

**BYLAWS
OF
NALS OF ATLANTA**
(Adopted February 21, 2000; amended October 17, 2006)

ARTICLE I

NAME

The name of this Association is NALS of Atlanta (hereinafter “Association”), a chartered chapter of NALS, Inc. (hereinafter “National Association”), an Oklahoma not-for-profit corporation, and affiliated with NALS of Georgia (hereinafter “State Association”). This Association is nonunion, nonpartisan, nonsectarian, and nonprofit.

ARTICLE II

PURPOSE

The purpose of this Association shall be to:

- (1) Promote and provide for the further education of those engaged in legal work and to cooperate with attorneys, judges, and bar associations in stimulating a high order of professional standards and ethics among those persons engaged as legal professionals in private and corporate law offices, trust companies, various courts, and municipal and governmental agencies.
- (2) Promote the objectives of the National and State Associations.
- (3) Promote membership throughout Atlanta and surrounding areas.

ARTICLE III

MEMBERSHIP

Section 1. Qualification. Individual members shall consist of those persons engaged in work of a legal nature, more specifically described in the standing rules of the National Association, who agree to comply with the National Association’s Code of Ethics and Professional Responsibility. A person serving a sentence for a felony conviction is not eligible for membership.

Section 2. Member Classifications. Member classifications shall be those of the National Association, which are:

- (A) Voting Members:
 - (1) Individual
 - (2) Retired
 - (3) Life

- (B) Nonvoting Members
 - (1) Student
 - (2) Associate
 - (3) Honorary

Individual members shall be members in good standing who meet the qualifications set out in Article III, Section 1 above and who work or reside in Atlanta or the surrounding area. An individual member may maintain membership as long as dues are continuously paid, even if the member no longer engages in work of a legal nature.

Retired members shall be members in good standing, who are retired and have a total of five consecutive years as a member immediately prior to retirement, and who have either attained age 62 or have retired due to physical disability.

Life members include qualified individual members. Dues paid for life membership are non-refundable, nontransferable, and shall be effective only during such period as the life member qualifies as an individual member.

Student members include students attending an accredited program relating to work of a legal nature and are classified by that school as taking at least 9 hours per semester/quarter of college credit, and may not vote or hold elective office.

Associate members include educators, judges, and attorneys, who may not vote or hold elective office. Individual members may transfer to associate membership upon qualifying for associate membership.

Honorary members are selected by the executive committee because of outstanding or special service for the legal profession or for this Association.

Section 3. Secondary Members. Any individual member of another chapter or state association may apply for secondary membership. Secondary members may not vote or hold elective office.

ARTICLE IV

DUES AND FEES

Dues and fees for all classes of membership shall be established by this Association. Members whose dues have lapsed for more than one year shall be required to apply as a new member. Honorary members are not required to pay dues.

ARTICLE V

MEMBER MEETINGS AND VOTING

Section 1. Meetings. Regular meetings of this association shall be held at such place and date as may be determined by this Association.

Section 2. Special Meetings. Special meetings may be called by the executive committee or by the president upon request of five percent or more of the voting members. The purpose of such special meeting shall be stated in the call. Except in cases of emergency, at least 10 days notice shall be given by telephone or electronic mail.

Section 3. Voting Members and Power. The voting members of this Association are listed in Article III, Membership. The voting power is the total number of voting members in good standing on the date of the meeting. In the event of a meeting, a quorum for the transaction of business shall be the voting members actually in attendance at said meeting. Any business transacted at a meeting of voting members at which a quorum is present shall be valid providing it is approved by a majority of those present and voting.

Section 4. Voting Method. Voting for officers shall be by preferential voting when there are two or more candidates for an office. Voting shall be in person. When there are two or more candidates for any position or office, a majority of the votes cast will be required to elect. The results of voting on issues will be handled in the same manner as the election process.

Section 5. Rights of Membership. All rights of membership as to voting for the election of officers, disposition of all or substantially all of the assets of this Association, revision of bylaws or standing rules, or dissolution are vested in the voting members.

Section 6. Voting on Amendments to Bylaws. The voting members have the exclusive rights to vote on any amendments to bylaws which would:

- A. Materially or adversely affect the rights of members as to voting, dissolution, redemption, or transfer.

- B. Effect an exchange, reclassification, or cancellation of all or part of the membership.
- C. Authorize a new class of membership.
- D. Change the provisions for election of officers or directors.
- E. Adopt any name change of the Association.

ARTICLE VI

OFFICERS/EXECUTIVE COMMITTEE

Section 1. Composition.

- (A) The elected officers shall be:

President
President-Elect
Membership Director
Certification/Education Director
Secretary
Treasurer

- (B) The Executive Committee consists of the elected officers along with:

NALS of Georgia Council Representatives (2)
Parliamentarian (non-voting)
Publication Chair (non-voting)
Immediate Past President (non-voting)

Section 2. Qualifications. All elected officers and executive committee members must be members in good standing. A candidate for president-elect shall have served as an elected officer for at least one year prior to nomination.

Section 3. Term of Office. The term of office shall be one year, commencing at installation or until their successor is elected or appointed. The president-elect shall automatically succeed to the office of president. Other officers shall be eligible for reelection to the same office.

Section 4. Vacancies. A vacancy in the office of president shall automatically be filled by the president-elect. A vacancy in the other elected offices shall be filled by a vote of the majority of the executive committee.

Section 5. Duties.

President. The president shall preside at all meetings of this Association and at regular and special meetings of the executive committee; recommend appointments and committee chairmen, subject to the approval of the executive committee; generally manage the day-to-day business of this Association; and act as liaison to the State and National Associations. The president serves as an ex-officio member of all committees, except for nominations, and is a signer on all bank accounts.

President-Elect. The President-Elect shall assume the duties of president in the absence of the president; serve as strategic planning chair; assist the membership director in marketing efforts to the legal community; is a signer on all bank accounts; and perform such other duties as may be assigned by the president or the executive committee.

Membership Director. The Membership Director shall serve as membership chairman in admitting new members; promote membership growth and retention by educating members and prospective members about the benefits available through membership; act as liaison to the NALS Membership Committee; assist in establishing and attaining membership goals in the Association; continuously gather information and pertinent statistics necessary to provide tools for membership in the Association; is a signer on all bank accounts, and perform such other duties as may be assigned by the president or the executive committee.

Certification/Education Director. The Certification/Education Director shall work to promote NALS programs for the certification of ALS, PLS, and PP; work to further the primary goal of the Association B education; act as liaison to the NALS Certification and Education Committees; is a signer on all bank accounts; and perform such other duties as may be assigned by the president or the executive committee.

Secretary. The Secretary shall keep the minutes of all meetings; give all notices in accordance with the provisions of this Association's bylaws and standing rules; be custodian of this Association's records; is a signer on all bank accounts; and shall coordinate with the president or other officers in timely furnishing reports and other required information to the National and State Associations.

Treasurer. The Treasurer shall oversee the financial affairs of this Association under the direction of the executive committee; sign checks for authorized disbursements; and perform such other duties as are assigned by the president or the executive committee.

Section 6. Authority and Responsibility of Executive Committee. The executive committee may take action on all matters except those specifically reserved to the voting members by these bylaws. The executive committee shall routinely review the financial affairs of this Association. Actions of the executive committee may be reported by mail, electronic mail, publication, or at

the next meeting. Business of the executive committee may be conducted by mail, telephone, electronic mail, in the NALS Online Learning Center chat room, or in-person meetings.

Section 7. Quorum. A majority of the members of the executive committee shall constitute a quorum for the transaction of business at any meeting. Any business transacted at a meeting at which a quorum is present shall be valid providing it is approved by a majority of those present and voting.

ARTICLE VII

STANDING AND SPECIAL COMMITTEES

The standing and special committees of this Association shall be those deemed necessary by the executive committee. Committee chairmen shall be appointed by the president, subject to the approval of the executive committee.

A nominating committee shall be appointed by the president, subject to the approval of the executive committee, to review and evaluate prospective candidates for election as officers, invite and receive nominations for candidates, and prepare and present recommendations regarding this Association's nominations and elections procedures.

A parliamentarian shall be appointed by the president, subject to approval of the executive committee, to advise the president and members on procedures when requested; interpret the bylaws, standing rules, and adopted parliamentary authority when requested; and process all amendments to bylaws and standing rules in accordance with the bylaws and standing rules of the National and State Associations.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of this Association shall be May 1 through April 30.

Section 2. Chapter Bylaws. The bylaws of this Association shall conform to and shall not be in conflict with any bylaw or amendment thereto which has been or which will be adopted by the National or State Associations. Any provision which is in conflict with the bylaws of the National or State Associations shall be deemed to be void and unenforceable.

ARTICLE IX

PARLIAMENTARY AUTHORITY

Subject to the National and State Associations' and this Association's bylaws, standing rules, and any other procedures or articles of incorporation, proceedings at any meeting of this Association shall be governed by the current edition of *Robert's Rules of Order Newly Revised*.

ARTICLE X

AMENDMENTS

Section 1. Procedure and Notice. These bylaws may be amended by a two-thirds vote of ballots cast by the voting members, after a 30-day written notice of any proposed amendment has been given to the appropriate voting members in good standing.

Section 2. Effective Date. Amendments to these bylaws shall take effect immediately upon adoption unless otherwise specified.

Section 3. Grammatical and Correlation Changes. Automatic grammatical and correlation changes in these bylaws or amendments thereto, which in no way alter the intent of the respective bylaw or amendment thereto, shall be effected subject to the approval of the president.

ARTICLE XI

DISSOLUTION OR WITHDRAWAL

In the event of dissolution or withdrawal of this Association from the National and State Associations, the procedures set forth in the National Association's bylaws, standing rules, and established procedures shall govern.