

**BYLAWS OF THE
NEW YORK CITY CHAPTER OF THE
ASSOCIATION OF LEGAL ADMINISTRATORS**

**ARTICLE I
NAME AND OFFICE**

Section 1. **Name.** The name of this corporation shall be the New York City Chapter of the Association of Legal Administrators ("Chapter"), a State of New York not-for-profit corporation.

Section 2. **Offices.** The Chapter shall have and continuously maintain in the State of New York 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 New York, 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/team 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/teams.

(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 **MEMBERSHIP MEETINGS**

Section 1. Annual Meeting. An annual business meeting of the Chapter's members shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Chapter's members may be called (i) at the request of the President; (ii) by resolution of the Board of Directors; or (iii) at the written request of two-thirds (2/3) of the Chapter's members. The time and place for holding special meetings shall be determined by the Board.

Section 3. Notice. Notice of any annual or special meeting of the members 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, unless otherwise required by applicable law.

Section 4. Quorum. The lesser of (i) ten (10) percent or (ii) thirty (30) of the Chapter's eligible voting members shall constitute a quorum for the transaction of business at any duly called meeting of the members, provided that if less than a quorum is present, a majority of the members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority or more of the members present (in person) 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 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 or electronic vote may only be called by the Board of Directors. In order for an 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.

Section 7. **Electronic Communications.** Member meetings may be held via telephone conference call, similar form of telecommunications, or any technology available which would permit all participants to simultaneously communicate and effectively participate.

ARTICLE VI

BOARD OF DIRECTORS, EXECUTVE BOARD AND OFFICERS

Section 1. Authority and Responsibility. The Chapter's affairs shall be managed by the Board of Directors (which shall be referred to in these bylaws as the "Board" or the "Board of Directors"), which shall have 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 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 be comprised of the Executive Board (President, President-Elect, Immediate Past President, Communications Officer, and Financial Officer) and nine Vice Presidents, unless otherwise decided by the Board, who shall be voting members. The Immediate Past President of the Chapter will be a member of the Board *ex officio* (non-voting). In addition, there may be Vice Presidents-at-Large who may be temporarily empowered to vote in those situations where their presence must be counted to constitute a quorum as provided for in Section 7 of this Article VI.

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

Section 4. Term.

(a) The President shall serve a one-year term, starting April 1 and ending on March 31. No individual shall serve as President longer than one (1) term of office without thereafter leaving the office of President for a minimum of three years. The President-Elect shall serve the same one-year term as the President. The President-Elect will succeed to the presidency for a one-year term.

(b) Four Vice Presidents and the Financial Officer shall be elected in odd numbered years and five Vice Presidents and the Communications Officer shall be elected in even numbered years. Vice Presidents shall end their terms on March 31 of the year which is two years following the year of their election. No individual shall serve as a member of the

Board longer than two full terms of office without thereafter leaving elective office for a minimum of two years unless such individual is elected to the office of President-Elect, Financial Officer or Communications Officer. Vice Presidents-at-Large may serve up to two one-year terms; however, the combined years of service as Vice President-at-Large and Vice President shall be no longer than five years.

(c) If the President is unable to complete his or her elected term of office for any reason, the President-Elect will succeed to the office of President for the remainder of such term and subsequently for the regular one-year term. If the President-Elect is unable to complete his or her elected term of office for any reason, the President shall promptly do one of the following: (a) call a meeting of the Board and notify the Board members by e-mail at least two (2) days prior to the meeting; (b) arrange a conference call; or (c) poll the Board members via e-mail. The Board shall fill the vacancy for the balance of the unexpired term of office, by majority vote, electing one of the currently serving members of the Board. If one of the Vice Presidents is elected, the Vice President-at-Large who is next in line based on the previous election results will fill the Vice President vacancy for the balance of the unexpired term of office. The vote shall include all of the voting members of the Board (President-Elect, Financial Officer, Communications Officer and Vice Presidents) whether present or in absentia by whatever manner agreed on by the board. The Vice Presidents-at-Large will not participate in the vote. The President's vote shall only be counted in the event of a tie.

(d) If either the Financial Officer or the Communications Officer is unable to complete his or her term, a replacement shall be nominated by the Executive Committee/Board and, by majority vote of the Board, be elected to complete the balance of the unexpired term of office. If one of the Vice Presidents is elected, the Vice President-at-Large who is next in line based on the previous election results will fill the Vice President vacancy for the balance of the unexpired term of office. The vote shall include all the voting members of the Board (President-Elect, Financial Officer, Communications Officer and nine (9) Vice Presidents) whether present or in absentia by whatever manner agreed on by the Board. The Vice Presidents-at-Large will not participate in the vote. The President's vote shall only be counted in the event of a tie. The nominee must be a member of the current Board, have served on a past Board, or be a member in good standing with expertise in the required field.

(e) Any other vacancies occurring on the Board shall be filled in turn by the Vice Presidents-at-Large, who are next in line based on the previous election results, to be appointed by the President. Should the number of Vice Presidents-at-Large be insufficient to fill vacant positions, replacements shall be nominated by the Executive Committee/Board and, by majority vote of the Board, elected to complete the balance of the unexpired term of office. The vote shall include all the voting members of the Board (President-Elect, Financial Officer, Communications Officer and nine Vice Presidents) whether present or in absentia by whatever manner agreed on by the Board. The President's vote shall only be counted in the event of a tie.

(f) Any Vice President vacancy that is created by the elevation of a Vice President to the President-Elect, Financial Officer, or Communications Officer positions, midterm, will be filled by the Vice President-at-Large, from the current Board, who is next in line based on the previous election results for the balance of the unexpired term of office.

Section 5. Duties of Directors The duties of Directors shall be such as their titles indicate, or as specified by the Executive Committee/Board at an annual one-day retreat to be held

as close as possible to the beginning of each new term. The agenda for the retreat will include (but not be limited to) explanations of responsibilities of the Executive Committee/Board, definition and responsibilities of each Board position, and responsibilities of the Committee/Team Chairs/Leaders.

Section 6. Elections.

(a) A Nominating Committee/Team shall be appointed by the Chair/Leader of the Nominating Committee/Team within enough time to evaluate candidates for office. The Nominating Committee/Team shall be composed of one (1) the Immediate Past-President, who shall act as Chair/Leader, two (2) prior members of an Executive Committee/Board that are still active legal administrators, and (4) four additional members who shall be appointed by the Nominating Committee/Team Chair/Leader from the general membership and are intended to represent the membership-at-large. The past members of the Executive Committee/Board may consist of prior members of an Executive Committee/Board who can provide leadership and guidance on selecting the slate, including a Financial Officer, Communications Officer, or Past President. Members of the Nominating Committee/Team are not eligible to serve on this Committee/Team in consecutive years. Members appointed to the Committee/Team shall not be eligible to run for elective office in the year in which they serve on the Committee/Team. No member of the Committee/Team, other than the Immediate Past-President, shall have served on the Board for one (1) year prior to their appointment.

(b) Neither the President nor the President-Elect may serve on the Nominating Committee/Team.

(c) The Nominating Committee/Team slate shall be presented to the Board no later than the December meeting for its approval prior to its presentation to the general membership. The vote shall include all the voting members of the Board (President-Elect, Financial Officer, Communications Officer and nine (9) Vice Presidents) whether present or in absentia by whatever manner agreed on by the Board. The President's vote shall only be counted in the event of a tie.

(d) Upon approval by the Board, the Nominating Committee/Team slate shall be announced to the Chapter no later than December 31.

(e) The Chair/Leader of the Nominating Committee/Team shall prepare a ballot containing the report of the Nominating Committee/Team, and such other nominations as are made under Section 6 Article VI. Ballots shall be delivered to the membership no later than January 31st of each year. Members shall have approximately twenty (20) days to return ballots in conformance with the instructions thereon. Any ballot not in conformity with the rules for voting as stated on the ballot shall not be counted. The Chapter President shall notify the Chapter membership of the election results as soon as practical, but no later than March 15.

(f) Elections of members of the Board shall be by the highest number of votes, in descending order, cast by the Chapter membership.

(g) In the event of a tie in the election tally, there will be a Board vote to break the tie that shall include all the voting members of the Board (President-Elect, Financial Officer,

Communications Officer and nine (9) Vice Presidents) whether present or in absentia, by whatever manner agreed on by the Board, except those Board members that are involved in the election tie. The President's vote shall only be counted in the event of a tie. A Board vote would be required if there is an election tie in any of the following three scenarios:

(i) If there is a tie for the last Vice President slot and the first Vice President-at-Large slot.

(ii) If there is a tie amongst the Vice President-at-Large slots.

(iii) If there is a tie for the last Vice President-at-Large slot.

(h) The Chair/Leader of the Nominating Committee/Team shall make an announcement to the membership-at-large seeking potential nominee(s) to the Board by early October. Independent nominations for elective office may be made by submitting name(s) of proposed nominees in writing in response to that announcement. Nominations must be received by the Chair within fourteen (**14**) days of the date of the announcement. A proposed nominee should be an active, involved member of the Chapter.

Section 7. Regular Meetings. The President shall serve as Chair of meetings of the Board. In the event of a tie vote, the President's vote shall be counted to break the tie, and his or her presence shall be counted toward a quorum. The Board shall meet monthly. Meetings will be scheduled at the beginning of each chapter year. Notice of a meeting will be delivered by the President, in writing, to all members of the Board at least two (2) days prior to the date of the meeting. A majority of the voting members of the Board shall constitute a quorum. If the members of the Board are insufficient to constitute a quorum, as many of the Vice Presidents-at-Large as may be necessary to constitute a quorum will temporarily function and vote in the capacity of Acting Vice President(s). The Immediate Past President is a non-voting member. The Vice Presidents-at-Large will be permitted to vote on those occasions when necessary to satisfy a quorum. When the Vice President-at-Large is no longer needed to constitute a quorum, he or she will revert to the position of Vice President-at-Large. The Vice Presidents-at-Large are not permitted to vote in the cases described in sections (G) of this Article IV.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the Chapter's President or upon a written request to the Chapter's President of four (4) members of the Board of Directors. Notice of any special meeting of the Board of Directors 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. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the

express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 9. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Directors, or any Committee/Team 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 10. 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 11. 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 12. 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 13. Waiver of Notice. Notice of any meeting need not be given to any member of the Board of Directors who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 14. Resignation and Removal - Directors. Any member of the Board of Directors may resign at any time by giving written notice to the President. In addition, any member of the Board of Directors may be removed by the person entitled to appoint such Director, whenever, in their judgment, the best interest of the Chapter would be served by such removal and in accordance with the Law. A Director who no longer meets the qualifications for office shall be automatically removed and such vacancy shall be filled by the Board of Directors.

Section 15. Vacancies. Vacancies in any Director position shall be filled by the Board of Directors. A Director appointed pursuant to this Section shall hold their position for the remainder of the original term for which he or she was appointed to fill.

Section 16. 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 17. Duties of Officers (Executive Committee/Board).

(a) President. The President shall be the Chapter's Chief Executive Officer 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/Teams, 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 Committee; (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/Leaders of the Chapter's Committees/Teams; (v) fill, subject to the approval of the Board, vacancies on the Chapter's Committees/Teams; 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. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

(b) President-Elect. The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be an ex-officio member of all Committees/Teams, except as otherwise provided by these bylaws. The President-Elect shall in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board

(c) Communications Officer. The Communications Officer 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) Financial Officer. The Financial Officer 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.

(e) Immediate Past President. The Immediate Past President shall serve as the Chair of the Nominating Committee and may be assigned additional duties by the President or the Board of Directors.

(f) The duties of officers shall be such as their titles indicate, or as specified by the Executive Committee/Board at an annual one-day retreat to be held as close as possible to the beginning of each new term. The agenda for the retreat will include (but not be limited to) explanations of responsibilities of the Executive Committee/Board, definition and responsibilities of each Board position, and responsibilities of Chairs/Team Leaders.

Section 18. Resignation and Removal — Officers (Executive Committee/Board). An Officer may resign in writing submitted to the President. In the case of the resignation of the President, the resignation will be submitted to the Communications Officer/Secretary who will refer such resignation to Chapter Board of Directors. A resignation will be effective on the acceptance date of the resignation as determined by the Chapter Board of Directors. An Officer who no longer meets the qualifications for office shall automatically be removed and such vacancy shall be filled as set forth above. 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.

ARTICLE VII

COMMMITTEES/TEAMS

Section 1. Standing Committees/Teams.

(a) Executive Committee/Board

- (i) Composition. The Executive Committee/Board shall consist of the President, President-Elect, Immediate Past President, Communications Officer and Financial Officer. The President shall serve as the Chair of the Executive Committee/Board.
- (ii) Authority. The Executive Committee/Board shall have the authority to perform the business and functions of the Association between meetings of the Board of Directors, except as otherwise set forth in these bylaws or the not-for-profit corporation act, reporting to the Board of Directors any action taken; but the delegation of authority to the Executive Committee/Board shall not operate to relieve the Board of Directors or any individual Officer or member of the Board of Directors of any responsibility imposed by law.
- (iii) Meetings and Voting. The Executive Committee/Board shall meet in person or by conference call upon the request of the Chair or a majority of the Executive Committee/Board. Each member shall have one (1) vote. Two (2) members of the Executive Committee/Board shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee/Board; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of most of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee/Board.
- (iv) Action by Written Consent. Any action requiring a vote of the Executive Committee/Board may be taken without a meeting if a consent, setting forth the action taken, is approved by all the members of the Executive Committee/Board entitled to vote with respect to the subject matter thereof.

(b) **Other Standing Committees/Teams.** Other standing Committees/Teams may be established by the Board of Directors to support the Chapter's purposes. Such Committees/Teams shall include, at a minimum, a Nominating Committee/Team and Financial Committee/Team. The action establishing standing Committees/Teams shall set forth the Committees/Team' s purpose and composition, and the Chair/Team Lead of the Committee/Team has the required qualifications for membership on the Committee/Team. A majority of all members

of Committees/Teams having the authority of the Board of Directors must be a member of the Board and appointed by the Board.

- (i) Quorum and Manner of Acting. At all meetings of any standing Committees/Team, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by Committee/Team members present and voting at a meeting at which a quorum is present shall be required for any action.
- (ii) Committee/Team Vacancies. Except as otherwise provided herein, vacancies in the membership of a standing Committee/Team shall be filled by appointments made in the same manner as the original appointments to that Committee/Team.
- (iii) Policies and Procedures. The Board of Directors shall develop and approve general policies and procedures for the operating of all Committees/Teams and task forces. All Committees/Teams and task forces shall report to the entity creating the Committee/Team/task force.

(c) **Advisory/Ad Hoc Committees/Teams and Task Forces.** The Board of Directors may appoint such advisory or ad hoc Committees/Teams or task forces as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these bylaws. An ad hoc Committee/Team shall terminate three (3) years from the date of its creation, unless renewed by the Board. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc Committees/Teams and task forces may be established for longer periods with the approval of the Board. The action of establishing such a Committee/Team or task force shall set forth the Committee's/Team's or task force's purpose and composition.

- (i) Quorum and Manner of Acting. At all meetings of any advisory or ad hoc Committee/Team or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by team or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- (ii) Committee/Team/Task Force Vacancies. Except as otherwise provided herein, vacancies in the membership of a

Committee/Team or task force shall be filled by appointments made in the same manner as the original appointments to that team/task force.

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

ARTICLE VIII

FINANCIAL MATTERS, CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. **Annual Budget.** A budget showing anticipated revenue and expenses will be adopted annually by the Board of Directors.

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 Financial Officer (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 depositaries 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 April 1 through March 31.

ARTICLE IX

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 X
ELECTRONIC MEETINGS/COMMUNICATION

Section 1. **Electronic Meetings.** Any action to be taken at a Board of Directors, Executive Board, other team (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 or Executive Board 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 XI **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 XII **AMENDMENTS**

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the members casting ballots, provided that such alteration, amendment or repeal has been approved by the Board of Directors and submitted in writing to the membership not more than sixty (60) and not less than ten (10) days prior to the date by which the same is to be considered. 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 XIII **LAW TO APPLY**

In the event of any dispute as to the meaning of any term or phrase contained herein, New York State law shall apply.

ARTICLE XIV

OTHER

It is not permitted for members to exchange prospective pricing information or other economic data, which might appear to violate antitrust regulations; the Chapter does not condone any such exchange of information.

The Chapter shall not sponsor, endorse or contribute financially to any political candidate for elective office in local, state or federal elections, and shall not lobby for the passage of any legislation, except that it may conduct educational meetings and produce educational literature to inform its members and others on legislation which may affect the function or profession of legal administration.

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.

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