



Association of Legal Administrators – Oregon Chapter Bylaws

ARTICLE I Name and Office

Section 1. Name: The name of the corporation shall be the Association of Legal Administrators - Oregon Chapter, a nonprofit corporation located within the State of Oregon.

Section 2. Offices: The Chapter shall have and continuously maintain in the State of Oregon a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Oregon, as the Chapter Board of Directors may determine.

ARTICLE II Purposes and Restrictions

Section 1. Purposes: In addition to the purposes set forth in the Chapter's articles of incorporation, the purposes for which the Chapter is organized are to:

- (a) Improve the quality of management in legal organizations;
- (b) Promote and enhance the competence of legal management professionals and all members of the management team;
- (c) Represent the interests of professional legal management and managers within both the legal community and community-at-large;
- (d) Stimulate the exchange of information about all aspects of the business of law;
- (e) Educate the legal profession, about the value and availability of legal management professionals;
- (f) Advance and promote the interests of the Association of Legal Administrators, a Pennsylvania not-for-profit corporation (the "Association"), within the geographic area covered by the Chapter; and
- (g) Other appropriate purposes.

Section 2. Restrictions:

(a) All policies and activities of the Chapter shall be consistent with applicable federal, state and local laws, statutes, ordinances including, without limitation, all antitrust, trade regulation and other legal requirements.

(b) No part of the Chapter's earnings shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE III Membership

Membership in the Chapter is open to any individual that is a member in good standing of the Association.

Section 1. Application: The Chapter shall adopt an application form and procedures to facilitate membership in the Chapter. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the Chapter. The Chapter Board of Directors, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership in the Chapter. All such qualified applicants shall become members upon notice from the Chapter.

Section 2. Definitions: For the purposes of these bylaws:

(a) "Legal management professional" shall mean any individual who is, or aspires to be, actively engaged in the management of a legal organization or dedicated to performing its management responsibilities.

(b) "Legal organization" shall mean any law firm or practice, legal service clinic, corporate legal department, college or university legal department, governmental legal agency, court system, charitable legal agency, not-for-profit or nonprofit legal organization, bar association, legal consulting, alternative legal service provider, law and/or legal management educational institution or other organization that is engaged in the legal industry.

Section 3. Membership Qualifications: The criteria for membership in the Chapter are the same as those for membership in the Association as established by the Association in its bylaws and policies and are as follows:

(a) Membership may be granted to any individual who: (i) is a member in good standing of the Association; (ii) demonstrates an interest in legal administration and the management of legal organizations; (iii) is not disqualified by an affiliation with a business partner as defined herein or business partner-eligible entity; (iv) shares interest

in and supports the purposes of the Chapter and Association; and (v) abides by these bylaws, the Association's Code of Ethics, the Association's bylaws, and such other policies, rules, and regulations as the Chapter or Association may adopt.

(b) **Business Partners.** Notwithstanding anything set forth herein to the contrary, individuals employed by (or that own) a company in the business of selling goods, furniture, equipment, supplies, materials, software, technology, insurance, or other similar services or products to legal organizations are generally not eligible for membership.

(c) **Life Membership.** Life Membership may be awarded to a Member who has demonstrated extraordinary service to the Chapter and meets such additional criteria as shall be determined by the Board of Directors. Life Membership status with the Chapter has no bearing on the status of a Member with the Association.

Section 4. Rights and Duties.

(a) All members shall be entitled to vote, attend the Chapter's member meetings and social functions and serve on the Chapter's committees.

(b) All members may hold office in the Chapter and serve on the Chapter's Board of Directors.

(c) No individual member of the Chapter shall have the right to vote on the amendment of the Chapter's Articles of Incorporation, or the merger or dissolution of the Chapter.

Section 5. Benefits: Benefits associated with membership shall be determined by the Board of Directors from time to time.

Section 6. Resignation: Members may resign from the Chapter at any time by giving written notice to the Chapter. Any member resigning from the Chapter shall be responsible for all billed and unbilled dues and assessments related to the then current full fiscal year of the Chapter.

Section 7. Ineligibility: In the event that a member ceases to be eligible for Membership in the Association and/or Chapter (e.g., becomes employed by or professionally affiliated with a business partner or business-partner eligible entity), he or she must immediately notify the Chapter. Such individuals may remain a member for the remainder of their current paid Membership term; however, they may not renew their Membership in the Chapter until such time as they may become eligible.

Section 8. Non-Payment of Dues/Ineligibility. The Chapter membership of any member who is in default of payment of Chapter dues or assessments for more than three (3) months, or otherwise becomes ineligible for membership in either the Chapter or Association, may be terminated automatically, according to such rules or procedures as the Board of Directors or its designee(s) shall establish, unless such termination is delayed by the Board of Directors due to a special circumstance.

Section 9. Termination of Membership/Disciplinary Action. A Chapter member may be censured, suspended, expelled for cause or otherwise disciplined by the Association. Disciplinary matters are to be managed solely by the Association's Board of Directors in accordance with the Association's Member Disciplinary Actions and Fair Hearing Policy. Membership in the Chapter automatically shall be terminated whenever a Chapter member's membership in the Association is terminated.

Section 10. Reinstatement. Members who have resigned or been terminated for non-payment of dues may automatically be reinstated upon payment of delinquent dues before the end of the subsequent calendar year for which the dues were payable.

ARTICLE IV Chapter Standards

All members of the Chapter must also be members of the Association in good standing. The Board of Directors will take steps to ensure the Chapter remains in continual compliance with all policies and performance objectives established by the Association from time to time.

ARTICLE V Chapter Meetings

Section 1. Chapter Meetings: The Chapter shall meet monthly, either as an entire Chapter or at section meetings, unless otherwise designated by the Board.

Section 2. Special Meetings/Notice: Special meetings may be called by the Executive Committee or Board of Directors, after proper notice to all members by the Chapter Secretary. Said notice shall state the time, date, place and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting.

Section 3. Voting: For the purpose of conducting Chapter business, each Regular and Life member shall be entitled to one vote, which may be cast either by the member in person or by proxy.

Section 4. Quorum: For the purpose of conducting Chapter business, a quorum of the membership shall consist of a simple majority of those members in attendance at a regular monthly meeting, held after reasonable notice to all members, except that no business shall be conducted if fewer than ten (10) members are in attendance.

Section 5. Manner of Acting: The act of a majority or more of the members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation or these bylaws.

Section 6. Mail/Electronic Voting: Voting by ballot, proxy, mail, email or other electronic means shall be permitted for any item of business before the members to the full extent permitted by law (e.g., the not-for-profit corporation act or similar law governing the operation of not-for-profit corporations in the Chapter's state of incorporation) (the "Law"). A

ballot, mail, e-mail or electronic vote may only be called by the Board of Directors. In order for a mail, e-mail or electronic vote to be valid (i) the action must be approved by a majority of members casting votes; (ii) the number of members casting votes must be sufficient to constitute a quorum had such action been taken at a meeting; and/or (iii) such other requirements as may be required by Law must be satisfied.

ARTICLE VI Board of Directors

Section 1. Authority and Responsibility: **The** Chapter's affairs shall be managed by the Board of Directors (Board), which shall have authority and responsibility for the supervision, control, and direction of the Chapter, shall determine its policies or changes therein within the limits of these bylaws, shall actively promote its purposes, and shall have discretion in 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 powers granted, appoint such agents as it may consider necessary. All of the Chapter's committees report to and are subject to the ultimate direction and control of the Board, unless specifically provided otherwise in these bylaws.

Section 2. Composition of the Board: The Board shall consist of a minimum of five (5) members. The members of the Board will be the President, President Elect, Secretary, Treasurer, one (1) Member at Large and additional members as needed to fulfill the responsibilities of the chapter. Whenever possible, the Member at Large shall be a Past President or a member holding a leadership position with ALA.

Section 3. Qualifications: Only members shall be eligible to serve on the Board of Directors.

Section 4. Term:

Board members shall be elected in accordance with Article VI, Section 5 or appointed to fill a vacancy in accordance with Article VI, Section 13. The President and President Elect shall be elected for a period of one year and may not serve more than two consecutive terms in any one office. The Treasurer and Secretary, or any other member of the board, shall be elected for a period of one year and may not serve for more than four consecutive terms in any one office. The Member at Large shall be appointed by the Executive Committee to serve for one year and may not serve more than four consecutive terms in office.

The term of the Directors shall begin the day after the conclusion of the annual meeting immediately following their election and shall run until the close of the first annual meeting following their appointment or until such time as successors are duly appointed, qualified, and assume their position.

Section 5. Elections: No later than December 31 of each year, the Nominating Committee shall recommend a slate of qualified candidates to the Board of Directors to fill each Director and Officer position that is either vacant or set to expire. Upon final review and approval of the Nominating Committee's recommended slate, the Board shall present the approved slate of candidates to the members for election. Elections will be held at or prior to the

Annual Meeting in accordance with such procedures as may be established by the Board. The results of such election will be announced to the members during the Annual Meeting immediately following their election.

Section 6. Regular Meetings: Notice of a meeting must be distributed by the President or President Elect to all Board members prior to the date on which the meeting is scheduled. The board shall meet as needed after notice has been provided to all Board members by the Chapter President. Attendance at Board meetings shall be open to all members.

Section 7. Special Meetings: Special meetings of the Board may be called by the President or by at least four (4) Directors. Special meetings may be conducted by telephone conference call. Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting.

Section 8. Meeting by Conference Call: Any action to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, any meeting to be held by conference call (whether regular or special) may be held upon a minimum of twenty-four (24) hours prior notice.

Section 9. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice.

Section 10. Manner of Acting: The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Law, the Articles of Incorporation, or these bylaws.

Section 11. Action Without a Meeting: Any action requiring a vote of the Board of Directors may be taken without a meeting if a written consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 12. Resignation and Removal: Any director may resign at any time by giving written notice of resignation to the Secretary. Such resignation shall take effect at the time specified therein, or if such time is not so specified, immediately upon its receipt by the Secretary. A Director may be removed from the Board if he or she fails to attend three (3) consecutive meetings of the Board, or for other cause, upon the unanimous vote of all the members of the Board, except the Director whose removal has been proposed. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed termination, and the Director whose status is being challenged shall be notified thereof, in writing, at least fifteen (15) working days prior to the date of such meeting.

Section 13. Vacancies: Any vacant position in any office on the Board shall be filled by

the majority vote of the Board for the remaining unexpired term, except for the positions of President and President Elect. If the President is unable to complete his or her elected term of office for any reason, the President Elect shall succeed to the office of President. In the event of vacancy in the office of President Elect, the Nominating Committee, as formed in accordance with Article VII, Section 2 of these Bylaws, shall recommend to the membership a candidate to fill the unexpired term. A vote of the majority of the members present at the next regular meeting or by an online/email-based ballot shall be required to elect a President Elect to fill a vacancy.

Section 14. Chair of the Board: The President of the Association of Legal Administrators - Oregon Chapter shall serve as Chairperson of the meetings of the Board.

Section 15. Compensation: Directors shall not receive any remuneration for their services as Directors. Nothing contained herein shall be construed to preclude any Director from serving the Chapter in any other capacity and receiving reasonable compensation therefor.

Section 16. Minutes. The Chapter Secretary (or another officer in his or her absence) shall prepare minutes of each meeting of the Board of Directors, and ensure said minutes are distributed to all members of the Board and the Regional Director prior to the next meeting of the Board. A summary of the minutes will be posted on the chapter website.

ARTICLE VII Officers and Executive Committee

Section 1. The officers of the Chapter shall be the President, President Elect, Secretary and Treasurer.

(a) The President shall be the chief executive officer of the Chapter, and shall, in general, supervise and control the Chapter's affairs, subject to the direction and control of the Board of Directors. The President shall be an ex-officio member of all of the Chapter's committees, except as otherwise provided by these bylaws. The President shall (i) chair all Board and member meetings; (ii) serve as the Chair of the Executive and Nominating Committees; (iii) serve as the Chapter's official representative and spokesperson, except as otherwise provided by the Board; (iv) appoint, subject to the approval of the Board, the members and chairs of the Chapter's committees; (v) fill, subject to the approval of the Board, vacancies on the Chapter's committees; and (vi) in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board.

(b) The President Elect shall perform duties as may be assigned by the Board of Directors and shall act as the chief executive officer in the temporary absence of the President or until a successor President has been named.

(c) The Secretary shall keep or cause to be kept the minutes of the meetings of the Chapter Board of Directors and members; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; and shall in general perform all the duties incident to the office

of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) The Treasurer shall be responsible for all funds and securities of the Chapter; shall receive and give receipts for monies due and payable to the Chapter from any sources whatsoever, and shall deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to the Board of Directors at its regular meetings, and to the Chapter membership at its Annual Meeting; and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 2. Qualifications: Officers and the Executive Committee must be members in good standing in both the Chapter and the Association.

Section 3. Executive Committee. The Executive Committee shall consist of the Chapter's four (4) officers which are the President, President-Elect, Secretary and Treasurer.

Section 4. **Resignation and Removal of Officers.** Any Officer may resign at any time by giving written notice to the President or Secretary. In addition, any Officer may be removed by the Board, whenever, in its judgment, the best interests of the Chapter would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an Officer or agent shall not of itself create any contract rights.

Section 4. **Officer Vacancies.** The President-Elect shall automatically succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next appointment. A President-Elect filling a vacancy in the office of President shall subsequently serve as President for the one-year term of office to which he or she was originally appointed to serve. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Directors immediately shall fill the office of President and such appointee shall hold office until the next appointment. A vacancy in the office of Immediate Past President shall cause that office to remain vacant until such time that the currently seated President succeeds to fill that office. A vacancy in the office of Secretary or Treasurer shall be filled by the Board of Directors from amongst the current members of the Board. An officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

ARTICLE VIII Committees

The Board shall, as needed, establish committees for the Chapter and set forth their responsibilities.

Section 1. A Nominating Committee consisting of the current President, the Immediate Past President, and the President-Elect recommend a slate of officers to the membership. The Nominating Committee may recommend one or more member representatives as candidates for

each office. The Nominating Committee will advise the membership of its nominations at a regular general membership meeting or by email. Further nominations may be made at that time by any member. Elections may be held at the same meeting or by an online/email based ballot within the next month. The timing of the elections shall be such that the officers can take office on April 1 or on a date such that they will be installed by the date of the ALA Annual Educational Conference. Each officer shall be elected by a majority of those present at the meeting or, if the vote is by an online/email ballot, by the majority of those responding.

Section 2. The Past Presidents' Council shall consist of all Past Presidents of the Chapter currently employed in the field of legal administration, including Life members, whether or not the latter are currently employed in the field of legal administration. This Council is a Committee of the Chapter which is advisory in nature, except for those who are members of the Board, who serve as equal voting members of the Board of Directors.

Section 3. The Board may, by resolution, designate such standing committees for such purposes and having such powers as it may determine, and the President shall designate such special committees as he or she may deem appropriate and shall appoint the chairperson of all such committees. The President shall serve as an ex officio member of each committee.

(i) Quorum and Manner of Acting. At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

(ii) Committee/Task Force Vacancies. Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee/task force.

(iii) Policies and Procedures. The Board of Directors shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

ARTICLE IX

Financial Matters, Contracts, Checks, Deposits and Bonding

Section 1. Annual Budget: An annual budget showing anticipated revenue and expenses shall be prepared under direction of the Board by the Treasurer for Board approval as early as possible prior to the beginning of the new fiscal year. Thereafter, at any meeting of the Board, the Board may approve any supplemental budget that may be necessary.

Section 2. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

Section 3. Payment of Indebtedness: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such Officer or Officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 4. Deposits: All of the Chapter's funds shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Bonding: The Board of Directors shall provide for the bonding of such officers and employees of the Chapter as it may from time to time determine.

Section 6. Gifts: The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the Chapter's general purposes or for any special purpose.

Section 7. Books and Records: The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and members. The Chapter shall provide the Association with copies of all such books and records upon request.

Section 8. Fiscal Year: The fiscal year of the Chapter shall be January 1 to December 31.

ARTICLE X Relationship with Association

The Chapter shall abide by the terms of the Association's bylaws, rules, regulations, and policies as may be adopted by the Association's Board of Directors from time to time, which, among other things, set forth the relationship between the Association and the Chapter, the rights, responsibilities and obligations of the Chapter and the Association with respect to one another, the limitations and requirements governing the Chapter's use of the Association's name, trademarks, service marks, logos and other intellectual property, and the grounds upon which the Chapter's affiliation with the Association may be terminated and its charter revoked.

ARTICLE XI Electronic Meetings/Communication

Section 1. Electronic Meetings: Any action to be taken at a Board of Directors, other committee or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, notice of an electronic meeting of the Board of Directors must be delivered at least twenty-four (24) hours prior to the meeting.

Section 2. Electronic Communication: Unless otherwise prohibited by Law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XII Indemnification

The Chapter shall indemnify all past and present officers, directors, employees, and committee, council, and task force members, and all other Chapter volunteers to the full extent permitted by the Law and shall be entitled to purchase insurance for such indemnification to the full extent of the Law as determined by the Board of Directors.

ARTICLE XIII Amendments

These Bylaws may be amended by majority vote of those members present at any monthly meeting of the Chapter or by an online/email ballot, held after reasonable notice to all members, or by a simple majority of those members present at the annual meeting of the Chapter. Notwithstanding the foregoing, all proposed bylaw amendments must first be submitted to the Association and are subject to the prior written approval of the Association. Amendments not receiving the approval of the Association shall be of no force or effect.

ARTICLE XIV Limitation of Liability

No officer, Board or committee member, member or employee thereof, agent or employee of the Chapter shall be liable for the act or failure of any other such person or organization.

ARTICLE XV Dissolution

In the event of the dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Chapter, transfer all remaining assets of the Chapter to the Association (except any assets held by the Chapter upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) or, in the event the Association previously has been dissolved, the Chapter shall dispose of all of the remaining assets of the Chapter (except any assets held by the Chapter upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under either Section 501(c)(3) for Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue statute, as the Board of

Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Chapter is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

These Amended and Restated Bylaws were adopted this ____ day of _____ by the Oregon Chapter of the Association of Legal Administrators.

Revised:	1/25/85	6/15/01	2/14/08	9/30/10
	3/20/95	1/16/04	7/18/08	6/8/12
	4/18/97	7/16/04	1/26/10	3/21/13
	6/6/16	12/16/19		

Ed Cunningham, President