

# **BYLAWS**

**OF**

## **AUSTIN LEGAL PROFESSIONALS ASSOCIATION, INC.**

Adopted August 26, 1993  
**Revised through July 2010**

### **MISSION STATEMENT**

**AUSTIN LEGAL PROFESSIONALS ASSOCIATION, INC. IS COMMITTED TO THE  
DELIVERY OF QUALITY LEGAL SERVICES THROUGH  
CONTINUING EDUCATION AND INCREASED PROFESSIONALISM.**

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**BYLAWS  
OF  
AUSTIN LEGAL PROFESSIONALS ASSOCIATION, INC.**

**ARTICLE I  
NAME AND AFFILIATION**

The name of this Association is Austin Legal Professionals Association, Inc. (hereinafter this "Association"). It is chartered by NALS, Inc. (hereinafter "NALS") and shall be affiliated with the Texas Association of Legal Professionals, Inc. (hereinafter the "Texas Association").

**ARTICLE II  
OBJECTIVES, GOALS AND PURPOSES**

The objectives and purposes for which this Association is formed are:

- A. To establish good fellowship among the members of this Association;
- B. To stimulate a high order of professional attainment;
- C. To further the knowledge of the law and to uphold its honor and dignity;
- D. To create and maintain a high standard of ethics among our members; and
- E. To further the interests of legal professionals through this Association and assisting associations in every possible way to carry out the objectives of NALS and the Texas Association.

Every member of this Association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility adopted by NALS.

**ARTICLE III  
POLICY**

This Association shall be nonsectarian, nonpartisan, nonprofit, and nonunion.

**ARTICLE IV  
MEMBERSHIP AND DUES**

**Section 1. Classes of Membership.** There shall be the following classes of membership:

- A. Active. Active members shall consist of those persons engaged as a legal secretary, law office administrator, legal assistant, paralegal, stenographer, typist, librarian, receptionist, case clerk, or file clerk in any law office, any person employed in any law office, the court, the trust department of banks or trust companies, or in any public or private institution or office directly engaged in work of a legal nature, including the public offices of the United States government, states, cities, counties, or municipalities. Notwithstanding the foregoing, a person who is licensed to practice law who is an individual national member prior to May 1, 1988, may continue in that class of membership. Active members in good standing may vote or hold elective or appointed office in this Association.

- B. Associate. Associate members shall consist of educators, judges, and attorneys. Associate members may not vote or hold office in this Association. Nothing herein shall prohibit the application of an individual national member or member-at-large to transfer to associate membership upon qualifying for associate membership as set forth in this Article.
- C. Student. Student members include students attending an accredited program relating to work of a legal nature who are classified by that school as taking at least nine (9) hours of college credit. Student members may continue in this student classification for only one (1) year after the student is no longer classified as a “full-time student.” Student members may not vote or hold an elected or appointed office.
- D. Secondary. Secondary members are those persons who are members in good standing in one chapter and who also desire membership in this local chapter. Secondary members may not vote or hold an elected or appointed office.
- E. Honorary. Any person who has rendered some special or distinguished service to this Association, or for the general public welfare, and who is not a member of this Association, may be elected as an honorary member upon two-thirds (2/3) vote of the membership present at a regularly called meeting of this Association. Honorary members may not vote or hold an elected or appointed office.
- F. Retired. Retired members are those persons who are local chapter members in good standing, who are retired with five (5) consecutive years of membership immediately prior to retirement and who either have attained the age of sixty-two (62) or have retired due to physical disability. A retired member shall hold all of the privileges of membership including the right to vote and hold an elected or appointed office.

**Section 2. Transfer of Membership.** Place of employment or residence determines the place of membership. Members in good standing in this Association, the Texas Association, and NALS may transfer membership to another association. A member desiring to transfer from one association to another shall present a membership card (or proof of membership) for the current fiscal year to the new association as evidence of paid dues and shall complete a Change in Status form. A transferee must obtain approval from the chapter with which affiliation is desired. Proper notification must be given to NALS, to the Texas Association treasurer, and to the treasurer of the local chapter of which transferee was a member. No person shall be a primary member of more than one (1) local chapter

**Section 3. Reinstatement.**

- A. Non-renewing members whose dues shall not have been paid by their anniversary date may be reinstated during the thirty (30) day period immediately following such lapse upon payment of any reinstatement fee as may be provided for in the bylaws or standing rules of NALS and the Texas Association, and upon payment of all current year dues of this Association, the Texas Association, and NALS.
- B. Non-renewing members whose dues have lapsed for more than one (1) year shall be required to apply as a new member.

#### **Section 4. Dues.**

- A. The annual dues for active members of this Association shall be \$15 and are payable at the time of application and thereafter on their renewal anniversary date, plus the dues and fees of the Texas Association and NALS. Active members who fail to pay their dues within thirty (30) days after their renewal anniversary date will be considered delinquent and not in good standing.
- B. The annual dues for associate members of this Association shall be \$30 and are payable at the time of application and thereafter on their renewal anniversary date. Associate members who fail to pay their dues within thirty (30) days after their renewal anniversary date will be considered delinquent and not in good standing.
- C. The annual dues for secondary members of this Association shall be \$15 and are payable at the time of application and thereafter on their renewal anniversary date. These dues shall be paid directly to this Association. Secondary members who fail to pay their dues within thirty (30) days after their renewal anniversary date will be considered delinquent and not in good standing.
- D. The annual dues for student members of this Association shall be \$15 and are payable at the time of application and thereafter on their renewal anniversary date. Student members who fail to pay their dues within thirty (30) days after their renewal anniversary date will be considered delinquent and not in good standing.
- E. The annual dues for retired members of this Association shall be \$10 and are payable at the time of application and thereafter on their renewal anniversary date. Retired members who fail to pay their dues within thirty (30) days after the beginning of their renewal anniversary date will be considered delinquent and not in good standing.
- F. Except for the membership dues for secondary members, all dues and reinstatement fees shall be paid directly to NALS. NALS will remit the appropriate dues and fees for each member to the Texas Association and this Association.
- G. The annual dues of this Association shall be determined by a majority vote of the board of directors (as hereinafter defined) present at a regular meeting.

### **ARTICLE V EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

**Section 1. Executive Committee.** The executive committee (“EC”) shall consist of all elected and appointed officers, shall exercise the powers of the board of directors (as hereinafter defined) between regular and special meetings of the board of directors, and shall have such other powers as are vested in it by these bylaws. The EC shall report its actions to the board of directors. The EC may make recommendations to the board of directors concerning policy or procedures. A majority of the members of the EC shall constitute a quorum for the transaction of business. In the event of a mail, telephone, or electronic vote, a majority of the members of the EC shall be required to approve any action thereof. All such actions of the EC shall be ratified and confirmed at the next regularly scheduled meeting of the board of directors.

**Section 2. Board of Directors.** The management of this Association shall be vested in the board of directors. The board of directors (“board”) shall:

- A. Consist of all voting members of this Association; and
- B. Have supervision, control, and direction of the affairs of this Association. The board shall determine this Association’s policies or changes therein, and may adopt such other bylaws and standing rules for the conduct of its business.

**Section 3. Business Meetings.**

- A. Meetings. The board shall hold regular meetings at such times and places as may be designated by the board and may hold such other meetings as the president or board shall call.
- B. Quorum. Members of the board in attendance at the business meetings shall constitute a quorum.
- C. Consent Agenda. The presiding officer shall be permitted to utilize a consent agenda for the business meetings. Routine and noncontroversial items may be placed under the consent portion of the agenda and may be considered in gross or without debate or amendment. Any consent agenda item may be removed by request of any member of the board. Any item removed from the consent portion of the agenda shall be placed under the action items portion of the same agenda.

**Section 4. Notice of Meetings.** Notices of regular and special meetings of the board shall be given to all members (with three (3) days notice for regular meetings and twenty-four (24) hours notice for special meetings), giving the date, time and place of the meeting and, in case of a special meeting, the purposes for which the meeting is called.

**ARTICLE VI  
OFFICERS**

**Section 1. Officers.**

- A. Elected Officers. The elected officers of this Association shall be president, president-elect, vice president, recording secretary, corresponding secretary, treasurer, and director. The elected officers shall be members of the executive committee of this Association.
- B. Qualifications. Only members in good standing of this Association are eligible for an elective office. To be eligible for nomination to the offices of president, president-elect, and director, a member must have served as an elected or appointed officer for a minimum of two (2) years.
- C. Appointed Officers. The appointed officers of this Association shall be the parliamentarian, the executive advisor, and such other officers as are deemed appropriate. The appointed officers shall be members of the executive committee of this Association.

**Section 2. Term of Office.** The term of office shall be from May 1 to April 30, or until their successors shall be elected or appointed. This does not preclude an officer serving more than one (1) term in office.

**Section 3. Compensation and Reimbursement.** No officer, director, committee chairman, or other member of this Association shall be compensated for duties performed or services rendered on behalf of this Association. Reimbursement of reasonable expenses, however, may be made to any officer, director, committee chair, or other member of this Association pursuant to the approved budget, or upon approval by a majority vote at a regular or special meeting of the membership, specifying the identity of the person, the purpose of the expense, and the amount of such reimbursement. Such requests for reimbursement of reasonable expenses must be submitted for approval no more than thirty (30) days after the expense is incurred.

**Section 4. Election.** The officers of this Association to be elected by ballot are those officers set forth above. Should there be but one (1) nominee for any office, the ballot may be dispensed with and the officer elected by acclamation. If there is more than one (1) nominee and an election is held, the results of the election will be announced to the membership; however, the vote tally will not be announced. Once the election is complete, all ballots shall be destroyed.

**Section 5. Vacancies.** In the event of a vacancy in the office of president, the president-elect shall succeed to such office for the unexpired term. Any other vacancies shall be filled as follows:

- A. Call for Nominations: The nominations and elections chair for this Association shall issue the call for nominations in accordance with the standing rules of this Association. Nominations may also be made from the floor at the time of election for any office.
- B. Elective Office: An elective office shall be filled by vote of the board at the next business meeting of this Association.
- C. Appointive Office/Committee Chair: The president shall fill any appointive office or committee chair as soon as possible after such vacancy occurs, such appointment to be approved by the board.

**Section 6. Declaring Vacancy in Office or Chair.** The board of this Association shall have the power to declare a vacancy in any office or chair of this Association if any officer or chair does not perform the duties of the office or chair.

## **ARTICLE VII DUTIES OF OFFICERS**

The duties of officers shall be such as are implied by their respective titles and as defined by these bylaws.

**Section 1. President.** The president shall:

- A. Preside at all meetings of this Association and perform such other duties as ordinarily pertain to this office;
- B. After being installed, appoint the appointive officers and committee chairs subject to the approval of the board;
- C. Appoint special committee chairs subject to the approval of the board;
- D. Appoint a financial review committee of not less than two (2) members to review the books of this Association. Appointment shall be made prior to the first financial review of the fiscal year;
- E. Have authority to cosign checks;
- F. Be an ex-officio member of all committees, except the nominations and elections and financial review committees;
- G. Receive and process complaints of violation of the Code of Ethics and Professional Responsibility of NALS, in the event there is no president-elect in any given year; and
- H. Have such special duties, powers, or authority as shall be fixed by the board.

**Section 2. President-Elect.** The president-elect shall:

- A. Act in the absence of the president and perform such other duties as may be designated by the president or the board;
- B. Receive and process complaints of violation of the Code of Ethics and Professional Responsibility of NALS;
- C. Have authority to cosign checks, if necessary; and
- D. Hold office for a term of one (1) year only and shall automatically succeed to the office of president the following year.

**Section 3. Vice President.** The vice president shall:

- A. Perform the duties of the president in the absence of the president and president-elect; and
- B. Be the membership chair.

**Section 4. Recording Secretary.** The recording secretary shall:

- A. Accurately record the proceedings of all business meetings of this Association and of the executive committee and maintain them in a permanent record book;
- B. Certify (when requested) the adoption of this Association's bylaws and standing rules and submit same to the Texas Association parliamentarian for approval; and

- C. Deliver the official minutes of this Association to the successor at the close of the term.

**Section 5. Corresponding Secretary.** The corresponding secretary shall:

- A. Act in the absence of the recording secretary and perform such other duties as may be designated by the president or the board;
- B. Send birthday cards to all Association members, by e-card if possible, otherwise, by mail;
- C. Send a get well card to all Association members when a member is ill, had surgery, or is in the hospital;
- D. Send congratulation cards to all Association members who marry, have children, or pass a certification exam;
- E. Send sympathy cards to all Association members in the event of death of a family member (*e.g.*, spouse, child, or parent);
- F. Communicate with the president and/or EC when it may be appropriate to send flowers or a memorial contribution. If sending of flowers or a memorial contribution is approved by the president or a majority vote of the EC, flowers or a memorial contribution can be provided to a member of this Association when death occurs to a member's parent, child, or spouse. The flowers or memorial contribution shall be purchased by a member of the EC appointed by the current president, and reimbursed by the Association upon completion and submission of a reimbursement form to the treasurer. The maximum cost for reimbursement is \$50; and
- G. Preserve in a permanent file all records and letters of value to this Association and its officers. All records and letters shall be delivered to the successor at the close of the term.

**Section 6. Treasurer.** The treasurer shall:

- A. Receive all dues and assessments of this Association in accordance with the bylaws and standing rules of NALS and the Texas Association;
- B. Co-sign checks;
- C. Make all authorized disbursements by check countersigned by the president or president-elect;
- D. Keep an account of all receipts and disbursements, making a monthly report to the membership and an annual written report at the annual meeting;
- E. Prepare a proposed budget, with the incoming president, for the next fiscal year and have it available for consideration by this Association at the annual meeting;

- F. Present the budget for approval at the May business meeting;
- G. File such IRS forms as directed by NALS and such reports and returns as required by federal or state law;
- H. Complete any required forms to bond officers that have the ability to co-sign checks and any member who has the ability to collect funds on behalf of the Association;
- I. Exercise general supervision of all funds and any expenditures thereof; and
- J. Submit the financial records of the Association for financial review when requested by the financial review chair.

**Section 7. Director.** The director shall:

- A. Be the liaison between NALS and this Association by receiving all mailings and coordinating all matters pertaining to NALS' affairs;
- B. Be the liaison between the Texas Association and this Association and serve as a member of the Texas Association board;
- C. Attend and vote on behalf of this Association at all Texas board meetings and perform all duties required by the Texas Association bylaws;
- D. Make arrangements to ensure that a director pro tem is appointed for any Texas Association board meeting in the event the director is unable to attend, and notify the Texas Association of same; and
- E. Prepare a written report of Texas Association board meetings to present to local members and advise the president and Association membership in advance of meeting, dates, and matters requiring a vote of the membership.

**Section 8. Parliamentarian.** The parliamentarian shall:

- A. Interpret the bylaws of this Association upon request;
- B. Review all proposed amendments to the bylaws and standing rules of this Association and present recommendations to the board and/or the bylaws and standing rules chair of this Association; and
- C. Be a member of the bylaws and standing rules committee.

**Section 9. Executive Advisor.** The executive advisor shall assist the president in preparing and conducting meetings, and planning activities of this Association.

## **ARTICLE VIII MEETINGS OF MEMBERSHIP**

**Section 1. Regular Meetings.** Regular meetings of this Association shall be held at such time and place as fixed by the president. Notice of any change in the regular meeting date, time, and place shall be furnished to all members at least ten (10) days prior to the new date.

**Section 2. Annual Meeting.** An annual meeting shall be held the first Thursday in April each year for the purpose of receiving written annual reports of officers and committee chairmen and for any other business that may arise.

**Section 3. Special Membership Meetings.** Special membership meetings may be called by the president, the executive committee, or by one-third (1/3) of the active members. Written notice of date, time, place, and purposes of such meeting shall be given to all active members at least ten (10) days before said meeting.

**Section 4. Quorum.** A quorum for transaction of business at any regular, special, or annual meeting shall be those members in attendance at such meeting.

## **ARTICLE IX COMMITTEES**

After being installed, the president shall appoint the chairmen and committee members, subject to the approval of the board, of the following committees to carry out the purposes, business and programs of this Association, specifically set out and defined below, and any other committees as may be designated by the president during his/her term.

**Section 1. Bylaws and Standing Rules.** This committee shall be responsible for reviewing the existing bylaws and standing rules and for presenting any proposed amendments to the board for approval and subsequent adoption. This committee shall also keep members informed as to changes in the bylaws and standing rules of this Association, the Texas Association, and NALS.

**Section 2. Certification.** This committee shall promote the certification programs sponsored by NALS and the Texas Association and shall develop study courses for NALS examinations and certifications.

**Section 3. Education.** This committee shall be responsible for the development and coordination of education programs of this Association.

**Section 4. Financial Review.** This committee shall receive all financial records from the outgoing treasurer within one (1) week following the end of the fiscal year, and shall deliver the audited books to the incoming treasurer within one (1) week of receipt of the financial records. The committee will meet on a quarterly basis, and financial review reports shall be given by the chairman at the business meeting following each financial review.

**Section 5. Membership.** This committee shall be charged with the development of programs for membership growth and retention.

**Section 6. Programs.** This committee shall be charged with the development of programs to be presented to the membership at the educational meetings.

**Section 7. Nominations and Elections.** This committee shall call for and receive nominations, secure acceptance of nominees, and cause a ballot to be prepared containing, in alphabetical order, the names of all nominees for each office. This committee shall have blank ballots and tellers' reports prepared for use at meetings. A sample ballot shall be delivered to each member at least one week prior to the meeting at which the election of officers is held. Nominations may also be made from the floor at the time of election for any office.

**Section 8. Special Committees.** Special committees may be established by the president subject to the approval of the board.

## **ARTICLE X FISCAL YEAR**

The fiscal year of this Association shall be from May 1 through April 30.

## **ARTICLE XI DISCIPLINARY ACTION**

The president-elect (or president when there is no president-elect in a given year) shall receive complaints as to violations of the Code of Ethics and Professional Responsibility of NALS, for conduct tending to injure the good name of this Association, and/or for conduct failing to maintain a high standard of personal and professional ethics, and shall present such complaints first to the EC who shall direct such action thereon as it may deem necessary. Any member subject to disciplinary proceedings under the Code of Ethics and Professional Responsibility shall have the right to appeal, first to the Texas Association president-elect, and then to NALS for review of the proceedings governing such violations, all in accordance with NALS bylaws.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority where applicable and where there is no conflict between said Rules and the bylaws and standing rules of this Association and the Articles of Incorporation of NALS.

## **ARTICLE XIII AMENDMENT TO BYLAWS**

**Section 1. Amendment.** These bylaws may be amended or revised at any meeting of the board by a two-thirds (2/3) vote of the voting members present at such meeting, provided that notice to all voting members of this Association shall have been given by mailing or electronically transmitting same at least ten (10) days before the meeting at which the amendment is to be considered.

**Section 2. Grammatical and Correlation Changes.** Automatic grammatical and correlation changes in these bylaws or amendments thereto, which in no way alter the intent of the bylaw or amendment thereto, shall be effective subject to the approval of the president.

### **Section 3. Certification.**

- A. After adoption by the members, the recording secretary shall prepare a certificate of adoption, which certificate shall certify the date such amendment was adopted and that such amendment is not in conflict with the bylaws of the Texas Association and NALS.
- B. The parliamentarian shall forward two (2) executed copies of such certificate and amendment to the Texas Association parliamentarian.

## **ARTICLE XIV DISSOLUTION OR WITHDRAWAL OF CHAPTER**

In the event of dissolution or withdrawal of the chapter from NALS, all property and assets shall be distributed to a nonprofit charitable organization, as defined by the IRS Code, to be selected by a majority vote of the then acting board of this Association, notice having been given to all members at least fifteen (15) days prior to the meeting. In no event shall any of such property and assets be distributed to a nonaffiliated legal secretaries association, to any member of any chapter, or to any private individual.