to be submitted to governmental personnel with respect to that issue. The member may, after disclosure as provided in the preceding paragraph, supply information or analysis related to the decision or determination for consideration by Committee members who are preparing Committee material. In applying this paragraph, good judgment is called for in identifying the scope of an issue and the member's consequent disqualification. Some issues

may be fundamental to the project, thus requiring complete disqualification; others may be narrow, warranting only limited preclusion.

This policy applies to all Committee projects including, without limitation, comments on proposed or existing legislation, regulations, rulings, or government policies. It is the special responsibility of the officers of each Committee, in staffing a project, to give particular thought to the matter of actual or apparent conflicts of interest, not only to avoid potential criticism, but also to encourage the formulation in the product of a balanced view.

Members who encounter uncertainties in the application of this policy should consult with NABL's President or President-Elect.

## **7. Reimbursable Expenses and Budget**

(a) Reimbursement of Expenses: NABL will reimburse reasonable expenses incurred by Committee members and officers on Committee business (including authorized travel, lodging, and meal expenses and direct office expenses). In the case of meetings held at NABL seminars which the Committee officer or member registers to attend, reimbursement of travel, lodging, and meal expenses is limited to incremental expenses occasioned by attendance at the Committee meetings. Before authorizing travel in connection with attendance at Committee meetings at NABL expense, Committee Chairs must provide the names of those Committee members who will attend to, and receive authorization from, their Board liaisons. Reimbursement will be made only in accordance with (and subject to certain limitations in) NABL's Expense Guidelines for Committees. A copy of the Expense Guidelines and a reimbursement request form are available from the Chief Operating Officer of NABL. Committee officers should familiarize themselves with the Expense Guidelines and should promptly distribute a copy (together with an expense reimbursement request form) to Committee members. Committee members entitled to submit reimbursement requests for expenses must submit such requests on a timely basis.

(b) Budget. After setting the Committee's agenda, each Committee Chair is to prepare as soon as possible following NABL's annual meeting a proposed annual budget of anticipated Committee expenditures (in consultation with the Committee's Board liaison) and to submit the proposed budget to the Treasurer for incorporation in NABL's annual budget. The Treasurer will inform Committee Chairs of any changes in proposed Committee budgets. Each Committee Chair must obtain prior approval by the Treasurer of any Committee expenditure in excess of the approved Committee budget.

## **8. NABL Resources**

Both NABL's Chief Operating Officer and Director of Governmental Affairs should be relied upon to assist in Committee activities. They serve as important sources of information and assistance regarding administrative matters. Any distribution of written materials to NABL members regarding Committee activities must be coordinated with the Chief Operating Officer.



NABL's officers and directors also should be treated as Committee resources. In particular, Committees are urged to solicit directors' views before proposing final Committee positions so as to facilitate position approvals.

Revised September 2013  
LHW