

**BYLAWS OF THE
CAPITAL CHAPTER OF THE
ASSOCIATION OF LEGAL ADMINISTRATORS**

**ARTICLE I
NAME AND OFFICE**

Section 1. **Name.** The name of this corporation shall be the Capital Chapter of the Association of Legal Administrators ("Chapter"), a District of Columbia not-for-profit corporation.

Section 2. **Offices.** The Chapter shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the District of Columbia, as the Chapter Board of Directors may determine.

**ARTICLE II
PURPOSES AND RESTRICTIONS**

Section 1. **Purposes.** In addition to the purposes set forth in the Chapter's articles of incorporation, the purposes for which the Chapter is organized are to:

- (a) Improve the quality of management in legal organizations;
- (b) Promote and enhance the competence of legal management professionals and all members of the management team;
- (c) Represent the interests of professional legal management and managers within both the legal community and community-at-large;
- (d) Stimulate the exchange of information about all aspects of the business of law;
- (e) Educate the legal profession about the value and availability of legal management professionals;
- (f) Advance and promote the interests of the Association of Legal Administrators, a Pennsylvania not-for-profit corporation (the "Association"), within the geographic area covered by the Chapter; and
- (g) Other appropriate purposes.

Section 2. Restrictions.

(a) All policies and activities of the Chapter shall be consistent with applicable federal, state and local laws, statutes, ordinances including, without limitation, all antitrust, trade regulation and other legal requirements.

(b) No part of the Chapter's earnings shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

**ARTICLE III
MEMBERSHIP**

Membership in the Chapter is open to any individual that is a member in good standing of the Association.

Section 1. Application. The Chapter shall adopt an application form and procedures to facilitate membership in the Chapter. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the Chapter. The Chapter Board of Directors, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership in the Chapter. All such qualified applicants shall become members upon notice from the Chapter.

Section 2. Definitions. For the purposes of these bylaws:

(a) "Legal management professional" shall mean any individual who is, or aspires to be, actively engaged in the management of a legal organization or dedicated to performing its management responsibilities.

(b) "Legal organization" shall mean any law firm or practice, legal service clinic, corporate legal department, college or university legal department, governmental legal agency, court system, charitable legal agency, not-for-profit or nonprofit legal organization, bar association, legal consulting, alternative legal service provider, law and/or legal management educational institution or other organization that is engaged in the legal industry.

Section 3. Membership Qualifications. The criteria for membership in the Chapter are the same as those for membership in the Association as established by the Association in its bylaws and policies and are as follows:

(a) Membership may be granted to any individual who: (i) is a member in good standing of the Association; (ii) demonstrates an interest in legal administration and the management of legal organizations; (iii) is not disqualified by an affiliation with a business partner as defined herein or business partner-eligible entity; (iv) shares interest in and supports the purposes of the Chapter and Association; and (v) abides by these bylaws, the Association's Code of Ethics, the Association's bylaws, and such other policies, rules, and regulations as the Chapter or Association may adopt.

(b) Business Partners. Notwithstanding anything set forth herein to the contrary, individuals employed by (or that own) a company in the business of selling goods, furniture, equipment, supplies, materials, software, technology, insurance, or other similar services or products to legal organizations are generally not eligible for membership.

(c) Life Membership. Life Membership may be awarded to a Member who has demonstrated extraordinary service to the Chapter and meets such additional criteria as shall be determined by the Board of Directors. Life Membership status with the Chapter has no bearing on the status of a Member with the Association.

Section 4. Rights and Duties.

(a) All members shall be entitled to vote, attend the Chapter's member meetings and social functions and serve on the Chapter's committees.

(b) All members may hold office in the Chapter and serve on the Chapter's Board of Directors.

(c) No individual member of the Chapter shall have the right to vote on the amendment of the Chapter's Articles of Incorporation, or the merger or dissolution of the Chapter.

Section 5. Benefits. Benefits associated with membership shall be determined by the Board of Directors from time to time.

Section 6. Resignation. Members may resign from the Chapter at any time by giving written notice to the Chapter. Any member resigning from the Chapter shall be responsible for all billed and unbilled dues and assessments related to the then current full fiscal year of the Chapter.

Section 7. Ineligibility. In the event that a member ceases to be eligible for Membership in the Association and/or Chapter (e.g., becomes employed by or professionally affiliated with a business partner or business-partner eligible entity), he or she must immediately notify the Chapter. Such individuals may remain a member for the remainder of their current paid Membership term; however, they may not renew their Membership in the Chapter until such time as they may become eligible.

Section 8. Non-Payment of Dues/Ineligibility. The Chapter membership of any member who is in default of payment of Chapter dues or assessments for more than three (3) months, or otherwise becomes ineligible for membership in either the Chapter or Association, may be terminated automatically, according to such rules or procedures as the Board of Directors or its designee(s) shall establish, unless such termination is delayed by the Board of Directors due to a special circumstance.

Section 9. Termination of Membership/Disciplinary Action. A Chapter member may be censured, suspended, expelled for cause or otherwise disciplined by the Association. Disciplinary matters are to be managed solely by the Association's Board of Directors in accordance with the Association's Member Disciplinary Actions and Fair Hearing Policy. Membership in the Chapter automatically shall be terminated whenever a Chapter member's membership in the Association is terminated.

Section 10. Reinstatement. Members who have resigned or been terminated for non-payment of dues may automatically be reinstated upon payment of delinquent dues before the end of the subsequent calendar year for which the dues were payable.

Section 11. No Membership Transfer. Membership in the Chapter is individual and neither assignable nor transferable.

ARTICLE IV CHAPTER STANDARDS

All members of the Chapter must also be members of the Association in good standing. The Board of Directors will take steps to ensure the Chapter remains in continual compliance with all policies and performance objectives established by the Association from time to time.

ARTICLE V MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual business meeting of the Chapter's members shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Chapter's members may be called at any time by the President and must be called, upon the written request to the President, of five or more members. At such special meeting, no business will be transacted except that which will have been specified in the notice of such meeting, unless unanimous consent is obtained from the members present there to transact other business.

Section 3. Notice. Notice of any annual or special meeting of the members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. Quorum. Ten percent (10%) of the Chapter's eligible voting members shall constitute a quorum for the transaction of business at any duly called meeting of the members, provided that if less than quorum is present, a majority of the members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority or more of the members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 6. Mail/Electronic Voting. Voting by ballot, proxy, mail, email or other electronic means shall be permitted for any item of business before the members to the full extent permitted by law (e.g., the not-for-profit corporation act or similar law governing the operation of not-for-profit corporations in the Chapter's state of incorporation) (the "Law"). A ballot, mail, e-mail or electronic vote may only be called by the Board of Directors. In order for a mail, e-mail or electronic vote to be valid (i) the action must be approved by a majority of members casting votes; (ii) the number of members casting votes must be sufficient to constitute a quorum had such action been taken at a meeting; and/or (iii) such other requirements as may be required by Law must be satisfied.

Section 7. Electronic Communications. Member meetings may be held via telephone conference call, similar form of telecommunications, or any technology available which would permit all participants to simultaneously communicate and effectively participate.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The Chapter's affairs shall be managed by the Board of Directors (which shall be referred to in these bylaws as the "Board" or the "Board of Directors"), which shall have supervision, control, and direction of the Chapter, shall determine its policies or changes therein within the limits of these bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. All of the Chapter's committees report to and are subject to the ultimate direction and control of the Board, unless specifically provided otherwise in these bylaws.

Section 2. Composition of the Board of Directors. The Board of Directors of the Chapter will be a President, Immediate Past-President, President-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect, Vice President of Community Services, Vice President-Elect of Community Services, Vice President of Business Partner Advisory, Vice President-Elect of Business Partner Advisory, each of whom will serve a term of one (1) year or until his or her successor has been elected, or otherwise designated and qualified. Following his/her election at the Annual Meeting, the incoming President-Elect will become a non-voting member of the Executive Committee until they are officially installed as President-Elect on April 1st of the following year. All Board members will serve without pay.

Section 3. Qualifications. Only members shall be eligible to serve on the Board of Directors and must have been a member of the Chapter for at least one (1) year at the time of election.

Section 4. Term. At the end of the President's term, the President-Elect automatically will succeed to the office of President. At the end of the President's term, the President automatically will succeed to the office of Immediate Past President. Directors shall serve a one (1) year term in office, or until such time as their successors are duly appointed, qualified and take office. Newly elected officers shall assume the responsibilities of office no later than April 1.

Section 5. Duties. The duties of the Officers will be such as their titles so indicate and as stated in the description for each Officer, or as specified by the Board of Director.

Section 6. Vacancies. If the President is unable to complete his/her elected term of office, for any reason, the vacancy will be assumed by the Immediate Past President. If any elect position is unable to complete his/her elected term of office, for any reason, the President will convene a special meeting of the Nominating Committee within fifteen (15) days of the notice of inability to complete the term to present a qualified candidate for the vacant elect position from the Chapter's membership in the instance where the Annual Election has taken place, the incoming elect will immediately assume the vacant position.

Section 7. Elections.

Nominations and Election

Section 1. Timeline of Nominations and Election. By August, an announcement will be circulated to the membership soliciting nominations for the officer positions and for serving on the nominating committee. The Nominating Committee will be presented to the Executive Committee no later than the September Executive Committee Meeting. Within seven (7) days of the Executive Committee approval, the Nominating Committee will be announced to the Membership. The slate of officers will be presented to the Executive Committee no later than the October Executive Committee Meeting. Within seven (7) days of the Executive Committee approval, the approved slate of officers will be announced to the Membership. Voting by the membership on the slate of officers will commence no later than November 1st and will conclude no more than seven (7) days prior to the Annual Meeting in December.

Section 2. Nominations and Election. The Nominating Committee will consist of five (5) members, chaired by the current President-Elect, and including four (4) Non-Executive Committee members, and announced to the membership at least three (3) months prior to the annual meeting. The term of the members of the Nominating Committee is one year. The criteria for participating on the Nominating Committee will be as follows:

- a former member of the full Leadership Team, prior Executive Committee member, Chair or Co- Chair, or
- an active member of a Capital Chapter Committee or Section.

Additional nominations may be made after submission of the Nominating Committee's Report by filing a petition with the Secretary of the Chapter at least thirty (30) days in advance of the Annual Meeting and signed by at least ten percent (10%) of the members of the Chapter in good standing, nominating a person qualified for any of the offices listed in Section 1 of Article VI. Only nominations made in this manner may be considered in the elections held at each Annual Meeting.

The Secretary will prepare a ballot containing the report of the Nominating Committee and such other nominations as are made under Section 2. of this Article. Ballots will be sent to members of the Chapter at least fifteen (15) days before the Annual Meeting electronically. Members will vote on-line, and all voting will conclude seventy-two (72) hours before the Annual meeting.

Section 3. Notices, Reports and Petitions. All notices, reports, and petitions filed with the Secretary pursuant to this Article will be made available to the Chapter membership. The President will cause such additional publications of such notices, reports, and petitions to be made as may be practical and as deemed appropriate.

Section 8. Regular Meetings. The Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such action.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the Chapter's President or upon a written request to the Chapter's President of four (4) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 10. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, any meeting to be held by conference call (whether regular or special) may be held upon a minimum of twenty-four (24) hours prior notice.

Section 11. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice.

Section 12. Manner of Acting. The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Law, the Articles of Incorporation, or these bylaws.

Section 13. Action Without a Meeting. Any action requiring a vote of the Board of Directors may be taken without a meeting if a written consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 14. Waiver of Notice. Notice of any meeting need not be given to any member of the Board of Directors who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 15. Resignation of Board Member. Any Board Member may resign at any time by giving written notice of resignation to the Secretary. Such resignation will take effect at the time specified therein, or if such time is not so specified, immediately upon its receipt by the Secretary. Any Board member must resign if membership criteria are no longer met.

Section 16. Removal of Board Members. A Board member may be removed from the Board of Directors if he or she fails to attend three (3) consecutive meetings of the Board, or for other cause, upon the unanimous vote therefore of all the members of the Board, except the Board member whose removal has been proposed. Such removal will be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated will contain a notice of the proposed termination, and the Board member whose status is being challenged will be notified

thereof, in writing by the Secretary as directed by the President, at least thirty (30) days prior to the date of such meeting. A Director who no longer meets the qualifications for office shall be automatically removed and such vacancy shall be filled by the Board of Directors.

Section 17. Vacancies. If the President is unable to complete his/her elected term of office, for any reason, the vacancy will be assumed by the Immediate Past President. If any elect position is unable to complete his/her elected term of office, for any reason, the President will convene a special meeting of the Nominating Committee within fifteen (15) days of the notice of inability to complete the term to present a qualified candidate for the vacant elect position from the Chapter's membership in the instance where the Annual Election has taken place, the incoming elect will immediately assume the vacant position.

Section 18. Compensation. Directors shall not receive any remuneration for their services as Directors. Nothing contained herein shall be construed to preclude any Director from serving the Chapter in any other capacity and receiving reasonable compensation therefor.

ARTICLE VII OFFICERS

Section 1. Officers. The Officers of the Chapter shall be a President, President-Elect, Secretary, Treasurer and Immediate Past President (collectively, the "Officers").

Section 2. Qualifications. Officers must be members in good standing in both the Chapter and the Association.

Section 3. Term.

(a) Officers shall serve a one (1) year term in office, or until such time as their successors are duly appointed, qualified, and take office. Newly elected officers shall assume the responsibilities of office no later than April 1.

Section 4. Elections. The Officers shall be elected in accordance with Article VI, Section 7 above.

Section 5. Resignation and Removal of Officers. Any Officer may resign at any time by giving written notice to the President or Secretary. In addition, any Officer may be removed by the Board, whenever, in its judgment, the best interests of the Chapter would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an Officer or agent shall not of itself create any contract rights.

Section 6. Officer Vacancies. If the President is unable to complete his/her elected term of office, for any reason, the vacancy will be assumed by the Immediate Past President. If any elect position is unable to complete his/her elected term of office, for any reason, the President will convene a special meeting of the Nominating Committee within fifteen (15) days of the notice of inability to complete the term to present a qualified candidate for the vacant elect position from the Chapter's membership in the instance where the Annual Election has taken place, the incoming elect will immediately assume the vacant position. .

Section 7. Resignation and Removal. An Officer may resign in writing submitted to the President. In the case of the resignation of the President, the resignation will be submitted to the Secretary who will refer such resignation to Chapter Board of Directors. A resignation will be effective on the acceptance date of the resignation as determined by the Chapter Board of Directors. An Officer who no longer meets the qualifications for office shall automatically be removed and such vacancy shall be filled as set forth above. Any Officer may be removed by a majority vote of the member present and voting, in person or by proxy, at any regular or special meeting at which a quorum of the members is present, whenever in their judgment the best interests of the Chapter or the Association would be served by such removal. OR Any Officer may be removed by the Board, whenever in its judgment the best interests of the Chapter or the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an Officer or agent shall not of itself create any contract rights.

Section 8. Duties of Officers.

(a) President. The President shall be the Chapter's chief executive officer and shall, in general, supervise and control the Chapter's affairs, subject to the direction and control of the Board of Directors. The President shall be an ex-officio member of all of the Chapter's committees, except as otherwise provided by these bylaws. The President shall (i) chair all Board and member meetings; (ii) serve as the Chair of the Executive and Nominating Committees; (iii) serve as the Chapter's official representative and spokesperson, except as otherwise provided by the Board; (iv) appoint, subject to the approval of the Board, the members and chairs of the Chapter's committees; (v) fill, subject to the approval of the Board, vacancies on the Chapter's committees; and (vi) in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

(b) President-Elect. The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be an ex-officio member of all committees, except as otherwise provided by these bylaws. The President-Elect shall in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board. The President-Elect shall succeed to the office of President upon expiration of the President's term of office, and in the event of the death, resignation, removal, or incapacity of the President.

(c) Secretary. The Secretary shall keep or cause to be kept the minutes of the meetings of the Chapter Board of Directors and members; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) Treasurer. The Treasurer shall be responsible for all funds and securities of the Chapter; shall receive and give receipts for monies due and payable to the Chapter from any sources whatsoever, and shall deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to the Board of Directors at its regular meetings, and to the Chapter membership at its Annual Meeting; and shall in general perform all the duties incident to

the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(e) Immediate Past President. The Immediate Past President shall have such duties as may be assigned by the President or the Board of Directors.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees. The Board of Directors may, by resolution, designate such standing committees or sections for such purposes and having such powers as it may determine, and the President may appoint the Chair and members of all such committees or sections. The President, President-Elect and Immediate Past President will be ex-officio members of all committees and sections, except as otherwise specified.

- (i) Quorum and Manner of Acting. At all meetings of any standing committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
- (ii) Committee Vacancies. Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.
- (iii) Policies and Procedures. The Board shall develop and approve policies and procedures for the operating of all standing committees. All standing committees shall report to the Board.

(a) **Advisory/Ad Hoc Committees and Task Forces.** The Board of Directors may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these bylaws. An ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the Board. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc committees and task forces may be established for longer periods with the approval of the Board. The action of establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

- (i) Quorum and Manner of Acting. At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- (ii) Committee/Task Force Vacancies. Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee/task force.
- (iii) Policies and Procedures. The Board of Directors shall develop and approve general policies and procedures for the operating of all

committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

ARTICLE IX FINANCIAL MATTERS, CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Annual Budget. A budget showing anticipated revenue and expenses will be adopted annually by the Board of Directors.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

Section 3. Payment of Indebtedness. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such Officer or Officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 4. Deposits. All of the Chapter's funds shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Bonding. The Board of Directors shall provide for the bonding of such officers and employees of the Chapter as it may from time to time determine.

Section 6. Gifts. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the Chapter's general purposes or for any special purpose.

Section 7. Books and Records. The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and members. The Chapter shall provide the Association with copies of all such books and records upon request.

Section 8. Fiscal Year. The fiscal year of the Chapter shall be April 1 through March 31.

ARTICLE X RELATIONSHIP WITH ASSOCIATION

The Chapter shall abide by the terms of the Association's bylaws, rules, regulations, and policies as may be adopted by the Association's Board of Directors from time to time, which, among other things, set forth the relationship between the Association and the Chapter, the rights, responsibilities and obligations of the Chapter and the Association with respect to one another, the limitations and requirements governing the Chapter's use of the Association's name, trademarks, service marks, logos and other intellectual property, and the grounds upon which the Chapter's affiliation with the Association may be terminated and its charter revoked.

**ARTICLE XI
ELECTRONIC MEETINGS/COMMUNICATION**

Section 1. Electronic Meetings. Any action to be taken at a Board of Directors, other committee or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, notice of an electronic meeting of the Board of Directors must be delivered at least twenty-four (24) hours prior to the meeting.

Section 2. Electronic Communication. Unless otherwise prohibited by Law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

**ARTICLE XII
INDEMNIFICATION**

The Chapter shall indemnify all past and present officers, directors, employees, and committee, council, and task force members, and all other Chapter volunteers to the full extent permitted by the Law and shall be entitled to purchase insurance for such indemnification to the full extent of the Law as determined by the Board of Directors.

**ARTICLE XIII
AMENDMENTS**

These By-Laws may be amended by majority vote of the members present and voting at any Chapter meeting or through electronic or fax vote, provided that any proposed By-Law amendment will be distributed to the Chapter membership for their review at least seven (7) days in advance of meeting or electronic or fax vote. Notwithstanding the foregoing, all proposed bylaw amendments must first be submitted to the Association and are subject to the prior written approval of the Association. Amendments not receiving the approval of the Association shall be of no force or effect.

**ARTICLE XIV
DISSOLUTION**

In the event of the dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Chapter, transfer all remaining assets of the Chapter to the Association (except any assets held by the Chapter upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) or, in the event the Association previously has been dissolved, the Chapter shall dispose of all of the remaining assets of the Chapter (except any assets held by the Chapter upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under either Section 501(c)(3) for Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Chapter is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

Amended: September 3, 2013.

The Capital Chapter of the Association of Legal Administrators, Inc. is incorporated in the District of Columbia as a Section 501(c)(6) Professional Trade Association under the Internal Revenue Code.

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These Amended and Restated Bylaws were adopted this _____ day of _____, _____, at the meeting of the _____ Chapter of the Association of Legal Administrators.

President

Secretary