

## BYLAWS OF NALS OF JACKSON COUNTY

### I. ARTICLE I. NAME

The name of this association is NALS OF JACKSON COUNTY, Jackson, Michigan (hereinafter "association"). It is chartered by NALS, The Association for Legal Professionals, an Oklahoma not for profit corporation (hereinafter "national association"), and shall be a member chapter of the NALS of Michigan (hereinafter "state association"). This association is nonunion, nonpartisan, nonsectarian and nonprofit.

### II. ARTICLE II. PURPOSE

The purpose of this association shall be to:

- (1) Carry on a program for the further education of those engaged in work of a legal nature and to cooperate with attorneys, judges, and bar associations in stimulating a high order of professional standards and ethics among those persons engaged as secretaries or support staff in private law offices, trust companies, various courts, and municipal and governmental agencies.
- (2) Promote the objectives of the National Association.

### III. ARTICLE III. MEMBERSHIP

Qualifications: Individual members shall consist of those persons engaged in work of a legal nature, more specifically described in the standing rules of the National Association, who agree to comply with the National Association's Code of Ethics and Professional Responsibility.

#### A. Classes of Membership:

- (1) Individual. Individual members shall be members in good standing who meet the qualifications set forth in this Article III (above). Individual members shall be primary members of only one chapter.
- (2) Retired. Retired members shall be individual 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 the age of 62 years or have retired due to physical disability.
- (3) Student. 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.
- (4) Associate. 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.

- (5) Honorary. Honorary members are selected by the Board, with approval of the membership, because of outstanding or special services for the legal profession or for this Association. They may not vote or hold elective office.
- (6) Secondary. Any individual member of another chapter or state association may apply for secondary membership. Secondary members may not vote or hold elective office.

B. Application and Nomination for Membership:

- (1) Individual, Student and Associate. An application for membership, on the form prescribed by the National Association, endorsed by a member in good standing and accompanied by National dues and processing fees, State dues, and Association dues, shall be presented to the Vice President. The Vice President shall determine whether the applicant meets the criteria for membership per Article III of these bylaws. Upon such determination, the applicant shall be advised of acceptance into membership. Any willful misstatement in the application shall be grounds for rejection of the applicant or for expulsion if the member has been granted membership.
- (2) Honorary. Nominations for honorary membership, giving the name and qualifications of the proposed candidate, shall be submitted in writing to the Vice President. The Vice President shall investigate the qualifications of the nominee and report to the Board of Directors, who upon a two-thirds vote, shall submit the nomination to the Association membership. After approval by a two-thirds vote of the membership, the nominee officially becomes an honorary member. An honorary member is exempt from payment of dues to this Association.
- (3) Secondary. Applications for membership, on the form prescribed by this Association, endorsed by a member in good standing and accompanied by Association dues for secondary members shall be presented to the Vice President. If applicant meets the criteria for membership per Article III of these bylaws, applicant shall be approved for membership by the Vice President.

C. Transfer of Membership: Place of employment or residence determines the place of membership, and individual and retired members may transfer from or to this association upon application to the Vice President. A transferee shall present a membership card for the current year as evidence of paid dues. Notification of transfer must be given to National Headquarters and to the treasurers of the state and local associations of which transferee was a member. This Association shall determine eligibility for membership of transferee(s) in the same manner as new members.

#### **IV. ARTICLE IV. MEETINGS OF MEMBERSHIP AND VOTING**

A. Regular Meetings. Regular meetings of this association shall be held monthly, with the exception of August and December, when no regular meeting will be held.

B. Annual Meeting. The regular meeting in February or March shall be known as the annual meeting and shall be for the purpose of electing officers, receiving annual reports of officers and chairmen, if not already given at the completion of their respective task or project, and any other business that may arise.

C. Special Meetings. Special meetings may be called by the President, Board of Directors, or by one-third of the voting members. Notice of date, time, place and purpose of such meeting shall be given to all voting members at least ten (10) days prior to said meeting.

D. Rights of Membership. Except as expressly delegated to the Board, all rights 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.

E. Voting Members and Power. The voting members of this Association are the individual, student, and retired members of this Association. 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 in attendance at said meeting 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.

F. Voting Method for Officers. The officers of this association to be elected by ballot at the annual meeting are those set forth in Article VII, A(1) of these bylaws. Voting shall be in person by written ballot and a majority shall be necessary for the election of any officer. In the event any ballot cast does not show a majority for any one nominee for any office listed, the person having the lowest number of votes on the first ballot shall be eliminated and on each succeeding ballot the person having the lowest vote shall be dropped; this procedure to be followed until a majority shall have been received. In the event of a tie the membership shall proceed to vote by ballot to dissolve such a tie, and, should a third ballot fail to break the tie, the winner will be determined by lot. In the event there is only one nominee for any office, and there is no objection, the ballot may be dispensed with and the officer elected by voice vote.

#### **V. ARTICLE V. DUES AND FEES**

A. Dues and Fees. Dues and fees for all classes of membership shall be established by the Board with approval of the membership.

B. Refund of Dues. There shall be no refund of National, State or Association dues after an applicant has been accepted for and notified of membership.

## **VI. ARTICLE VI. BOARD OF DIRECTORS**

### A. Board of Directors.

The Board of Directors shall:

- (1) Consist of the elected and appointed officers of this association.
- (2) Have general supervision of the affairs of this association between its meetings, make recommendations to the Association, and perform such other duties as are specified in these bylaws. The Board shall be subject to the orders of the Association, and none of its actions shall conflict with actions taken by the Association.

### B. Board of Directors' Meeting.

- (1) Meetings: The Board of Directors shall hold a meeting at such time and place as may be designated by the Board, and may hold such other meetings as the President shall call.
- (2) Quorum: A majority of the members of the Board of Directors shall constitute a quorum.
- (3) Notice of Meetings: Notices of regular and special meetings of the Board of Directors shall be given to all directors, giving the date, time and place of the meeting and, in the case of a special meeting, the purpose for which the meeting is called.

## **VII. ARTICLE VII. OFFICERS**

### A. Officers:

Elective Officers. The elective officers of this Association shall be President, Vice President, NALS Liaison, Recording Secretary, Corresponding Secretary, and Treasurer. The elective officers shall take an oath of office at the first regular meeting succeeding their election.

- (1) Appointive Officers. The appointive officers of this association may be Parliamentarian, who shall be without vote at meetings of the Board of Directors.

B. Term of Office: The term of office shall be one year from date of installation or appointment, or until their successors shall be elected and installed. Any officer serving six months or more in an office shall be deemed to have served one term.

C. Requirement to Hold Office: No person shall be eligible to hold office in this Association who is not an individual, student or retired member at the time of election or appointment. Candidates for the office of President shall have served as an elected or appointed officer for a least one (1) year prior to said nomination.

D. Compensation and Reimbursement: No officer, director, committee chairman, or other member of this association shall be compensated for duties performed or services rendered on behalf of this Association. Reimbursement of additional reasonable expenses may be made to any officer, director, committee chairman, or other member of this Association upon approval by a majority vote at a regular or special meeting of the membership, specifying the identity of the person, the purpose of the expense, and the amount of such reimbursement.

E. Vacancies in Office: In the event of a vacancy in the office of President, the Vice President shall succeed to such office for the unexpired term. Any other vacancies shall be filled as follows:

- (1) An elective office shall be filled by ballot vote of the membership at the next regular meeting of the Association.
- (2) The President shall fill the vacancy of an appointive office or chairman as soon as possible after such vacancy occurs. Such appointment shall be approved by the Board of Directors.

F. Vacancies by Absence: The Board of Directors shall have the power to declare a vacancy in any office or committee chairmanship by reason of the absence of an officer or chairman for two successive regular meetings, unless such absence has been unavoidable.

G. Declaring Vacancy in Office: The Board of Directors shall have the power to declare a vacancy in any office of this Association if any officer or chairman does not perform the duties of the office.

## **VIII. ARTICLE VIII. COMMITTEES**

The Standing and Special Committees of this Association shall be those deemed necessary by the Board. Committee chairmen and members shall be appointed by the President, within 30 days after election of officers, subject to approval of the Board.

## **IX. ARTICLE IX. FISCAL YEAR**

The fiscal year of this Association shall be from May 1 through April 30.

## **X. ARTICLE X. DISCIPLINARY ACTION**

The Vice President shall receive complaints as to violations of the Code of Ethics and Professional Responsibility and shall present them to the Board of Directors, who shall direct such action thereon as it may deem necessary.

In the event any member shall violate any of the rules of this Association, such member may be expelled in the manner following:

(1) A two-thirds vote of all members present at a regular meeting in favor of such expulsion.

(2) At least 15 days prior to such meeting, the Recording Secretary shall send by certified mail to said member's last known address, a notice of the pending action together with a copy of the charges. Said member shall be afforded an opportunity to address the membership regarding the charges.

(3) Upon such expulsion being upheld by the National Association, or appeal is not taken, such member's name may be stricken from the roster.

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 the National Association 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.

## **XI. ARTICLE XI. PARLIAMENTARY AUTHORITY**

*ROBERT'S RULES OF ORDER NEWLY REVISED* shall be the parliamentary authority where applicable and where there is no conflict between said rules and bylaws of this Association, the standing rules and Articles of Incorporation of this National Association.

## **XII. ARTICLE XII. AMENDMENT TO BYLAWS**

A. Amendment: These bylaws may be amended at any regular meeting of this Association by a two-thirds vote of the individual and retired members present, provided notice of the proposed amendment shall have been given to each individual and retired member at least thirty (30) days prior to such meeting.

B. Certification:

(1) After adoption by the membership, the Recording Secretary shall prepare a Certificate of Adoption, which certificate shall certify the date such amendment was adopted, and that such amendment was not in conflict with the State and National bylaws.

(2) The parliamentarian shall forward two executed copies of such certification and amendments to the state parliamentarian.

**XIV. ARTICLE XIV. DISSOLUTION/WITHDRAWAL OF CHAPTER**

In the event of dissolution or withdrawal of the chapter from the State and National associations, the procedures set forth in the bylaws, standing rules and established procedures of the National Association shall be followed.

Adopted: February 21, 1985

Amended: January 19, 1995

Amended: March 19, 1998

Amended: April 17, 2003

Amended: March 17, 2005

Amended: March 20, 2008

Amended: March 18, 2010

Amended: March 19, 2015

Amended: September 17, 2015

Amended: September 26, 2017