

**Bylaws of
AALS – the Association for Arkansas Legal Support
Professionals**

As Amended May 1, 2011

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**Bylaws of
AALS – the Association for Arkansas Legal Support Professionals**

ARTICLE I

The name of this Association is **AALS – the Association for Arkansas Legal Support Professionals** ("AALS"), which is a chartered association of **NALS, Inc.** ("NALS"), an Oklahoma not-for-profit corporation. AALS is a non-union, non-partisan, non-sectarian and non-profit association.

ARTICLE II

Purpose

The purpose of AALS is to:

- Carry on a program for the further education of those engaged in legal support work and to cooperate with attorneys, judges, and bar associations in stimulating a high order of professional standards and ethics among those persons engaged as legal support staff in private and corporate law offices, financial services companies, the courts, and municipal and governmental agencies, etc.;
- Promote the objectives of NALS; and
- Organize chapters of AALS legal support associations throughout Arkansas.

ARTICLE III

Membership

Section 1. **Qualification.** Individual members are those persons engaged in work of a legal nature, more specifically described in the standing rules of NALS, who agree to comply with the NALS Code of Ethics and Professional Responsibility.

Section 2. **Member Classifications.** Member classifications are: individual, retired, life, student, associate, honorary, secondary and gold.

- a. **Individual members** shall be members in good standing of a chartered chapter or who work or reside in a geographic area where a chartered chapter does not exist.
- b. **Retired members** shall be members in good standing, who are retired and have a total of five consecutive years as a member immediately prior to retirement, and who have either attained age 62 or have retired due to physical disability.
- c. **Life members** shall be qualified NALS life members. A member may not be a life member of a chapter without also being a NALS life member. NALS life members are required by NALS to pay state and local association dues.

- d. **Student members** shall be students enrolled in at least nine (9) hours in an accredited program relating to work of a legal nature. Student members may not vote or hold elective office.
- e. **Associate members** shall be educators, judges, or attorneys. Individual members may transfer to associate membership upon qualifying for associate membership. Associate members may not vote or hold elective office.
- f. **Honorary members** shall be individuals selected by the Board of Directors (“Board”) because of outstanding or special service to the legal profession or to AALS. Honorary members may not vote or hold elective office.
- g. **Secondary Members.** Individual members shall be primary members of only one chapter and state association. Any individual member of another NALS chapter or state association may apply for secondary membership of AALS. Secondary members may not vote or hold elective office.
- h. **Gold Members** shall be individual members selected by the Board because of outstanding or special service to the legal profession or to AALS. AALS waives the state dues of all Gold Members and pays the NALS dues of the Gold Member. Dues paid for Gold Members are non-refundable, non-transferable, and shall be effective only during such period as the Gold Member qualifies as an individual member.

ARTICLE IV

Dues and Fees

Dues and fees for all classes of membership shall be established by the Board. Members whose dues have not been paid by the date the dues become delinquent may be reinstated during the one-year period immediately following such lapse upon payment of the amount of dues owed. Members whose dues have lapsed for more than one year shall be required to apply as a new member. Honorary and gold members are not required to pay AALS dues.

ARTICLE V

Meetings and Voting

Section 1. **Annual Meeting.** An annual meeting of AALS shall be held at such place and date as may be determined by the members. Notice of the annual meeting shall be given to the voting members at least 45 days prior to such meeting.

Section 2. **Regular Business Meetings.** Regular business meetings shall be held in the fall, winter and spring of each year. Additionally, with the approval of the Board, a regular business meeting may also be held in the summer.

Section 3. **Special Meetings.** Special meetings may be called by the Board, by the executive committee (the “EC”), or by the President upon request of five or more of the voting members. The purpose of such special meeting shall be stated in the call. Except in cases of emergency, at least five days written notice shall be given.

Section 4. **Voting Rights of Members.** The right to vote for the election of officers, disposition of all or substantially all of the assets of AALS, merger with outside associations, or with regard to dissolution or withdrawal is vested in the voting members.

Section 5. **Voting on Amendments to Bylaws.** The voting members have the exclusive rights to vote on any amendments to bylaws which would:

- a. Materially or adversely affect the rights of members as to voting, dissolution, redemption, or transfer.
- b. Effect an exchange, reclassification, or cancellation of all or part of the membership.
- c. Authorize a new class of membership.
- d. Approve an unbudgeted advance of funds.
- e. Adopt any name change of AALS.

Section 6. **Voting Members and Power.** The voting members are the individual, retired, life, and gold members of AALS. The voting power at an annual meeting is the total number of voting members in good standing on the date of the meeting. The voting power at a regular business meeting is the total number of Board members in good standing on the date of the meeting. See Article VI, Board of Directors, Section 1, Composition. A quorum for the transaction of business shall be the voting members actually in attendance at said meeting. Any business transacted at a meeting of voting members shall be valid, provided it is approved by a majority of those present and voting.

Section 7. **Voting Method.** Voting for officers and proposals shall be by preferential voting by regular or electronic mail. A majority of the votes cast by preferential voting will be required to elect or ratify. If necessary, an election may be held during a business or annual meeting by written ballot or oral consent. Proposals to be offered to the voting members for a vote, other than elections, shall first be approved by the Board. However, if a proposal is submitted by at least five voting members through a petition, Board approval is not necessary.

ARTICLE VI

Board of Directors

Section 1. **Composition.** The Board shall be composed of the President, President-elect, Executive Secretary, Treasurer, Immediate Past President, the duly appointed Parliamentarian, Marketing Director, Publications Director, Communications Director, Historian, and a Director, or duly-elected alternate director, from each chapter. (Hereafter, the term "Director" shall mean a director or duly-elected alternate director representing a chapter.)

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

Section 3. **Authority and Responsibility.** The Board shall be the governing body of AALS and shall oversee its financial affairs. It shall have supervision, control and direction of the affairs of AALS, its committees and publications; shall determine policies or changes therein; and shall actively pursue the objectives of AALS and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the power granted, delegate certain of its authority and responsibility to committees.

Section 4. **Duties.** The Board shall oversee specific strategic operations of AALS; coordinate and assess input from the members and chapters; serve as liaison to specific standing committees as determined by the Board; and, perform such other duties as are assigned by the President or the Board.

Section 5. **Quorum.** The voting members of the Board in attendance shall constitute a quorum for the transaction of any business at the meeting. Any business transacted shall be valid, provided it is approved by a majority of those present and voting.

Section 6. **Meetings (Regular/Special).** Regular business meetings shall be held at such time and place as the Board may prescribe. Special meetings of the Board may be called by the President or a member of the Board. Notice of all regular or special meetings of the Board shall be given to the Board by regular or electronic mail at least five days before the meeting is held, unless waived in accordance with Section 7 below.

Section 7. **Waiver.** A member of the Board may waive notice of the time, place and purpose of any meeting and may consent to all business coming before such meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice to such meeting prior to or at the commencement of the meeting.

Section 8. **Voting.** Each member of the Board as set forth in Section 1 of this Article shall have one vote.

Section 9. **Action Without a Meeting.** Any action may be taken without a meeting, if a consent setting forth the action so taken is signed or electronically approved by a majority of the Board members.

Section 10. **Compensation.** The Board shall not receive any compensation for their services.

ARTICLE VII

OFFICERS/EXECUTIVE COMMITTEE

Section 1. **Composition.** The EC shall be composed of the President, President-elect, Executive Secretary, Treasurer, Parliamentarian, and the Immediate Past President.

Section 2. **Qualifications.** All officers must be members in good standing. A candidate for President, if necessary, or President-elect shall have served as a member of the Board for at least one year immediately prior to nomination.

Section 3. **Term of Office.** The term of office for all elected officers shall be one year beginning with the annual meeting, or no later than May 1 of each year, and as set forth in the ballot (or, if such period extends beyond the one-year period, until their successor is elected or appointed). The President-elect shall automatically succeed to the office of President at the end of the next annual meeting following election or no later than May 1 of each year. Officers shall be eligible for re-election to the same office for one successive term.

Section 4. **Vacancies.**

A. A vacancy in the office of President shall automatically be filled by the President-elect for the unexpired portion of the term. The elevation of the President-elect to fill such vacancy shall not preclude the President-elect from automatically serving as President for a full term of office to which said President-elect was earlier elected.

B. If a vacancy occurs in the office of President-elect, the position shall remain vacant for the remainder of the year. At the next election of officers, candidates for both President and President-elect shall appear on the ballot, which is the only time the office of President will appear on said ballot.

C. A vacancy in any other elected office shall be filled by a vote of the majority of the voting members and shall be by regular or electronic mail, based on a candidate or candidates recommended to the Board by the nominating committee.

Section 5. **Duties of Officers.**

President. The President shall: preside at all meetings of AALS including regular and special meetings of the EC and Board and at the annual meeting; appoint a Parliamentarian, functional directors, two members of the Continuing Legal Education Committee (“CLEC”), and committee chairs subject to the approval of the Board; and generally manage the day-to-day business of AALS. The President serves as an ex-officio member of all committees, except for nominations, and shall be authorized to sign checks on all bank accounts.

President-elect. The President-elect shall: assume the duties of President in the absence of the President; be authorized to sign checks on all bank accounts; and perform such other duties as are assigned by the President or the Board. The President-elect shall be the chair of the membership committee.

Executive Secretary. The Executive Secretary shall: keep the minutes of all meetings; give all notices in accordance with the provisions of AALS bylaws and standing rules; be custodian of AALS records; coordinate with the President or other officers to ensure that reports and other required information are provided to NALS in a timely manner; and, perform such other duties as are assigned by the President or the Board.

Treasurer. The Treasurer shall: oversee the financial affairs of AALS under the direction of the Board; sign checks for authorized disbursements; maintain a current roster of members, officers and committee chairs; and, perform such other duties as are assigned by the President or the Board.

Section 6. **Authority and Responsibility.** The EC shall routinely review the financial affairs of AALS. Actions of the EC shall be reported to the membership by regular or electronic mail, by publication, or at the next business meeting. Business of the EC may be conducted by telephone, regular mail, electronic mail, or at meetings.

Section 7. **Quorum.** A majority of the members of the EC shall constitute a quorum for the transaction of business at any EC meeting. Any business transacted at an EC meeting at which a quorum is present shall be valid provided it is approved by a majority of those present and voting.

ARTICLE VIII

STANDING AND SPECIAL COMMITTEES

The standing and special committees of AALS shall be those deemed necessary by the Board. All committee chairs shall be appointed by the President, subject to the approval of the Board. A nominating committee shall be appointed by the President, subject to the approval of the Board, to review and evaluate prospective candidates for election as officers, invite and receive nominations for candidates from members or chapters, and prepare and present recommendations regarding AALS nominations and elections procedures. A parliamentarian shall be appointed by the President, subject to approval of the Board, to advise the President and members on procedures when requested; interpret the bylaws, standing rules, and parliamentary authority when requested; and process all amendments to bylaws and standing rules from all chapters and AALS in accordance with the bylaws and standing rules of NALS.

ARTICLE IX

GENERAL PROVISIONS

Section 1. **Fiscal Year.** The fiscal year of AALS and all chartered chapters of AALS shall be from May 1 through April 30 of the following year.

Section 2. **AALS and Chapter Bylaws.** The bylaws of AALS and all chartered chapters shall conform to and shall not be in conflict with any bylaw or amendment thereto which has been or which may be adopted by NALS. Any provision which is in conflict with the bylaws of NALS shall be deemed to be void and unenforceable.

Section 3. **Appeals.** A member who has been disciplined, expelled, suspended, or had his or her membership terminated in a chartered chapter or AALS shall not have the right to appeal to NALS without first exhausting all administrative remedies for both review and appeal as provided for in the bylaws, standing rules, and regulations of such chapter first, and then of AALS.

ARTICLE X

PARLIAMENTARY AUTHORITY

Subject to the bylaws, standing rules, and any other procedures or articles of incorporation of NALS and AALS, proceedings at any meeting of AALS shall be governed by the most current edition of Robert's Rules of Order.

ARTICLE XI

AMENDMENTS

Section 1. **Procedures.** After proper notice as set out herein of any proposed amendment has been given to the members, these bylaws may be amended by either of the following methods:

The voting members of AALS may amend any bylaw by a two-thirds (2/3) vote of the voting members.

The Board may amend any bylaw not requiring a vote of the voting members of AALS (See Article V, Section 5) by a two-thirds (2/3) vote of the Board.

Section 2. **Notice.** Written notice of any proposed bylaw amendment must be given by the Executive Secretary to the voting members by regular mail, electronic mail, or publication in *The Informer* at least 30 days before the vote is taken.

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

Section 4. **Grammatical and Correlation Changes.** Grammatical and correlation changes in these bylaws or amendments thereto, which in no way alter the intent of the respective bylaw or amendment, shall be effected by the Parliamentarian subject to the approval of the EC.

ARTICLE XII

DISSOLUTION OR WITHDRAWAL

In the event of dissolution of AALS, or withdrawal of AALS from NALS, the procedures set forth in the bylaws, standing rules, and established procedures of NALS shall govern.