

Revision July, 2016

THIRD AMENDED AND RESTATED BYLAWS
OF THE GREATER PHOENIX – VALLEY OF THE SUN
CHAPTER OF THE ASSOCIATION OF LEGAL ADMINISTRATORS
("A NOT FOR PROFIT CORPORATION OF THE STATE OF ARIZONA")

Effective as of July 19, 2016

ARTICLE I
NAME AND OFFICE

1. Name. The name of the organization shall be the Arizona Chapter of the Association of Legal Administrators ("Chapter").
2. Location. The principal office of the Chapter shall be the business office of the person then serving as President of the Chapter.

ARTICLE II
PURPOSES AND RESTRICTIONS

1. Purposes. The purposes of the Chapter are:
 - (a) To promote the exchange of information regarding the administration and management problems peculiar to legal organizations, including private law offices, corporate legal departments, government legal and judicial organizations, and public service legal groups; to educate representatives of legal organizations regarding the value and availability of professional administrators; and to consider standards of qualifications for such administrators;
 - (b) To develop and promote continuing education programs;
 - (c) To make available upon request members who specialize in specific areas of administration for consulting purposes within the membership;
 - (d) To support the goals and programs of the Association of Legal Administrators where consistent with the goals and purposes of the Chapter; and
 - (e) To participate in any other way in the advancement of legal administration.

The Chapter shall be non-partisan and no part of its activities shall be devoted to influencing legislation. No funds of the Chapter shall be used or subscribed for any political purposes. However, the Chapter may conduct educational meetings and produce educational literature to inform members and others about relevant legislation.

2. Restrictions. All policies and activities of the Chapter shall be consistent with:

(a) Applicable federal, state and local antitrust, trade regulation or other legal requirements; and

(b) Applicable tax-exemption requirements including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE III MEMBERSHIP-CRITERIA AND CLASSES

Membership in the Chapter shall be comprised primarily of individuals engaged on a full-time basis in the management of legal organizations or as a consultant supporting legal organizations, as defined below, and shall consist of Regular and Associate Members as defined and provided for in these bylaws.

Membership in the Chapter is not open to business partners, as defined below, who are engaged by legal and/or legal consultant organizations.

1. **REGULAR MEMBERS.** Regular membership in the Chapter is limited to:

(a) Legal administrators, regardless of the title by which that individual is recognized within his or her organization, engaged in the management of a legal organization. "Legal administrators" are persons who (i) exercise management responsibilities on a full-time basis or, if not full-time, devote at least 75% of their working time to performing the management responsibilities of their position; (ii) manage others or manage an important function that renders high-level technical or other specialized services to the organization; (iii) occupy a position that involves the exercise of independent judgment without close daily supervision; and (iv) are employed in a position that is or is eligible to be classified as exempt, by one or more "legal organizations" - such as a private law firm, legal service clinic, corporate legal department, college or university legal department, governmental legal agency, court system, charitable legal agency, or some other organization that is primarily engaged in the practice of law. Eligible persons may perform all relevant management duties personally or, in the case of the delegation of such duties to subordinate staff or the contracting of any such duties to third parties, must retain responsibility for those duties.

In general, a "legal administrator" is either (i) the principal administrator in the organization, (ii) the administrator/manager of a branch office of the organization, or (iii) someone who reports directly to the principal administrator or branch administrator and has responsibility for one or more of the organization's major functional management or administrative areas such as: General Management; Financial Management; Human Resources Management; Systems Management; Facilities Management; Marketing or Business Development Management; Practice Management; Management of Training and Development Activities; Staff Supervision and Management; and Management of Lawyer Recruiting activities.

(b) Practicing lawyers who have the principal lawyer executive management responsibility in their legal organization and who devote no less than 75% of their working time to that responsibility and function. Individuals potentially meeting this criteria would include the managing partner of a private law firm or the chair of a law firm executive committee; the General

Counsel in a corporate legal department; and the head of a governmental agency legal department such as a state Deputy Attorney General with agency administration responsibilities.

(c) Unemployed legal administrators who are not serving as business partners and who have met the criteria for Regular membership are eligible to continue as Regular Members until expiration of a 180-day period measured from the date on which they are no longer employed as legal administrators. After the expiration of the 180-day period, unemployed legal administrators are eligible to continue as Associate Members and to renew as Associate Members (other eligibility requirements of Associate membership notwithstanding), provided such legal administrators are not serving as business partners and are actively seeking employment as a legal administrator and/or legal consultant.

(d) Individuals who have been designated as “Life Members” by the Chapter Board of Directors. Life Members are those individuals who have rendered extraordinary service to the Chapter. Life Members have all the rights and privileges of Regular membership, but they are not required to pay chapter dues. Those Life Members who are no longer employed as legal administrators and do not meet the criteria for Regular membership may not hold elective or appointive office but may serve as members of committees.

(e) Consultants to the Legal Industry. A consultant is defined as an individual who does not provide goods, furniture, equipment, supplies, materials, software, technology, insurance, or legal industry services directly or through his/her company; or causes to be provided through a workforce of employees, or is employed by such an entity; unless the individual meets one or more of the following criteria:

- i. an individual who is a recognized subject-matter expert within the legal community;
- ii. an individual whose primary service generally involves the sale of intellectual property, expert advice, coaching or assessment to legal organizations and who engages with multiple and changing clients;
- iii. an individual who performs ongoing day-to-day administrative functions for one or more companies or firms which would otherwise qualify the individual for Regular ALA membership despite who employs them, including a business partner;
- iv. an individual who is self-employed as a contractor or operating a self-owned business and performing day-to-day administrative roles for one or more companies or firms, which would otherwise render the person eligible for Regular ALA membership if an employer/employee relationship existed.

A consultant membership is bestowed upon an individual, not a company, and employees of business partner-eligible companies are not considered consultants and are not eligible for consultant membership, unless: a) the individual is performing day-to-day administrative

functions at a remote or third party location; or b) the individual is employed as a legal administrator in the corporate legal department of the business organization.

(f) F. For purposes of membership eligibility, a business partner is generally an individual (or member of an organization) whose primary function is to market or sell products and/or services to members of the legal community.

Regular Members have all the rights and privileges of membership, including (except as provided in Article III(1)D., above) the right to hold elective or appointive office.

2. **ASSOCIATE MEMBERS.** Associate membership in the Chapter shall be available to those individuals who are interested in legal administration and management, who do not meet the criteria for Regular membership, and who are either:

(a) Practicing lawyers with an interest in law firm administration and management;

(b) Individuals engaged in an ongoing employment-type relationship that involves providing continuing management services of the types described in Article III(1) A., above;

(c) Retired Regular Members of the chapter who are not otherwise employed;

(d) Unemployed legal administrators who have exhausted their eligibility for Regular membership but meet the requirements of Associate membership under Article III(1)C., above;

(e) Teachers of business, organizational management, law or law-related disciplines at institutions of higher learning, as well as deans with administrative and management responsibilities at such institutions;

(f) Any part or full time student enrolled in any degree program at an accredited institution of higher or post-secondary learning, and who is not employed in a full-time exempt position, will be eligible for ALA student membership at the current student rate and for a maximum term of four years at which time membership status may be reviewed for continuation;

(g) Bar association executives with management responsibilities of the type described in Article III(1)A., above; or

(h) Other individuals not specifically excluded from membership who have and demonstrate an interest in the management of law firms and other legal organizations, and who do not qualify for Regular membership in the Chapter.

(i) Associate Members may not hold elective position as an Officer of the Board of Directors in the Chapter. Associate Members may, however, hold an appointed position, serving on Committee or as a Committee Chair. Other policies governing the participation of

Associate Members in the Chapter, as well as the nature and extent of benefits accruing to Associate Members, shall be determined from time to time by the Chapter Board of Directors

ARTICLE IV
MEMBERSHIP, APPLICATION, REMOVAL, CHAPTER STANDARDS

1. Individuals meeting the criteria for membership in any class may join the Chapter by making application individuals meeting the criteria for membership in any class may join the Chapter by making application and paying such Chapter dues as the Board may, from time to time, determine.

2. Members of any classification may be automatically removed from membership (a) if they no longer meet the criteria for membership established by the bylaws, and/or (b) for nonpayment of dues within the time frames for such payment as are from time to time established. Members may also be removed for other cause, including but not limited to conviction of embezzlement, theft or other crime, upon a two-thirds vote of the Board of Directors present at any meeting of the Board. A vote on removal for cause shall occur only after the member who is the subject of consideration has been advised of the pending action and has been given reasonable opportunity for explanation and/or defense.

3. All members of the Chapter must be members of the Association of Legal Administrators.

ARTICLE V
BOARD OF DIRECTORS

1. Directors. The management of the Chapter is vested in the Board of Directors (Board), which has authority and is responsible for the supervision, control and direction of the Chapter.

2. Composition of the Board. The Board shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, immediate Past President and no less than two (2) and no more than four (4) members at large.

3. Election and Term of Office. Board members shall be elected in accordance with Article IX, or appointed to fill a vacancy in accordance with Article V, paragraph 6. Directors shall be elected for a term of one year and may not serve for more than two consecutive terms in any one office.

4. Resignation of Directors. 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.

5. Removal of Directors. 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 therefore, 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 thirty (30) days prior to the date of such meeting.

6. Vacancies. Any vacant position in any office or 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 a vacancy in the office of President-Elect, the Nominating Committee shall recommend by mail to the membership a candidate to fill the elective office. A vote of the majority of the members present at the next regular meeting shall be required to elect a President-Elect to fill a vacancy.

7. Chairman. The President shall serve as Chairman of the meetings of the Board.

8. Meetings. The President or Vice President must mail, fax or email notice of a meeting to all Board members at least seven (7) days prior to the date on which the meeting is scheduled. The presence of four (4) directors constitutes a quorum.

9. 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.

10. Place and Time of Meetings. All meetings of the Board shall be held at such time and place as the Board may, from time to time, fix or as may be specified in the notice of the meeting.

11. Compensation. Directors shall not receive compensation for their services.

ARTICLE VI OFFICERS

1. Officers. The officers of the Chapter shall be a President, President-Elect, Vice President, Secretary, Treasurer, and immediate Past President.

2. Election and Term of Office. All of the officers shall be elected in accordance with Article IX or appointed to fill a vacancy in accordance with Article V, paragraph 6. Officers are elected for a term of one year and may not serve for more than two consecutive terms.

3. Duties. The officers perform those duties that are usual to their position and that are assigned to them by the Board. In addition, the President of the Chapter acts as Chairman of the Board of Chapter meetings and the President-Elect acts in place of the President when the President is not available. (See EXHIBIT A, if any.)

ARTICLE VII MEETINGS

1. Annual Meeting. There shall be an annual meeting of the members of the chapter in February, which may be held in conjunction with a regular Chapter meeting or at such other time as the Board may determine. The purpose of such meeting shall be the election of officers and directors and transacting such other business as may come before the meeting.

2. Special Meetings. Special meetings of the members of the Chapter may be called at any time by the President and must be called upon the written request to the President of five (5) or more members. At such special meetings, no business shall be transacted except that which shall have been specified in the notice of such meeting.

3. Notice of Meetings. Written notice of all meetings shall state the place, date and hour of such meeting, and shall be delivered either personally, or by mail, email or fax, to each member. Unless otherwise stated herein, notices shall be given no less than five (5) or no more than thirty (30) days before the date of such meeting. The notice of a meeting shall be deemed delivered when deposited in the United States mail with postage prepaid, addressed to the member at his or her address as it appears on the records of the Chapter or transmitted by fax or email.

4. Quorum. A quorum is 25% of the members.

5. Voting. A majority vote of those attending a properly convened meeting at which a quorum is present is required to approve any action.

6. Proxies. Voting by written proxy shall be allowed at any meeting of the members of the Chapter except no proxy dated more than eleven (11) months prior to the meeting shall be valid.

ARTICLE VIII COMMITTEES

1. Nominating Committee. The Nominating Committee shall be composed of seven (7) members: four members at large, the current President, the President-Elect and the immediate Past President, who shall serve as Chair. If the immediate Past President is no longer an active member, the President shall appoint an additional person to the Committee. If there are only three members at large, one (1) member can be appointed by the Board of Directors. All members of the Nominating Committee must have been a member of the Chapter for a minimum of one (1) year.

2. Other Committees. The Board may, by resolution, designate such standing committees for such purpose 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 Chair and members of all such committees. The President shall serve as an ex-officio member of each committee, except the Nominating Committee. (See EXHIBIT B, if any.)

ARTICLE IX
NOMINATIONS AND ELECTIONS

1. Method and Time of Nomination. The Nominating Committee shall meet in January of each year for the purpose of selecting a slate of officers and directors for recommendation to the membership of the Chapter. It shall be the responsibility of the Nominating Committee to study the leadership requirements and needs of the organization and to select nominees with the experience and qualities necessary to meet such requirements and needs. Prospective nominees should be interviewed personally by the Nominating Committee and their consent to serve, if elected, should be obtained. A report summarizing the Nominating Committee's analysis of the leadership needs of the organization, the names of the nominees, their experience and qualifications, and the reason that the Nominating Committee feels the candidates named can meet those needs should be presented to the membership at the annual meeting in February.

2. Eligibility and Qualifications. Candidates for officer in the Chapter must be current members of the Association of Legal Administrators and must have been a member of the Chapter for at least one (1) year at the time of election and must have chaired at least one (1) committee. Candidates for member-at-large positions must have been a member of the Chapter for at least one (1) year at the time of election.

3. Method of Conducting Election. At the annual meeting of the chapter, the Nominating Committee shall present its recommendations, at which time nomination of eligible members will also be accepted from the floor. In the absence of any nominations, duly seconded, from the floor, the members present may by acclamation elect the slate of officers and directors presented by the Nominating Committee. In the event of a nomination from the floor, a ballot will be mailed no later than seven (7) days following the February annual meeting. A time will be specified for the ballots to be returned prior to the next Chapter meeting. A majority of the returned ballots shall be required to elect an officer or director. The Nominating Committee shall count the ballots and present the results to the members at the next Chapter meeting in the following manner:

- (a) Number of eligible votes;
- (b) Number of ballots cast;
- (c) For each office:
 - (i) Total votes cast;
 - (ii) Number of votes necessary to elect;
 - (iii) Number of votes received by officers and directors elected.

This report shall become part of the Chapter minutes and the ballots shall be destroyed by June 30.

4. Time New Officers and Directors Take Office. Newly elected officers and directors shall assume the responsibilities of office no later than April 1.

ARTICLE X
BUDGET AND FISCAL YEAR

1. Budget. An annual budget for each new fiscal year shall be prepared under direction of the Chapter's Board 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.
2. Fiscal Year. The fiscal year of the Chapter shall be April 1 through the last day of March.

ARTICLE XI
AMENDMENTS

Amendments to these Bylaws should be accomplished by a two-thirds ballot vote of the members present at any regular meeting. All members must have been provided a copy of the Amendment at least fifteen (15) days prior to the vote.

ARTICLE XII
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 XIII
INDEMNIFICATION

Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Chapter may be indemnified by the Chapter against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters as to which such director or officer is guilty of negligence or misconduct in the performance of his or her duties, Such indemnification shall not be deemed exclusive of any other rights to indemnification which such director or officer may be entitled apart from this Bylaw. The Chapter may purchase and maintain insurance on behalf of any person who is or was a director.

ARTICLE XIV
DISSOLUTION

The Chapter may be dissolved by a resolution adopted by a majority of the membership. In the event of dissolution of the Chapter, the Board or a committee appointed by the Board shall be responsible for its liquidation. In case of dissolution of the Chapter, the Board shall authorize the payment of all indebtedness and any remaining funds, investments and other assets of the Chapter shall be distributed to such organizations which are then qualified as exempt within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 or of corresponding provisions of then existing federal revenue laws, but only if the purposes and objectives of the receiving organization are similar

to the purposes and objectives of the Chapter as may be determined by a majority vote of the then members of the Chapter.

These Bylaws were adopted this 19th day of July, 2016, at the meeting of Arizona Chapter of the Association of Legal Administrators.

Maisha Kendall
President

[Signature]
Secretary