

## UNIFORM CHAPTER BYLAWS

### ARTICLE I NAME

The name of this association is \_\_\_\_\_ (hereinafter "Association"), a chartered association of NALS, Inc. (hereinafter "NALS"), an Oklahoma not-for-profit corporation. This Association is nonunion, nonpartisan, nonsectarian, and nonprofit.

### ARTICLE II PURPOSE

The purpose of this Association shall be to:

- (1) Promote the objectives of NALS.
- (2) Carry on a program for the further education of those engaged in legal work and to cooperate with attorneys, judges, and bar associations in stimulating a high order of professional standards and ethics among those persons engaged as legal staff in areas including, but not limited to, private law offices, trust companies, various courts, corporate legal departments, and municipal and governmental agencies.
- (3) Engage in any and all lawful activities and purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code.
- (4) Do any and all other things necessary and incidental to carrying out the purposes of this Association and to have full power and authority to carry out such purposes.

### ARTICLE III MEMBERSHIP

Section 1. **Qualification.** Individual members shall consist of those persons engaged in work of a legal nature who agree to comply with the NALS Code of Ethics and Professional Responsibility. A person serving a sentence for a felony conviction is not eligible for membership.

Section 2. **Member in Good Standing Defined.** A member, to be in good standing, shall be current in the payment of dues or other accounts payable to NALS (as defined in Article IV, Dues and Fees), and/or payment of dues to the local chapter or the state association, as applicable.

Section 3. **Voting Membership.** The voting membership in this Association shall be the voting members defined under "Member Classifications" below.

Section 4. **Member Classifications.**

A. The classifications of members are:

- (1) **Voting Members:**

<b>NOTE:</b> A chapter may choose to allow student and associate members to vote and would then include those categories in this Voting Members section.
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- (a) Individual
- (b) Retired

(c) Life

(2) **Nonvoting Members:**

**NOTE:** A chapter may choose to allow student and associate members to vote and would then include those categories in this Voting Members section.

(a) Student

(b) Associate

(c) Honorary

B. The definitions of member classifications are:

(1) **Individual members** shall be members in good standing, who meet the qualifications set forth in Article III, Section 1, above. Individual members shall be primary members of only one chapter, and shall be voting members with the right to hold elective office. An individual member may maintain membership as long as dues are continuously paid, even if the member no longer engages in work of a legal nature.

(2) **Retired members** shall be members in good standing, who are retired and have a total of five consecutive years as a member immediately prior to retirement, and who have either attained age 62 or have retired due to physical disability, and shall be voting members with the right to hold elective office.

(3) **Life members** include qualified NALS life members. Life members shall be voting members with the right to hold elective office. A member may not be a life member of a chapter without also being a NALS life member.

**NOTE:** Chapters may establish annual dues for NALS life members. If a chapter chooses to establish a 'lump-sum' life dues amount, this definition should further state: "Dues paid for life membership are nonrefundable, nontransferable, and shall be effective only during such period as the life member qualifies as an individual member."

(4) **Associate members** include educators, judges, and attorneys, who may not vote or hold elective office. Individual members may transfer to associate membership upon qualifying for associate membership.

**NOTE:** If the chapter chooses to allow associate members to vote or hold elective office, revise to reflect the appropriate language.

(5) **Honorary members** are selected by the board because of outstanding or special service for the legal profession or for this Association. They may not vote or hold elective office.

(6) **Student members** include students attending an accredited program relating to work of a legal nature who are classified by that school as taking at least nine hours per semester/quarter of college credit and may not vote or hold elective office.

**NOTE:** If the chapter chooses to allow student members to vote or hold elective office, revise to reflect the appropriate language.

Section 5. **Secondary Membership.** Any individual member in good standing of another chapter or state association may apply for secondary membership in the Association. Secondary members may not vote or hold elective office in this chapter.

**ARTICLE IV  
DUES AND FEES**

Dues and fees for all classes of membership shall be established by the board of directors. Members whose dues become delinquent may be reinstated during the one-year period immediately following such lapse upon payment of any reinstatement fees. Members whose dues have lapsed for more than one year shall be required to apply as a new member. Honorary members are not required to pay dues.

**NOTE:** Modern association bylaws assign responsibility to a duly elected board to set fees for dues and services. The rationale is simple: A strategic, informed board, exercising fiduciary responsibility, is generally the only body with enough information regarding the position of the organization and its financial condition to make a fully informed, non-emotional judgment. It is, however, incumbent upon that board to utilize all tools available, including receiving input from the membership, in making such a decision.

**OPTIONAL TEXT**—To be used in the event a chapter wishes to allow members to set dues and fees. Since this is not uniform with NALS Bylaws, it is strongly recommended that the paragraph in the Uniform Bylaws be utilized for the reasons outlined in the note above.

**ARTICLE IV  
DUES AND FEES**

Dues and fees for all classes of membership shall be established by this Association. Members whose dues may become delinquent may be reinstated during the one-year period immediately following such lapse upon payment of a reinstatement fee. Members whose dues have lapsed for more than one year shall be required to apply as a new member. Honorary members are not required to pay dues.

**ARTICLE V  
MEMBER MEETINGS AND VOTING**

Section 1. **Annual Meetings.** An annual meeting of this Association shall be held at such place and date as may be determined by this Association. Notice of the annual meeting shall be given to the voting members at least \_\_\_\_\_ days prior to such meeting.

Section 2. **Regular Meetings.** Regular meetings shall be held at least \_\_\_\_\_ times each year. Times and dates shall be determined by the board of directors.

**NOTE:** To allow chapters leeway to conduct board meetings and regular meetings and not feel compelled to meet monthly, the number of meetings is left open. Generally, boards might opt to meet monthly and chapters could conduct business at bi-monthly or quarterly meetings. Chapters may also continue to meet monthly.

Section 3. **Special Meetings.** Special meetings may be called by the board of directors, by the executive committee, or by the president upon request of five percent or more of the voting members. The purpose of such special meeting shall be stated in the call. Except in cases of emergency, at least \_\_\_\_\_ days' written notice shall be given.

Section 4. **Voting Members and Power.** Voting members of this Association are described in Article III, Membership. Voting power is the total number of voting members in good standing on the date of the meeting. In the event of a meeting, a quorum for the transaction of business shall be the voting members actually in attendance at said meeting at the time the voting takes place. Any business transacted at a meeting of voting members at which a quorum is present shall be valid providing it is approved by a majority of those present and voting.

Section 5. **Voting Method.** Voting for officers and directors may be by preferential voting when there are two or more candidates for an office. Voting shall be in person at the annual meeting, unless the board of directors determines that electronic or mail vote is feasible. Where there are two or more candidates for any position or office,

a majority of the votes cast will be required to elect. Voting on other issues will be handled in the same manner as the election process.

**NOTE:** Voting methods may include preferential, ballot, electronic voting (e-mail, e-voting), or by voice vote of members in attendance.

**OPTIONAL TEXT**—This language may be used if a chapter chooses to vote by electronic mail:

**Mail Vote, E mail Vote, Telephone Vote.** The membership and the executive committee may vote by mail on any matter; however, in case of an emergency, the membership and the executive committee may vote by e mail or by telephone, in which event a written record of the vote cast by each member or member of the executive committee shall be sent by the person so voting to the president of this Association within ten (10) days after such vote has been cast by e mail or telephone. The results of a vote either by mail, e mail, or telephone shall be included in the minutes of the next meeting held following such vote.

Section 6. **Rights of Membership.** Except as expressly delegated to the board of directors, all rights of membership as to voting for the election of officers, disposition of all or substantially all of the assets of this Association, merger with outside corporations or associations, or dissolution or withdrawal are vested in the voting members.

Section 7. **Voting on Amendments to Bylaws.** The voting members have the exclusive rights to vote on any amendments to bylaws that would:

- (1) Materially or adversely affect the rights of members as to voting, dissolution, redemption, or transfer.
- (2) Effect an exchange, reclassification, or cancellation of all or part of the membership.
- (3) Authorize a new class of membership.
- (4) Change the provisions for election of directors.
- (5) Adopt any name change of the Association.

## **ARTICLE VI BOARD OF DIRECTORS**

Section 1. **Authority and Responsibility.** The governing body of this Association shall be the board of directors and shall oversee the financial affairs of this Association. The board of directors shall have supervision, control, and direction of the affairs of this Association, its task forces, councils, boards, committees and publications; shall determine its policies or changes therein; and shall actively pursue these objectives and supervise the disbursement of its funds. The board of directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the executive committee.

Section 2. **Composition.** The board of directors shall be composed of the president, president-elect, secretary, treasurer, governor, and no fewer than two (2) nor no greater than four (4) functional directors. The functional directors shall serve based on this Association's strategic focus, such as education, membership, public awareness/marketing, and certification, and are subject to change from time to time. At the discretion of the president, the parliamentarian may serve on the board, without a vote. The president may appoint any other member or committee chair to serve on the board, without a vote. All appointments are subject to the approval of the board of directors.

**NOTE:** A "governor" shall serve on the board and executive committee if state bylaws provide for a chapter representative. The title of this officer shall be in accordance with said state bylaws. Vice President may be substituted if a chapter does not have a president-elect.

Section 3. **Qualifications.** All directors must be members in good standing as defined in Article III, Section 2, at all times, including at the time of nomination and at the time of election.

Section 4. **Election.** All positions on the board of directors, except for the president and functional directors who may be serving as committee chairs as set out in Section 5 below, shall be elected by the members of this Association annually pursuant to Article V. In the event of a vacancy in a board position (except president, which shall be filled by the president-elect), such vacancy shall be filled by a vote of the majority of the sitting board of directors, based on a candidate recommended to the board by the nominating committee.

Section 5. **Duties.** Functional directors may be elected or appointed committee chairs and shall oversee specific strategic operations of the Association as prescribed by the board of directors and in accordance with the Association's strategic long range plan; coordinate the assessment of the members' input into the ongoing updating/improvements to a strategic plan developed by the Association; serve as liaison to specific standing committees as determined by the board of directors; and perform such other duties as are assigned by the president or the board.

Section 6. **Quorum.** At any meeting of the board of directors, a majority of the voting members of the board of directors shall constitute a quorum for the transaction of the business of this Association, and any such business thus transacted shall be valid providing it is approved by a majority of those present and voting.

Section 7. **Meetings (Regular/Special).** Regular meetings of the board of directors shall be held with such frequency and at such time and place as the board of directors may prescribe. Special meetings of the board may be called by the president or the executive committee. Notice of all regular and special meetings shall be given to the directors not less than 10 nor more than 60 days before the meeting is held. Meetings may be held in person, by telephone conference, or by electronic communication.

**NOTE:** To allow chapters leeway to conduct board meetings and regular meetings and not feel compelled to meet monthly, the number of meetings is left open. Generally, boards might opt to meet monthly and chapters could conduct business at bimonthly or quarterly meetings. Chapters may also continue to meet monthly.

Section 8. **Waiver.** A director may waive notice of the time and place of any meeting to the extent allowed by law, the purpose of any meeting, and consent to all business coming before such meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting prior to or at the commencement of the meeting.

Section 9. **Voting.** Each director (including officers) shall have only one vote, which vote must be cast in person.

Section 10. **Action Without a Meeting.** Any action may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the board members, with at least a majority concurring in the action, unless state law allows otherwise.

Section 11. **Compensation.** Directors and elected officers shall not receive any compensation for their services, other than reimbursement of expenses authorized by the board of directors.

## ARTICLE VII OFFICERS/EXECUTIVE COMMITTEE

Section 1. **Composition.** The elected officers of this Association shall be the president, president-elect, secretary, treasurer, and governor. The executive committee consists of the elected officers and one (1) functional director. The one (1) functional director to serve on the executive committee shall be elected by the board of directors. At the discretion of the president, the parliamentarian may serve on the executive committee, without a vote.

**NOTE:** A "governor" shall serve on the board and executive committee if state bylaws provide for a chapter representative. The title of this officer shall be in accordance with said state bylaws.

Section 2. **Qualifications.** All officers must be members in good standing. Where it might be necessary, a member may hold two offices, with the exception of president and president-elect, but will only have one vote. A candidate for president-elect shall have served as an elected member of the board for at least one year prior to nomination; however, if circumstances exist which would make this qualification impracticable, then the requirement for one year's service may be waived.

Section 3. **Term of Office.** The term of office for all elected officers shall be one year, beginning at such time as determined by the board of directors and as set forth in the ballot (or, if such period extends beyond the one-year period, until their successor is elected or appointed). The president-elect shall automatically succeed to the office of president at the end of the next annual meeting following election. Except for the president and president-elect, officers shall be eligible for re-election to the same office for one successive term.

Section 4. **Vacancies.** A vacancy in the office of president shall automatically be filled by the president-elect. A vacancy in the other elected offices shall be filled by a vote of the majority of the sitting board of directors.

Section 5. **Duties.**

**NOTE:** The following list of officers and description of duties is provided as a suggestion only and not intended to be all inclusive or exhaustive.

A. **President.** As the chief elected officer, the president shall serve as chair of both the executive committee and the board of directors and preside at all meetings of this Association and at regular and special meetings of the executive committee and board; shall recommend appointments of committee chairs and members, subject to the approval of the board; and shall generally manage the day-to-day business of this Association. The president serves as an ex-officio member of all committees, except for nominations, and is a signer on all bank accounts.

B. **President-elect [or Vice President].** The president-elect shall assume the duties of president in the absence of the president, is a signer on all bank accounts, and shall perform such other duties as are assigned by the president or the board. All matters of violation of the NALS Code of Ethics and Professional Responsibility shall be referred to this officer for attention.

C. **Secretary.** The secretary shall keep the minutes of all meetings; give all notices in accordance with the provisions of this Association's bylaws and standing rules; be custodian of this Association's records; coordinate with the president or other officers in timely furnishing reports and other required information to NALS.

D. **Treasurer.** The treasurer shall oversee the financial affairs of this Association under the direction of the board; sign checks for authorized disbursements; and perform such other duties as are assigned by the president or the board.

E. **Governor.** The governor shall attend all state meetings and serve as a liaison officer between the chapter and the State Association, reporting all information to the chapter and keeping the chapter advised of all pertinent information.

**NOTE:** A "governor" shall serve on the board and executive committee if state bylaws provide for a chapter representative. The title of this officer shall be in accordance with said state bylaws.

Section 6. **Authority and Responsibility.** The executive committee may act in the place and stead of the board of directors between meetings on all matters, except those specifically reserved to the board by these bylaws. The executive committee shall oversee the financial affairs of this Association. Actions of the executive committee shall be reported to the board by mail or at the next meeting of the board of directors. Business of the executive committee may be conducted by mail, telephone, electronic mail, or meetings.

Section 7. **Quorum.** A majority of the members of the executive committee shall constitute a quorum for the transaction of business at any meeting. Any business transacted at a meeting at which a quorum is present shall be valid providing it is by a majority of those present and voting.

## **ARTICLE VIII STANDING AND SPECIAL COMMITTEES, TASK FORCES, AND COUNCILS**

The board of directors has the authority to appoint the standing and special committees, task forces, and councils of this Association as it deems necessary.

**NOTE:** Please refer to NALS.org for a list of potential committees. It is recommended that a detailed explanation of the committees be placed in the Procedures and Policies Manual or the Standing Rules and not in the Bylaws for each committee.

## **ARTICLE IX GENERAL PROVISIONS**

Section 1. **Fiscal Year.** The fiscal year of this Association shall be [May 1 through April 30].

Section 2. **Conformance to NALS Bylaws.** The bylaws of all state associations and chapters shall conform to and shall not be in conflict with any bylaw or amendment thereto that has been or that shall be adopted by the Association. Any provision that is in conflict with the bylaws of the Association shall be deemed to be void and unenforceable. Bylaws for new chartered associations or amendments to existing bylaws for existing chartered associations shall be forwarded to NALS with a certificate of adoption by the parliamentarian or secretary.

Section 3. **Appeals.** A member who has been disciplined, expelled, suspended, or had membership terminated in a chartered chapter or in a chartered state association shall not have the right to appeal to NALS without first exhausting all administrative remedies for both review and appeal as provided for in the bylaws, standing rules, and regulations of this Association [and the State Association].

Section 4. **Books and Records.** The Association shall keep correct and complete books and records of account and minutes of the proceedings of all of its meetings. All books and records of the Association may be inspected by any voting member of this Association at reasonable times following written notice, which shall include the reason for the requested inspection.

## **ARTICLE X PARLIAMENTARY AUTHORITY**

Subject to NALS' and this Association's bylaws, standing rules, and any other procedures or articles of incorporation, proceedings at any meeting of this Association shall be governed by the current edition of *Robert's Rules of Order Newly Revised*.

## **ARTICLE XI AMENDMENTS**

Section 1. **Procedures.** These bylaws may be amended by either of the following methods:

(1) The board may amend, by a two-thirds vote, any bylaws not requiring a vote of the voting members as provided in the bylaws of NALS in Article VI, Section 6.

(2) The voting members may amend any bylaws by a two-thirds vote of members in good standing who are in attendance at the time of the vote.

**OPTIONAL TEXT**—To be used in the event a chapter wishes to provide for bylaws only to be amended by members. Since this is not uniform with NALS Bylaws, it is strongly recommended that the paragraph in the Uniform Bylaws be utilized for the reasons outlined in the note above.

Section 1. **Procedures.** The voting members may amend these bylaws by a two-thirds vote.

Section 2. **Notice.** Notice of proposed bylaw amendments must be given by the secretary to the appropriate voting members at least \_\_\_\_\_ days before the vote is scheduled.

Section 3. **Effective Date.** Amendments to these bylaws shall take effect immediately upon adoption unless otherwise specified. In addition, once adopted, said Amendments to these bylaws shall be forwarded to NALS with a Certificate of Adoption by the parliamentarian or secretary.

Section 4. **Grammatical and Correlation Changes.** Automatic grammatical and correlation changes in these bylaws or amendments thereto, which in no way alter the intent of the respective bylaw or amendment thereto, shall be effected subject to the approval of the president.

## **ARTICLE XII DISSOLUTION OR WITHDRAWAL**

In the event of dissolution or withdrawal of this Association [from the State Association and] NALS, the procedures set forth in NALS' bylaws, standing rules, and established procedures shall govern.