

BYLAWS
NALS OF GREATER KALAMAZOO

ARTICLE I

Name and Affiliation

The name of this Association is NALS OF GREATER KALAMAZOO (the “Association”). It is chartered by the NALS—THE ASSOCIATION FOR LEGAL PROFESSIONALS (the “National Association”), and shall be affiliated with the NALS OF MICHIGAN (the “State Association”).

ARTICLE II

Purpose and Powers

The purposes for which the corporation is formed and the powers which it may exercise are as follows:

1. To unite Kalamazoo area legal professionals into a local association chartered by and affiliated with the NALS of Michigan and NALS—The Association for Legal Professionals;
2. To carry on a program for the further education of its members 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 its members;
3. To promote the common interests of its members and other legal personnel employed in the greater Kalamazoo area;
4. To establish good fellowship among its members;
5. To deal with and distribute the Association's income and assets exclusively for the Association's purposes in such manner as set forth in these Bylaws without limitations except such, if any, as may be contained in instruments under which any property is conveyed to the Association; and,
6. To exercise generally any power which is consistent with the purposes described above and which a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise, but no other power.

Notwithstanding any other provisions of these Bylaws, the Association shall not conduct or carry on any activities involving pecuniary profit or gain for its directors, officers, or members and shall not engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE III

Policy

This Association shall be nonsectarian, nonpartisan, nonprofit and nonunion.

ARTICLE IV

Membership

Section 1. Qualification. 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 NALS Code of Ethics and Professional Responsibility.

Section 2. Classes. There shall be the following classes of membership:

a. Individual. Individual members shall be members in good standing, who meet the qualifications set forth in Article IV, Section 1. Individual members shall be primary members of only one chapter. Should an individual member become employed outside the legal field, that member may become an associate member.

b. Associate. Associate members include educators, judges, attorneys, or any individual member who subsequently is no longer employed in the legal field. Associate members shall pay only the local dues and shall not vote or hold elective office.

c. Student. Student members include persons attending an accredited program relating to work of a legal nature and are classified by that school as a full-time student. Student members shall pay only the local dues. No state or national dues shall be required.

d. Secondary.

(1) Any individual national member in good standing who is a primary member of any National Association local chartered chapter and state association (where one exists) may upon proper application hold associate membership in this Association.

(2) Any member-at-large in good standing who is an active member-at-large in any state association may upon proper application hold associate member status in this Association.

Secondary members shall pay only the local dues and may not vote or hold elective office.

e. Honorary. Any person who has rendered some special or distinguished service to this Association and who is not a member of this Association may be elected as an honorary member upon two-thirds (2/3) vote of the qualified membership present and voting at a regularly called meeting of this Association.

An honorary member may not vote or hold office and is exempt from payment of dues to this Association.

Section 3. Application and Nomination for Membership.

a. Individual and Associate Membership. If an applicant applies through this Association, an application for membership, on the form prescribed by the National Association, accompanied by membership dues as set out in these Bylaws, and in the case of individual members, accompanied by national and state dues, and the national initiation fee as determined by the National Association, shall be presented to the chairman of the membership committee. This committee shall review the application to determine that the applicant meets membership requirements. Upon determining that the applicant meets membership requirements, the applicant shall be advised of acceptance into membership. Any willful misstatement in the application shall be grounds for rejection of the application or for expulsion if the member has been granted membership.

b. Honorary Membership. Nomination for honorary membership, giving the name and qualifications of the proposed candidate, shall be submitted in writing to the membership committee. This committee shall investigate the qualifications of the nominee and report to the Board of Directors, who, upon majority vote, shall approve or reject the same. After approval, the Board shall submit the nomination to the Association membership. After approval pursuant to Article IV, Section 2(e), the nominee will officially become an honorary member.

ARTICLE V

Dues and Assessments

Section 1. Annual Dues. The annual dues for individual and associate members of this Association as determined by the membership shall be Ten Dollars (\$10), and in the case of individual members, shall include the dues and fees of the State and National Associations. Said dues shall be payable at the time of application and thereafter on an anniversary-date basis, in accordance with the bylaws and standing rules of the National Association.

Section 2. Delinquent Fee. 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 a reinstatement fee of Twenty Dollars (\$20). Members whose dues

have lapsed for more than one year shall be required to apply as a new member.

Section 3. Refund of Dues. There shall be no refund of dues after an applicant shall have become a member.

ARTICLE VI

Officers, Nominations, Elections and Vacancies

Section 1. Election or Appointment of Officers.

a. Elective Officers. The elective officers of this Association shall be President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Parliamentarian, Director, and one (1) or more alternate directors.

b. Appointed Officers. Appointed officers shall be designated as deemed necessary by the Board of Directors.

c. Immediate Past President. The Immediate Past President will also serve as an officer of this Association in an ex officio capacity.

Section 2. Term of Office. The term of office shall be one (1) year from the date of installation or until their successors shall be elected and installed. This does not preclude an officer serving more than one term in office.

Section 3. 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 expenses, however, may be made to any officer, director, committee chairman or other member of this Association.

Section 4. Nominations. A nominating committee consisting of three (3) members shall be selected at the regular meeting held in January. The committee members shall appoint one of them as Chairman. It shall be the duty of this committee to receive nominations, secure acceptance of nominees, and cause a ballot to be prepared containing, in alphabetical order the names of all nominees for each office. The nominations shall be published in the PLEADINGS, the official newsletter of this Association, prior to the March meeting. Nominations for any office may also be made from the floor at the time of elections.

No member may be nominated for the office of president of this Association unless said member has served at least one full term in any other elected office of this Association.

Section 5. Elections. The officers of this Association to be elected by ballot at the annual meeting are those officers set forth in Article VI Section 1(a) above. Should there be but one nominee for any office, the ballot may be dispensed with and the officers elected by voice vote.

Section 6. 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 on the Board shall be filled as follows:

- a. An elective office shall be filled by vote of the qualified members present at the next regular meeting.
- b. The President shall fill the vacancy as to any appointive officer or chairman of a committee as soon as possible after such vacancy occurs, such appointment to be approved by the Board of Directors.

Section 7. Declaring Vacancy in Office. The Board of Directors of this Association shall have the power to declare a vacancy in any office of this Association if any officer or chairman does not perform the duties as set forth herein. Removal of an elected officer must be approved by a 2/3 vote of the Board members present after notice to all Board members of such pending action.

ARTICLE VII

Installation of Officers

The elected officers shall be installed with appropriate ceremonies at the April meeting, or as soon thereafter as practical.

ARTICLE VIII

Duties of Officers

Section 1. President.

- a. The President shall preside at all meetings of this Association and of its Board of Directors, and shall perform such other duties as ordinarily pertain to this office.
- b. The President shall appoint the appointive officers and standing committee chairs subject to the approval of the Board of Directors.
- c. The President shall appoint an audit committee of not less than two members to audit the books of the Association. Appointment shall be made prior to the close of the fiscal year.
- d. The President shall have authority along with the Vice President and Treasurer to sign checks and shall be included on the bond for this Association.

e. The President may appoint special committees subject to the approval of the Board of Directors.

f. The President shall be an ex-officio member of all committees except the nominating committee.

g. At the annual meeting of this Association, the President shall render a written report of the work in office, and an addendum shall be added as necessary before the term of office expires.

Section 2. Vice President.

a. The Vice President shall act in the absence of the President and shall perform such other duties as may be designated by the President or the Board of Directors.

b. The Vice President shall be the membership chairman and shall receive complaints of violation of the Code of Ethics and Professional Responsibility adopted by the National Association.

c. The Vice President shall have authority along with the President and Treasurer to sign checks and shall be included on the bond for this Association.

d. The Vice President shall periodically prepare a membership roster showing names, addresses, telephone numbers of all members and their employers, which roster must be in alphabetical order and furnish the roster to the officers of this Association.

Section 3. Recording Secretary. The Recording Secretary shall keep a correct recording of the proceedings of all meetings of this Association and of the Board of Directors and shall maintain them in a permanent record book.

Section 4. Treasurer.

a. The Treasurer shall receive all local dues of this Association as distributed by the National Association in accordance with National Association bylaws and standing rules.

b. The Treasurer shall maintain a minimum of two accounts, one a checking account and one a savings account, which shall be known as the Jo Spaulding Memorial Scholarship Fund. The Treasurer may maintain additional accounts as approved by the Board of Directors.

c. The Treasurer shall make disbursements as approved by the Board of Directors and shall keep an account of all receipts and disbursements, making a monthly report to the membership and an annual written report at the annual

meeting. The Treasurer shall prepare a budget and present it to the membership at the regular June meeting. The Treasurer shall have the option of appointing a committee to assist with the preparation of the budget.

d. The Treasurer shall be responsible for obtaining a bond on all officers authorized to sign checks written upon the accounts of this Association.

e. The Treasurer shall file such IRS forms as directed by the National Association and such reports and returns as are required by federal or state law.

g. The Treasurer shall have authority along with the President and Vice President to sign checks and shall be included on the bond for this Association.

h. The Treasurer shall close books of account and have them ready, with bank book and bank signature cards, to turn over to the successor immediately following the end of the fiscal year.

Section 5. Director.

a. The Director shall be the liaison between NALS of Michigan and this Association and shall attend all state board meetings.

b. The Director shall prepare a written report of state board meetings to present to local members and advise the President in advance of meeting dates and matters requiring vote of the membership.

Section 6. Parliamentarian. The Parliamentarian shall interpret the Bylaws of this Association upon request and shall keep members informed as to changes in the bylaws and rules of this Association and of the State and National Associations. The Parliamentarian shall review all proposed amendments to the Bylaws of this Association and present recommendations to the Board of Directors for approval. The Parliamentarian shall act only in an advisory capacity regarding the Bylaws and Standing Rules of this Association and shall not assume the President's privilege to rule on questions of parliamentary authority and procedure.

Section 7. Corresponding Secretary. The Corresponding Secretary shall conduct all assignments requested by the President and/or the Board of Directors.

Section 8. Immediate Past President. The Immediate Past President shall act as liaison officer to the Nominations Committee and shall perform such other duties as assigned by the President or Board of Directors.

ARTICLE IX

Meetings

Section 1. Regular Meetings. Regular meetings of this Association shall be held on the

fourth Tuesday of every month or at such other date and time as fixed by the membership or the Board. One-fourth (1/4) of the qualified members of this Association present at any duly-called meeting shall constitute a quorum.

Section 2. Annual Meeting. An annual meeting shall be held prior to March 30 each year for the purpose of electing officers prior to May 1, the beginning of the fiscal year; receiving written annual reports of officers and committee chairmen; and for any other business that may arise.

Section 3. Special Meeting. Special membership meetings may be called by the President, Board of Directors, or by ten (10) percent of the qualified members.

Section 4. Notice. Notice of the date, time and place of all regular and special meetings of this Association shall be given to all members at least ten (10) days prior to such meetings, and in the case of a special meeting, the purpose for which the meeting is being called.

ARTICLE X

Executive Committee and Board of Directors

Section 1. Executive Committee. The Executive Committee shall consist of the elected officers and, in an emergency, may act with the power and authority of the Board of Directors until such time as a meeting of said Board can be called.

Section 2. Board of Directors.

a. The Board of Directors shall consist of the elected and appointed officers, the Immediate Past President, and the standing and special committee chairmen.

b. The Board of Directors shall 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. Said Board shall report to the membership.

Section 3. Board of Directors' Meetings. The Board of Directors shall hold regular meetings at such time and place as may be designated by the President and may hold such other meetings as the President shall call. One-fourth (1/4) of the qualified members of the Board of Directors present at any duly-called meeting shall constitute a quorum.

The first Board meeting of the fiscal year shall be a joint meeting of the past and present Boards.

Section 4. 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.

ARTICLE XI

Committees

Section 1. Committee Chairmen. Within thirty (30) days after the election of officers, or as soon thereafter as practical, the President shall appoint the chairman of the standing committees to carry out the purposes, business and programs of this Association. All committee chairmen except the chairmen of the membership and nominating committees shall be appointed by the President subject to the approval of the Board of Directors.

Section 2. Standing Committees.

a. Audit. This committee shall be responsible for the audit of books of this Association.

b. Employment. This committee shall be responsible for compiling a list of professionals looking for work and law firms looking for same, and for mailing any information requested.

c. Membership. This committee shall be responsible for developing programs for membership growth and retention of members.

d. Newsletter. This committee shall be responsible for compiling and editing information for the PLEADINGS and for distributing the same.

e. Program. This committee shall plan and provide the programs for all meetings of this Association.

f. Reservations. This committee shall be responsible for coordinating the reservations for this Association's monthly meetings and shall notify the members of the place and time of the meetings.

g. Scholarship. This committee shall be responsible for contacting the various colleges and high schools regarding applications for the "Jo Spaulding Memorial Scholarship". They shall also meet to select the winner of the scholarship.

h. Ways and Means. This committee shall be responsible for all fundraising of this Association.

i. History. This committee shall maintain a record of the meetings and events of this Association and make the most recent photo album and/or scrapbook available at each meeting.

Section 3. Special Committees. Special committees may be established and appointed by the President, subject to approval of the Board of Directors (e.g., Legal Professional of the Year, Certification, Seminars, Public Relations).

ARTICLE XII

Fiscal Year

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

ARTICLE XIII

Disciplinary Action

The Vice President shall receive complaints as to violations of the Code of Ethics and Professional Responsibility adopted by the National Association and shall present them to the Board of Directors, who shall direct such action thereon as it may deem necessary. Any member subject to disciplinary proceedings under the Code of Ethics and Professional Responsibility shall have the right of appeal, first to the State Association and then to the National Association for review of the proceedings governing such violations, all in accordance with National Association bylaws.

ARTICLE XIV

Parliamentary Authority

The current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall be the parliamentary authority where applicable. The Bylaws of this Association shall take precedence.

ARTICLE XV

Amendment to Bylaws

Section 1. Amendment to Bylaws. These Bylaws may be amended at any regular or special meeting of this Association, by a two-thirds (2/3) vote of the qualified members present at said meeting, provided notice of the proposed amendments have been furnished to the membership at least thirty (30) days prior to such meeting.

Section 2. Certification. After adoption by the members, the Parliamentarian shall prepare a Certificate of Adoption, certifying the date such amendment was adopted and that such amendment is not in conflict with the state and national bylaws. The Parliamentarian shall forward two (2) executed copies of such certificate and amendments to the state parliamentarian.

ARTICLE XVI

Dissolution of Chapter

In the event of dissolution, the assets of this Association shall be distributed in accordance with Article VIII of the Articles of Incorporation of same.