

**BYLAWS OF ALAMN. THE MINNESOTA CHAPTER OF THE
ASSOCIATION OF LEGAL ADMINISTRATORS**

NAME AND OFFICE

Name. The name of this corporation shall be ALAMN, the Minnesota Chapter of the Association of Legal Administrators ("Chapter"), a nonprofit corporation governed by the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A.

Offices. The Chapter shall have, and continuously maintain in the state of Minnesota, 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 of Minnesota, as the Chapter Board of Directors may determine.

PURPOSES

Bylaw 1: Purposes and Restrictions.

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:

1. Improve the quality of management in legal organizations;
2. Promote and enhance the competence of legal management professionals and all members of the management team;
3. Represent the interests of professional legal management and managers within both the legal community and community-at-large;
4. Stimulate the exchange of information about all aspects of the business of law;
5. Educate the legal profession about the value and availability of legal management professionals;
6. 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
7. Other appropriate purposes.

Restrictions.

1. 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.
2. 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.

MEMBERSHIP MATTERS

Bylaw 2: Membership and Criteria

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

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.

Definitions. For the purposes of these bylaws:

“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.

“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.

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:

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.

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.

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.

Rights and Duties.

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

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

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.

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

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.

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.

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.

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.

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.

Bylaw 3: 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.

Bylaw 4: Membership Meetings.

1. **Annual Meeting.** There shall be an annual meeting of the Members of the Chapter usually held in February, but in no event to be held later than March 10, which may be held in conjunction with a regular Chapter meeting or at such other time as the Board may determine.
2. **Special Meetings.** Special meetings of the Members of the Chapter may be called at any time by the President or must 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.
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, facsimile or via e-mail to each Member. Unless otherwise stated herein, notices shall be given no less than five (5) or more than thirty (30) days before the date of such meeting. The notice of a meeting shall be deemed delivered when deposited in the United States mail with postage prepaid, addressed to the member at his or her address as it appears in the records of the Chapter or upon successful transmission of facsimile or upon transmission of any e-mail communication.
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 a quorum is present, a majority of the members present may adjourn the meeting to another time without further notice.
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.
6. **Mail/Electronic Voting.** Voting by ballot, proxy, mail, e-mail 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.
7. **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.
8. **Remote Communications for Membership Meetings.** The Board of Directors is authorized to hold an annual meeting and special meetings of the Chapter solely by means of remote communication through which the Members may participate in the meeting, if notice of the meeting is given to every Member entitled to vote at such meeting, and if the number of Members participating in the meeting constitute a quorum at the meeting. Furthermore, the Board of Directors is

authorized to determine that a member not physically present in person or by proxy at an annual meeting or special meeting of Members may, by means of remote communication, participate in a meeting of members held at a designated place. In any meeting of Members held solely by means of remote communication or in any meeting of Members held at a designated place in which one or more Members participate by means of remote communication, the Chapter must implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a member. In addition, the Chapter must implement reasonable measures to provide each Member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to: (1) read or hear the proceedings of the meeting substantially concurrently with those proceedings; (2) if allowed by the procedures governing the meeting, have the Member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and (3) if otherwise entitled, vote on matters submitted to the Members.

BOARD OF DIRECTORS

Bylaw 5: Responsibilities; Composition; Qualifications.

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.

Composition of the Board. The Board shall be comprised of the President, President-Elect, Immediate Past President, Secretary, Treasurer and up to three (3) Members-at-Large (each a "Director"). All directors shall be natural persons who are adults.

Qualifications. Only members shall be eligible to serve on the Board of Directors.

Bylaw 6: Election; Term.

Except for the first directors, who shall be elected by the incorporator, the directors shall be elected in accordance with Bylaws 24, 25, 26, 27 and 28 or appointed to fill a vacancy in accordance with Bylaw 13. Directors shall be elected for a term of one (1) year, and shall hold office until expiration of the term and until a successor is elected and qualified, or until the earlier death, resignation, removal or disqualification of the director. Directors may not hold the same Board position for more than two consecutive terms, but may serve non-consecutive terms.

Bylaw 7: Meetings.

Meetings of the Board may be held at any time, date, or place, or solely by one or more means of remote communication, upon request of the President or any four (4) directors of the Chapter. The request shall specify the purpose or purposes of the meeting. At each meeting of the Board,

the President shall preside as Chair, or in the absence of the President, the President-Elect shall preside. The Secretary of the Chapter, or in his or her absence any person whom the Chair shall appoint, shall act as secretary of the meetings.

Bylaw 8: 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.

Bylaw 10: Quorum; Proxies.

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.

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.

Bylaw 11: Adjournments.

Any meeting of the Board may be adjourned from time to time or day to day, or both, upon the consent of a majority of directors present. If the date, time and place of the adjourned meeting appear in the minutes of the original meeting, no further notice as to the date, time and place of the adjourned meeting need be given. At any adjourned and reconvened meeting at which a quorum of the directors is present, any business may be transacted which might have been transacted at the original meeting.

Bylaw 12: Removal or Resignation.

A director may be removed if he or she fails to attend three consecutive meetings of the Board, or for other cause, by the unanimous vote 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 removal is being proposed shall be notified 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.

Any Director may resign at any time by giving written notice of resignation to the President. In the case the President requests to resign such notice must be given in writing to the Immediate Past President. Resignation shall take effect at the time specified therein. If such time is not so specified, then such resignation will be effective immediately upon receipt of such notice by named Director.

Bylaw 13: Vacancies.

Vacancies due to removal or resignation or other cause may be filled by the remaining directors, and a director so elected shall fill the unexpired term of the director who is being replaced. In the event of vacancy in the office of President-Elect, the Nominating Committee, with the addition of the current President shall recommend to the membership a candidate to fill the elective office. A vote of the majority of the members eligible to vote, present at the next regular meeting shall be required to elect a President-Elect to fill a vacancy.

Bylaw 14: Committees.

The Board may designate one or more committees from time to time, adopting such regulations as it deems advisable with respect to the purpose, membership, authority and procedures of such committees. The President shall appoint the Chair and members of all such committees. The President shall serve as an ex-officio member of each committee, except the Nominating Committee.

Bylaw 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.

Bylaw 16: 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

Bylaw 17: Action by Remote Communication.

When possible, it is preferred that meetings take place in person, however; a director may participate in a board meeting by means of conference telephone, or if authorized by the Board of Directors, by such other means of remote communication, in each case through with the director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by this means also constitutes personal presence at the meeting.

Bylaw 18: Other Powers.

In addition to the powers and authority conferred upon it by these Bylaws, the Board shall have the power to do all acts necessary and expedient to the conduct of the business of the Chapter.

OFFICERS

Bylaw 19: Officers.

The officers shall at a minimum include a President, Secretary and Treasurer. All other officers shall be directors and they shall perform such duties as specified by the Board of Directors. Officers shall be natural persons who are adults. All officers will also be directors of the Chapter. Any director can hold up to two officer positions.

Bylaw 20: Election and Term of Office.

The officers shall be elected in accordance with Bylaws 24, 25, 26, 27 and 28 or appointed to fill a vacancy in accordance with Bylaw 22. Officers shall be appointed for a term of one (1) year or until his or her successor has been appointed and qualified, or until the earlier death, resignation, removal or disqualification of such officer. Officers may not hold the same Officer position for more than two (2) consecutive terms, but may serve non-consecutive terms.

Bylaw 21: Resignation and Removal.

Any Officer may resign at any time by giving written notice to the President or Secretary. Any officer appointed by the Board may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a meeting at which there is a quorum and for which notice stating the purpose of the meeting has been given.

Bylaw 22: Vacancy.

If any office of the Chapter becomes vacant by reason of death, resignation, removal, disqualification, or other cause, the Board may appoint a successor to fill the unexpired portion of the term for which that officer was elected.

Bylaw 23: Duties.

The officers shall perform those duties that are usual to their position and that are assigned to them by the Board.

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 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.

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.

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.

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.

NOMINATING PROCESS.

Bylaw 24: Nominating Committee.

The Nominating Committee shall be chaired by the Immediate Past President and be composed of the current President-Elect, and three (3) additional Members. Two (2) members of said committee shall be appointed by the Immediate Past President, and one (1) member of said committee shall be appointed by the Board of Directors. No additional board members are permitted to serve on the committee. If the Immediate Past President is no longer an active Member, the four remaining members shall constitute the Nominating Committee. All members of the Nominating Committee shall be and shall have been Members of the Chapter a minimum of one (1) year and may not succeed themselves.

Bylaw 25: Method and Time of Nomination.

The Nominating Committee shall meet no earlier than November 1 and no later than December 31 of the year preceding the election, 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 shall be interviewed personally by the Nominating Committee and their consent to serve, if elected, should be obtained.

Bylaw 26: Method of Conducting Election.

No earlier than January 1 of the election year, the Nominating Committee shall present the slate of officers and directors by electronic means, to Members of the Chapter. A time no later than January 31 will be specified for the ballots to be returned. A majority of the returned ballots shall be required to elect an officer or director.

The Nominating Committee shall count the ballots and present the results to the Members no later than February 28 in the following manner:

1. number of eligible votes;
2. number of ballots case;
3. for each office
4. total votes cast;
5. number of votes necessary to elect;
6. number of votes received by officers and
7. directors elected

Bylaw 27: Time New Officers and Directors Take Office.

Newly elected officers and directors shall assume the responsibilities of office no later than April 1.

Bylaw 28: Eligibility and Qualifications.

Candidates for director or officer in the Chapter must be current Members of the Chapter and must have been Members of the Chapter for at least one (1) year at the time of their election and have chaired, or co-chaired at least one committee. Only Members who have served at least one (1) year on the Board of Directors will be considered for the position of President-Elect and said President-Elect position may run concurrently with any other Board position.

FINANCIAL MATTERS, CONTRACTS, CHECKS, DEPOSITS AND BONDING

Bylaw 29: Annual Budget.

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

Bylaw 30: 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.

Bylaw 31: 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.

Bylaw 32: 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.

Bylaw 33: 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.

Bylaw 34: 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.

Bylaw 35: 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.

Bylaw 36: Fiscal Year.

The fiscal year of the Chapter shall be April 1 through March 31.

RELATIONSHIP WITH ASSOCIATION

Bylaw 37: 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.

ELECTRONIC MEETINGS/COMMUNICATION

Bylaw 38: 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.

Bylaw 39: 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.

OTHER MATTERS

Bylaw 40: Amendments to Bylaws.

These Bylaws may be amended or repealed by a majority vote. This may be a vote conducted by e-mail, or other electronic means; or it may be a vote conducted at a meeting at which there is a quorum and for which notice stating the purpose of the meeting has been given. All Members must be provided with a copy of the proposed Amendment at least fifteen (15) days prior to the meeting. 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.

Bylaw 41: Indemnification of Persons.

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, each person who is a party or is threatened to be made a party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the Chapter), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Chapter, or that he or she is or was serving at the specific request of the Board as a director, officer, employee or agent of another Chapter, partnership, joint venture, trust or other enterprise, shall be indemnified by the Chapter against all reasonable expenses, including attorneys' fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Bylaw shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person and his or her heirs, executors and administrators, with respect to activities of such person during the period he or she acted as a director, officer, employee or agent of the Chapter, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaws.

Bylaw 42: Limitation of Liability.

No officer, Board or committee member, Member, agent or employee of the Chapter shall be liable

for the act or failure of any other such person or organization.

Bylaw 43: 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.

CERTIFICATE

The foregoing Bylaws of ALAMN were adopted by the Board of Directors and Membership of the Chapter effective the 24th day of December 2019.

Dated: 12/24/2019 By: Jessica Gerhardson, President

