



Wisconsin Chapter

A Chapter of the Association of Legal Administrators

AMENDED AND RESTATED BYLAWS OF THE WISCONSIN ASSOCIATION OF LEGAL ADMINISTRATORS (A NOT-FOR-PROFIT CORPORATION OF THE STATE OF WISCONSIN)

ARTICLE I NAME AND OFFICE

1. Name. The name of the corporation shall be the Wisconsin Chapter of the Association of Legal Administrators ("Chapter"), a Wisconsin not-for-profit corporation.
2. Location. The Chapter shall have and continuously maintain in the state of Wisconsin 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 Wisconsin, as the Chapter Board of Directors may determine.

ARTICLE II PURPOSES AND RESTRICTIONS

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.

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 who is a member in good standing of the Association.

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.

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.

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. Life Members have all of the rights and privileges of membership but they are not required to pay chapter dues. Life Members who are no longer legal management professionals and do not meet the criteria for membership may not hold elective or appointive office but may serve as members of committees. Life Membership status with the Chapter has no bearing on the status of a member with the Association.

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, except as outlined in Article III, Section 3 (c) above.

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

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.

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.

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.

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.

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 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

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.
2. Composition of the Board. The Board shall consist of the President, President-Elect, President-Elect-Elect, Vice President of Education, Vice President of Membership, Vice President of Communications, Vice President of Business Partners, Vice President of Special Projects, Secretary, Treasurer, and a Past President. Additionally, the Board may from time to time add the position of Vice President at Large.
3. 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, paragraph 6. Directors shall be elected for a term of one (1) year and may not serve for more than three (3) consecutive terms in any one office.
4. Resignation of Directors. Any Director may resign at any time by giving written notice of resignation to the Secretary. Such resignation shall take effect at the time specified therein, or if such time is not so specified, immediately upon its receipt by the Secretary.
5. Removal of Directors. A Director may be removed from the Board if he or she fails to attend three (3) consecutive meetings of the Board, or for other cause, upon the unanimous vote 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 the office shall be automatically removed.
6. Vacancies. Any vacant position in any office or on the Board shall be filled by the appointment of the President, except for the positions of President. 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.
7. Chair. The President shall serve as Chair of the meetings of the Board.
8. Meetings. The Board of Directors may take action to set the time, date, and place for holding a regular annual meeting of the Board of Directors and additional regular meetings without other notice than such action. Notice of a meeting must be mailed by the President or a designee to all Board members at least seven (7) days prior to the date on which the meeting is scheduled.
9. Special Meetings. Special meetings of the Board may be called by the President or upon the by at least four (4) Directors to the President. Notice of any special meeting of the board of Directors shall state the time, date, and place of the meeting and shall be delivered at least seven (7) days prior to the date of such meeting. Special meetings may be conducted by telephone conference call.
10. Quorum. Four (4) 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.

11. 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.

12. 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.

13. 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.

ARTICLE VI OFFICERS

1. Officers. The Officers of the Chapter shall be a President, President-Elect, President-Elect-Elect, Vice President of Education, Vice President of Membership, Vice President of Communications, Vice President of Business Partners, Vice President of Special Projects, Secretary, Treasurer, Past President, and from time to time Vice President at Large, each of whom shall serve a term of one year or until his or her successor has been elected, or otherwise designated and qualified.

2. 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, paragraph 6. Officers are elected for a term of one year and may not serve for more than three consecutive terms.

3. 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.

4. 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.

5. 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.

6. Duties. The Officers perform those duties that are usual to their position and that are assigned to them by the Board. In addition, the President of the Chapter acts as Chair Chapter meetings and the President-Elect acts in place of the President when the President is not available.

(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 Executive and Nominating Committees; (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) President-Elect-Elect. The President-Elect-Elect shall assist the President-Elect. The President-Elect-Elect shall in general, perform all duties customarily incident to the office of President-Elect-Elect and such other duties as may be prescribed by the Board. The President-Elect-Elect shall succeed to the office of President-Elect upon expiration of the President-Elect's term of office, and in the event of the death, resignation, removal, or incapacity of the President-Elect.

(d) Vice President of Education. The Vice President of Education shall have such duties as may be assigned by the President or the Board of Directors.

(e) Vice President of Membership. The Vice President of Membership shall have such duties as may be assigned by the President or the Board of Directors.

(f) Vice President of Communication. The Vice President of Communication shall have such duties as may be assigned by the President or the Board of Directors.

(g) Vice President of Business Partners. The Vice President of Business Partners shall have such duties as may be assigned by the President or the Board of Directors.

(h) Vice President of Special Projects. The Vice President of Special Projects shall have such duties as may be assigned by the President or the Board of Directors.

(i) 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.

(j) 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.

(k) Past President. The Past President shall have such duties as may be assigned by the President or the Board of Directors.

ARTICLE VII MEETINGS

1. Annual Meeting. There shall be an annual meeting of the members of the Chapter in December, which may be held in conjunction with a regular Chapter meeting or at such other time, date 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.

2. Special Meeting. Special meetings of the members of the Chapter may be called at any time by the President or by 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 of Directors.

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 or by mail, fax or e-mail to each member. Unless otherwise stated herein, notices shall be given no less than five (5) nor more than thirty (30) days before the date of such meeting, unless otherwise required by applicable law. The notice of a meeting shall be deemed delivered when deposited in the postal service mail with postage prepaid or with other appropriate verification that the notice has been appropriately sent, addressed to the member at his or her address, fax number or e-mail address as it appears on the records of the Chapter.

4. Quorum. Twenty-five percent (25%) 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. 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.

ARTICLE VIII COMMITTEES

1. Nominating Committee. The Nominating Committee shall be comprised of three (3) members. The Past President who shall serve as Chair of the Committee shall select two members who shall be and shall have been a member of the Chapter a minimum of one (1) year and may not succeed themselves.

2. Other Committees. The Board may, by resolution, designate such standing committees for such purposes and having such powers as it may determine, and the President shall designate such special committees as he or she may deem appropriate and shall appoint the Chair and members of all such committees. The President shall serve as an ex-officio member of each committee 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

1. Method and Time of Nomination. The Nominating Committee shall meet in October of each year for the purpose of selecting a slate of Officers and Directors for recommendation to the members 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.

2. 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 to members of the Chapter not later than seven (7) days following the December annual meeting. A time will be specified for the ballots to be returned prior to the next Chapter meeting after the annual meeting in December. 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 at the next Chapter meeting after the annual meeting in December. The ballots shall be destroyed by January 30.

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

4. Eligibility and Qualifications. Candidates for Director or Officer in the Chapter must be current members of the Association of Legal Administrators and must have been a member of the Chapter for at least one (1) year at the time of election.

ARTICLE X BUDGET AND FISCAL YEAR

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

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.

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.
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.
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.
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.
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.
8. Fiscal Year. The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE XI ELECTRONIC MEETINGS/COMMUNICATION

1. 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.
2. 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 XII AMENDMENTS

Amendments to these bylaws may be accomplished by a majority ballot vote of the members present at any regular meeting. All members must have been provided a copy of the amendments at least fifteen (15) days prior to the vote. 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 RELATIONSHIP OF 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 XIV INDEMNIFICATION

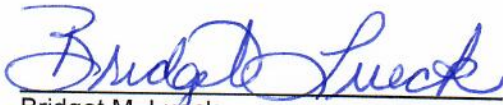
The Chapter shall indemnify all past and present Officers, Directors, employees, and committee, council, and task force members, and all other Chapter volunteers to the full extent permitted by the Law and shall be entitled to purchase insurance for such indemnification to the full extent of the Law as determined by the Board of Directors.

ARTICLE XV DISSOLUTION

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 Bylaws were adopted this ^{30th} day of April, 2020 by majority vote of the members of the Wisconsin Association of Legal Administrators.



Bridget M. Lueck
2020-2021 Wisconsin ALA President



Kirsty Reardon
2020-2021 Wisconsin ALA Secretary