

## UNIFORM CHAPTER BYLAWS

### ARTICLE I

#### NAME

The name of this Association is NORTHEAST ARKANSAS LEGAL SUPPORT PROFESSIONALS (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) 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 professionals in private law offices, trust companies, various courts, and municipal and governmental agencies.

(2) Promote the objectives of NALS.

### 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 NALS' Code of Ethics and Professional Responsibility.

Section 2. **Member Classifications.** Member classifications are:

(A) **Voting Members:**

- (1) Individual
- (2) Retired
- (3) Life

(B) **Nonvoting Members:**

- (1) Student
- (2) Associate
- (3) Honorary

**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. 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.

**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.

**Life members** include qualified NALS life members. A member may not be a life member of a chapter without also being a NALS life member.

**Student members** include students attending an accredited program relating to work of a legal nature and are classified by that school as a full time student and may not vote or hold elective office.

**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.

**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.

Section 3. **Secondary Members.** Any individual member of another chapter or state association may apply for secondary membership. Secondary members may not vote or hold elective office.

#### ARTICLE IV

##### DUES AND FEES

<sup>1</sup>Dues and fees for all classes of membership shall be established by the board of directors. 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 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 five (5) days prior to such meeting.

<sup>2</sup>Section 2. **Regular Meetings.** Regular meetings shall be held on the third Tuesday of each month. Times and dates will be determined by the board of directors.

Section 3. **Special Meetings.** Special meetings may be called by the board 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 five (5) days written notice shall be given.

Section 4. **Rights of Membership.** Except as expressly delegated to the board, 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 5. **Voting Members and Power.** The voting members of this Association are listed in Article III, Membership. The 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 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 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 issues will be handled in the same manner as the election process.

#### ARTICLE VI

##### BOARD OF DIRECTORS

Section 1. **Composition.** The board shall be composed of the president, vice-president, secretary, treasurer, and state director. 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.

Section 2. **Qualifications.** All directors must be members in good standing.

Section 3. **Authority and Responsibility.** The board shall be the governing body of this Association and shall oversee the financial affairs of this Association. The board shall have supervision, control, and direction of the affairs of this Association, its committees and publications; shall determine policies or changes therein; and shall actively pursue these objectives and supervise the disbursement of its funds. The board 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.

Section 4. **Election.** All positions on the board, except for the president, who may be serving as committee chairmen 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 vice-president), 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. **Quorum.** At any meeting of the board, a majority of the voting members of the board shall constitute a quorum, and any such business thus transacted shall be valid providing it is approved by a majority of those present and voting.

Section 6. **Meetings (Regular/Special).** Regular meetings of the board shall be held 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 board not less than five (5) days before the meeting is held.

Section 7. **Waiver.** A director 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.

Section 8. **Voting.** Each director (including officers) shall have only one vote, which vote must be cast in person.

Section 9. **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 10. **Compensation.** The Board of Directors shall not receive any compensation for their services, other than expenses authorized by the board.

## ARTICLE VII

### OFFICERS/EXECUTIVE COMMITTEE

Section 1. **Composition.** The elected officers of this Association shall be the president, vice-president, secretary, treasurer, and state 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.

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 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.

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). 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 vice-president. 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.**

**President.** The president shall preside at all meetings of this Association and at regular and special meetings of the executive committee and board; shall recommend appointments and 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 serves as an ex-officio member of all committees, except for nominations, and is a signer on all bank accounts.

**Vice-President.** The vice-president shall assume the duties of president in the absence of the president and shall perform such other duties as are assigned by the president or the board.

**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.

**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.

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

Section 1. The standing and special committees of this Association shall be those deemed necessary by the board. Committee chairmen and members shall be appointed by the president, subject to the approval of the board.

Section 2. A parliamentarian shall be appointed by the president, subject to approval of the board, 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 this Association in accordance with the bylaws and standing rules of NALS.

#### 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 this 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 NALS or the State Association. Any provision which is in conflict with the bylaws of NALS shall be deemed to be void and unenforceable.

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.

#### 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.** The voting members present at any meeting may amend any 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 fifteen (15) days before the vote is scheduled.

Section 3. **Effective Date.** Amendments to these bylaws shall take effect immediately upon adoption unless otherwise specified.

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.