AALS
An Association of NALS, Inc.
BYLAWS

ARTICLE I
NAME

The name of this Association is AALS, an Association of NALS, Inc. (hereinafter "Association"), an Oklahoma not-for-profit corporation. This Association is nonunion, nonpartisan, nonsectarian, and nonprofit.

ARTICLE II
PURPOSE

The purpose of this Association shall be to:

(1) Carry on a program for the further education of those engaged in work of a legal nature and to cooperate with attorneys, judges, and the Association in stimulating a high order of professional standards and ethics among those persons employed in private law offices, trust companies, various courts, and municipal and governmental agencies.

(2) Promote the objectives of the Association.

(3) Organize chapters throughout the state.

ARTICLE III
MEMBERSHIP

Section 1. Qualification. Individual members shall consist of those persons engaged in work of a legal nature, who agree to comply with the Code of Ethics and Professional Responsibility of NALS.

Section 2. Member Classification. Member classifications are:

(a) **Voting Members:**

(1) **Individual.** Individual members shall be members in good standing of a chartered chapter (Chapter Member) or who work or reside in a

geographic area where a chartered chapter does not exist (Member at Large). Individual members shall be primary members of only one chapter or state association. An individual member may maintain membership so long as dues are continuously paid, even if the member no longer engages in work of a legal nature. Membership in NALS is a tri-level membership, therefore, an individual member:

(1) must be a NALS member (National)
(2) must be an AALS member (State)
(3) has the choice to be
(A) a Chapter Member or
(B) a Member-at-Large

Member must make a choice. See chart below.

Chapter Member	Member-at-Large
As a member of a chapter, member has a voice on the AALS Board through the chapter governor at regular board meetings and through delegate(s) at Annual Meeting. The governor/delegate is elected by the chapter members and serves as a voting member on the board.	A member-at-large does not have a voice on the AALS Board through a governor or delegate as the member-at-large is not a member of a chapter. However, a member-at-large may seek and hold elective (or appointed) office on the AALS Board if she/he so desires and if said member-at-large meets all the qualifications required in order to run for such office.
Must pay chapter dues.	No chapter dues are required.
Has individual member voting rights to vote for State Officers at annual elections.	Has individual member voting rights to vote for State Officers at annual elections.

(2) **Retired.** Retired members shall be members in good standing, who are retired and have a total of five (5) consecutive years as a member immediately prior to retirement, and who have either attained age 62 or have retired due to physical disability.

(b) **Nonvoting Members:**

(1) **Student.** Student members include students attending an accredited program relating to work of a legal nature and are classified by that school as a "full time student." Student members may not vote or hold elective office.

(2) **Associate.** 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.

(3) **Secondary.** Secondary members are any individual member in good standing of another chapter or state association. Secondary members may not vote or hold elective office.

(4) **Honorary.** Honorary members are selected by the board because of outstanding or special service for the legal profession or for this Association. Honorary members may not vote or hold elective office.

ARTICLE IV
DUES AND FEES

The Board of Governors shall establish dues and fees for all classes of membership. Members whose dues shall not have been paid by the date the dues become delinquent may be reinstated during the one-year period immediately following such lapse upon payment of a reinstatement fee. Members whose dues have lapsed for more than one (1) year shall be required to apply as a new member. Honorary and retired members are not required to pay dues to AALS.

ARTICLE V
MEMBER MEETINGS AND VOTING

Section 1. Annual. An annual meeting of this Association shall be held at such place and date as may be determined by this Association. Notice of the annual meeting shall be given to all members at least thirty (30) days prior to such meeting. A majority of the certified delegates and eligible officers attending such meeting shall constitute a quorum for the transaction of business at such meeting.

Section 2. Special Meetings. Special meetings may be called by the Board of Governors, by the Executive Committee, or by the President upon request of five percent (5%) 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 thirty (30) days' written notice shall be given.

(a) Members of the Executive Committee and all committees and sub-committees shall be authorized to, and may, participate in a meeting of the committee by means of a telephone conference and/or through other electronic communications media so long as all persons can simultaneously

hear each other and participate during the meeting. Participation by the means shall constitute presence in person at a meeting.

Section 3. Electronic Meetings. Regular, Special, and Annual Meetings may be held in person, by teleconference, or other electronic technology, that allows for all members attending to hear each other simultaneously and to participate during the meeting, as prescribed by the Board. Video conference meetings that allow members to see and to hear each other and to participate during the meeting, as prescribed by the Board, may be held. All members are responsible for acquiring their own equipment to participate in an electronic meeting. See Standing Rules Article V, Board Meetings, 5.01-Board Meeting Procedures for electronic meeting procedures.

Section 4. Rights of Membership. Except as expressly delegated to the Board of Governors, all rights of membership as to voting for the election of officers, disposition of all or substantially all of the assets of this Association, merger with outside corporations or associations, or dissolution or withdrawal are vested in the voting members.

Section 5. Voting Members. The voting members of this Association shall be as follows:

(a) **Annual Meeting.** Voting shall be by elected officers and all duly certified delegates or their alternates. Any person serving as an elected officer and delegate may vote in both capacities.

(b) **Regular Board of Governors' Meeting.** Voting shall be by all elected members of the Board of Governors.

(c) **Winter Board of Governors' Meeting.** Voting shall be by all elected members of the Board of Governors except for the election of officers.

Section 6. Voting Method. Voting for officers shall be by majority ballot. Where there are two or more candidates for any office, a majority (more than half) of the votes cast will be required to elect. Voting for officers will be electronic means as prescribed by the board. All members are responsible for acquiring their own equipment to participate in electronic voting. The Nominations and Elections Chairman and AALS Parliamentarian shall be administrators of the website to be used in elections. The website to be used in elections must have the ability to write-in a nominee. All members in good standing are eligible to vote for officers. Each member will have ten (10) business days to cast his/her ballot.
Section 6.01 Notice. The Nominations & Elections Chairman will notify the membership by electronic means of the election no later than twenty (20) days prior to the Winter Board Meeting. The election notice will provide the members with the dates members will be able to vote, the name of the vendor hosting the election, and the Chair's contact information.

Section 6.02 Ballot. Fifteen (15) days before the Winter Board Meeting, the electronic ballot or a link to the electronic ballot will be sent to the membership. Voting will be open for ten (10) business days.

Section 6.03 Election Results. Election results will be announced at the Winter Board Meeting. The Nominations and Elections Committee shall prepare a Certificate of Election to be given to the Secretary and President at the Winter Board Meeting. The Certificate of Election shall be dated as of the Winter Board Meeting. Election ballots are to be purged.

Section 6.04 Proposals. Proposals to be offered to the voting members for a vote, other than elections, shall first be approved by the Board of Governors unless a proposal is submitted by two and one-half percent (2 1/2%) of all the members through a petition, in which case the Board of Governors' approval is not necessary.

Section 7. Delegates. Each local chapter shall select up to three (3) delegates and three (3) alternate delegates to represent the chapter at the annual meeting. If a local chapter has at least one (1) delegate in attendance, the balance of the three (3) can be by written proxy delivered to the credentials chairman prior to the meeting.

Section 8. Elections. The officers shall be elected by ballot by all eligible members. Election of officers will be by electronic voting. They shall be installed at the annual meeting; take office at the First Board of Governors' Meeting held at the conclusion of annual meeting; and shall serve for a term of one (I) year, or until their successors are elected or appointed.

ARTICLE VI
BOARD OF GOVERNORS

Section 1. Authority and Responsibility. The Board of Governors shall be the governing body of this Association and shall oversee the financial affairs of this Association. The Board of Governors shall have supervision, control, and direction of the affairs of this Association, its committees and publications; shall determine policies or changes therein; and shall actively pursue these objectives and supervise the disbursement of its funds. The Board of Governors 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 the Executive Committee.

Section 2. Composition. The Board of Governors shall be composed of the President, Vice President, Secretary, Treasurer, and the Governor from each chartered local chapter and the appointed offices of Parliamentarian and Chaplain.

Section 3. Qualifications. The Board of Governors shall be members in good standing.

Section 4. Election. The members of this Association, pursuant to Article VII, shall elect all positions on the Board of Governors. In the event of a vacancy in an elective position (except President), such vacancy shall be filled by a vote of the majority of the sitting Board of Governors, based on a candidate recommended to the Board of Governors by the Executive Committee.

Section 5. Quorum. At any meeting of the Board of Governors, a majority of the Board of Governors in attendance shall constitute a quorum, and any such business thus transacted shall be valid provided it is approved by a majority of those present and voting.

Section 6. Meetings (Regular/Special). Regular meetings of the Board of Governors shall be held at such time and place as the Board of Governors may prescribe. Special meetings of the Board of Governors may be called by the President or the Executive Committee. Notice of all regular or special meetings shall be given to the Board of Governors not less than thirty (30) days before the meeting is held.

Section 7. Regular and Special Meetings of the Board of Governors may be held in person, by teleconference, or other electronic technology, that allows for all members attending to hear each other simultaneously and to participate during the meeting, as prescribed by the Board. Video conference meetings that allow members to see and to hear each other and to participate during the meeting, as prescribed by the Board, may be held. The electronic provider and the rules of use will be approved by the Board. All members are responsible for acquiring their own equipment to participate in an electronic meeting. See Standing Rules Article V, Board Meetings, 5.01-Board Meeting Procedures for electronic meeting procedures.

Section 8. Waiver. A member of the Board of Governors may waive notice of the time and place to the extent allowed by law, the purpose of any meeting, and consent to all business coming before such meeting. The attendance of a member of the Board of Governors at any meeting shall constitute a waiver of notice of such meeting prior to or at the commencement of the meeting.

Section 9. Voting. Each member of the Board of Governors shall have only one (1) vote, although any person serving as an officer and governor may vote in both capacities.

Section 10. Action Without a Meeting. Any action may be taken without a meeting, if consent is in writing setting forth the action so taken, shall be signed by all the members of the Board of Governors with at least a majority concurring in the action, unless state law provides otherwise.

Section 11. Compensation. The members of the Board of Governors shall not receive any compensation for their services, other than expenses authorized by the Board of Governors.

ARTICLE VII
OFFICERS/EXECUTIVE COMMITTEE

Section 1. Composition. The elected officers of this Association shall be the President, Vice President, Secretary, and Treasurer. The Executive Committee consists of the elected officers, together with the appointed offices of Chaplain and Parliamentarian.

Section 2. Qualifications. All officers must be members in good standing. The nominee for President shall have served as a Vice President for a term of at least one (1) year and an additional one (1) year as a state committee chairman and/or a member of the Board of Governors prior to nomination. The other officers shall have served as an AALS committee chairman and/or a member of the Board of Governors for at least one (1) year prior to nomination.

Section 3. Term of Office. The term of office for all elected officers shall be one (1) year, beginning at such time as determined by the Board of Governors and as set forth in the ballot (or, if such period extends beyond the one (1) year period, until their successor is elected or appointed). Appointed officers shall serve for a term of one (1) year or until successors are appointed and approved.

Section 4. Elections. All the officers shall be elected by ballot by all eligible members. Officers shall be elected by majority ballot (more than half). No name shall be placed in nomination without the consent of the nominee.

Section 5. Vacancies.

(a) **President.** A vacancy in the office of President shall automatically be filled by the Vice President for the unexpired portion of the term.

(b) **Other Office.** In the event a vacancy occurs in any other elected office, the President shall fill such vacancy in the interim to be ratified by the Board of Governors at its next regularly scheduled meeting.

Section 6. Duties.

(a) **President.** The President shall preside at all meetings of this Association and at regular and special meetings of the Executive Committee and the Board of Governors; shall recommend appointments of committee chairmen and committee members, subject to the approval of the Board of Governors; shall select a charity to support during the year, and shall generally manage the day-to-day business of this Association. The President shall serve as an ex-

officio member of all committees, except for Nominations, and is a signer of all bank accounts, except the Annual Meeting Account.

(b) **Vice President.** The Vice President shall serve as State Membership Chairman, is in charge of marketing, shall be responsible for advising the chapters to apply for the AALS Membership Grant, keep members informed as to the actions of NALS, as needed, and shall perform other duties as are assigned by the President or the Board of Governors.

(c) **Secretary.** The Secretary shall give notice of the call of meetings issued by the president or other proper persons, conduct the correspondence of the Association maintain a list of local officers (elected and appointed), keep minutes of all meetings of the Association, provide copies of the minutes of the meetings of the Association to the Board of Governors within thirty (30) days following such meeting, keep an inventory of all legal documents, records and equipment, coordinate with the President and where indicated with other officers the timely furnishing to NALS of all reports and other required information, copy the minutes of this Association to electronic format at the end of her term and deliver said electronic format to member designated by the President for placement in the AALS Library materials (as specified in AALS Procedure Manual under the duties of officers), retain the original minutes for each year for a period of two years, destroy original minutes at the end of the two-year retention period, and in general, perform all duties incident to the office of secretary and such other duties as are assigned by the President or the Board of Governors.

(d) **Treasurer.** The Treasurer shall serve as chairman of the Finance Committee and oversee the financial affairs of this Association under the direction of the Board of Governors; sign checks for authorized disbursements; and perform such other duties as are assigned by the President or the Board of Governors.

(e) **Parliamentarian.** The Parliamentarian shall advise the President and members on procedures when requested, interpret the bylaws, standing rules and the adopted parliamentary authority when requested, maintain a current file of the bylaws and standing rules of NALS and of this Association, making them available at all meetings, process all amendments to bylaws from all local chapters and this Association in accordance with the bylaws and standing rules of NALS and serve as Chairman of the Bylaws/Standing Rules/Manual of Procedures Committee.

(f) **Chaplain.** It shall be the duty of the Chaplain to give the invocation at all Board meetings and as otherwise requested. She/he shall furnish to the *Dixie Digest* Editor inspirational material.

Section 7. Authority and Responsibility. The Executive Committee may take action in the place and stead of the Board of Governors between meetings on all matters, except those specifically reserved to the Board of Governors by these bylaws. The Executive Committee shall routinely review the financial affairs of this Association. Actions of the Executive Committee shall be reported to the Board of Governors by mail, email or at the next Board of Governors' meeting. Business of the Executive Committee may be conducted by mail, telephone, email, or, as last resort, meetings. All officers shall be committed to performing their duties in a professional manner and to being prepared for each and every meeting, including but not limited to, Executive Committee meetings, planning meetings, board meetings, and annual meetings. All officers should attempt to be at each Board, Executive Committee, Planning and Annual meeting, if possible. If an officer is unable to physically attend a meeting, he or she should, at a minimum, turn in his or her report to the President in a timely fashion prior to the meetings.

Section 8. Quorum. A majority of the members of the Board of Governors in attendance shall constitute a quorum for the transaction of business at any meeting. Any business transacted at a meeting at which a quorum is present shall be valid provided it is a majority of those present and voting.

ARTICLE VIII
COMMITTEES

The committees of this Association shall be those deemed necessary by the Board of Governors. The President, subject to the approval of the Board of Governors, shall appoint committee chairmen and members. A nominating committee shall be appointed by the President, subject to the approval of the Board of Governors 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 this Association's nominations and election procedures.

ARTICLE IX
GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of this Association and all chartered chapters shall be May 1 through April 30.

Section 2. State Association and Chapter Bylaws. The bylaws of this Association and all chartered chapters shall conform to and shall not conflict with any bylaw or amendment thereto which has been, or which will be, adopted by NALS. Any provision, which conflicts 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 membership terminated in a chartered chapter or in a chartered state association 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, this Association.

ARTICLE X
PARLIAMENTARY AUTHORITY

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

Section 1. Proposed Bylaws or proposed amendments to the Bylaws shall be submitted in writing to the State Parliamentarian not less than forty-five (45) days prior to a State Board Meeting or the Annual Meeting. The Parliamentarian shall submit the proposed Bylaws or proposed amendments to the Board of Governors not less than thirty (30) days prior to a State Board Meeting or the Annual Meeting.

Section 2. Procedures. These bylaws may be amended by a two-thirds (2/3) vote at any scheduled Board of Governors' meeting after a thirty (30) day written notice of any proposed amendment has been given or e-mailed to the voting members.

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

Section 4. Grammatical and Correlation Changes. Automatic and correlation changes in these bylaws or amendments thereto, which in no way alter the intent of the respective bylaw or amendment thereto, shall be affected subject to the approval of the President.