

## UNIFORM STATE 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 working in, but not limited to, private law offices, trust companies, various courts, corporate legal departments, and municipal and governmental agencies.
- (3) Organize chapters throughout the state.
- (4) Engage in any and all lawful activities and purposes within the meaning of section 501(c)(6) of the Internal Revenue Code.
- (5) 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.

**NOTE:** State and local chapter dues are payable to NALS at the time of payment of NALS dues. If there are no state chapters, no local dues will be due. Members at large will pay NALS and state dues only. To be considered a "member in good standing," all appropriate levels of dues shall be current.

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:**

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

- (a) Individual
- (b) Retired

(c) Life

(2) **Nonvoting Member:**

**NOTE:** A state may choose to allow student and associate members to vote and would then move these categories to the Voting Members section above.

(a) Student

(b) Associate

(c) Honorary

B. The definitions of member classifications are:

(1) **Individual members** shall be members in good standing of a chartered chapter or who work or reside in a geographic area where a chartered chapter does not exist. Individual members shall be primary members of only one chapter or state association, 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 state association without also being a NALS life member.

**NOTE:** States may establish annual dues for NALS life members. If a state 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 state chooses to allow associate members to vote or hold elective office, revise 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 and are classified by that school as taking at least 9 hours per semester/quarter of college credit and may not vote or hold elective office.

**NOTE:** If the state 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.

**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 a reinstatement fee. Members whose dues have lapsed for more than one year shall be required to apply as a new member. Honorary life members prior to March 1999 and 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 state wishes to allow members to set dues and fees.

**ARTICLE IV  
DUES AND FEES**

Dues and fees for all classes of membership shall be established by this Association. Members whose dues shall not have been paid by the date the 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.

**ARTICLE V  
MEMBER MEETINGS AND VOTING**

Section 1. **Annual Meeting.** The annual meeting of this Association shall be held at such place and on such dates as may be determined by the board of directors. Notice of the annual meeting shall be given to the voting members, board, and chapters at least \_\_\_\_\_ days prior to such meeting.

Section 2. **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 3. **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 as of the record date established by the board of directors. In the event of a meeting, a quorum for the transaction of business shall be the voting members actually in attendance at said meeting. 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.

**NOTE:** In keeping with being uniform with the NALS bylaws, it is strongly recommended that voting be vested with the individual members and not the chapters. This provides for true input/empowerment of the member and allows the association to think and act strategically.

**OPTIONAL TEXT**—To be used in the event a state wishes to vest voting power in the chapters.

**ARTICLE V  
MEETINGS AND VOTING**

Section 4. **Voting Members.** The voting members of this Association are the chartered local chapters.

Section 5. **Delegates.** Each local chapter shall select \_\_\_\_\_ delegates and \_\_\_\_\_ alternate delegates to represent the chapter at the annual meeting.

Section 6. **Quorum.** A majority of the certified delegates attending such meeting shall constitute a quorum for the transaction of business at such meeting.

Section 4. **Voting Method.** Voting for officers, directors, and proposals shall be by preferential voting by mail or electronic vote. Where there are two or more candidates for any position or office, a majority of the votes cast by preferential voting will be required to elect. Proposals to be offered to the voting members for a vote, other than elections, shall first be approved by the board of directors unless a proposal is submitted by two and one-half percent of all the voting members through a petition, in which case board approval is not necessary. 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 in the event a state chooses to vote by electronic mail in place of the last sentence:

**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 5. **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 6. **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 this Association.

## **ARTICLE VI BOARD OF DIRECTORS**

Section 1. **Authority and Responsibility.** The governing body of this Association shall be the board of directors that 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, immediate past president, and no fewer than two nor more than seven 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.

**NOTE:** In remaining uniform with NALS bylaws, it is strongly recommended that states adopt a board composition similar to that of NALS. This provides for a more fluid, streamlined, proactive board. Functional directors can be established based on the Association's strategic plan and is limited only by the number of goals or functional areas of the plan.

**OPTIONAL TEXT**—For use in the event that the state wishes to continue to have a board composed of chapter governors. Language in this paragraph may be revised to fit the particular state situation. Also, references to “board of directors” throughout would be revised to read “board of governors.”

## **ARTICLE VI BOARD OF GOVERNORS**

Section 2. **Composition.** The board shall be composed of the elected officers, one governor from each chapter, and \_\_\_\_\_ functional directors. The functional directors shall serve in a special capacity based on this Association's strategic planning directions, such as education, membership, public awareness/marketing, and certification, and are subject to change from time to time. A member of the board, including chapter governors, can serve in only one elected position.

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 immediate past president, shall be elected by the members of this Association 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 of directors by the nominating committee.

**NOTE** See note at Article VI, Section 2.

**OPTIONAL TEXT**—To be utilized in the event that the state wishes to continue to have a board composed of chapter governors. Language in this paragraph may be revised to fit the particular state situation. Also, references to “board of directors” throughout would be revised to read “board of governors.”

**Option 1: To be used in the event the state decides to vest voting rights in the members:**

Section 4. **Election.** The chapter directors shall be elected by their respective chapter. In the event of a vacancy in the position of a chapter director, such vacancy shall be filled by the local chapter. In the event a chapter director is unable to attend a board meeting, the chapter may select an alternate director from its membership. The alternate chapter director shall act only in the absence of the elected director. The elected officers, except for the president, and functional directors shall be elected by the membership. Vacancies in the position of a functional director 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.

**Option 2: To be used in the event the state decides to vest voting rights not with members, but with the chapter:**

Section 4. **Election.** The chapter directors shall be elected by their respective chapter. In the event of a vacancy in the position of a chapter director, such vacancy shall be filled by the local chapter. In the event a chapter director is unable to attend a board meeting, the chapter may select an alternate director from its membership. The alternate chapter director shall act only in the absence of the elected director.

**Add the following paragraph to Article VII, renumbering the sections which follow:**

Section 5. **Election.** All of the officers, except for the president, shall be elected by the delegates. Officers shall be elected by majority ballot. If there is but one candidate for any office, the vote may be by voice. Nominations may be made from the floor. No name shall be placed in nomination without the consent of the nominee.

Section 5. **Duties.** Functional directors 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' and chapters' input into the ongoing updating/improvements to the strategic plan; 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 at least \_\_\_\_\_ days before the meeting is held. Meetings may be held in person, by telephone conference, or by electronic means.

**NOTE:** To allow states leeway to conduct board meetings in conjunction with regional meetings, the number of meetings is left open. Generally, a minimum of two meetings per year is sufficient.

**OPTIONAL TEXT**—Alternative wording for ARTICLE VI, Section 7.

Section 7. **Meetings (Regular/Special).** Regular meetings of the board shall be held at least twice a year 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 or special meetings shall be given to the board at least \_\_\_\_\_ days before the meeting is held.

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 shall have only one vote, which vote must be cast in person or electronically.

Section 10. **Action Without a Meeting.** Any action may be taken without a meeting, if ratified by the board of directors at the next meeting and included in the minutes signed by the president and secretary/treasurer.

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 executive committee shall be comprised of the president, president-elect, secretary/treasurer, and not fewer than one (1) nor more than three (3) functional directors. The president shall appoint the functional directors, subject to approval by the board of directors. The immediate past-president shall also serve on the Executive Committee without voting privileges.

**NOTE:** In remaining uniform with NALS bylaws, it is recommended that the state executive committee be similar in structure. This allows for more proactive decision making. It is intended that the state executive committee operate in a manner similar to the NALS executive committee; *i.e.*, no official meetings unless an emergency exists, with the primary function to act in the interim when necessary and to assist the president in developing the agenda for board meetings. If desired, one or more functional directors could serve on the executive committee by including the language in brackets.

**OPTIONAL TEXT**—Alternative wording for Article VII, Section 1, Composition. This alternative is not recommended due to the fact it provides for the president to appoint members to the board, creating a potential conflict when crucial decisions must be made.

Section 1. **Composition.** The elected officers of this Association shall be *[suggested officers: at least the president, president-elect and/or vice president, secretary, and treasurer]*: \_\_\_\_\_. The appointed officers of this Association shall be those deemed necessary by the board. Appointments shall be by the president, subject to approval of the board.

Section 2. **Qualifications.** All officers 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. A candidate for president-elect must have served as an elected member of the board for at least one year prior to nomination.

Section 3. **Term of Office.** The term of office for all officers is be one year, to commence 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 reelection to the same office for one successive term.

**NOTE:** This wording is recommended to encourage states to elect officers in a timely manner and to allow for a transition period to prepare for assuming office, including attendance at the NALS professional development conference and any state leadership retreat, which is also strongly recommended as a part of an ongoing strategic planning process.

**OPTIONAL TEXT**—Alternative wording for Article VII, Section 3, Term of Office. This provision cripples the effectiveness of an incoming officer and/or board by eliminating a transition period for training and strategic planning.

Section 3. **Term of Office.** The term of office for all elected officers shall be one year, beginning at the end of the annual meeting (or, if such period extends beyond the one-year period, until their successor is elected or appointed). In the event of a ballot vote with no annual meeting, the term of office shall begin as of the date set forth in the ballot. 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 chairman of both the executive committee and the board of directors and preside at all meetings thereof; shall recommend appointments of committee chairmen and members, subject to the approval of the board; and shall generally manage the day-to-day business of this Association. The president shall serve as an ex-officio member of all committees, task forces, councils, and boards, except for nominations, and is a signer on all bank accounts. In the event of a tie on any matter pending before the board of directors, the president may cast the deciding vote.

B. **President-elect.** 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/Treasurer.** The secretary/treasurer shall keep the minutes of all meetings; give all notices in accordance with the provisions of this Association's bylaws and standing rules or as required by law; be custodian of this Association's records; coordinate with the president or other officers in timely furnishing reports and other required information to NALS; oversee the financial affairs of this Association under the direction of the executive committee and the board of directors; sign checks for authorized disbursements; and perform such other duties as are assigned by the president or by the board of directors.

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 of directors 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 change.

## **ARTICLE IX GENERAL PROVISIONS**

Section 1. **Fiscal Year.** The fiscal year of this Association and all chartered chapters shall be May 1 through April 30.

Section 2. **State Association and Chapter 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 NALS. Any provision that is in conflict with the bylaws of NALS 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, or suspended or had membership terminated in a chartered chapter 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 such chapter and then this 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 of directors may amend any bylaw not requiring a vote of the voting members by a two-thirds vote.
- (2) The voting members may amend any bylaw by a two-thirds vote of the ballots cast.

Section 2. **Notice.** Notice of proposed bylaw amendments must be given by the secretary to the board of directors 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 NALS, the procedures set forth in NALS' bylaws, standing rules, and established procedures shall govern.