

BYLAWS

OF

SAN ANTONIO LEGAL SECRETARIES ASSOCIATION

January 27, 2010

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ARTICLE I

Name and Affiliation

The name of this Association is San Antonio Legal Secretaries Association (San Antonio LSA). It is chartered by NALS ... the association for legal professionals (NALS) and shall be affiliated with the Texas Association of Legal Professionals (Texas ALP).

ARTICLE II

Object and Purposes

Section 1. The object and purposes for which San Antonio LSA is formed are:

- a. To establish good fellowship among the members of San Antonio LSA;
- b. To stimulate a high order of professional attainment;
- c. To further our knowledge of the law and to uphold its honor and dignity;
- d. To create a high standard of ethics among our members; and
- e. To further the interests of active members through San Antonio LSA and assist in every possible way to carry out the objectives of NALS and Texas ALP.

Section 2. Every member of San Antonio LSA shall subscribe to the Code of Ethics adopted by NALS and agrees to be bound thereby:

CODE OF ETHICS

Members of NALS are bound by the objectives of this Association and the standards of conduct required of the legal profession.

Every member shall:

Encourage respect for the law and the administration of justice;

Observe rules governing privileged communications and confidential information;

Promote and exemplify high standards of loyalty, cooperation, and courtesy;

Perform all duties of the profession with high integrity and competence; and

Pursue a high order of professional attainment.

Section 3. The motto of San Antonio LSA is:

PROFESSIONALISM + EDUCATION = EXCELLENCE

ARTICLE III

Policy

San Antonio LSA shall be nonsectarian, nonpartisan, nonprofit and nonunion.

ARTICLE IV

Membership

Section 1. There shall be the following classes of membership:

a. Active. An Active member shall consist of those persons engaged as a legal secretary, law office administrator, legal assistant, paralegal, stenographer, typist or clerk in any law office; any person employed in the courts, the trust department of banks or trust companies, or in any public or private institution or office directly engaged in work of a legal nature, including the public offices of the United States government, states, cities, counties or municipalities. Notwithstanding the foregoing, a person who is licensed to practice law who is an individual national member prior to May 1, 1988 may continue in that class of membership. Active members may vote and hold office.

Active members may retain this status though not employed as set forth above provided they have been active members of San Antonio LSA for at least one (1) year and shall continue to pay such dues as may be required.

b. Life Member. A member who has performed outstanding work for San Antonio LSA may be named a life member by a two-thirds vote of the membership present at a regularly called meeting of San Antonio LSA. Upon reaching this status, a life member's San Antonio LSA dues shall be waived. Said life member shall be liable for all dues to Texas ALP and NALS. A life member shall retain voting privileges and may hold office.

c. Honorary. Any person who has rendered some special or distinguished service to San Antonio LSA may be elected as an honorary member upon two-thirds vote of the membership present at a regularly called meeting of this Association. Honorary members may not vote, hold office or serve as Director or Director Pro Tem to any national or state meeting.

d. Associate. Those persons associated with the legal field, such as educators, students, judges or attorneys. An associate member may not vote or hold an elective office in the Association. Dues for associate members shall be set by the Board of Directors. Associate members may not serve as Director or Director Pro Tem to any national or state meeting.

e. Secondary. Any individual member in good standing who is an active member of any NALS state or local chapter or any member-at-large in good standing who is a member-at-large of NALS or of a state association may hold secondary member status in San Antonio LSA. Secondary members may not vote or hold office and may not serve as an alternate to any national or state meeting.

f. Retired. A retired member shall be a local chapter or member-at-large in good standing as set forth in the national bylaws and standing rules, who is retired and has a total of five (5) consecutive years as a member immediately prior to retirement, and who has either attained the age of sixty-two (62) or has retired due to a physical disability.

g. Corporate. A corporate member shall be those businesses involved in services and with products that are supportive of work of a legal nature. Corporate members may not vote or hold an elective office. A corporate membership is for one year. The corporate member shall be placed on the mailing list to receive all notices of meetings and events of San Antonio LSA. Corporate members are entitled to a ten percent (10%) discount off advertising rates in the San Antonio LSA *Summons* and Ten Dollars (\$10) off exhibitor fees for any local Association events.

Section 2. Application and Nomination for Membership.

a. Application for all classes of membership shall be submitted on the form prescribed by NALS and accompanied by membership dues as set out in these bylaws and the state and national association bylaws.

b. Honorary. Nomination for honorary membership, giving the name and qualifications of the proposed candidate, shall be submitted in writing to the chairperson of the membership committee. This committee shall investigate the qualifications of the nominee and report to the Board of Directors, who, upon majority vote, shall approve or reject the nomination. After approval by a majority vote, the Board shall submit the nomination to San Antonio LSA's membership. After approval by a two-thirds vote of the membership present, the nominee will officially become an

honorary member. An honorary member is exempt from payment of dues to this Association.

Section 3. Transfer of Membership.

a. Place of employment or residence determines the place of membership, and active members may transfer from or to San Antonio LSA upon application to the membership committee.

b. Proper notification in accordance with the national bylaws must be given the state and national treasurers and the local association of which transferee was a member.

Section 4. Annual Dues.

a. The annual dues of San Antonio LSA shall be determined by the membership and shall be \$10. The annual corporate dues shall be \$150. The annual secondary dues shall be \$10.

b. All dues levied on members shall be due on the first day of the month following the anniversary date established by NALS and shall be paid each year to NALS on or before the first day of the next month following the established due date; provided, however, if a member is approved by NALS as a hardship, San Antonio LSA dues will be waived.

c. All dues and reinstatement fees shall be paid directly to NALS. NALS will remit the appropriate dues and fees for each member to San Antonio LSA. Dues for secondary members of San Antonio LSA shall be paid directly to San Antonio LSA.

d. In the event annual dues are not paid, the member shall be considered inactive after ninety (90) days following the anniversary date established by NALS. Any member considered inactive shall be unable to vote and unable to hold any office. In the event a current officer becomes inactive, the President shall appoint a new officer to replace the inactive member for the remainder of the term of office. In the event the President becomes inactive, the Vice President shall assume the President's role.

ARTICLE V

Officers – Nominations, Elections and Vacancies

Section 1. Officers.

a. Elective Officers. The elective officers of San Antonio LSA shall be President, Vice President, Recording Secretary, Treasurer, Corresponding Secretary and Director.

b. Appointive Officers. The appointive officers of San Antonio LSA shall be Parliamentarian.

Section 2. Term of Office.

The term of office shall be one year from date of election or appointment or until their successors have been elected or appointed. This does not preclude an officer serving more than one term in office.

Section 3. Compensation and Reimbursement.

No officer, director, committee chairperson or other member of San Antonio LSA shall be compensated for duties performed or services rendered on behalf of San Antonio LSA. Reimbursement of expenses, however, may be made to any officer, director, committee chairperson or other member of this Association upon approval by a majority vote of the membership.

Section 4. Nominations.

a. Nominating Committee. At the regular meeting held in January, a nominating committee of three members shall be selected by San Antonio LSA. It shall be the duty of this committee to formulate a proposed slate of officers, receive nominations, secure acceptance of nominees, and cause a ballot to be prepared containing, in alphabetical order, the names of all nominees for each office. The ballot shall be delivered to the Editor of *The Summons*, who, at least one week prior to the annual meeting in March, shall deliver a sample ballot to each member. Nominations may also be made from the floor at the time of election for any office. Members wishing to run for office may file an Intent to Run form with the Nominating Committee Chairperson prior to the close of nominations and be placed on the sample ballot.

b. The President shall appoint a judge and two (2) tellers for the purpose of supervising the election and tallying the votes. The judge shall certify the results of said vote to the President, who shall announce the result to the assembly. In the event of a tie, the Board of Directors shall immediately proceed to vote by ballot to dissolve such tie. A majority of all votes cast shall constitute an election. In the event any ballot cast does not show a majority for any one nominee for any office listed, the person having the lowest number of votes for the particular office nominated on the first ballot, or on any necessary succeeding ballot, shall be eliminated from the ballot until a majority vote is shown for one nominee for the particular office.

c. Prerequisites for Holding Office. All nominees (1) must be currently employed in the legal field; (2) must have been active members of the Board of Directors for at least one fiscal year prior to installation in office; and (3) must have agreed to accept nomination. Further, candidates for the office of President must have held at least one other elective office prior to nomination.

Section 5. Election. The officers of this Association to be elected by ballot at the annual meeting are those officers set forth in Article V, Section 1.a above. A majority shall elect. Should there be but one nominee for any of such offices, the ballot may be dispensed with and the officers shall be elected by voice vote.

Section 6. Vacancies in Office.

In the event of a vacancy in the office of President, the Vice President shall succeed to such office for the unexpired term. Any other vacancies on the Board shall be filled as follows:

a. An elective office shall be filled by vote of membership at the next regular meeting of San Antonio LSA.

b. The President shall fill the vacancy as to any appointive officer or chairperson of a committee as soon as possible after such vacancy occurs, such appointment to be approved by the executive committee.

Section 7. Declaring Vacancy in Office. The Board of Directors of San Antonio LSA shall have the power to declare a vacancy in any office of San Antonio LSA if any officer or chairperson does not perform the duties of the office.

ARTICLE VI

Duties of Officers

Section 1. President.

a. The President shall preside at all meetings of San Antonio LSA and of its Board of Directors and shall perform such other duties as ordinarily pertain to this office and shall serve as alternate Director. The President shall be an ex-officio member of all committees except the Nominations Committee.

b. The President shall appoint the executive officers and standing committees subject to the approval of the executive committee.

c. The President may appoint special committees subject to the approval of the Board of Directors.

d. The President shall appoint an Audit Committee Chairperson, who shall review the financial records of San Antonio LSA for accuracy and use of proper bookkeeping procedures.

e. The President shall attend meetings of the Board of Directors of NALS when practical. The President shall be familiar with the bylaws of NALS, Texas ALP and San Antonio LSA.

f. Upon receipt of notice of NALS meetings and agenda, the President shall submit in writing to the national director of the state any matters which San Antonio LSA wishes to come before the Board and make a report of national activities to San Antonio LSA.

Section 2. Vice President.

a. The Vice President shall act in the absence of the President and shall perform such other duties as may be designated by the President or the Board of Directors.

b. The Vice President shall be chairperson of the Membership Committee and shall receive complaints of violation of the Code of Ethics adopted by NALS.

Section 3. Recording Secretary.

a. The Recording Secretary shall keep a correct recording of the proceedings of all meetings of San Antonio LSA and of the Board of Directors and shall maintain them in a permanent record book.

b. The Recording Secretary shall preserve in a permanent file all records of value to San Antonio LSA and its officers. All records and the minute book shall be delivered to the successor at the close of the term.

Section 4. Treasurer.

a. The Treasurer shall receive all dues and assessments of San Antonio LSA and shall make disbursements as approved by the membership.

b. The Treasurer shall keep an account of all receipts and disbursements, make a monthly report to the membership, an annual written report at the annual meeting and a year-end financial report at the May membership meeting. The incoming Treasurer shall prepare a budget and present it to the Board of Directors for review prior to presentation to the membership at the regular May meeting.

c. The Treasurer shall prepare and file IRS Form 990 as directed in the NALS Chapter Officers' Handbook. This form should be prepared and signed by the outgoing Treasurer in May of each year for filing by September 15.

Section 5. Corresponding Secretary.

The Corresponding Secretary shall inform the members of correspondence received and reply to such correspondence, keep an accurate file thereof, and shall assist the Recording Secretary in any manner requested.

Section 6. Director.

a. The Director shall be the liaison between the state association and San Antonio LSA and shall attend and vote on behalf of San Antonio LSA at all state board meetings and perform all duties required by the state bylaws.

b. The Director shall prepare a written report of state board meetings to present to local members and advise the President in advance of meeting dates and matters requiring vote of the membership.

c. The outgoing Director shall prepare a written report of the annual meeting to present to the local membership.

Section 7. Parliamentarian.

The Parliamentarian shall interpret the bylaws of San Antonio LSA upon request and shall keep members informed as to changes in bylaws and rules of San Antonio LSA and of the state and national associations. The Parliamentarian shall review all proposed amendments to the bylaws of San Antonio LSA and present recommendations to the Board of San Antonio LSA for approval.

ARTICLE VII

Meetings

Section 1. Regular Meetings.

Regular meetings of San Antonio LSA shall be held on the fourth Wednesday of each month or at such time and place as fixed by the membership or the Board. Notice of any change in the regular meeting date, time and place shall be furnished to all members at least 10 days prior to the new date. The Board of Directors may conduct all business of San Antonio LSA, except those rights specifically reserved to members.

Section 2. Annual Meetings.

An annual meeting shall be held each year on the fourth Wednesday in March for the purpose of electing officers prior to the beginning of the fiscal year (May 1); written annual reports of officers and committee chairpersons and any other business that may arise shall be presented at this meeting.

Section 3. Special Meetings.

Special membership meetings may be called by the President, Board of Directors, or by 10 percent of the active members. Notice of date, time, place and purpose of such meeting shall be given to all active members at least 10 days before said meeting.

Section 4. Quorum.

A quorum for transaction of business at any regular, special, annual or board meeting shall be those members in attendance at such meeting.

ARTICLE VIII

Executive Committee and Board of Directors

Section 1. Executive Committee.

The Executive Committee ("EC") shall consist of all elected and appointed officers and committee chairpersons, shall exercise the powers of the Board of Directors ("Board," as hereinafter defined) between regular and special meetings of the Board, and shall have such other powers as are vested in it by these bylaws. The EC shall report its actions to the Board. The EC may make recommendations to the Board concerning policy or procedures. In the event of a mail, telephone, or electronic vote, a majority of the EC shall be required to approve any action thereof.

Section 2. Board of Directors.

The management of San Antonio LSA shall be vested in the Board. The Board shall:

- a. Consist of all voting members of San Antonio LSA; and
- b. Have supervision, control, and direction of the affairs of San Antonio LSA. The Board shall determine San Antonio LSA's policies or changes therein, and may adopt such other bylaws and standing rules for the conduct of its business.

Section 3. Board of Directors' Meetings.

- a. Meetings. The Board shall hold a regular monthly meeting on the first Wednesday of each month or at such time and place as may be designated by the President.
- b. Consent agenda. The presiding officer shall be permitted to utilize a consent agenda for the business meetings.

Section 4. Notice of Meetings.

Notices of regular and special meetings of the Board shall be given to all members (with three (3) days' notice for regular meetings and twenty-four (24) hours' notice for special meetings), giving the date, time and place of the meeting and, in case of a special meeting, the purposes for which the meeting is called.

ARTICLE IX

Representative to the State Association Meetings

The Director shall represent San Antonio LSA at the Texas ALP Fall and Winter Board meetings and the Texas ALP annual meeting. A Director Pro Tem may be elected to stand in, in the absence of the Director.

ARTICLE X

Committees

Within a reasonable time after election of officers, the President shall appoint the chairpersons of the committees to carry out the purposes, business and programs of San Antonio LSA, including the following:

Section 1. Continuing Education. This committee shall be composed of a chairperson and such other members as are deemed necessary. This committee shall be responsible for the development and coordination of all continuing education programs of this Association.

Section 2. Membership. This committee shall be composed of a chairperson, who shall be the Vice President, and such other members as are deemed necessary. This committee shall develop programs for membership growth and retention.

Section 3. Historian. The Historian shall prepare a history book of all activities for San Antonio LSA for the year. The book is usually presented as a gift to the outgoing President at the end of the fiscal year.

Section 4. Editor. The Editor shall gather information and prepare *The Summons* for reproduction and mailing to each member. It shall contain announcements, news, special events, legal education, and other items of interest to the general membership.

Section 5. Program. This committee shall be composed of a chairperson and such other members as are deemed necessary. The chairperson shall be appointed by the President subject to the approval of the Executive Committee. This committee shall arrange for the programs to be presented to the membership at chapter meetings.

Section 6. Certification. This committee shall be composed of a chairperson and such other members as are deemed necessary. This committee shall promote the certification programs sponsored by NALS.

ARTICLE XI

Fiscal Year

The fiscal year of San Antonio LSA shall be from May 1 through April 30.

ARTICLE XII

Disciplinary Action

The Vice President shall receive complaints as to violations of the Code of Ethics adopted by NALS and shall present them to the Board of Directors who shall direct such action thereon as it may deem necessary. Any member subject to disciplinary proceedings under the Code of Ethics shall have the right of appeal, first to the state association and then to the national association, for a review of the proceedings governing such violations, all in accordance with the national bylaws.

ARTICLE XIII

Parliamentary Authority

The current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall be the parliamentary authority where applicable and where there is no conflict between said Rules and the bylaws and standing rules of this Association, and the Articles of Incorporation of NALS.

ARTICLE XIV

Amendment to Bylaws

Section 1. Amendment.

a. These bylaws may be amended at any regular meeting of San Antonio LSA by a two-thirds vote of the members present, provided written notice of the proposed amendment shall have been given to each active member at least 15 days preceding such meeting.

b. Automatic grammatical and correlating editorial changes in these bylaws or amendments thereto, or in any standing rule adopted by this Association or any amendments thereto, which in no way alter the intent or meaning of the respective bylaw, standing rule, or amendment, shall be effected by the Parliamentarian, subject to the approval of the Executive Committee.

Section 2. Certification.

After adoption by the members, the Recording Secretary shall prepare a certificate of adoption, which certificate shall certify the date such amendment was adopted, and that such amendment is not in conflict with the state and national bylaws. The recording secretary shall forward executed copies of such certificate and amendments to the state parliamentarian.

ARTICLE XV

Dissolution or Withdrawal of Association

In the event of dissolution or withdrawal of San Antonio LSA from NALS, the procedures set forth in the bylaws of NALS shall be followed.