



NALS OF AMARILLO

BYLAWS

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NALS OF AMARILLO BYLAWS

ARTICLE 1: NAME

The name of the Association is NALS of Amarillo (the “*Association*”), a chartered association of NALS, Inc....the association for legal professionals (the “*National Association*”), an Oklahoma not-for-profit corporation. The Association is nonunion, nonpartisan, nonsectarian, and nonprofit.

ARTICLE 2: PURPOSE

The purpose of the Association shall be to further educate those engaged in work of a legal nature 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 support staff in private law offices, trust companies, various courts, and municipal and governmental agencies.

ARTICLE 3: MEMBERSHIP

3.1 **Qualifications.** Members shall consist of those persons engaged in work of a legal nature, more specifically described in the standing rules of the National Association, who agree to comply with the National Association’s Code of Ethics and Professional Responsibility. A person serving a sentence for a felony conviction is not eligible for membership.

3.2 **Member Classification.**

(a) **Voting Members.**

(1) **Individual Members.** Individual Members shall be members in good standing, who meet the qualifications set forth in Section 3.1, above. Individual Members shall be primary members of only one chapter. Individual Members shall be Voting Members with the right to hold elective office.

(2) **Retired Members.** 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. Retired Members shall be Voting Members with the right to hold elective office.

(3) **Life Members.** Life Members include qualified Individual Members. Dues paid for life membership are non-refundable, nontransferable, and shall be effective only during such period as the Life Member qualifies as an Individual Member. Life Members shall be Voting Members with the right to hold elective office.

(4) **Honorary Life Members.** Honorary Life Members include all past presidents of the Association, who shall retain all membership rights of an Individual

Member. Honorary Life Members shall be Voting Members with the right to hold elective office.

(b) **Nonvoting Members.**

(1) **Student Members.** 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 nine hours per semester/quarter of college credit. Student Members may not vote or hold elective office.

(2) **Associate Members.** 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.

(3) **Honorary Members.** Honorary Members are selected by the board of directors because of outstanding or special service for the legal profession or for the Association. Honorary Members may not vote or hold elective office.

(c) **Secondary Members.** Any Member in good standing in another chapter and/or state may apply for secondary membership. Secondary Members shall only have voting rights in their primary chapter and/or state organization.

ARTICLE 4: DUES AND FEES

4.1 **Dues and Fees.** The annual dues shall be as follows:

- (a) Individual Members -- \$10.00
- (b) Retired Members -- \$5.00
- (c) Life Members -- \$10.00
- (d) Student Members -- \$5.00
- (e) Associate Members -- \$25.00

Dues and fees for all classes of membership shall be established by the board of directors. Members whose dues have not been paid by due date 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 5: MEMBER MEETINGS AND VOTING

5.1 **Annual Meetings.** An annual meeting of the Association shall be held in the month of February at such place and date as may be determined by the Association. Notice of the annual meeting shall be given to the Voting Members at least 10 days prior to such meeting.

5.2 **Regular Meetings.** Regular meetings shall be held at least eleven (11) times each year. Times and dates will be determined by the board of directors.

5.3 **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 (5%) 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 ten (10) days' written notice shall be given.

5.4 **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 the Association, merger with outside corporations or associations, or dissolution or withdrawal are vested in the Voting Members.

5.5 **Voting Members and Power.** Voting Members of the Association are the Individual Members, Retired Members, and Life Members of the Association. 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.

5.6 **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 by electronic vote. A majority of the votes cast will be required to elect directors or to pass proposals, unless the board of directors determines that an in-person vote is feasible at the annual meeting. Where there are two or more candidates for any position or office, a majority of the votes cast will be required to elect. The results of voting on issues will be handled in the same manner as the election process.

5.7 **Voting on Amendments to Bylaws.** The Voting Members have the exclusive rights to vote on any amendments to bylaws that would:

- (a) Materially or adversely affect the rights of members as to voting, dissolution, redemption, or transfer;
- (b) Affect an exchange, reclassification, or cancellation of all or part of the memberships;
- (c) Authorize a new class of membership;
- (d) Change the provisions for election of directors; or
- (e) Adopt any name change of the Association.

ARTICLE 6: BOARD OF DIRECTORS

6.1 **Composition.** The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, and Texas ALP Director. At the discretion of the President, a parliamentarian may serve on the Board of Directors, without a vote. The President may appoint

any other member or committee chair to serve on the Board of Directors, without a vote. All appointments are subject to the approval of the Board of Directors. The Board of Directors must be members in good standing.

6.2 **Authority and Responsibility.** The Board of Directors shall be the governing body of the Association and shall:

- (a) Oversee the financial affairs of the Association;
- (b) Shall have supervision, control, and direction of the affairs of the Association, its committees and publications;
- (c) Shall determine policies or changes therein, actively pursue these objectives and supervise the disbursement of its funds; and
- (d) May adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the power granted, delegate certain of its authority and responsibility to the executive committee.

6.3 **Election.** By electronic vote, the Voting Members will elect all officers of the Association annually pursuant to Article 5. In the event of a vacancy in an officer position, 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.

6.4 **Duties.** Committee chairmen shall:

- (a) 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;
- (b) Coordinate the assessment of the member's input into the ongoing updating/improvements to a strategic plan developed by the association;
- (c) Serve as liaison to specific standing committees as determined by the Board of Directors; and
- (d) Perform such other duties as are assigned by the President or the Board of Directors.

6.5 **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 the Association, and any such business thus transacted shall be valid providing it is approved by a majority of those present and voting.

6.6 **Meetings (Regular/Special).** Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may prescribe. Special meetings of the Board of Directors may be called by the President or the executive committee. Notice of all regular or special meetings shall be given to the Board of Directors not less than three (3) days

before the meeting is held, except in the case of an emergency at which time the notice can be waived. Meetings may be held in person, by telephone conference or by electronic means.

6.7 **Waiver.** A board of director member may waive notice of the time and place 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.

6.8 **Voting.** Each board of director member shall have only one vote, which vote must be cast in person or electronically.

6.9 **Action Without a Meeting.** Any action may be taken without a meeting, if a consent in writing or electronically, setting forth the action so taken shall be signed by all of the board of director members, with at least a majority concurring in the action.

6.10 **Compensation.** The Board of Directors shall not receive any compensation for their services, other than expenses authorized by the Board of Directors.

ARTICLE 7: OFFICERS/EXECUTIVE COMMITTEE

7.1 **Composition.** The elected officers of the Association shall be the President, Vice President, Secretary, Treasurer, and Texas ALP Director. The executive committee consists of the elected officers. At the discretion of the President, the Parliamentarian may serve on the executive committee, without a vote.

7.2 **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 Vice President, but will only have one vote. A candidate for Vice President 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.

7.3 **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). Officers shall be eligible for re-election to the same office for one successive term.

7.4 **Vacancies.** A vacancy in the office of President shall automatically be filled by the Vice President. A vacancy in the other elected offices shall be filled by a vote of the majority of the sitting Board of Directors.

7.5 Duties.

(a) **President.** The President shall preside at all meetings of the Association and at regular and special meetings of the executive committee and Board of Directors, shall recommend appointments and committee chairmen and members, subject to the approval of the Board of Directors, and shall generally manage the day-to-day business of the Association. The

President serves as an ex-officio member of all committees, except for nominations, and is a signer on all bank accounts.

(b) **Vice President.** The Vice President shall assume the duties of President in the absence of the President, is a signer on all bank accounts, shall perform such other duties as are assigned by the President or the Board of Directors, and shall chair at least one committee.

(c) **Secretary.** The Secretary shall keep the minutes of all meetings, give all notices in accordance with the provisions of the Association's bylaws and standing rules, be custodian of the Association's records, and coordinate with the President or other officers in a timely manner furnishing reports and other required information to the National Association.

(d) **Treasurer.** The Treasurer shall oversee the financial affairs of the Association under the direction of the Board of Directors, sign checks for authorized disbursements, and perform such other duties as are assigned by the President or the Board of Directors.

(e) **Texas ALP Director.** The Texas ALP Director shall attend at least one (1) state meeting per term 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, and shall chair at least one committee.

(f) **Parliamentarian.** The President may appoint a Parliamentarian of his/her choice to serve as specified in the Standing Rules.

7.6 **Authority and Responsibility.** The executive committee may take action in the place of and instead 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 routinely review the financial affairs of the Association. Actions of the executive committee shall be reported to the Board of Directors by U.S. mail, electronic mail or at the next board meeting. Business of the executive committee may be conducted by U.S. mail, telephone, electronic mail, or meetings.

7.7 **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 8: STANDING AND SPECIAL COMMITTEES

8.1 **Standing and Special Committees.** The standing and special committees of the Association shall be those deemed necessary by the Board of Directors. Committee chairmen and members shall be appointed by the President, subject to the approval of the Board of Directors.

8.2 **Parliamentarian.** A parliamentarian shall be appointed by the President, subject to approval of the Board of Directors, to advise the President and members on procedures when requested, interpret the bylaws, standing rules, and adopted parliamentary authority when

requested, and process all amendments to bylaws and standing rules from members and the Association in accordance with the bylaws and standing rules of the National Association.

8.3 **Nominating Committee.** A Nominating Committee will be responsible for nominations and elections. The nominating committee shall be appointed by the President, subject to the approval of the Board of Directors to review and evaluate prospective candidates for election as officers, invite and receive nominations for candidates from members, and prepare and present recommendations regarding the Association's nominations and elections procedures.

8.4 **Other Committees.** Other committees may be created and appointed by the President in accordance with the Standing Rules.

ARTICLE 9: GENERAL PROVISIONS

9.1 **Fiscal Year.** The fiscal year of the Association shall be May 1 through April 30 in accordance with the Bylaws of the National Association.

9.2 **Conformance to NALS Bylaws.** The Bylaws of the Association shall conform to and shall not be in conflict with any bylaw or amendment thereto which has been or which will be adopted by the National Association or the State Association. Any provision which is in conflict with the Bylaws of the National Association shall be deemed to be void and unenforceable.

9.3 **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 the National Association without first exhausting all administrative remedies for both review and appeal as provided for in the Bylaws, standing rules, and regulations of the Association and the State Association.

ARTICLE 10: LAW AND AUTHORITY

Subject to the National Associations and the Association's Bylaws, standing rules, and any other procedures, proceedings at any meeting of the Association shall be governed by the current edition of *Robert's Rules of Order Newly Revised*.

ARTICLE 11: AMENDMENTS

11.1 **Procedures/Notice.** These bylaws may be amended, after written notice of any proposed amendment has been given to the President, by either of the following methods:

(a) The Board of Directors may amend any bylaws not requiring a vote of the Voting Members by a two-thirds (2/3) vote, as provided in the Bylaws of the National Association in Article XII, Section 1(A).

The Voting Members may amend any bylaws by a two-thirds majority vote of the ballots cast.

11.2 **Notice.** Notice of proposed Bylaw amendments must be given by the Secretary to the Voting Members at least ten (10) days before the vote is scheduled.

11.3 **Effective Date.** Amendments to these Bylaws shall take effect immediately upon adoption unless otherwise specified.

11.4 **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 12: DISSOLUTION OR WITHDRAWAL

In the event of dissolution or withdrawal of the Association from the State Association and the National Association, the procedures set forth in the National Association's Bylaws, standing rules, and established procedures shall govern.