

**BYLAWS
OF THE PUGET SOUND CHAPTER
ASSOCIATION OF LEGAL ADMINISTRATORS
*A Washington Nonprofit Corporation***

**ARTICLE I
NAME AND OFFICE**

1. Name. The name of the organization shall be the PUGET SOUND CHAPTER of the ASSOCIATION OF LEGAL ADMINISTRATORS, hereinafter called "Chapter,"

2. Location. The principal office of the Chapter shall be in such place as the Board of Directors, hereinafter called "Board," shall from time to time determine.

**ARTICLE II
PURPOSES 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.

The 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 purposes. 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-exception 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 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.

a. "Legal Administrators" are persons who: (a) exercise management responsibilities on a full-time basis or, if not full-time, devote at least 75% of their working time to performing the management responsibilities of their position, (b) manage others or manage an important function which renders high-level technical or other specialized services to the organization; (c) occupy a position which involves the exercise of independent judgment without close daily supervision; and (d) are employed, in a position which 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

¹ The major functional management or administrative areas are General Management, Financial Management, Human Resource Management, Information 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.

include the managing partner of a private law firm or other 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 for up to one additional year (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 Board of Directors. Life members are those individuals who have rendered extraordinary service to the Chapter and upon whom the Chapter Board has conferred such status. Life members are not required to pay Chapter dues. Life members who qualify for membership and are current on dues with the Association of Legal Administrators will have all the rights and privileges of regular membership. Life members who retire will be considered Associate Members and have the rights and privileges associated with that status.

Regular members have all the rights and privileges of membership, including the right to hold any 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 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;

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 in the Chapter, as well as the benefits accruing to associate members, shall be determined from time to time by the Chapter Board.

Associate Members may 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.

ARTICLE IV
MEMBERSHIP: APPLICATION, REMOVAL
AND 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 nonpayment 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 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. Membership in the Chapter is not assignable or transferable.

4. 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, also known as the Executive 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, President-Elect, Secretary, Treasurer, Immediate Past President, Senior Director of Membership Services,

Director of Education, Director of Communications, Senior Director of Business Partner Relations, and Association/Regional/ Liaison(s) (non-voting).

3. Selection and Term of Office. Board members shall be selected in accordance with Article IX, or appointed to fill a vacancy in accordance with Article V6. Directors shall be selected for a term of one or two year(s). The term of office shall begin on April 1 of each year.

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 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) consecutive meetings of the Board, or for other cause, upon the unanimous vote 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 and President-Elect. If the President is unable to complete his or her elected term of office for any reason, the President-Elect will succeed to the office of President and serve the remainder of that term of office, in addition to serving as President-Elect. In the event of vacancy in the office of President-Elect, the Nominating Committee shall convene and recommend a suitable candidate to the President for certification.

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

8. Meetings. The President or President-Elect must mail or email notice of a meeting to all Board members at least seven (7) days prior to the date on which the meeting is scheduled.

9. Special Meetings. Special meetings of the Board may be called by the President or by at least six (6) 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.

12. Quorum. The presence of six (6) voting directors constitutes a quorum.

13. Consent. Any action permitted or required to be taken at a meeting of members, directors, or a committee of directors, may be taken without a meeting in accordance with

RCW 24.03.465 if consent in writing setting forth the action so taken shall be signed by all members, directors, or members of the committee, as the case may be.

ARTICLE VI OFFICERS

1. Officers. The officers of the Chapter shall be a President, President-Elect, Secretary, Treasurer, Immediate Past President, Senior Director of Membership Services, Director of Education, Director of Communications, Senior Director of Business Partner Relations, and Association/Regional Liaison (non-voting), each of whom shall serve a term of one or two year(s) or until his or her successor has been elected, or otherwise designated and qualified.

2. Selection and Term of Office. All of the officers shall be selected 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 or two year(s). The term of office shall begin on April 1 of each year.

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 Board and Chapter meetings and the President-Elect 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 on the last Thursday of January at 11:30 a.m., or at such other time as the Board may determine. The purposes of such meeting shall be to announce the selection of officers and directors and transact 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 of the President of five (5) or more members. At such special meetings, no business shall be transacted except that which shall have been specified in the notice of such meeting.

3. Notice of Meetings. Written notice of all meetings shall state the place, date and hour of such meeting and shall be delivered, either personally, by mail, or by email 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, addressed to the member at his or her street or email address as it appears on the records of the Chapter.

4. Quorum. A quorum is 25% 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. There are nine (9) voting members of the Executive Board; a tie vote would be decided by the President.

6. Proxies. Voting by written proxy shall be allowed at any meeting of the members of the Chapter except no proxy dated more than eleven (11) months prior to meeting shall be valid.

7. Consent. Any action permitted or required to be taken at a meeting of members may be taken without a meeting in accordance with RCW 24.03.465 if consent in writing setting forth the action so taken shall be signed by all members.

ARTICLE VIII COMMITTEES

1. The Nominating Committee. The Nominating Committee shall be composed of up to eleven (11) members, including the President-Elect, who shall serve as the chair of this committee; and the President (who shall be a non-voting member except in cases of a deadlocked decision). Other suggested members include: a Director of Membership, a Director of Business Partner Relations; a Diversity Committee Co-Chair; a Community Service Co-Chair; a member of the Past Presidents Council; and four (4) general members from both large and small firms, at least two of which shall be non-Extended Board members. Any member being considered for President-Elect cannot serve on the Nominating Committee. If this situation occurs during the nominating process, the President-Elect shall appoint a suitable replacement for this Nominating Committee member. All members of the Nominating Committee shall be and shall have been members in good standing of the Chapter for a minimum of two (2) years. No member of the Nominating Committee may serve for more than three (3) years in succession unless such member holds one of the positions delineated above.

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.

ARTICLE IX NOMINATIONS AND SELECTIONS

1. Method and Time of Nomination. The Nominating Committee shall meet in November of each year or earlier to recommend to the Board a slate of officers and directors. The Nominating Committee shall meet in person at least three (3) times to identify potential candidates, share due diligence reports and recommend the final slate. It shall be the responsibility of the Nominating Committee to study the leadership requirements and needs of

the Chapter and to select candidates with the experience and qualities necessary to meet such requirements and needs. The Nominating Committee will interview President-Elect candidates and may interview other prospective nominees personally and their consent to serve, if selected, shall be obtained. Due diligence should be divided up among the Nominating Committee members and conducted as appropriate using the due diligence questions similar to those used by the Association Nominating Committee. The Nominating Committee shall conduct reference checks with other PSALA members with whom the candidate has worked. A report summarizing the Nominating Committee's analysis of the leadership needs of the Chapter, the names of the nominees, their experience and qualifications, and the reasons that the Nominating Committee believes the candidates named can meet those needs should be presented to the Executive Board for their approval prior to the January Board meeting.

2. Method of Selecting Board Members. The candidates selected by the Nominating Committee shall be presented as recommendations to the Executive Board for their approval upon certification by the President that: (a) they are members in good standing of the Chapter, and (b) they meet the eligibility requirements of these bylaws. Following certification, the President-Elect shall notify the membership of the results at the annual meeting in January as stated in Article VII.1 and provide biographical information on each newly elected officer and director within sixty (60) days of the Nominating Committee's report.

3. Notice to Candidates. After Executive Board approval, the Nominating Committee Chair shall contact each candidate individually by January 15th to notify them that they have been selected. Likewise, the Nominating Committee Chair or President shall contact the out-going Board members to thank them for their service and let them know who is taking their position.

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

ARTICLE XI **AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by a majority vote of the Board. All Board members must be provided a copy of the amendment(s) at least seven (7) days prior to the vote. The members may also alter, amend or repeal these Bylaws or adopt new Bylaws in accordance with the provisions of Article VII.

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 attorneys' 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 to which such director or officer may be entitled apart from these Bylaws. The Chapter may purchase and maintain insurance on behalf of any person who is or was a director of officer of the Chapter against such liability asserted against him or her in such capacity, or arising out of his or her status as such, whether or not the chapter would have the power to indemnify him or her against such liability.

ARTICLE XIV
DISSOLUTION

The Chapter may be dissolved by a resolution adopted by a majority of the Board. In the event of dissolution of the Chapter, the Board or committee appointed by the Board shall be responsible for its liquidation. In case of dissolution of the Chapter, the Board shall authorize payment of all indebtedness and any remaining funds, investments and other assets of the Chapter shall be distributed to such organization which are the 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 similarly to the purposes and objectives of the Chapter as may be determined by a majority vote of the then members of the Chapter.

ARTICLE XV
LAW TO APPLY

In the event of any dispute as to the meaning of any term or phrase contained herein, Washington law shall be held to apply.

ARTICLE XVI
AUTHORITY TO BIND THE CHAPTER BY CONTRACT

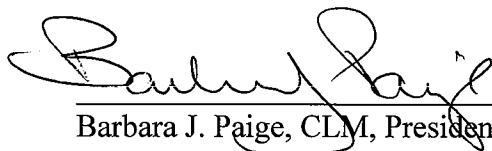
The authority to bind the Chapter to contract obligations is vested in the Board. This authority may be exercised on behalf of the Board as set forth in these bylaws. In the absence of the exercise of this authority by the Board, directly or through officers authorized to act on behalf of the Board, the Chapter bears no responsibility for contracts or agreements executed by others who purport to bind the Chapter.

ARTICLE XVII
SEVERABILITY

If any paragraph hereof shall be held to be invalid, all other paragraphs hereof shall continue in force and effect.

These Bylaws were adopted on October 2, 1986, and have been amended from time to time.

Amended by the Executive Board
February 28, 2011



Barbara J. Paige, CLM, President