

NALS OF LANSING

FORMED 1950

In 1959 chartered by and affiliated with:

National Association of Legal Secretaries

NALS

In 1961 affiliated with:

Michigan Association of Legal Secretaries

NALS of Michigan

Bylaws

As amended:

May 20, 1987, January 10, 1989,

March 13, 1996, March 11, 1998,

April 11, 2001, November 14, 2001,

May 10, 2006, and March 3, 2010

NALS OF LANSING

BYLAWS

ARTICLE I

NAME

The name of this Association is NALS of Lansing (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:

- (1) to 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; and
- (2) to 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, or an educator of legal curriculum, and who agrees to comply with 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 Article IV, 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 any member in good standing.

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

(A) **Voting Members:**

- 1) **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.

2) **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 due to physical disability.

3) **Life members** include qualified NALS life members. A member may not be a life member of a chapter without also being a NALS life member.

4) **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.

(B) Nonvoting Members:

1) **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 and are exempt from payment of dues to this Association.

2) **Secondary Members.** Any individual member of another chapter or state Association may apply for secondary membership. Secondary members may not vote or hold elective office.

ARTICLE IV

DUES AND FEES

Section 1. **Annual Dues.** The annual dues of this Association shall be \$13 for Individual, Life and secondary members, payable at the time of application and thereafter on the member's anniversary date, together with the dues and fees of NALS and NALS of Michigan, e.g., the NALS' Initiation fee, and the NALS' reinstatement fee. The annual dues of this Association shall be \$10 for Retired and Student members, payable at the time of application and thereafter the member's anniversary date. The annual dues of this Association for a person transferring from another affiliated chapter of NALS may be charged on prorated basis.

Section 2. **Deadline for Payment.** A member's dues are payable each year on that member's anniversary date. A member who fails to pay the required dues within one month of said anniversary date shall be considered delinquent and not entitled to the rights of membership. Members whose dues shall not have been paid by the date the dues become delinquent may be reinstated during the one (1) year period immediately following such lapse upon payment of a reinstatement fee. Members whose dues have lapsed for more than one year shall be required to apply as a new member. Honorary members are not required to pay dues.

Section 3. **Refund of Dues.** There shall be no refund of dues after an applicant has become a member, except dues of a member transferring to another association may be prorated.

ARTICLE V

MEETINGS

Section 1. **Membership Meetings**

(A) **Regular Meetings.** Regular membership meetings of this Association shall be held on the second Wednesday of every month. The date of any regular membership meeting may be changed by a majority vote of the membership present at any regular membership meeting, and thereafter notice of such change shall be given to all members of this Association.

(B) **Annual Meeting.** The regular membership meeting in March shall be known as the Annual Meeting and shall be for the purpose of electing officers and delegates and alternate delegates for the NALS of Michigan Annual Meeting, receiving annual reports of officers and chairpersons, and any other business that may arise.

(C) **Special Meetings.** Special meetings may be called by the board, by the executive committee, or by the president upon request of five percent or more of the voting members. The purpose of such special meeting shall be stated in the call. Notice of the date, time, place, and purpose of such meeting shall be given to all members.

(D) **Notice of Meetings.** Notice of every membership meeting shall be given to all members, stating the date, time, and place of the meeting.

Section 2: **Board of Directors Meetings**

(A) **Regular Meetings.** The Board of Directors shall hold a regular monthly meeting at such time and place as may be designated by the board at least one week prior to the regular membership meeting. The date and time of any regular meeting of the Board of Directors may be changed by a majority vote of the board members present at any membership meeting or any meeting of the Board of Directors, and thereafter notice of such change shall be given to all members of the Board of Directors.

(B) **Special Meetings.** Special meetings of the Board of Directors may be called by the President or by a two thirds vote of the members of the Board of Directors. Notice of date, time, place, and purpose of such meeting shall be given to all board members.

(C) **Notice of Meetings.** Notice of every regular meeting of the Board of Directors shall be given to all directors, stating the date, time, and place of the meeting.

Section 3: **Executive Committee Meetings**

(A) **Regular Meetings.** The Executive Committee is not required to hold regular meetings and will meet only at the request of the President or acting President.

(B) **Notice of Meetings.** Notice of every meeting of the Executive Committee shall be given to all members of the Executive Committee, stating the date, time, place, and purpose of the meeting.

ARTICLE VI

OFFICERS, BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, AND DELEGATES

Section 1: **Officers**

(A) **Elected Officers.** The elected officers of this Association shall be: President, Vice President, Secretary, Treasurer and Director. Any of these offices can be shared by two (2) or more members in good standing.

(B) **Appointed Officers.** The appointed officers of this Association shall be: Parliamentarian, Executive Advisor, First Alternate Director, and Second Alternate Director.

Section 2: **Delegates**

(A) **NALS of Michigan Delegates and Alternate Delegates.** Three delegates and three alternate delegates to represent this Association at the NALS of Michigan Annual Meeting shall be elected at the Annual Meeting of this Association, and certification thereof shall be made in conformance with NALS of Michigan Bylaws.

Section 3: **Requirements/Terms of Office**

(A) **Requirements to Hold Office.** Any person who is an active member at the time of election or appointment shall be eligible to hold office in this Association or to serve as a delegate or alternate delegate. A candidate for the office of President shall have served as an elected officer for at least one year.

(B) **Term of Office.** The term of office of all elected officers shall be one year from May 1 through April 30. Officers shall be eligible for re-election to the same office for one successive term. The term of office of all appointed officers shall be from date of appointment by the President and approval by the Executive Committee through April 30.

Section 3: **Board of Directors.**

(A) **Composition and Duties.** The Board of Directors shall be composed of the elected and appointed officers and chairpersons of all committees. The Board of

Directors shall supervise generally the affairs of this Association between membership meetings, make recommendations to this Association, and perform such other duties as are specified in these Bylaws. The Board of Directors shall be subject to the orders of this Association.

(B) **Executive Committee.** The Executive Committee shall be composed of the elected and appointed officers of this Association. The Executive Committee shall have authority to approve appointments made by the President and shall otherwise serve in an advisory capacity upon request of the President.

(C) **Compensation.** No officer, committee chairperson, or other member of this Association shall be paid for services rendered for duties performed or services rendered on behalf of this Association.

ARTICLE VII

DUTIES OF OFFICERS, BOARD OF DIRECTORS, AND EXECUTIVE COMMITTEE

Section 1: **General Duties of Officers.** Each officer shall perform such duties as ordinarily pertain to the office pursuant to these Bylaws and the Standing Rules of this Association and Roberts Rules of Order Newly Revised, and shall perform any other duties as are from time to time assigned by the President, Board of Directors, or membership. Officers shall regularly attend meetings of the membership and Board of Directors of this Association.

Section 2: **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.

Section 3: **Vice President.** The Vice President shall assume the duties of president in the absence of the president, and shall perform such other duties as are assigned by the president or the board.

Section 4: **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.

Section 5: **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 or the board.

Section 6: **Director.** The Director shall be the liaison between NALS of Michigan and this Association, reporting all information to the chapter and keeping the chapter advised

of all pertinent information, and shall attend and vote on behalf of this Association at all of the NALS of Michigan business meetings and perform all duties required by the NALS of Michigan Bylaws.

Section 7: **Parliamentarian.** The Parliamentarian shall act in an advisory capacity to this Association regarding the Bylaws and Standing Rules of this Association and parliamentary procedure and shall not assume the President's privilege to rule on questions of parliamentary authority and procedure.

Section 8: **Executive Advisor.** The Executive Advisor shall act in an advisory capacity to the President.

Section 9: **First Alternate Director.** The First Alternate Director shall be the liaison between NALS of Michigan and this Association, reporting all information to the chapter and keeping the chapter advised of all pertinent information, and shall attend and vote on behalf of this Association at all of the NALS of Michigan business meetings and perform all duties required by the NALS of Michigan Bylaws in the absence of the Director.

Section 10: **Second Alternate Director.** The Second Alternate Director shall be the liaison between the NALS of Michigan and this Association, reporting all information to the chapter and keeping the chapter advised of all pertinent information, and shall attend and vote on behalf of this Association at all of the NALS of Michigan business meetings and perform all duties required by the NALS of Michigan Bylaws in the absence of the Director and First Alternate Director.

Section 11. **Authority and Responsibility.** The executive committee may take action in the place and stead of the board between meetings on all matters, except those specifically reserved to the board 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 at the next board meeting. Business of the executive committee may be conducted by mail, telephone, electronic mail, or meetings.

Section 12. **Quorum.** A majority of the members of the executive committee 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 providing it is by a majority of those present and voting.

ARTICLE VIII

VOTING

Section 1. **Voting Members and Power.** The voting members of this Association are listed in Article III, Membership. 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 a majority of those present and voting.

Section 2. **Voting Method.** Voting for officers and directors may be by preferential voting when there are two or more candidates for an office. Voting shall be in person at the annual meeting, unless the board of directors determines that electronic or mail vote is feasible. Where there are two or more candidates for any position or office, a majority of the votes cast will be required to elect. Voting on issues will be handled in the same manner as the election process.

Section 3. **Rights of Membership.** Except as expressly delegated to the board, 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 4. **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 directors.

(E) Adopt any name change of the Association.

ARTICLE IX

STANDING AND SPECIAL COMMITTEES

The board of directors has the authority to appoint the standing and special committees of this Association as it deems necessary.

ARTICLE X

DISCIPLINARY ACTION

Section 10. **Basis for Complaint.** Any member of this Association may file a formal complaint against another member based upon one or more of the following grounds and shall state the alleged violations with specificity.

(A) Violation of the Code of Ethics;

(B) Conduct which has injured or can reasonably be deemed to be injurious to the good name of this Association, NALS, or NALS of Michigan; or

(C) Conduct failing to maintain a high standard of personal or professional ethics, and

(1) Vioation of the Bylaws, or any rules and regulations governing members, programs, or activities of this Association, NALS, or NALS of Michigan.

Section 2. **Procedures.** The complaint must be filed with the chairperson of the Ethics Committee who shall, in turn, present such complaint to the Board of Directors at its next regular meeting. The Board of Directors shall have discretion to either dismiss the complaint or bring it before the membership for consideration. Immediately upon decision by the Board of Directors the Vice President shall send notice by certified mail to the member against whom the complaint was made informing said member of the decision of the Board of Directors. In the event the complaint is submitted to the membership for consideration, any action by the membership with regard to the complaint shall require a two-thirds vote of all members present at a regular meeting.

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 XI

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.

ARTICLE XII

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 XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and officer of this Association shall be indemnified by this Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon said officer/director in connection with any proceeding to which said officer/director may be a party, or in which said officer/director may be involved, by reason of said officer/director being or having been a director or officer of this

Association, whether or not he/she is an officer/director at the time such expenses are incurred, except in such cases wherein the officer/director is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, provided that, in the settlement by the officer/director seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of this Association.

ARTICLE XIV

AMENDMENT TO BYLAWS

Section 1: **Amendment.** These Bylaws may be amended at any regular membership meeting of this Association by a two thirds vote of the active members present, provided written notice of the proposed amendment shall have been given to each active member at least fifteen (15) days preceding such meeting.

Section 2: **Certification.** After adoption by the members, the Secretary shall execute a certificate of adoption, which certificate shall certify the date such amendment was adopted and that such amendment is not in conflict with the NALS of Michigan and NALS' Bylaws. The Parliamentarian shall forward two executed copies of such certificate and amendment to the NALS of Michigan Parliamentarian.

ARTICLE XV

DISSOLUTION OF CHAPTER

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