

**AMENDED AND RESTATED BYLAWS
OF
ATLANTA ASSOCIATION OF LEGAL ADMINISTRATORS, INC.
("A NOT FOR PROFIT CORPORATION OF THE STATE OF GEORGIA")**

**ARTICLE I
NAME AND OFFICE**

1. Name. The name of the organization shall be Atlanta Association of Legal Administrators, Inc. ("Chapter").
2. Location. The principal office of the Chapter is located in Atlanta, Georgia.

**ARTICLE II
PURPOSE 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.

This 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

purpose. 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 and shall consist of Regular and Associate Members as defined and provided for in these bylaws. Membership in the Chapter is not open to consultants and vendors who are engaged by legal 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 as defined below.

“Legal administrators” are persons who

- (i) exercise management responsibilities on a fulltime basis or, 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 which renders high-level technical or other specialized services to the organization;
- (iii) occupy a position which involves the exercise of independent judgment without close daily supervision; and
- (iv) are employed in a position which is or is eligible to be classified as exempt, by a single “legal organization” - 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 which 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.¹

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 consultants or vendors 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 consultants or vendors and are actively seeking employment as a legal administrator.

D. Individuals who have been designated as "Life Members" by the Chapter Board of Directors. Life Members are those individuals who have rendered extraordinary service to the Chapter. Life Members have all the rights and privileges of Regular

¹ The major functional management or administrative areas are General Management; Financial Management; Human Resources Management; Systems Management; Facilities Management; Marketing or Business Development Management; Practice Management; Management of Training and Development Activities; Legal Assistant Supervision and Management; and Management of Lawyer Recruiting activities

membership, but they are not required to pay 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.

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 which involves providing continuing management services of the types described in Article III(1) A., above, including the footnote to that section;

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. Full-time 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. Full-time students in business, management, law or law-related studies at institutions of higher learning; or

G. Bar association executives with management responsibilities of the type described in Article III(1)A., above, including the footnote to that section; and

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. 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 of Directors.

Membership in the Chapter is not open to consultants and vendors who are engaged by legal organizations.

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 of Directors 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 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, the immediate Past President, and four Directors.

3. Election and Term of Office. Board members shall be elected in accordance with Article IX, or appointed to fill a vacancy in accordance with Article V, paragraph 6. Directors shall be elected for a term of one year and may not serve for more than two consecutive terms in any one office. The Director of Electronic Communications position will, however, be exempt from the two-year term limitation. Under extenuating circumstances, the Nominating Committee will have the authority to extend a person in a position beyond the two-year limitation but for no more than three years. When absolutely necessary, the Nominating Committee will also have the authority to allow a person to serve as Director of Electronic Communications while serving in another Board capacity.

4. Resignation of Directors. Any director 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.

5. Removal of Directors. A director may be removed from the Board if he or she fails to attend three (3) meetings of the Board during their term of office, or for other cause, upon the unanimous vote thereof of all the members of the Board, except the director 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 director whose status is being challenged shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meeting.

6. 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, President-Elect and Past President. 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 the President. In the event of vacancy in the office of President-Elect, the Nominating Committee shall recommend by mail or electronic mail to the membership a candidate to fill the elective office. A vote of the majority of the members present at the next regular meeting shall be required to elect a President-Elect to fill a vacancy. In the event of vacancy in the position of Past President, the position will not be filled for the remaining unexpired term.

7. Chairman. The President shall serve as Chair of the meetings of the Board.

8. Meetings. The Board meeting will be held during the first week of each month, unless otherwise determined by the current Board. Notice of a meeting must be given by the President or Vice President to all Board members at least seven (7) days prior to the date on which the meeting is scheduled. The presence of six (6) directors constitutes a quorum.

9. Special Meeting. Special meetings by the Board may be called by the President or by at least four (4) directors. Special meetings may be conducted by telephone conference call.

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, fix or as may be specified in the notice of the meeting.

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

ARTICLE VI **OFFICERS**

1. Officers. The officers of the Chapter shall be a President, Vice President/President-Elect, Secretary, and Treasurer each of whom shall serve a term of one year or until his or her successor has been elected, or otherwise designated and qualified with the exception of the Vice President/President-Elect which is a **two** year term.

2. 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 and may not serve for more than two consecutive terms in any one office, except as noted in Article V, Paragraph 3.

3. Duties. The officers perform those duties that are usual to their position and that are assigned to them by the Board. In addition, the President of the Chapter acts as Chair of the Board at Chapter meetings and the Vice President 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 purpose of such meeting shall be the election of officers and directors and transacting 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 meeting, no business shall be transacted except that which shall have been specified in the notice of the meeting.

3. Notice of Meetings. The regular Chapter meetings will be held on the third Wednesday of each month or at such other time as designated by the Board. Written notice of all meetings shall state the place, date and hour of such meeting, and shall be delivered, either personally or by mail or by electronic mail, to each member. Unless otherwise stated herein, notices shall be given no less than five (5) nor more than thirty (30) days before the date of such meeting. The notice of a meeting shall be deemed delivered when deposited in the postal service mail with postage prepaid, or when sent by electronic mail, addressed to the member at his or her postal service or electronic mail address as they appear on the records of the Chapter.

4. Quorum. A quorum is twenty-five (25%) percent 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 as provided below and except no proxy dated more than eleven (11) months prior to meeting shall be valid. No proxies will be accepted for election of officers at the February meeting. Members must be present to vote for the officers of the Chapter.

ARTICLE VIII **COMMITTEES**

1. Nominating Committee. The Nominating Committee shall be composed of five (5) members. Three (3) members shall be appointed by the Board from the membership of the Chapter and the President and the immediate Past President who shall serve as Chair of the

Committee. If the immediate Past President is no longer an active member, the four remaining members shall constitute the Nominating Committee. All members of the Nominating Committee shall be and shall have been a member of the Chapter a minimum of one (1) year, and may not succeed themselves.

2. Other Committees. The Board may, by resolution, designate such standing 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 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.

ARTICLE IX **NOMINATIONS AND ELECTIONS**

1. Method and Time of Nomination. The names of all candidates for nomination should be submitted to the President by December 15th of each year. The Nominating Committee shall meet before the Chapter's January meeting of each year for the purpose of selecting a slate of officers and directors for recommendation to the Chapter. With regard to the Board position of Director of Newsletter and Public Relations, the nominating Committee shall first consider the current assistant editor of the Newsletter for recommendation to the Chapter. It shall be the responsibility of the Nominating Committee to study the leadership requirements and needs of the organization and to select nominees with the experience and qualities necessary to meet such requirements and needs. The Nominating Committee will be responsible for any and all final decisions as to the selection of candidates for nomination. Their judgment will be final and they will have discretionary authority so that in the event there are too many nominees for one position or too few for another, they will be charged to reach a decision as to the selection of nominees for each of the positions.

2. Method of Conducting Election. At the January meeting of the Chapter, the Nominating Committee shall present its recommendations. At the beginning of the February annual meeting, nominations of eligible members will be accepted from the floor. In the absence of any nominations from the floor, duly seconded, the members present may by acclamation elect the slate of officers and directors presented by the Nominating Committee. Otherwise, ballots including the nominations from the floor will be distributed; votes cast and collected; and results announced at the conclusion of that meeting.

3. Time New Officers and Directors Take Office. Newly elected officers and directors shall assume the responsibilities of office no later than the April Board meeting.

4. Eligibility and Qualifications. Candidates for director or officer in the Chapter must be current members of the Association of Legal Administrators and must have been a member of the Chapter for at least one (1) year at the time of election.

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. The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE XI **AMENDMENTS**

Amendment to these Bylaws may be accomplished by a two-thirds ballot vote of the members either by mail, electronic e-mail vote or by members present at any regular meeting providing a quorum is in attendance. All members must have been provided a copy of the Amendment at least fifteen (15) days prior to the vote.

ARTICLE XII
LIMITATION OF LIABILITY

No officer, Board or 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 membership. 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 the payment of all indebtedness and 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 Bylaws were adopted this the ____ day of _____, 2003, by an electronic mail vote or at a meeting of the Atlanta Association of Legal Administrators, Inc.

ATLANTA ASSOCIATION OF LEGAL
ADMINISTRATORS, INC.

By: _____
President

Attest:

Secretary

[AFFIX CORPORATE SEAL]