

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

As Amended April, 2016

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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;
- Engage in any and all lawful activities and purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code;
- Do any and all other things necessary and incidental to carrying out the purposes of AALS and to have full power and authority to carry out such purposes; 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. A person serving a sentence for a felony conviction is not eligible for membership.

Section 2. **Member in Good Standing Defined.** A member, to be in good standing, shall be current in the payment of dues or other accounts payable to NALS (as defined in Article IV (Dues and Fees)), and/or payment of dues to the local chapter or AALS, as applicable.

Section 3. **Voting Members.** The voting members in this association shall be as defined under Article V, Section 5 of these bylaws.

Section 4. **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. Individual members shall be primary members of only one chapter or state association, and shall be voting members with the right to hold elective office. An individual member may maintain membership as long as dues are continuously paid, even if the member no longer engages in work of a legal nature.

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, and shall be voting members with the right to hold elective office.

c. **Life members** shall be qualified NALS life members. Life members shall be voting members with the right to hold elective office. 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. Dues paid for life membership are nonrefundable and nontransferable and shall be effective only during such period as the life member qualifies as an individual member.

d. **Student members** include students attending an accredited program relating to work of a legal nature and are classified by that school as taking at least 9 hours per semester/quarter of college credit. Student members may not vote or hold elective office.

e. **Associate members** include educators, judges, and 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 membership (Membership) upon Executive Committee (EC) recommendation 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.** Any individual member in good standing of another NALS chapter or state association may apply for secondary membership in AALS. Secondary members may not vote or hold elective office.

h. **Gold Members** shall be individual members selected by the Membership upon EC recommendation 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 so long as the Gold Member continues to participate in AALS activities.

ARTICLE IV Dues and Fees

Dues and fees for all classes of membership shall be established by the Membership upon EC recommendation. Members whose dues become delinquent may be reinstated during the one-year period immediately following such lapse upon payment of any reinstatement fee. 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 Conference.** An annual conference of AALS shall be held at such place and date as may be determined by the Membership during the annual conference general assembly two years in advance of an annual conference. Notice of the annual conference shall be given to the Membership at least 30 days prior to such meeting.

Section 2. **Membership Meetings (Regular/Special).** Regular membership meetings shall be held in the fall, winter, and spring of each year. Bids to host the fall and winter membership meetings should be submitted to the President-elect with a copy to the President by April 1 prior to the annual conference. The Membership will determine the time and place of the fall and winter membership meetings during the spring membership meeting which is held immediately following the annual conference and the installation of the new officers. Special meetings may be called by the EC or by the President with the approval of the Membership upon EC recommendation. The purpose of a special meeting shall be stated in the call. Except in cases of emergency, notice of all regular or special meetings shall be given to the Membership by regular or electronic mail at least five (5) days before the meeting is held, unless waived in accordance with Section 3 below. Meetings may be held in person, by telephone conference during which each participant is able to hear each other, or by electronic means.

Section 3. **Waiver.** A member 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 member at any meeting shall constitute a waiver of notice to such meeting prior to or at the commencement of the meeting.

Section 4. **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 voting members.

Section 5. **Voting Members, Voting Power, Membership Rights, and Quorum.** Voting members are the individual, retired, life, and gold members of AALS. Each member shall have only one vote, which vote must be cast in person or electronically. Voting power is the total number of voting members in good standing on the date of the meeting. Except as expressly delegated to the EC, all rights of membership as to voting for the election of officers, disposition of all or substantially all of the assets of AALS, merger with outside associations, or dissolution or withdrawal are vested in the voting members. In the event of a meeting, a quorum for the transaction of business shall be the voting members actually in attendance at said meeting at the time the voting takes place. Any business transacted at a meeting of voting members at which a quorum is present shall be valid provided that it is approved by a majority of those present and voting.

Section 6. **Voting Methods.** Voting methods include preferential, ballot, electronic voting (e-mail, e-voting), or by voice vote of members in attendance. Voting for officers shall be by preferential voting when there are two or more candidates for an office, with a majority of the votes cast required to elect. Voting shall be in person at the annual conference general assembly and membership meetings.

Proposals to be offered to the voting members for a vote, other than elections, shall be approved by the EC unless a proposal is submitted by two and one-half percent of all the voting members through a petition, in which case EC approval is not necessary. The Membership and the EC may vote in person, by mail, electronically, or by telephone, in which event a written record of the vote cast by each individual member or member of the EC shall be sent by the person so voting to the President or the Nominations and Elections Chair, as the case may be, within the time prescribed in the call for a vote. The results of a vote by mail, electronically, or by telephone shall be included in the minutes of the next meeting held following such vote.

ARTICLE VI

OFFICERS/EXECUTIVE COMMITTEE

Section 1. **Authority and Responsibility.** The governing body of AALS shall be the EC who shall have supervision, control, and direction of the affairs of AALS, its task forces, committees, and publications; shall determine its policies or changes therein; and shall actively pursue these objectives and supervise the disbursement of its funds. The EC 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, delegate certain of its authority and responsibility to committees. Actions of the EC shall be reported to the Membership by regular or electronic mail, by publication, or at the next membership meeting. Business of the EC may be conducted by telephone conference during which each participant is able to hear each other, regular mail, electronic mail, or at meetings.

Section 2. **Composition.** The EC shall be composed of the President, President-elect, Executive Secretary, Treasurer, Parliamentarian, and the Immediate Past President. The Membership Director and Marketing Director as appointed officers are nonvoting members of the EC.

Section 3. **Qualifications.** All officers must be members in good standing at all times, including at the time of nomination and at the time of election. A candidate for President, if necessary, President-elect, or Treasurer shall be a member in good standing for no less than three (3) years and shall have served as an officer on the local chapter level or as a committee chair for AALS in previous years.

Section 4. **Term of Office.** The term of office for all elected officers shall be one year beginning at the end of the annual conference, 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 conference 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 5. 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 6. Duties of Officers. The duties of the respective officers are set out in the Guidelines for Officers and Committee Chairs.

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 that it is approved by a majority of those present and voting.

Section 8. Compensation. No officer shall receive any compensation for their services, other than reimbursement of expenses when a budgeted expense or, if a non-budgeted expense in excess of \$100, as authorized by the Membership upon recommendation by the EC.

**ARTICLE VII
STANDING AND SPECIAL COMMITTEES**

All committees of AALS shall be those deemed necessary by the Membership. All committee chairs, the Parliamentarian, Membership Director, Marketing Director, Publications Director, and Historian shall be appointed by the President, subject to the approval of the Membership upon EC recommendation.

**ARTICLE VIII
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. Bylaws for new chartered chapters or amendments to existing bylaws for existing chartered associations or AALS shall be forwarded to NALS with a certificate of adoption by the Parliamentarian.

Section 3. Appeals. A member who has been disciplined, expelled, suspended, or had 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.

Section 4. **Books and Records.** AALS shall keep correct and complete books and records of account and minutes of the proceedings of all of its meetings. All books and records may be inspected by any voting member of AALS at reasonable times following written notice, which shall include the reason for the requested inspection.

ARTICLE IX
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 Newly Revised*.

ARTICLE X
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 a two-thirds (2/3) vote of the voting members.

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. In addition, once adopted, said amendments to these bylaws shall be forwarded to NALS with a Certificate of Adoption by the Parliamentarian.

Section 4. **Grammatical and Correlative Changes.** Grammatical and correlative 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 XI
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.