

**BYLAWS
OF THE KNOXVILLE CHAPTER OF THE
ASSOCIATION OF LEGAL ADMINISTRATORS
A NOT FOR PROFIT CORPORATION OF THE STATE OF TENNESSEE**

**ARTICLE I
NAME AND OFFICE**

Section 1. Name. The name of the organization shall be the Knoxville Chapter of the Association of Legal Administrators ("Chapter").

Section 2. Location. The Chapter shall have and continuously maintain in the state of Tennessee 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 state Tennessee, 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.

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 **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. The Board shall consist of the President, President-Elect/Vice President, Secretary, Treasurer and a Past President.

Section 3. Eligibility, 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, Section 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. Only members shall be eligible to serve on the Board of Directors.

Section 4. Resignation of Directors. Any director may resign at any time by giving written notice of resignation to the Secretary, or in the case of the Secretary notice should be given to the

President. 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/President.

Section 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 therefore 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. 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 and must have been a member of the Chapter for at least one (1) year at the time of election.

Section 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 shall succeed to the office of President. In the event of vacancy in the office of President-Elect, the Nominating Committee shall recommend by mail, fax or email 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.

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

Section 8. 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. Notice of a meeting will be e-mailed/mailed/faxed by the President to all Board members at least three (3) days prior to the date on which the meeting is scheduled. Unless otherwise notified, meetings are held monthly at least the week preceding the monthly membership meeting.

Section 9. Special Meetings. Special meetings of the Board may be called by the President or by written request to the Chapter's President of least three (3) directors. Notice of any special meetings of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least three (3) days prior to the date of the meeting. Special meetings may be conducted by telephone conference call.

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. 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.

Section 12. 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 13. 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 14. 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 15. 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 VI **OFFICERS**

Section 1. Officers. The officers of the Chapter shall be a President, President-Elect/ Vice President, Immediate Past President, 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.

Section 2. Eligibility, 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, Section 6. Officers are elected for a term of one year and may not serve for more than two consecutive terms for any given office, except by approval of the Board and affirmative majority vote of the membership at a regular monthly meeting. Officers must be members in good standing in both the Chapter and the Association and must have been a member of the Chapter for at least one (1) year at the time of election.

Section 3. 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 Nominating Committee; (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.

Section 4. **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 5. **Officer Vacancies**. The President-Elect shall automatically succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next appointment. A President-Elect filling a vacancy in the office of President shall subsequently serve as President for the one-year term of office to which he or she was originally appointed to serve. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Directors immediately shall fill the office of President and such appointee shall hold office until

the next appointment. A vacancy in the office of Immediate Past President shall cause that office to remain vacant until such time that the currently seated President succeeds to fill that office. A vacancy in the office of Secretary or Treasurer shall be filled by the Board of Directors from amongst the current members of the Board. An officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

Section 6. **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 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.

ARTICLE VII

MEETINGS/ELECTRONIC COMMUNICATIONS

Section 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 and place as the Board may determine. The purposes of such meeting shall be the election of officers and directors and transacting such other business as may come before the meeting.

Section 2. **Special Meeting.** Special meetings of the members of the Chapter may be called at any time by the President or be called upon the written request to 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. The time and place for holding special meetings shall be determined by the Board.

Section 3. **Notice of Meetings.** Written notice of all meetings shall state the purpose, place, date and hour of such meeting, and shall be delivered, by e-mail/mail/fax, to each member at least three (3) days before the date of such meeting.

Section 4. **Quorum.** A quorum is 25% of the Chapter's eligible voting members, provided that if less than a quorum is present, a majority of the members present may adjourn the meeting to another time without further notice.

Section 5. **Voting.** A majority vote of those attending a properly convened meeting at which a quorum is present is required to approve any action, unless the act of a greater number is required by law, Articles of Incorporation, or these bylaws.

Section 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.

Section 7. 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 8. 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 VIII **COMMITTEES**

Section 1. Nominating Committee. The Nominating Committee shall be composed of three (3) members. Generally, the current President, Immediate Past President and one other chapter member 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.

Section 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 or any other Board member as designated by the President shall serve as an ex-officio member of each committee, except the Nominating Committee.

(a) **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.

(b) **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.

(c) **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.

ARTICLE IX

NOMINATIONS AND ELECTION

Section 1. Method and Time of Nomination. The Nominating Committee shall meet in January of each year for the purpose of selecting a slate of officers and directors for recommendation to the membership of 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. Prospective nominees may be interviewed personally by the Nominating Committee and their consent to serve, if elected, should be obtained. A report summarizing the Nominating Committee's analysis of the leadership needs of the organization, the names of the nominees, their experience and qualifications, and the reasons that the Nominating Committee feels the candidates named can meet those needs should be presented to the membership at the annual meeting in February.

Section 2. Method of Conducting Election. The Nominating Committee shall present its recommendations for new officers and directors at the Annual Meeting, at which time nomination of eligible members will also be accepted from the floor. In the absence of any nominations, duly seconded, from the floor, the members present may by acclamation elect the slate of officers and directors presented by the Nominating Committee. The election results shall become part of the Chapter minutes.

Section 3. Time New Officers and Directors Take Office. Newly elected officers and directors shall assume the responsibilities of office no later than April 1.

ARTICLE X

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 XI **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 XII **AMENDMENTS**

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the members casting ballots, provided that such alteration, amendment or repeal has been approved by the Board of Directors and submitted in writing to the membership not more than sixty (60) and not less than ten (10) days prior to the date by which the same is to be considered. 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 XIII **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 XIV **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 XV **DISSOLUTION**

The Chapter may be dissolved by a resolution adopted by a majority of the membership. 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.

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These Amended and Restated Bylaws were adopted this 31st day of December, 2019, by vote of the Knoxville Chapter of the Association of Legal Administrators.

Marc Upchurch, President

Charlotte Welch, Secretary