

**BYLAWS
OF THE AUSTIN CHAPTER
ASSOCIATION OF LEGAL ADMINISTRATORS
(A NOT-FOR-PROFIT CORPORATION OF THE STATE OF TEXAS)**

**ARTICLE I
NAME AND OFFICE**

1. Name. The name of the organization shall be the Austin Chapter of the Association of Legal Administrators ("Chapter").
2. Location. The principal office of the Chapter is located in Austin, Texas and will be designated as that of the current President.

**ARTICLE II
PURPOSES AND RESTRICTIONS**

1. Purposes. The purposes of the Chapter are:
 - (a) to promote the exchange of information regarding the administration and management of legal organizations, including private law offices, corporate legal departments, government legal and judicial organizations, and public service legal groups; to educate representatives of legal organizations regarding the value and availability of professional administrators; and to consider standards of qualifications for such administrators;
 - (b) to develop and promote continuing education programs;
 - (c) to make available upon request members who specialize in specific areas of administration for consulting purposes within the membership;
 - (d) to support the goals and programs of the Association of Legal Administrators where consistent with the goals and purposes of the Chapter; and
 - (e) to participate in any other way in the advancement of legal administration.

The Chapter shall be non-partisan and no part of its activities shall be devoted to influencing legislation. No funds of the Chapter shall be used or subscribed for any political purposes. However, the Chapter may conduct educational meetings and produce educational literature to inform members and others about relevant legislation.

2. Restrictions. All policies and activities of the Chapter shall be consistent with:

(a) applicable federal, state and local antitrust, trade regulation or other legal requirements; and

(b) applicable tax-exemption requirements including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE III

MEMBERSHIP: CRITERIA AND CLASSES

Membership in the Chapter shall be comprised primarily of individuals engaged on a full-time basis in the management of legal organizations or as a consultant supporting legal organizations, as defined below, and shall consist of Regular and Associate Members as defined and provided for in these bylaws.

Membership in the Chapter is not open to business partners, as defined below, who are engaged by legal and/or legal consultant organizations.

1. **REGULAR MEMBERS**. Regular membership in the Chapter is limited to:

A. Legal administrators, regardless of the title by which that individual is recognized within his or her organization, engaged in the management of a legal organization. "Legal administrators" are persons who (i) exercise management responsibilities on a full-time basis or, if not full-time, devote at least 75% of their working time to performing the management responsibilities of their position; (ii) manage others or manage an important function that renders high-level technical or other specialized services to the organization; (iii) occupy a position that involves the exercise of independent judgment without close daily supervision; and (iv) are employed in a position that is or is eligible to be classified as exempt, by one or more "legal organizations" - such as a private law firm, legal service clinic, corporate legal department, college or university legal department, governmental legal agency, court system, charitable legal agency, or some other organization that is primarily engaged in the practice of law. Eligible persons may perform all relevant management duties personally or, in the case of the delegation of such duties to subordinate staff or the contracting of any such duties to third parties, must retain responsibility for those duties.

In general, a "legal administrator" is either (i) the principal administrator in the organization, (ii) the administrator/manager of a branch office of the organization, or (iii) someone who reports directly to the principal administrator or branch administrator and has responsibility for one or more of the organization's major functional management or administrative areas such as: General Management; Financial Management; Human Resources Management; Systems Management; Facilities Management; Marketing or Business

Development Management; Practice Management; Management of Training and Development Activities; Staff Supervision and Management; and Management of Lawyer Recruiting activities.

B. Practicing lawyers who have the principal lawyer executive management responsibility in their legal organization and who devote no less than 75% of their working time to that responsibility and function. Individuals potentially meeting this criteria would include the managing partner of a private law firm or the chair of a law firm executive committee; the General Counsel in a corporate legal department; and the head of a governmental agency legal department such as a state Deputy Attorney General with agency administration responsibilities.

C. Unemployed legal administrators who are not serving as business partners and who have met the criteria for Regular membership are eligible to continue as Regular Members until expiration of a 180-day period measured from the date on which they are no longer employed as legal administrators. After the expiration of the 180-day period, unemployed legal administrators are eligible to continue as Associate Members and to renew as Associate Members (other eligibility requirements of Associate membership notwithstanding), provided such legal administrators are not serving as business partners and are actively seeking employment as a legal administrator and/or legal consultant.

D. Individuals who have been designated as "Life Members" by the Board as defined in Article V., paragraph 1. Life Members are those individuals who have rendered extraordinary service to the Chapter. Life Members have all the rights and privileges of Regular membership, but they are not required to pay chapter dues. Those Life Members who are no longer employed as legal administrators and do not meet the criteria for Regular membership may not hold elective or appointive office but may serve as members of committees.

E. Consultants to the Legal Industry. A consultant is defined as an individual who does not provide goods, furniture, equipment, supplies, materials, software, technology, insurance, or legal industry services directly or through his/her company; or causes to be provided through a workforce of employees, or is employed by such an entity; unless the individual meets one or more of the following criteria:

- 1) an individual who is a recognized subject-matter expert within the legal community;
- 2) an individual whose primary service generally involves the sale of intellectual property, expert advice, coaching or assessment to legal organizations and who engages with multiple and changing clients;
- 3) an individual who performs ongoing day-to-day administrative functions for one or more companies or firms which would otherwise qualify the individual for Regular ALA membership despite who employs them, including a business partner;

4) an individual who is self-employed as a contractor or operating a self-owned business and performing day-to-day administrative roles for one or more companies or firms, which would otherwise render the person eligible for Regular ALA membership if an employer/employee relationship existed.

A consultant membership is bestowed upon an individual, not a company, and employees of business partner-eligible companies are not considered consultants and are not eligible for consultant membership, unless: a) the individual is performing day-to-day administrative functions at a remote or third party location; or b) the individual is employed as a legal administrator in the corporate legal department of the business organization.

F. For purposes of membership eligibility, a business partner is generally an individual (or member of an organization) whose primary function is to market or sell products and/or services to members of the legal community.

Regular Members have all the rights and privileges of membership, including (except as provided in Article III(1)D., above) the right to hold elective or appointive office.

2. **ASSOCIATE MEMBERS.** Associate membership in the Chapter shall be available to those individuals who are interested in legal administration and management, who do not meet the criteria for Regular membership, and who are either:

A. Practicing lawyers with an interest in law firm administration and management;

B. Individuals engaged in an ongoing employment-type relationship that involves providing continuing management services of the types described in Article III(1) A., above;

C. Retired Regular Members of the chapter who are not otherwise employed;

D. Unemployed legal administrators who have exhausted their eligibility for Regular membership but meet the requirements of Associate membership under Article III(1)C., above;

E. Teachers of business, organizational management, law or law-related disciplines at institutions of higher learning, as well as deans with administrative and management responsibilities at such institutions;

F. Any part or full time student enrolled in any degree program at an accredited institution of higher or post-secondary learning, and who is not employed in a full-time exempt position, will be eligible for ALA student membership at the current student rate and for a maximum term of four years at which time membership status may be reviewed for continuation;

G. Bar association executives with management responsibilities of the type described in Article III(1)A., above; or

H. Other individuals not specifically excluded from membership who have and demonstrate an interest in the management of law firms and other legal organizations, and who do not qualify for Regular membership in the Chapter.

I. Associate Members may not hold elective or appointive office in the Chapter. Other policies governing the participation of Associate Members in the Chapter, as well as the nature and extent of benefits accruing to Associate Members, shall be determined from time to time by the Chapter Board as defined in Article V, paragraph 1.

ARTICLE IV

MEMBERSHIP: APPLICATION, REMOVAL, CHAPTER STANDARDS

1. Individuals meeting the criteria for membership in any class may join the Chapter by making application and paying such dues as the Board (as defined in Article V, paragraph 1) may, from time to time, determine.

2. Members of any classification may be automatically removed from membership (a) if they no longer meet the criteria for membership established by the bylaws, and/or (b) for non-payment of dues within the time frames for such payment as are from time to time established. Members may also be removed for other cause, including but not limited to conviction of embezzlement, theft or other crime, upon a two-thirds vote of the Board (as defined in Article V, paragraph 1) present at any meeting of the Board. A vote on removal for cause shall occur only after the member who is the subject of consideration has been advised of the pending action and has been given reasonable opportunity for explanation and/or defense.

3. All members of the Chapter must be members of the international Association of Legal Administrators (ALA).

ARTICLE V

BOARD OF DIRECTORS

1. Officers. The management of the Chapter is vested in the Officers (Board), which has authority and is responsible for the supervision, control, and direction of the Chapter.

2. Composition of the Board. The Board shall consist of the President, President-Elect, Secretary, Treasurer and a Past President (Officers) all of whom are eligible to vote. A Past President must have previously served a full term as Chapter President. No one person can serve in more than one Officer position during the same term unless no other eligible candidates have been nominated and are willing to serve. In any such case, no one person can serve as both President and Treasurer.

3. Resignation of Officers. Any Officer may resign at any time by giving written notice of resignation to the Secretary. Such resignation shall take effect at the time specified therein, or if such time is not so specified, immediately upon its receipt by the Secretary.

4. Removal of Officers. An Officer may be removed from the Board if he or she fails to attend three (3) consecutive meetings of the Board, or for other cause, upon the unanimous vote therefor of all the members of the Board, except the Officer whose removal has been proposed. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed termination, and the Officer whose status is being challenged shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meeting.

5. Vacancies. Any vacant position in any office or on the Board shall be filled by the majority vote of the Board for the remaining unexpired term, except for the positions of President and President-Elect. If the President is unable to complete his or her elected term of office for any reason, the President-Elect shall succeed to the office of President. In the event of vacancy in the office of President-Elect, the Nominating Committee shall be called upon to form and recommend to the membership a candidate to fill the elective office. A vote of the majority of the members shall be required to elect a President-Elect to fill a vacancy and the candidate will be affirmed at the next regular meeting.

6. Chair. The President shall serve as chair of the meetings of the Board and Chapter.

7. Meetings. Notice of a meeting must be communicated by the President or a designee to all Officers at least seven (7) days prior to the date on which the meeting is scheduled. The presence of a majority of Officers constitutes a quorum.

9. Special Meetings. Special meetings of the Board may be called by the President or by at least four (4) Officers. Special meetings may be conducted by telephone or other acceptable methods of communication.

10. Place and Time of Meetings. All meetings of the Board shall be held at such time and place as the Board may, from time to time set or as may be specified in the notice of the meeting.

11. Compensation. Officers shall not receive compensation for their services.

ARTICLE VI OFFICERS

1. Election and Term of Office. All of the Officers shall be elected in accordance with Article IX or appointed to fill a vacancy in accordance with Article V, paragraph 6. Officers are elected for a term of one year, each of whom shall serve until his or her successor has been elected, or otherwise designated and qualified, and may not serve in any one office for more than two

consecutive terms unless no other eligible candidates have been nominated and are willing to serve.

2. Duties. The Officers perform those duties that are usual to their position and that are assigned to them by the Board. The President-Elect acts in place of the President when the President is not available.

ARTICLE VII MEETINGS

1. Annual Meeting. There shall be an annual meeting of the members of the Chapter in February, which may be held in conjunction with a regular Chapter meeting or at such other time as the Board may determine. The purposes of such meeting shall be to affirm the election of Officers and to transact such other business as may come before the meeting.

2. Special Meetings. Special meetings of the members of the Chapter may be called at any time by the President and must be called upon the written request to the President of five (5) or more members. At such special meetings, no business shall be transacted except that which shall have been specified in the notice of such meeting.

3. Notice of Meetings. Notice of all meetings shall state the place, date and hour of such meeting, and shall be communicated to each member. Unless otherwise stated herein, notices shall be given no less than five (5) nor more than thirty (30) calendar days before the date of such meeting. The notice of a meeting shall be deemed delivered when communicated in writing to the chapter membership.

4. Quorum. A quorum is 25% of the members.

5. Voting. A majority vote of those attending a properly convened meeting at which a quorum is present is required to approve any action.

6. Proxies. Voting by written proxy shall be allowed at any meeting of the members of the Chapter except no proxy dated more than eleven (11) months prior to meeting shall be valid.

ARTICLE VIII COMMITTEES

1. Nominating Committee. The nominating committee shall be comprised of five (5) members. One (1) member shall be selected by the Board. Three (3) members shall be chosen by the board using a method of random selection from a pool of qualified candidates solicited by the immediate Past President from the membership at large. The immediate Past President shall serve as chair of the committee. If the immediate Past President is no longer an active member, any Past President may be called upon to fill the position. All other members of the

nominating committee shall be and shall have been a regular member of the Chapter for a minimum of one (1) year, not currently serving on the Board, and may not succeed themselves.

2. Other Committees. The Board may designate standing committees for such purposes and having such powers as it may determine. The President has the authority to designate special committees as he or she may deem appropriate and shall appoint the chair and members of all such committees. The President shall serve as an ex-officio member of each committee except the nominating committee. A member must have served on the committee before he or she can chair the committee, except for as majority vote of the Board. Officers may not serve as committee chairs during their term. A committee chair may not serve longer than two consecutive one-year terms unless no other eligible candidates are willing to serve. Committee chairs may attend all Board meetings. Although committee chairs have no voting rights, their input is necessary to the successful operation of the Chapter.

ARTICLE IX NOMINATIONS AND ELECTION

1. Method and Time of Nomination. The nominating committee may begin the process in December of each year for the purpose of selecting a slate of Officers for recommendation to the members of the Chapter for the upcoming term. It shall be the responsibility of the nominating committee to study the leadership requirements and needs of the organization and to select nominees put forth by the Chapter membership with the experience and qualities necessary, pursuant to paragraph 4 below, to meet such requirements and needs. As a part of the confidential, due diligence process, in addition to obtaining the nominee's consent to serve, if elected, the nominating committee may interview any regular member as well as the prospective nominee.

2. Method of Conducting Election. The nominating committee shall present the slate of candidates to the Chapter for a vote by the membership prior to the annual meeting. The voting period will be determined by the nominating committee but will be no less than seven (7) calendar days in duration. A majority of the returned votes shall be required to elect an Officer. The nominating committee shall count the votes and communicate the results to the members immediately after the voting period has ended. The newly elected Officers will be presented for affirmation at the next meeting of the general membership.

3. Taking Office. Officers shall assume the responsibilities of office no later than April 1 or earlier, if necessary, to fill a vacancy.

4. Eligibility and Qualifications. To be eligible for an Officer position, the candidate must be a current regular member of the Association of Legal Administrators, must have been a regular member of the Austin Chapter for at least one (1) year at the time of election, and must have chaired at least one (1) committee for a full one-year term unless no other eligible candidates have been nominated and are willing to serve.

ARTICLE X
BUDGET AND FISCAL YEAR

1. Budget. An annual budget for each new fiscal year shall be prepared under direction of the Chapter's Board for Board approval as early as possible prior to the beginning of the new fiscal year. Thereafter, at any meeting of the Board, the Board may approve any supplemental budget that may be necessary.

2. Fiscal Year. The fiscal year of the Chapter shall be April 1 through March 31.

ARTICLE XI
AMENDMENTS

Amendments to these bylaws may be accomplished by a majority vote of the members. All members must have been provided a copy of the amendments at least fifteen (15) calendar days prior to the vote.

ARTICLE XII
LIMITATION OF LIABILITY

No Officer, chair, committee member, regular member or employee thereof, associate member or employee thereof, agent or employee of the Chapter shall be liable for the act or failure of any other such person or organization.

ARTICLE XIII
INDEMNIFICATION

Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or she is or was an Officer of the Chapter may be indemnified by the Chapter against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters as to which such Officer is guilty of negligence or misconduct in the performance of his or her duties. Such indemnification shall not be deemed exclusive of any other rights to indemnification which such Officer may be entitled apart from this Bylaw. The Chapter may purchase and maintain insurance on behalf of any person who is or was an Officer of the Chapter against such liability.

ARTICLE XIV
DISSOLUTION

The Chapter may be dissolved by a resolution adopted by a majority of the members. In the event of dissolution of the Chapter, the Board or a committee appointed by the Board shall be responsible for its liquidation. In case of dissolution of the Chapter, the Board shall authorize first the payment of all indebtedness. Any remaining funds, investments and other assets of

the Chapter shall be distributed to such organizations which are then qualified as exempt within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 or of corresponding provisions of the then existing federal revenue laws [or, in the case of non-U.S. chapters, similarly-situated organizations] but only if the purposes and objectives of the receiving organization are similar to the purposes and objectives of the Chapter as may be determined by a majority vote of the then members of the Chapter.

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These Bylaws are adopted this 28th day of July, 2016, at the meeting of the Austin Chapter of the Association of Legal Administrators.

Diane E. Dettmann
President

Linda Siegert
Secretary

DIANE E. DETTMANN

LINDA SIEGERT