

BYLAWS OF ALAMN, THE MINNESOTA CHAPTER OF THE ASSOCIATION OF LEGAL ADMINISTRATORS,

This instrument constitutes the Bylaws of ALAMN (the “Chapter”) a nonprofit corporation governed by the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A.

PURPOSES

Bylaw 1: Purposes and Restrictions.

Purposes. The purposes of the Chapter are:

1. To increase the professionalism of professional legal managers by providing continuing support, educational opportunities and information;
2. 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 law firms and legal services organizations regarding the value and availability of professional administrators; and to consider standards of qualifications for such administrators;
3. To develop and promote continuing education programs;
4. To make available upon request members who specialize in specific areas of administration for consulting purposes within the membership;
5. To support the goals and programs of the Association of Legal Administrators where consistent with the goals and purposes of the Chapter and
6. 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.

Restrictions. All policies and activities of the Chapter shall be consistent with:

1. Applicable federal, state and local antitrust, trade regulation or other legal requirements; and
2. Applicable tax-exemption requirements including the requirements that the Chapter not be organized for profit and that no part of its net earnings inured to the benefit of any private individual.

MEMBERSHIP MATTERS

Bylaw 2: 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 or as a consultant supporting legal organizations, as defined below, and shall consist of Regular and Associate Members as defined and provided for in these bylaws.

Membership in the Chapter is not open to business partners, as defined below, who are engaged by legal and/or legal consultant organizations.

Regular Members. Regular membership in the Chapter is limited to:

1. 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. “Legal administrators” are persons who (i) 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; (ii) manage others or manage an important function that renders high-level technical or other specialized services to the organization; (iii) occupy a position that involves the exercise of independent judgment without close daily supervision; and (iv) are employed in a position that is or is eligible to be classified as exempt, by one or more “legal organizations” - 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 that 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 such as: General Management; Financial Management; Human Resources Management; Systems Management; Facilities Management; Marketing or Business Development Management; Practice Management; Management of Training and Development Activities; Staff Supervision and Management; and Management of Lawyer Recruiting activities.

2. Practicing lawyers who have the principal lawyer executive management responsibility in their legal organization and who devote no less than 75% of their working time to that responsibility and function. Individuals potentially meeting this criteria would include the managing partner of a private law firm or the chair of a law firm executive committee; the General Counsel in a corporate legal department; and the head of a governmental agency legal department such as a state Deputy Attorney General with agency administration responsibilities.
3. Unemployed legal administrators who are not serving as business partners and who have met the criteria for Regular membership are eligible to continue as Regular Members until expiration of a 180-day period measured from the date on which they are no longer employed as legal administrators. After the expiration of the 180-day period, unemployed legal administrators are eligible to continue as Associate Members and to renew as Associate Members (other eligibility requirements of Associate membership notwithstanding), provided such legal

administrators are not serving as business partners and are actively seeking employment as a legal administrator and/or legal consultant.

4. Individuals who have been designated as “Life Members” by the Chapter Board of Directors. Life Members are those individuals who have rendered extraordinary service to the Chapter. Life Members have all the rights and privileges of Regular membership, but they are not required to pay dues. Those Life Members who are no longer employed as legal administrators and do not meet the criteria for Regular membership may not hold elective or appointive office but may serve as members of committees.
5. Consultants to the Legal Industry. For purposes of membership eligibility, “consultant” is defined as an individual who does not provide goods, furniture, equipment, supplies, materials, software, technology, insurance, or legal industry services directly through his/her company; or causes to be provided through a workforce of employees, or is employed by such an entity; unless the individual meets one or more of the following criteria:
 - i. an individual who is a recognized subject-matter expert within the legal community;
 - ii. an individual whose primary service generally involves the sale of intellectual property, expert advice, coaching or assessment to legal organizations and who engages with multiple and changing clients;
 - iii. an individual who performs ongoing day-to-day administrative functions for one or more companies or firms which would otherwise qualify the individual for Regular ALA membership despite who employs them, including a business partner;
 - iv. an individual who is self-employed as a contractor or operating a self-owned business and performing day-to-day administrative roles for one or more companies or firms, which would otherwise render the person eligible for Regular ALA membership if an employer/employee relationship existed.

A consultant membership is bestowed upon an individual, not a company, and employees of business partner-eligible companies are not considered consultants and are not eligible for consultant membership, unless: a) the individual is performing day-to-day administrative functions at a remote or third party location; or b) the individual is employed as a legal administrator in the corporate legal department of the business organization.

6. For purposes of membership eligibility, a business partner is generally an individual (or member of an organization) whose primary function is to market or sell products and/or services to members of the legal community.

Regular Members have all the rights and privileges of membership, including (except as provided in Bylaws 2(A)4., above) the right to hold elective or appointive office.

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:

1. Practicing lawyers with an interest in law firm administration and management;
2. Individuals engaged in an ongoing employment-type relationship that involves providing continuing management services of the types described in Bylaws 2(A)1., above;
3. Retired Regular Members of the chapter who are not otherwise employed;
4. Unemployed legal administrators who have exhausted their eligibility for Regular membership but meet the requirements of Associate membership under Bylaws 2(A)3., above;
5. 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;
6. Any part or full-time student enrolled in any degree program at an accredited institution of higher or post-secondary learning, and who is not employed in a full-time exempt position, will be eligible for student membership at the current student rate and for a maximum term of four years at which time membership status may be reviewed for continuations;
7. Bar association executives with management responsibilities of the type described in Bylaws 2(A)1., above; or
8. Other individuals not specifically excluded from membership who have and demonstrate an interest in the management of law firms and other legal organizations, and who do not qualify for Regular membership in the Chapter.

Associate Members may not hold elective or appointive office in the Chapter. Other policies governing the participation of Associate Members in the Chapter, as well as the nature and extent of benefits accruing to Associate Members, shall be determined from time to time by the Chapter Board of Directors.

Bylaw 3: Membership: Application, Removal, Chapter Standards.

1. Individuals meeting the criteria for membership in any class may join the Chapter by making application and paying such dues as the board may, from time to time, determine.
2. Members of any classification may be automatically removed from membership (a) if they no longer meet the criteria for membership established by the bylaws, and/or (b) for non-payment of dues within the time frames for such payment as are from time to time established. Members may also be removed for other cause, including but not limited to conviction of embezzlement, theft or other crime, upon a two-thirds vote of the board of directors present at any meeting of the Board. A vote on removal for cause shall occur only after the member, who is the subject of consideration, has been advised of the pending action and has been given reasonable opportunity for explanation and/or defense.

3. All Members of the Chapter must be members of the international Association of Legal Administrators.

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. The purposes of such meeting shall be the election of officers and directors and transacting such other business as may come before the meeting.
2. **Special Meetings.** Special meetings of the Members of the Chapter may be called at any time by the President and must be called upon the written request to the President of five (5) or more members. At such special 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 send of any email communication.
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. Voting via telephone, internet, authenticated electronic communication or any other manner permitted by law will be permitted if authorized, in advance, by the Board of Directors.
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. **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.

The property, funds, affairs and business of the Chapter shall be under the general authority of the Board of Directors (the "Board"), which shall consist of up to nine (9) directors. All directors shall be natural persons who are adults.

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 22, 23, 24, and 25 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 Administrative Director 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 which may be taken at a meeting of the Board may be taken by written action signed by all of the directors, unless the action need not be approved by the Members, in which case the action may be taken by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. Written notice of the written action shall be given to all the directors after the written action is signed.

Bylaw 9: Notice.

Written notice of each meeting of the Board, stating the time, date and place of the meeting, shall be mailed, sent via e-mail, or delivered to each of the Directors at least seven, but not more than thirty days in advance of the meeting. Notice may be waived before, at or after a meeting, orally or in writing. Attendance by a director at a meeting is a waiver of notice of that meeting, unless

the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Bylaw 10: Quorum; Proxies.

At any meeting of the Board, a majority of the directors then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by statute or provided in these Bylaws, the affirmative vote of a majority of the directors present at a meeting at which there is a quorum is sufficient for any action. Directors shall not appoint a personal proxy or vote by proxy.

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.

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: 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 16: 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 17: Officers.

The officers shall at a minimum include a President and Finance Director/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 18: Election and Term of Office.

The officers shall be elected in accordance with Bylaws 22, 23, 24, and 25, or appointed to fill a vacancy in accordance with Bylaw 20. 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 19: Removal.

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 20: 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 21: Duties.

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

NOMINATING PROCESS.

Bylaw 22: 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 Regular Members. Two (2) members of said committee shall be appointed by the Committee Chair of the Chapter, and one (1) member of said committee shall be appointed by the Board of Directors. Neither the Committee Chair nor the Board of Directors may appoint a director 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 Regular Members of the Chapter a minimum of one (1) year, and may not succeed themselves.

Bylaw 23: Method and Time of Nomination.

The Nominating Committee shall meet no earlier than November 1 of the year preceding the election and no later than January 31 of the election 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 shall 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 (e.g. naming offices), the names of the nominees, their experience and qualifications should be presented to the membership at the Annual Meeting.

Bylaw 24: Method of Conducting Election.

At the Annual Meeting of the Chapter, the Nominating Committee shall present its recommendations, 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.

Otherwise, the slate of officers and directors shall be mailed, or e-mailed, or distributed by other electronic means, to Members of the Chapter not later than seven (7) days following the Annual Meeting. A time will be specified for the ballots to be returned prior to the next Member meeting after the Annual Meeting. 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 of the next Member meeting after the Annual Meeting in the following manner:

1. number of eligible votes;
2. number of ballots cast;
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 25: Time New Officers and Directors Take Office.

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

Bylaw 26: Eligibility and Qualifications.

Candidates for director or officer in the Chapter must be current Regular Members of the Chapter and must have been Regular 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 Regular 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.

OTHER MATTERS

Bylaw 27: Maintenance and Inspection of Records.

Correct and complete copies of the Articles of Incorporation, Bylaws, accounting records and minutes of meetings of the members, the Board and of committees of the Board shall be kept at the office of the Administrative Director of the Board of Directors or any other location directed by the Board. A Member or director, or agent or attorney of a Member or director, may inspect all books and records of the Chapter for any proper purpose at any reasonable time.

Bylaw 28: 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.

Bylaw 29: Budget.

An annual budget for each fiscal year shall be prepared under direction of the Board for Board approval as early as possible prior to the beginning of the new fiscal year. Thereafter, at any meeting of the Board, the Board may approve any supplemental budget that may be necessary.

Bylaw 30: Fiscal Year.

The fiscal year of the Chapter shall be April 1 through March 31. Dues shall be payable upon receipt of a billing statement. The statement shall be sent to each member's organization unless otherwise directed.

Bylaw 31: 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 32: 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 33: Dissolution.

The Chapter may be dissolved by a resolution adopted by a majority of the Members. In the event of dissolution of the Chapter, the Board or a committee appointed by the Board shall be responsible for its liquidation. In case of dissolution of the Chapter, the Board shall authorize the payment of all indebtedness and any remaining funds, investments and other assets of the Chapter shall be distributed to such organizations which are then qualified as exempt within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 or of corresponding provisions of then existing federal revenue laws, whose purposes and objectives are similar to the purposes and objectives of the Chapter as may be determined by a majority vote of the then Members of the Chapter.

CERTIFICATE

The foregoing Bylaws of ALAMN were adopted by the Board of Directors and Membership of the Chapter effective the 12th day of March, 2016.

Dated: 4/12/2016 By: Sarah Didrikson, President