

BYLAWS
LEGAL STAFF PROFESSIONALS OF GREENVILLE
AUGUST 2007

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**ARTICLE I
NAME**

The name of this Association is Legal Staff Professionals of Greenville (“LSPG”) (hereinafter “Association”), a chartered association of NALS, Inc. (hereinafter “NALS”), 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 legal 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 professionals in private law offices, trust companies, various courts, and municipal and governmental agencies.
- (2) 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 who agree to comply with the NALS Code of Ethics and Professional Responsibility.

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 Dues and Fees), and/or payment of dues to the local chapter or the state association, as applicable.

Section 3. **Voting Membership.** The voting membership in this Association shall be the voting members defined under “member classification” below.

Section 4. **Member Classifications.** Member classifications are:

- (A) **Voting Members**
 - (1) Individual
 - (2) Retired
 - (3) Life
 - (4) Student
- (B) **Nonvoting Members:**
 - (1) Associate
 - (2) Honorary

Individual members shall be members in good standing, who meet the qualifications set forth in Article III, Section 1 above. Individual members shall be primary members of only one chapter. 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.

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 from active employment.

Life members include qualified NALS life members. A life member of this Association shall be a member of long standing whose contributions to the Association are such that the members desire to honor her after retirement with life membership. Life members must have been a member for more than twenty years, have held elective offices, and committee chairmanships. No dues are collected from life members of this Association.

Student members include students attending an accredited program relating to work of a legal nature. Student members may vote but shall not hold elective office. Student members may serve on committees of this Association.

Associate members include educators, judges, and attorneys, who may not vote or hold elective office. Individual members may transfer to associate membership upon qualifying for associate membership. If the membership chooses to allow an associate member to vote or hold elective office, this section may be waived.

Honorary members are selected by the Board because of outstanding or special service for the legal profession or for this Association. They may not vote or hold elective office.

Section 5. **Secondary Members.** Any individual member or another chapter or state association may apply for secondary membership. Secondary members may not vote or hold elective office.

ARTICLE IV DUES AND FEES

Dues and fees for all classes of membership shall be established by a majority vote of the 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 any reinstatement fees. Members whose dues have lapsed for more than one year shall be required to apply as a new member. Honorary members and Life members are not required to pay dues. Dues are not pro-ratable.

ARTICLE V MEMBER MEETINGS AND VOTING

Section 1. **Annual Meeting.** The annual meeting of this Association shall be during the month of March of each year. The purpose of this meeting shall be the election officers.

Section 2. **General Membership Meetings.** The general membership meeting of this Association shall be held monthly at such time and place as is determined by the Board, as found in Article VI, Section 1 below.

Section 3. **Special Meetings.** Special meetings may be called by the Board, the Executive Committee, or by the president upon request of five percent or more of the voting membership. The purpose of such special meeting shall be stated in the call. Except in cases of emergency, at least ten (10) days written notice shall be given.

Section 4. **Voting Members and Power.** The voting power is the total number of voting members in good standing on the date of the meeting. 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 providing it is approved by the majority of those present and voting.

Section 5. **Voting Method.** Voting for officers may be by preferential voting when there are two or more candidates for an office. Voting shall be in person at the annual meeting. Where there are two or more candidates for any position or office, a majority of the votes cast will be required to elect. Voting for officers will be handled by ballot, and each candidate shall accept no more than one nomination for an office on a ballot. Voting on all other issues shall be handled by either voice vote or raising of hands. A simple majority of votes cast will be all that is required.

Section 6. **Rights of Membership.** Except as expressly delegated to the Board, all rights of membership as to voting for the election of officers, approval of annual budget, 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 7. **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 memberships.
- C. Authorize a new class of membership.
- D. Change the provisions for election of officers.
- E. Adopt any name change of the Association.

ARTICLE VI BOARD OF DIRECTORS

Section 1. **Authority and Responsibility.** The Board of Directors shall be the governing body of this Association and shall oversee the financial affairs of this Association. The Board shall have supervision, control, and direction, with the approval of the membership, 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 may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and shall report back to the membership the activities of the Board.

Section 2. **Composition.** The Board shall be composed of the president, president-elect, vice-president (membership), secretary, treasurer, parliamentarian (immediate past president) and committee chairmen. The president may appoint any other member to serve on the Board.

Section 3. **Qualifications.** All directors must be members in good standing.

Section 4. **Election.** All positions on the Board, except for president, parliamentarian (immediate past president), and committee chairmen, shall be elected by the members of this Association annually pursuant to these Bylaws. In the event of a vacancy of one of the elected officers, except for President, the position shall be filled by a vote of the members of the Association.

Section 5. **Quorum.** At any meeting of the Board or the membership, a majority of the voting members shall constitute a quorum, and any such business thus transacted shall be valid providing it is approved by a majority of those present and voting.

Section 6. **Meetings (Board/Special).** Board meetings shall be held at such time and place as the board of directors may prescribe. Special meetings of the board may be called by the president or the Executive Committee. Notice of any special meeting shall be given not less than 10 nor more than 60 days before the meeting is held. Meetings may be held in person, by telephone conference, or by other communication equipment.

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

Section 8. **Voting.** Each board member shall have only one vote, which vote must be cast in person unless such meeting shall be by conference call or by communication equipment.

Section 9. **Action Without a Meeting.** Any action may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the Board members, with at least a majority concurring in the action.

Section 10. **Compensation.** No member of the Board shall be compensated for services, other than expenses authorized by the Association and set out in the budget.

ARTICLE VII OFFICERS/EXECUTIVE COMMITTEE

Section 1. **Composition.** The elected officers of this Association shall be the president, president-elect, vice-president (membership), secretary and treasurer. The Executive Committee consists of the elected officers and the parliamentarian (immediate past president).

Section 2. **Qualifications.** All officers must be members in good standing. Where it might be necessary, a member may hold two offices, with the exception of president and president-elect, but will only have one vote. A candidate for president-elect shall have served as an elected member of the Executive Committee for at least one year prior to nomination.

Section 3. **Term of Office.** The term of office for all elected officers shall be one year, beginning upon their installation in April of each year and shall extend until their successor is duly elected and installed. The president-elect shall automatically succeed to the office of president. Except for president and president-elect, officers shall be eligible for re-election to the same office for successive terms.

Section 4. **Vacancies.** A vacancy in the office of president shall automatically be filled by the president-elect. A vacancy in the other elected offices shall be filled by a majority vote at a membership meeting.

Section 5. **Duties.**

President. The president shall preside at all meetings of this Association and at regular and special meetings of the Executive Committee and Board; shall recommend appointments and committee chairmen and members, subject to the approval of the Board; and shall generally manage the day-to-day business of this Association. The president serves as an ex-officio member of all committees, except for nominations, and is a signer on all bank accounts.

The president shall also be the liaison between the National Association as well as the State Association and the local chapter, reporting information from these associations to the local chapter.

President-elect. The president-elect shall assume the duties of president in the absence of the president, may be a signer on all bank accounts, and shall perform such other duties as are assigned by the president.

Vice-President (Membership). The vice-president shall serve as the membership chairman. She shall maintain membership packets and give them to prospective members. She shall process all applications for membership and submit the applicant to the Board for approval. All members of the association are members of this committee and should assist the vice-president in soliciting membership.

Secretary. The secretary shall keep the minutes of all meetings; give all notices in accordance with the provisions of this Association's bylaws and standing rules, be custodian of this Association's records; coordinate with the president or other officers in timely furnishing reports and other required information to NALS.

Treasurer. The treasurer shall oversee the financial affairs of this Association under the direction of the Board; sign checks for authorized disbursements; and perform such other duties as are assigned by the president

Parliamentarian (Immediate Past President). The immediate past president shall serve as parliamentarian and shall interpret the bylaws of this Association upon request and keep members informed as to changes in bylaws and rules of this Association and of the State and National Associations and shall review all proposed amendments to the bylaws and rules of this Association and present recommendations to the Board and the membership of the Association.

Section 6. **Authority and Responsibility.** The Executive Committee may take action in the place and stead of the Board between meetings. Actions of the Executive Committee shall be reported to the Board by mail or at the next Board meeting. The Executive Committee shall routinely review the financial affairs of this Association. Business of the Executive Committee may be conducted by mail, telephone, electronic mail, or meetings.

Section 7. **Quorum.** A quorum for transaction of business at any Executive Committee meeting shall be majority of the officers in attendance.

ARTICLE VIII STANDING AND SPECIAL COMMITTEES

The president has the authority to appoint the standing and special committees of this Association as she may deem necessary.

ARTICLE IX GENERAL PROVISIONS

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

Section 2. **Conformance to NALS Bylaws.** The bylaws of this Association 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 or the State association. 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 this Association and the State 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 by either of the following methods:

- A. The Board may, by a two-thirds vote, amend any bylaws not requiring a vote of the voting members as provided in the bylaws of NALS in Article VI, Section 6; or
- B. The voting members may amend any bylaws by a two-thirds vote.

Section 2. **Notice.** Notice of proposed bylaw amendments must be given by the secretary to the appropriate voting members at least 30 days before the vote is scheduled.

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

Section 4. **Grammatical and Correlation Changes.** Automatic grammatical 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 effected subject to the approval of the president.

ARTICLE XI DISSOLUTION OR WITHDRAWAL

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