

**AMENDED AND RESTATED BYLAWS
OF THE AUSTIN CHAPTER OF THE
ASSOCIATION OF LEGAL ADMINISTRATORS
(A NONPROFIT CORPORATION OF THE STATE OF TEXAS)**

**ARTICLE I
NAME AND OFFICE**

- 1.1 Name.** The name of the corporation shall be the Austin Chapter of the Association of Legal Administrators (“Chapter”), a nonprofit corporation of the State of Texas.
- 1.2 Location.** The Chapter shall have and continuously maintain in the State of Texas 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 Austin Chapter Association of Legal Administrators, as the Chapter Board of Directors may determine.

**ARTICLE II
PURPOSES AND RESTRICTIONS**

- 2.1 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 the 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.
- 2.2 Restrictions.**
- (a)** All policies and activities of the Chapter shall be consistent with applicable federal, state, and local laws, statutes, and 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.
 - (c)** 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.

**ARTICLE III
MEMBERSHIP**

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

3.1 Application. The Chapter shall adopt an application form (electronic or other format) 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.

3.2 Definitions. For 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.

3.3 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. Membership may be granted to any individual who:

(a) is a member in good standing of the Association;

(b) demonstrates an interest in legal administration and management of legal organizations;

(c) is not disqualified by an affiliation with a business partner as defined herein or business partner-eligible entity;

(d) shares interest in and supports the purposes of the Chapter and Association; and

(e) 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.

3.4 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.

- 3.5 Life Membership.** Life Membership may be awarded to a Member who has demonstrated extraordinary service to the Chapter and meets such additional criteria as shall be determined by the Board of Directors. Life Membership status with the Chapter has no bearing on the status of a Member with the Association.
- 3.6 Rights and Duties.**
- (a) All members shall be entitled to vote, attend the Chapter’s member meetings and social functions, and, when eligible, serve on the Chapter’s committees.
 - (b) All eligible members may hold office in the Chapter and serve on the Chapter’s Board of Directors.
 - (c) No individual member of the Chapter shall have the right to vote on the amendment of the Chapter’s Articles of Incorporation or the merger or dissolution of the Chapter.
- 3.7 Benefits.** Benefits associated with membership shall be determined by the Board of Directors from time to time.
- 3.8 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.
- 3.9 Ineligibility.** If 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.
- 3.10 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.
- 3.11 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.
- 3.12 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 also be members of the Association in good standing. The Board of Directors will take steps to ensure the Chapter remains in continual compliance with all policies and performance objectives established by the Association from time to time.

**ARTICLE V
MEMBERSHIP MEETINGS**

- 5.1 Annual Meeting.** There shall be an annual meeting of the Chapter’s members in February, or at such other times as may be determined by the Board of Directors, which may be held in conjunction with a regular Chapter meeting. The purpose of such a meeting shall be to affirm the appointment of Officers and/or to transact such other business as may come before the Chapter.
- 5.2 Special Meetings.** Special meetings of the members of the Chapter may be called (i) at the request of the President; (ii) by resolution of the Board of Directors; or (iii) at the written request of ten percent (10%) or more members delivered to the President. The time and place for holding special meetings shall be determined by the Board. At such special meetings, no business shall be transacted except that which was specified in the notice of such meeting.
- 5.3 Notice.** Notice of any annual or special meetings of the members shall state the place, date, time, and purpose of such meeting, and shall be communicated to the members. Unless otherwise stated herein, notices shall be given no less than five (5) nor more than forty-five (45) days before the date of such meeting. The notice of a meeting shall be deemed delivered when communicated in writing, electronically or otherwise, to the chapter members.
- 5.4 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. If less than a quorum is present, a majority of the members present may adjourn the meeting to another time without further notice.
- 5.5 Manner of Acting.** The act of a majority or more of the members present (in person or by proxy) at a duly called meeting, where 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.
- 5.6 Mail/Electronic Voting.** Voting by ballot, proxy, mail, email or other electronic means shall be permitted for any item of business before the members to the full extent permitted by law (e.g., the nonprofit corporation act or similar law governing the operation of nonprofit corporations in the Chapter’s state of incorporation) (the “Law”).
- 5.7 Meetings.** Meetings may be conducted in person, remotely via audio or video platforms, or through any combination thereof.

**ARTICLE VI
BOARD OF DIRECTORS**

- 6.1 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:
- (a)** supervision, control, and direction of the Chapter

- (b) determine its policies or changes therein within the limits of these bylaws,
- (c) actively promote its purposes, and
- (d) 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 considers necessary. All 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.

- 6.2 Composition of the Board.** The Board shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, see Article VII, and up to seven (7) standing committee chairs, see Article VIII (2), each of whom are Directors and eligible to vote. No one person can serve in more than one Director position during the same term unless no other eligible members have been nominated and are willing to serve. In any such case, no one person can serve as both President and Treasurer. If the Immediate Past President is unable to serve, a Past President, one who has previously served a full term as Chapter President, may be appointed.
- 6.3 Qualifications.** Only members shall be eligible to serve on the Board.
- 6.4 Term.** The Director's term shall begin on April 1st and end on March 31st of the year their term expires. See Article VII 3 for the Officer's terms and Article VIII 2 Standing Committee Chairs' "Directors" term.
- 6.5 Elections.** The members shall elect the Chapter's Directors who are Officers during or prior to the Annual Meeting in accordance with Article VIII 1(f). Elections will be held at or prior to the Annual Meeting in accordance with such procedures as may be established by the Board. The results of such an election will be announced to the members during the Annual Meeting immediately following the election.
- 6.6 Regular Meetings.** The Board of Directors may take action to set the time, date, and place for the holding of a regular Annual Meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice. Meetings may be conducted in person, remotely via audio or video platforms, or through any combination thereof. 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, any regular meetings to be held by conference call may be held upon a minimum of twenty-four (24) hours' prior notice.
- 6.7 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chapter's President or upon written request to the Chapter's President of four (4) members of the Board of Directors. 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 five (5) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened. Meetings may be conducted in person, remotely via audio or video platforms, or through any combination thereof.
- 6.8 Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a

quorum is present at said meeting, a majority of the Board of Directors present may adjourn the meeting to another time without further notice.

- 6.9 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.
- 6.10 Action Without 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 the members of the Board of Directors entitled to vote with respect to the subject matter thereof.
- 6.11 Waiver of Notice.** Notice of any meeting need not be given to any member of the Board of Directors who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.
- 6.12 Resignation and Removal.** Any member of the Board of Directors may resign at any time by giving written notice to the President. In addition, any member of the Board of Directors may be removed by the persons entitled to appoint such Director, whenever, in their judgment, the best interests of the Chapter would be served by such removal and in accordance with the Law. A Director who no longer meets the qualifications for office shall be automatically removed, and such vacancy shall be filled by the Board of Directors.
- 6.13 Vacancies.** Vacancies in any Director position shall be filled by the Board of Directors. A Director appointed pursuant to this Section shall hold their position for the remainder of the original term for which he or she was appointed to fill.
- 6.14 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, therefore.

ARTICLE VII **OFFICERS**

- 7.1 Officers.** The Officers of the Chapter shall be a President, President-Elect, Secretary, Treasurer, and Immediate Past President (collectively, the "Officers"). No one person can serve in more than one Officer position during the same term unless no other members have been qualified and vetted by the Nominating Committee. In any such case, no one person can serve as both President and Treasurer.
- 7.2 Qualifications.** Officers must be current members in good standing in both the Chapter and the Association, must have been a member of both for at least one (1) year at the time of election, and must have chaired at least one (1) committee for a full one-year term unless no other members are qualified and vetted by the Nominating Committee.
- 7.3 Term.** Officers shall not serve consecutive terms in the same role except as noted in 7.3(b). However, if no other members are qualified and vetted to serve, the Nominating Committee may approve an exception, allowing the incumbent to serve one additional term.

- (a) Except for the President, who must serve a full term as President to succeed to the office of Immediate Past President, Officers serving more than half of a full term shall be deemed to have served a full term in office for purposes of term limits.
- (b) The Treasurer may serve up to two consecutive terms. All other Officers may not serve consecutive terms in the same position unless no other members have been qualified and vetted to serve by the Nominating Committee.
- (c) The President, President-Elect, Secretary, Treasurer, and Immediate Past President shall remain on the Board for the duration of their term in office.
- (d) The term of all Officers shall begin on April 1st and end on March 31st of the following year. Officers completing a full term in office shall not be eligible for re-appointment to the Board in the same capacity until at least one (1) year shall have elapsed, unless no other eligible members have been nominated and vetted and are willing to serve.

7.4 Elections. The members shall elect the Chapter's Officers during or prior to the Annual Meeting in accordance with Article VIII, 8.1. Elections will be held at or prior to the Annual Meeting in accordance with such procedures as may be established by the Board. The results of such an election will be announced to the members during the Annual Meeting immediately following the election. Officers shall assume the responsibilities of office no later than April 1 or earlier, if necessary, to fill a vacancy.

7.5 Resignation and Removal of Officers. Any Officer may resign at any time by giving written notice of resignation 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 the 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 may be removed from the office, whenever, in its judgment, the best interests of the Chapter would be served by such removal, upon the unanimous vote of all the members of the Board, except the Officer 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 Officer whose status is being challenged shall be notified thereof, in writing, at least ten (10) days prior to the date of such meeting. An Officer who no longer meets the qualifications for the office shall automatically be removed, and such vacancy shall be filled as set forth in Article VIII, 8.1

7.6 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 may 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 election. 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, unless no other Past President is willing to serve. A vacancy in the office of Secretary or Treasurer shall be filled by the Board of Directors from among the current members of the Board. An officer appointed under this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

7.7 Duties of Officers.

(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 Chapter's official representative and spokesperson, except as otherwise provided by the Board;
- iii. appoint, subject to the approval of the Board, the members and chairs of the Chapter's committees.
- iv. fill, subject to the approval of the Board, vacancies on the Chapter's committees; and
- v. 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 must have served a full, one-year term to 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) Secretary. The Secretary shall be responsible for:

- i. Meeting Management: Assisting with scheduling board meetings, agendas, and distributing meeting materials.
- ii. Minutes: Take accurate minutes of all board and committee meetings, ensuring they are approved and distributed to relevant parties.
- iii. Record Maintenance: Maintaining and safeguarding all official organizational records, including meeting minutes, reports, and important documents.

- iv. Document Updates: Ensuring that all documents are up-to-date and stored securely, often using cloud-based solutions or physical files.
- v. Compliance: Guaranteeing the organization adheres to legal and regulatory requirements and overseeing compliance with legal and ethical obligations.
- vi. Communication and Governance: Acting as a central point for communication within the board and between the board and other stakeholders.
- vii. Board Expertise: Serving as a resource on the organization's bylaws, policies, and procedures.
- viii. The secretary monitors the terms of board members and ensures a smooth transition process.
- ix. The secretary may also be involved in reviewing and updating key policies and procedures and may play a role in addressing conflicts of interest or allegations of misconduct, especially if they involve senior leadership, and
- x. 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.

(d) Treasurer. The Treasurer shall be responsible for:

- i. Managing Bank Accounts: Opening and closing accounts, managing signatories, and reconciling bank statements.
- ii. Processing Transactions: Handling accounts payable and receivable, ensuring timely payment of bills, and managing cash flow.
- iii. Preparing Financial Statements: Creating balance sheets, income statements, and cash flow statements.
- iv. Filing Tax Returns: Ensuring the organization files all necessary tax returns and reports with the relevant agencies.
- v. Overseeing Audits: Coordinating the annual audit process and working with external auditors.
- vi. Developing Financial Policies: Creating and implementing policies related to financial management, investments, and risk management.

To be considered for Treasurer, a candidate must have prior experience in handling the duties as listed above in 7.7 (d) 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.

(e) Immediate Past-President. The Immediate Past President must have served a full, one-year term as President to serve as Past-President and shall serve as the Chair of the Nominating Committee and have such duties as may be assigned by the President or the Board of Directors.

ARTICLE VIII
COMMITTEES

8.1 Nominating Committee.

- (a) **Authority and Officer Selection.** The Nominating Committee shall have the exclusive authority to identify, evaluate, and formally qualify and vet candidates for Officer positions. This includes conducting reasonable due diligence to determine whether prospective candidates meet the eligibility criteria and possess the leadership capabilities required to serve. Only candidates who have been qualified and vetted by the Committee may be placed on the slate for election.
- (b) **Composition.** The Nominating Committee shall consist of five (5) members:
- i. One (1) member appointed directly by the Board.
 - ii. Three (3) members randomly selected from a pool of members solicited by the committee chair.
 - iii. The Immediate Past President shall serve as Chair of the Committee. If the Immediate Past President is unable or ineligible to serve, any Past President who meets the requirements outlined in Article VII, Section 8(a), may be appointed as Chair.
 - iv. All other Committee members must be current Chapter members in good standing, have maintained membership for a minimum of one (1) year, not be serving on the Board during their Committee term, and not be serving consecutive terms on the Committee unless there are no other qualified (eligible) candidates.
- (c) **Nomination Process and Timeline.** The Nominating Committee shall form in early November and initiate the qualification and selection process in early December of each year, or at another time designated by the Board of Directors. The Committee shall:
- i. Assess the leadership needs of the organization
 - ii. Review nominations submitted by Chapter members
 - iii. Interview prospective candidates and other relevant members as part of its confidential evaluation process.
 - iv. Obtain each nominee's consent to serve, if elected.
 - v. Present only candidates who are formally qualified and vetted on the final slate.
- (d) **Candidate Recommendations.** The Committee shall recommend a single qualified and vetted candidate for each Officer position that is vacant or set to expire. No more than one candidate per position shall be presented on the slate.
- (e) **Vacancy and Continuity.** If no qualified candidate is identified or approved for a specific Officer role, the Committee may recommend one of the following:

- i. The current Officer for continued service in the same role
 - ii. A previously serving Officer who held that position, provided they meet current eligibility requirements.
- (f) **Method of Conducting Election.** Upon final review and approval by the Nominating Committee, the Committee Chair—or their designee—shall present the approved slate of candidates (one candidate per Officer position) to the Chapter membership for election. This presentation shall occur at or prior to the Annual Meeting, in accordance with procedures established by the Board.
- (g) **Voting Period:** The Nominating Committee shall determine the voting period, which shall be no fewer than seven (7) calendar days.
- (h) **Election Threshold:** A majority of returned votes shall be required to elect each Officer.
- i. **Vote Tabulation:** The Nominating Committee shall count all votes and communicate the results to the membership immediately following the close of the voting period.
 - ii. **Announcement:** Newly elected Officers shall be formally presented at the subsequent Annual Meeting.
 - iii. **Action by Written Consent:** Any action requiring a vote of the Nominating Committee may be taken without a meeting if a written consent—setting forth the action taken—is approved unanimously by all Committee members entitled to vote on the matter.

8.2 Standing Committees. The Board may establish standing committees to support the Chapter’s operations and strategic initiatives. Each committee shall have defined responsibilities and powers as determined by the Board.

- (a) The President shall serve as an ex officio member of all standing committees, except the Nominating Committee.
- (b) Officers may not serve as committee chairs during their term of office.
- (c) Committee Chair. Committee chairs shall serve as Directors on the Board and hold voting rights. Chairs are expected to attend Board meetings (see Article VI). A chair may serve no more than two (2) consecutive two-year terms, unless no other eligible candidates are available.
- (d) The sitting Chair or Chapter President may appoint a co-chair. Co-chairs:
 - i. Do not hold voting rights
 - ii. Do not serve as Directors on the Board
- (e) No member may chair more than one standing committee simultaneously, unless no other qualified member is available and willing to serve.
- (f) To be eligible as a committee chair, a member must have served on a standing committee for at least one (1) year, unless no other eligible member is available.

- (g) Quorum and Manner of Acting: A majority of committee members shall constitute a quorum. Actions require a majority vote of members present and voting at a meeting where a quorum is met.
- (h) Committee Vacancies. Vacancies shall be filled using the same method as the original appointment, unless otherwise specified.
- (i) Policies and Procedures. The Board shall develop and approve operational policies and procedures for all standing committees. All standing committees shall report directly to the Board.

8.3 Advisory/Ad Hoc Committees and Task Forces. The President may establish special committees—including advisory committees, ad hoc committees, and task forces—as deemed necessary to fulfill the responsibilities outlined in these bylaws.

- (a) Ad Hoc Committees shall terminate three (3) years from their creation date unless renewed by the Board.
- (b) Task Forces shall terminate one (1) year from their creation date unless renewed. The Board may approve longer durations for either type of committee. The action establishing a committee or task force shall define its purpose and composition.
- (c) Quorum and Manner of Acting. A majority of members shall constitute a quorum. Actions require a majority vote of members present and voting at a meeting where a quorum is met.
- (d) Committee / Task Force Vacancies. Vacancies shall be filled using the same method as the original appointment, unless otherwise specified.
- (e) Policies and Procedures. The Board of Directors shall develop and approve general policies and procedures for all committees and task forces. All such entities shall report to the body that created them. This provision ensures leadership continuity and prevents vacancies in Officer roles.

ARTICLE IX

BUDGET AND FINANCIAL MATTERS

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

- (a) Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the Officers 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.
- (b) Payment of Indebtedness. All checks, drafts or other orders for the payment of money, notes or other evidence 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.

(c) **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.

9.2 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.

9.3 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.

9.4 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.

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

ARTICLE X

RELATIONSHIP WITH ASSOCIATION

The Chapter shall abide by the terms of the Association's bylaws, rules, regulations, and policies as may be adopted by the Association's Board of Directors from time to time, which, among other things, set forth the relationship between the Association and the Chapter, the rights, responsibilities and obligations of the Chapter and the Association with respect to one another, the limitations and requirements governing the Chapter's use of the Association's name, trademarks, service marks, logos and other intellectual property, and the grounds upon which the Chapter's affiliation with the Association may be terminated and its charter revoked.

ARTICLE XI

INDEMNIFICATION

The Chapter shall indemnify all past and present officers, directors, employees, committee, council, 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 XII

AMENDMENTS

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the members casting ballots, provided that such alteration, amendment or repeal has been approved by the Board of Directors and submitted in writing to the membership not more than sixty (60) and not less than ten (10) days prior to the date by which the same is to be considered. 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
LIMITATION OF LIABILITY

No Director, Officer, chair, committee member, member, or employee thereof, agent or employee of the Chapter shall be liable for the act or failure of any other such person or organization.

ARTICLE XIV
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.

**These Amended and Restated Bylaws were adopted this 20 day of April, 2026
at the meeting of the Austin Chapter of the Association of Legal Administrators.**

Donna Hughes

Austin Chapter President

Lori Dodge

Austin Chapter Secretary