

Resolution 2020-002 (June 29, 2020)

Term Limits of Members of the Board of Directors

WHEREAS, The CLA Bylaws currently provide that the number of Directors is determined from time to time by resolution of the Board. The Bylaws provide further that “the Chair of the Board shall be selected from among the voting members of the Board and shall also

serve as president of the corporation. The remaining directors shall be elected (each for a three–

year term on a staggered basis) by affirmative vote of the majority of the then members of the Board at the annual meeting of the board....” The bylaws further provide that “A Director whose

term has expired shall be eligible to succeed himself or herself.” Thus, there is no limit on the terms of Board members.

Term limits help ensure a steady stream of new ideas to a Board. Many similarly situated nonprofit organizations have term limits. The Governance Committee recommends that Chesapeake Legal Alliance’s situation may be unique, and that Chesapeake Legal Alliance may wish to retain certain Directors despite the benefits of term limits.

RESOLUTION

1. The term of a Director shall be limited to two consecutive three-year terms (for a total term of six years).
2. A Director being nominated to serve a second consecutive three-year term shall be subject to the same process of nomination of the Director candidate by the Nominations and Governance Committee to an additional term.
3. Nothing in this Resolution shall be construed as prohibiting a Director from serving more than two non-consecutive terms.
4. The term limit provided by this Resolution may be waived, and a Director may serve additional consecutive term(s); Provided a waiver for each additional term is approved by a two-thirds majority vote of the then-current Board members.
5. The individual Board member shall be recused from participating in the vote on their own nomination or re-nomination.
6. This policy shall be effective upon its passage and shall not be construed to terminate the term of any current member of the Board. All current Board Members shall be considered to be in their first term upon passage of this Resolution.