

**BYLAWS
OF
NALS OF MICHIGAN**



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ARTICLE I. NAME AND AFFILIATION

The name of this Association is NALS of Michigan (hereinafter "Association"), a chartered association of NALS, Inc. (hereinafter "NALS"), an Oklahoma not-for-profit corporation. This Association is nonunion, non-partisan, nonsectarian, and nonprofit.

ARTICLE II. OBJECTIVES

The objectives of this Association shall be to:

- A.** Organize chapters of legal professional associations throughout the state.
- B.** Carry on a program for the further education of those engaged in legal work and to cooperate with attorneys, judges, and bar associations in stimulating a high order of professional standards and ethics among those engaged as legal support staff.
- C.** Promote the objectives of NALS.

ARTICLE III. MEMBERSHIP

SECTION 1. Qualification. Individual members shall consist of those persons engaged in work of a legal nature, more specifically described in the Standing Rules of NALS, who agree to comply with NALS' Code of Ethics and Professional Responsibility.

SECTION 2. Voting Members. There shall be one class of voting members of this Association: the chartered local chapters.

SECTION 3. Member Classifications. The classifications of members are:

A. Voting Members.

- 1.** Individual Members. Individual members shall be members in good standing of a chartered chapter. Individual members shall be primary members of only one (1) chapter or state association.
- 2.** Retired Members. Retired members shall be members in good standing, who are retired and who 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.** Members-at-Large. Members-at-Large shall be members in good standing who work or reside in a geographic area where a chartered chapter does not exist. Members-at-large shall be primary members of only one (1) state association, and may not vote or hold elected office.

2. Student Members. Student members shall be students attending a high school or accredited program related to work of a legal nature who are classified by that school as a full-time student and may not vote or hold elected office.
3. Associate Members. Associate members include educators, judges, and attorneys who may not vote or hold elected office. Individual members may transfer to associate membership upon qualifying for associate membership.
4. Honorary Members. Honorary members will be considered by the Executive Committee of the Association upon presentment by any member. Membership shall be based on outstanding or special service to the legal profession or this Association. Honorary members may not vote or hold elected office.
5. Secondary Members. Any individual members of another chapter or state association may apply for secondary membership. Secondary members may not vote or hold elected office.

ARTICLE IV. DUES

Dues and fees for all classes of membership shall be established by this Association; however, honorary members are not required to pay dues.

ARTICLE V. MEETINGS AND VOTING

SECTION 1. Annual Meeting. The Annual Meeting and Educational Conference shall be held during April or May of each year, and the location shall be determined by the delegates at least two (2) years prior.

The President shall issue a call to Annual Meeting at least sixty (60) days prior to the Annual Meeting by publishing it in the state publication or by including it in the President's report at the Winter Meeting and Education Conference.

Each chartered chapter may select up to three (3) delegates and three (3) alternate delegates to represent the chapter at the Annual Meeting. Each chartered chapter shall have three (3) votes at the Annual Meeting provided three (3) chapter members who are certified delegates or alternate delegates are present.

A majority of the selected and certified delegates shall constitute a quorum for the transaction of business at Annual Meeting. Preferential voting shall be allowed at Annual Meeting when voting for scholarship or bids for future Annual Meetings.

SECTION 2. Regular Meetings. The Executive Committee shall fix the time for not more than three (3) meetings of the Board of Directors for the ensuing year, not to include the Annual Meeting. Written notice of the time and place of such meetings shall be given by the Executive Secretary at least thirty (30) days prior to the time set for each meeting.

SECTION 3. Special Meetings. Special meetings may be called by or at the request of the President, the majority of the Executive Committee, or a majority of the members of the Board of Directors. Written notice of special meetings, setting forth the time, place, and purpose of the meeting, shall be given by the Executive Secretary to the Board of Directors at least two (2) weeks prior to the date set for such meetings.

SECTION 4. Waiver of Notice. Any member of the Board of Directors may waive notice of any meeting. Attendance at any meeting shall constitute a waiver of notice of such meeting.

SECTION 5. Mail or Electronic Mail Vote. The Board of Directors may vote by mail or electronic mail on any matter whatsoever.

SECTION 6. Executive Committee.

- A. **Regular Meeting of the Executive Committee.** The Executive Committee shall meet upon the call of the President prior to the Board of Directors meeting at a time and place to be determined by the President.
- B. **Special Meetings of the Executive Committee.** Special meetings of the Executive Committee may be by call of the President or a majority of the Executive Committee. Notice of any special meeting, either written or oral, shall be given by the Executive Secretary to the Executive Committee at least ten (10) days prior to the date set for such meeting and shall include the time, place, and purpose of such special meeting.
- C. **Mail or Electronic Mail Vote.** The Executive Committee may vote by mail or electronic mail on any matter whatsoever.

ARTICLE VI. EXECUTIVE COMMITTEE

SECTION 1. Composition. The elected officers of this Association shall be President, President-Elect, Executive Secretary, Treasurer, and three Functional Directors (Certification – Education Director, Marketing, and Membership Director). The Immediate Past President will also serve as an officer of this Association in an ex-officio capacity. The appointed officer of this Association shall be the Parliamentarian. Appointment shall be by the President subject to the approval of the Executive Committee.

SECTION 2. Qualifications. All officers shall be members in good standing of NALS. A candidate for President-Elect shall have served as a member of the Executive Committee at least two (2) years within the last five (5) years immediately prior to such nomination.

SECTION 3. Elections. The officers shall be elected by majority ballot. However, if there is but one (1) candidate for an office, the vote may be by voice. In the event of a write-in vote, consent of the candidate must be obtained in advance. If no candidate receives a majority of the votes cast, the candidate receiving the fewest number of votes on each ballot shall be excluded in further balloting. In the event of a tie, the delegates shall immediately proceed to vote by ballot to dissolve such tie. Should a third ballot fail to break the tie, the winner shall be determined by placing the remaining names in a hat and the name pulled out will be the winner. Only delegates or their seated alternates shall have the right of vote at Annual Meeting.

SECTION 4. Term of Office. The President-Elect shall take office as President at the end of Annual Meeting. The other officers shall be elected by the delegates at the Annual Meeting of this Association and shall take office at the end of the Annual Meeting. All officers shall serve for a term of one (1) year or until their successors are elected or appointed. Functional directors (Certification-Education Director, Marketing Director, and Membership Director) may serve for two (2) years.

SECTION 5. Vacancies. A vacancy in the office of President shall automatically be filled by the President-Elect. A vacancy in the office of both President and President-Elect shall be temporarily filled by the Immediate Past President until a special election can be held at the next Board of Directors' meeting for the unexpired portion of the term. A vacancy in any other elected or appointed office including Nominations, shall be filled by appointment by the President subject to the approval of the Executive Committee.

SECTION 6. Duties.

- A. President.** The president shall preside at all meetings of this Association and the Executive Committee; appoint the Parliamentarian and Committee Chairs, except the Nominations chair, subject to approval of the Executive Committee; shall serve as liaison officer to the Legal Professional of the Year, Financial Review and current Annual Meeting Committees; sign checks for authorized disbursements in the absence or inability of the Treasurer; generally manage the day-to-day business of this Association; investigate any alleged violations of the Code of Ethics and Professional Responsibility as adopted by NALS and commence disciplinary procedures in accordance with the disciplinary procedures set forth in NALS Bylaws and Standing

Rules, and supervise this Association's compliance with these Bylaws and the Bylaws and Standing Rules of NALS. The President shall serve as an ex-officio member of all committees except Nominations.

- B. President-Elect.** The President-Elect shall assume the duties of the President in the absence of the President; shall serve as liaison officer to the Future Annual Meeting, and Scholarship Committees. He/she shall serve as Chair of the Strategic Planning Committee; and assist the President and perform such other duties as may be assigned by the President; Executive Committee, or Board of Directors.
- C. Executive Secretary.** The Executive Secretary shall give notice of the call of meetings issued by the President or other proper persons, and shall record the minutes of all meetings of this Association; provide copies of the minutes of meetings of this Association to the Board of Directors within thirty (30) days following such meetings; shall serve as liaison officer to the Permanent History Committee; keep an inventory of all legal documents, records, and equipment; furnish to NALS all reports and other required information at the discretion of the President; perform such other duties as are assigned by the President, Executive Committee, or Board of Directors.
- D. Treasurer.** The Treasurer shall secure a bond, the cost of the bond to be paid by the Association; serve as liaison officer to the Finance Committee; be custodian of all funds of this Association; sign checks for authorized disbursements; prepare and present a budget for the operation of this Association; and perform such other duties as are assigned by the President, Executive Committee, or Board of Directors.
- E. Immediate Past President.** The Immediate Past President shall act as liaison officer to the Nominations Committee, and Past Presidents' Council; shall act as liaison with the NALS Regional Director to keep the members of this Association informed as to the actions of the NALS Board of Directors; the Immediate Past President may simultaneously serve as NALS Regional Director, if so elected.

- F. **Certification-Education Director.** The Certification-Education Director shall act as liaison officer to the Certification and Legal Education Committees; shall act as liaison with the NALS Certification and Legal Education Directors to keep the members of this Association informed as to the actions of the NALS Certification Board and the NALS Education Committee; and perform such other duties as assigned by the President, Executive Committee, or Board of Directors.

- G. **Marketing Director.** The Marketing Director shall act as liaison to the Marketing Committee and be in charge of all advertising for the state association, including the state publication. Shall serve as the liaison of the State Publication, State Bar and Web Site Committees; and perform such other duties as assigned by the President, Executive Committee, or Board of Directors.

- H. **Membership Director.** The Membership Director shall serve as the liaison to the Membership Committee; shall serve as liaison officer for the members-at-large of this Association; and perform such other duties as assigned by the President, Executive Committee, or Board of Directors.

- I. **Parliamentarian.** The Parliamentarian shall act as liaison officer to the Credentials Committee; shall serve as a member of the of the Strategic Planning Committee; shall advise the President and members on procedures when requested; shall not assume the President's privilege to rule on questions or parliamentary authority and procedure; interpret the Bylaws, and 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; and process all amendments to Bylaws from all local chapters and this Association in accordance with the Bylaws and Standing Rules of NALS.

SECTION 7. Authority and Responsibility. The Executive Committee shall approve appointments made by the President. The Executive Committee shall act in emergencies for the interests of this Association.

If any officer is absent from Executive Committee meetings without cause on two (2) occasions, the office shall be deemed vacant and shall be filled as provided for in these Bylaws.

SECTION 8. Quorum. A majority of the Executive Committee shall constitute a quorum.

SECTION 9. Compensation. The Executive Committee shall not receive any compensation for services other than expenses authorized by the Standing Rules.

ARTICLE VII. EXECUTIVE BOARD OF DIRECTORS

SECTION 1. Composition. The Board of Directors shall be composed of the elected and appointed officers and one (1) Chapter Director elected from each chapter.

SECTION 2. Qualifications. All Chapter Directors shall be members in good standing of NALS.

SECTION 3. Vacancies. In the event of the vacancy in the office of a Chapter Director, such vacancy shall be filled by the local chapter wherein the vacancy occurs. In the event the Chapter Director is unable to attend any Board of Directors' Meeting, the chapter may select no more than two (2) Alternate Chapter Directors from its membership. The designated Alternate Chapter Director shall act only in the absence of the elected Chapter Director.

SECTION 4. Duties. The Board of Directors shall exercise such powers and duties as provided by these Bylaws or the Standing Rules of this Association or otherwise authorized by the membership. The Board of Directors shall authorize payment of travel and other expenses of the members of the Board of Directors, which are deemed necessary to properly perform their duties. The Board of Directors shall have the power to adopt Standing Rules for this Association's governing procedure.

SECTION 5. Authority and Responsibilities. The Board of Directors shall be the governing body of this Association and shall oversee the financial affairs of this Association. The Board of Directors shall have supervision, control and direction of the affairs of this Association, its committees and publications; shall determine policies or change therein; and shall actively pursue these objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

SECTION 6. Quorum. A majority of the Board of Directors shall constitute a quorum.

ARTICLE VIII. STANDING AND SPECIAL COMMITTEES

The standing committees of this Association shall be those deemed necessary by the Board of Directors and may include the following:

Annual Meeting	Certification
Credentials	Finance
Legal Professional of the Year	Legal Education
Membership	Marketing
Past Presidents' Council	Nominations
Scholarship	Permanent History Committee
State Publications	State Bar Liaison
Web Site	Strategic Planning

The President shall report the appointments of the Chairs at the first meeting of the Board of Directors following the Annual Meeting. The President may establish special committees or task forces and appoint Chairs subject to the approval of the Executive Committee.

ARTICLE IX. GENERAL PROVISIONS

SECTION 1. Fiscal Year. The fiscal year of this Association shall be May 1 through April 30.

SECTION 2. Chapter Bylaws. The Bylaws of this Association and all chartered chapters shall conform to and shall not be in conflict with any Bylaw or amendment thereto which has been or which will 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 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*.

ARTICLE XI. AMENDMENTS

SECTION 1. Procedures. These Bylaws may be amended at any Annual Meeting of this Association by a two-thirds vote. Any amendment(s) shall be submitted to the Parliamentarian not less than seventy-five (75) days prior to said Annual Meeting.

SECTION 2. Notice. The Executive Secretary must give notice of any proposed amendment(s) to the NALS of Michigan Bylaws to the chartered local chapter presidents and members-at-large at least forty-five (45) days prior to said Annual Meeting.

SECTION 3. Effective Date. Amendments to these Bylaws shall take effect immediately upon adoption unless otherwise specified.

SECTION 4. Correction. Grammatical, editorial, or correlation changes in these Bylaws or amendments, which in no way alter the intent of the respective Bylaws, may be affected by the Parliamentarian without vote, subject to the approval of the Executive Committee.

ARTICLE XII. DISSOLUTION OR WITHDRAWAL

In the event of dissolution or withdrawal of this Association from NALS, the procedures set forth in NALS Bylaws, Standing Rules and established procedures shall govern.