

BY-LAWS
of
THE GREATER CHICAGO CHAPTER
OF THE ASSOCIATION OF LEGAL ADMINISTRATORS
A Not-For-Profit Corporation of the State of Illinois

ARTICLE I
NAME AND OFFICE

1. **Name**. The name of the organization shall be the Greater Chicago Chapter of the Association of Legal Administrators ("Chapter").
2. **Office**. The principal office of the Chapter shall be the office of the incumbent President unless changed by action of the Board of Directors ("Board").

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 problems peculiar to 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.
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 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.

1.). To recognize their service to the Chapter, the Chapter will confer the benefit of "Lifetime Membership" to former Chapter Past Presidents who have retired from employment as legal administrators.

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 the 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 the right to hold elective or appointive office (except as provided in Article III, Paragraph 1D).

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, Paragraph 1A, 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, Paragraph 1C., 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, Paragraph 1A; 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.

Associate Members may not hold elective or appointive office in the Chapter, except as outlined in Article VI, Paragraph 4. 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 Board.

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 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 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.

ARTICLE V
BOARD OF DIRECTORS

1. **Directors.** The management of the Chapter is vested in the Board of Directors (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, Vice President/President-elect, Secretary, Treasurer ("Officers") and additional Directors and Advisors as the Board deems appropriate and as are noted in the Chapter's Standing Rules. One Board member shall be named Vice President-elect and shall serve in that capacity concurrently with another position on the Board.

3. **Election and Term of Office.** Board members shall be elected in accordance with Article X, or appointed to fill a vacancy in accordance with Article V, Paragraph 6.

4. **Resignation.** Any Board member may resign at any time by giving written notice of resignation to the President. Such resignation shall take effect at the time specified therein, or if such time is not so specified, immediately upon its receipt by the President.

5. **Removal from Office.** Any Board member may be removed from office for just and sufficient cause by a two-thirds vote of the entire Board.

6. **Vacancies.** Any vacant position 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 Vice President/President-elect. If the President is unable to complete his or her elected term of office for any reason, the Vice President/President-elect shall succeed to the office of President. In the event of vacancy in the office of Vice President/President-elect, the Vice President-elect shall succeed to the office of Vice President/President-elect.

7. **Chair.** The President shall serve as Chair of the meetings of the Board, and the Vice President/President-elect acts in place of the President when the President is not available.

8. **Board Meetings/Quorum.** Board meetings shall be held at least quarterly and shall be called by the President or by any four members of the Board. Except in emergencies, a notice of at least 24 hours must be given prior to the conduct of any Board meeting. A majority of the Officers, as well as a majority of the Directors and Advisors of those attending or voting by proxy shall constitute a quorum for the transaction of business.

9. **Ties in Voting on Motions Brought Before the Board** – If a Motion is brought before the Board and a vote among the Board members present at the Board Meeting results in a tie, the Motion will be held and presented by email to the entire Board for a vote of all Board members. The result of the electronic vote will be memorialized in the Minutes of the next Board Meeting.

10. **Special Meetings.** Special meetings of the Board (for the discussion and resolution of immediate Chapter business) may be called by the President or by at least four (4) Directors. Special meetings may be conducted by telephone conference call or via email discussion. Votes occurring as a result of these discussions must be recorded in the Minutes of the upcoming Board Meeting.

11. **Place and Time of Meetings**. All meetings of the Board shall be held at such time and place as is specified in the notice of the meeting.

12. **Compensation**. All Board members shall serve without pay.

ARTICLE VI **OFFICERS AND DIRECTORS**

1. **Officers, Directors and Terms**. The Officers and Directors of the Chapter shall be a President, Vice President/President-elect, Secretary and Treasurer and additional Directors and Advisors as noted in the Chapter's Standing Rules. One Board member shall be named Vice President-elect and shall serve in that capacity concurrently with another position on the Board.

Generally, all Board members shall be elected to serve a one-year term, however

A. The Vice President/President-elect will be elected for two, one-year terms, the first as Vice President/President-elect and the second as President. It is understood that the Vice President/President-elect is elected expressly to succeed as President. All persons assuming the office of President must be elected or ratified by the members either at the Vice President/President-elect level or directly to the Presidency, if a Vice President/President-elect chooses not to succeed as President.

B. The Vice President-elect will be elected for three, one-year terms, the first as Vice President-elect (along with whatever other position being served), the second as Vice President/President-elect, and the third as President. It is understood that all the Vice President-elect is elected expressly to succeed as Vice President/President-elect and then as President.

2. **Election**. All of the Officers shall be elected in accordance with Article X or appointed to fill a vacancy in accordance with Article V, Paragraph 6.

3. **Duties**. The Board shall perform their duties as described in each of their respective position descriptions (as published on the Chapter's website), as well as any additional duties as may be needed throughout the fiscal year.

4. **Unemployed Administrators**. Members in transition who are currently serving on the Board and have exhausted their eligibility for Regular membership but meet the requirements of Associate membership under Article III, Paragraph 1C, may complete their current term in elective or appointive office.

ARTICLE VII **MEETINGS OF MEMBERS**

1. **Regular and Annual Member Meetings**. Regular meetings of the Chapter will be held at a location set by the Board.

There shall be an annual meeting of the members of the Chapter which shall be held on the third Tuesday of March or at such other time as the Board may determine. The purposes of such meeting shall be the presentation of the new Board, reports and transaction of such other business as may properly come before the meeting.

2. **Special Meeting**. 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 at least ten percent (10%) or more members within twenty-four (24) hours notice. At such special meetings, no business shall be transacted except that which shall have been specified in the notice of such meeting, unless unanimous consent is obtained from the members present at the meeting to transact other business.

3. **Notice of Meetings**. Notice of all meetings shall be posted on the Chapter website and distributed to each member by email, fax or U.S. Mail and shall state the place, date and hour of such meetings. Unless otherwise stated herein, notices shall be given no less than ten (10) days before the date of such meeting.

4. **Quorum**. A majority of those present at a member meeting shall constitute a quorum.

5. **Voting**. A majority vote of those attending a member meeting or voting by written proxy is required to approve any action properly brought before any regular or special meeting except as herein provided in Article X.

6. **Robert's Rules of Order**. All meetings shall be governed by Robert's Rules of Order Revised.

ARTICLE VIII **COMMITTEES**

The Board, by resolution, may designate such committees for such purposes and having such powers as it may determine, and the President shall designate such special committees as he or she may deem appropriate. The President shall appoint the chairperson of each such committee, and the members of such committees shall be appointed either by the President or the chairperson of each such committee.

ARTICLE IX **FISCAL YEAR, BUDGET AND AUDIT**

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

2. **Budget**. An annual budget for each fiscal year shall be prepared under direction of the Treasurer, as Chair of the Budget Committee, and presented to the Board at least sixty (60) days in advance of the beginning of the Chapter's fiscal year. At the April meeting of the Board, the budget will be presented for approval. Thereafter, the Board may approve any changes to the Budget as may be necessary and appropriate.

A. **Budget Committee**. The Budget Committee shall be Chaired by the current Board Treasurer and will consist of the President, President-elect, Vice President-elect, Business Partner Relations Director, Professional Development Director, and Past President. Input shall be gathered from all Board members regarding costs for their area of responsibility. The budget shall be presented to the Board at least sixty (60) days in advance of the beginning of the Chapter's fiscal year.

3. **Audit**. The Chapter shall perform an annual audit or detailed review of its finances.

A. **Audit Committee**. The Audit Committee shall consist of a chairperson appointed by the President and at least two (2) members, appointed by the Chairperson, who did not serve on the Board during the Board year being audited . The Audit Committee shall be responsible for the annual review of the financial records of the Chapter. The review shall be made immediately after the Annual Meeting and before the transfer of the financial records to the newly elected officers on April 1st. The Audit Committee shall make its official report at the April Board meeting and the report shall be published in the Chapter Newsletter.

ARTICLE X **NOMINATIONS AND ELECTIONS**

1. **Nominating Committee**. At the November Chapter meeting, a Nominating Committee, composed of not less than three (3) members and no more than seven (7) members in total shall be nominated and elected by the membership present at that meeting. The immediate Past President in office at the time of the meeting will automatically be a member and will serve as Committee Chair. In the event that the immediate Past President is not able to participate and serve as Committee Chair, then the President in office at the time the Nominating Committee is being established shall appoint another Chapter Past President to be a member and serve as Committee Chair. The Vice President/President-elect and the Vice President-elect in office at the time of the meeting also will automatically be members of the Committee. The remaining members of the Committee must be comprised of active members not currently serving on the Board.

The Nominating Committee shall serve as an Election Committee taking charge of the details of the election and reporting the results to the Chapter.

2. **Candidates**. The Nominating Committee shall prepare a list of candidates for the Board of the upcoming fiscal year. To ensure long-term Chapter development and future Chapter enrichment, the Committee is encouraged to consider limiting the term of a Board member in the same Board position to three consecutive years, unless it is in the best interest of the Chapter to allow that individual to serve longer.

Before the list of candidates is presented, the Nominating Committee must obtain the consent of each nominee proposed.

3. **Election Process**.

The names of the candidates and the offices to which they are being nominated shall be presented to the membership of the Chapter by mail, fax or email on or before February 1. Any additional nominations, with appropriate biographies, must be made in writing to the chairperson of the Nominating Committee with the endorsement of five (5) voting members of the Board within ten (10) days following the mailing.

A. **Single Nominations for Each Board Position**. If, after February 10, only one nominee is presented and affirmed for each Board position, then the final slate of all candidates with biographies will be presented to the membership by mail, fax or email on or before February 15. No further nominations will be accepted after that time. The election shall be held by presumptive vote: a vote in the affirmative is recorded in the absence of member response. Only negative votes are requested by the Chair of Nominating Committee on or before March 1.

B. **Multiple Nominations for a Board Position(s)**. If, after February 10, there are multiple nominations for a Board position(s), the Nominating Committee will advise the respective nominees of the upcoming election. Thereafter, the final slate of all candidates with biographies

will be presented to the membership by mail, fax or email on or before February 15, together with a link to an online survey (e.g., link to Survey Monkey) that will serve to conduct an online election. A majority of the returned electronic ballots (i.e., survey respondents) shall determine the selection of candidates.

All election results will be reported to the membership by the Chair of the Nominating Committee.

ARTICLE XI **AMENDMENTS TO BY-LAWS**

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

ARTICLE XII **LIMITATION OF LIABILITY**

No Officer, Director committee member, 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 a Director or 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 Director or 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 Director or Officer may be entitled apart from this Bylaw. The Chapter may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Chapter against such liability.

ARTICLE XIV **DISSOLUTION**

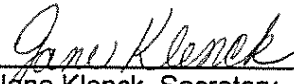
The Chapter may be dissolved by a resolution adopted by a majority of the members. In the event of dissolution of the Chapter, the Board or a committee appointed by the Board shall be responsible for its liquidation. In case of dissolution of the Chapter, the Board shall authorize first the payment of 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 then existing federal revenue laws 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.

These By-Laws were adopted on January 25, 1977 and have been amended from time to time.

Amended by the Board of Directors and approved by the Chapter membership on July 19, 2016.



By: Mary Lynn Wilson, CLM, President



By: Jane Klenck, Secretary