

**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. **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.
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**

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.

(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.

**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.

**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. 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 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.

**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.

(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.

**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 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**

**1. Annual Meeting.** There shall be an annual meeting of the Chapter's members in February, or at such other time as may be determined by the Board of Directors, which may be held in conjunction with a regular Chapter meeting. The purpose of such meeting shall be to affirm the appointment of Officers and/or to transact such other business as may come before the meeting.

**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 to the President of ten percent (10%) or more members. 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.

**3. Notice.** Notice of any annual or special meeting 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) calendar 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.

**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. **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.

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"). A ballot, mail, e-mail or electronic vote may only be called by the Board of Directors. In order for a mail, e-mail or electronic vote to be valid (i) the action must be approved by a majority of members casting votes; (ii) the number of members casting votes must be sufficient to constitute a quorum had such action been taken at a meeting; and/or (iii) such other requirements as may be required by Law must be satisfied.

7. **Electronic Communications.** Member meetings may be held via telephone conference call, similar form of telecommunications, or any technology available which would permit all participants to simultaneously communicate and effectively participate.

## **ARTICLE VI** **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 President, President-Elect, Secretary, Treasurer, Immediate Past President, *see* Article VII, and up to five (5) standing committee chairs, *see* Article VIII (2), all of whom are Directors and eligible to vote (each a "Director"). 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.

3. **Qualifications.** Only members shall be eligible to serve on the Board of Directors.

4. **Term.** The term of all Directors shall begin on April 1st and end on March 31st of the year their term expires. See Article VII 3 for Officers' terms and Article VIII 2 for Standing Committee Chairs' "Directors" term.
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(e). 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 election will be announced to the members during the Annual Meeting immediately following the election.
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 than such action.
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.
8. **Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Directors, or any committee thereof, 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 simultaneously communicate with each other. 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 meeting to be held by conference call (whether regular or special) may be held upon a minimum of twenty-four (24) hours prior notice.
9. **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 members present may adjourn the meeting to another time without further notice.
10. **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.
11. **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.

**12. 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.

**13. 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.

**14. 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.

**15. 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.

## **ARTICLE VII** **OFFICERS**

**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 eligible members have been nominated and are willing to serve. In any such case, no one person can serve as both President and Treasurer.

**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 eligible members have been nominated and are willing to serve.

**3. Term.**

**(a)** Officers shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office and may not serve a consecutive term in office unless no other eligible members have been

nominated and are willing to serve. With the exception of the President, who must serve a full term as President in order 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 President, President-Elect, Secretary, Treasurer, and Immediate Past President shall remain on the Board for the duration of their term in office.

**(c)** The term of all Officers shall begin on April 1st and end on March 31st of each 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 are willing to serve.

**4. Elections.** The members shall elect the Chapter's Officers during or prior to the Annual Meeting in accordance with Article VIII 1(e). 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 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.

**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 therefor 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 VII, 6.

**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 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.

**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 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.

(d) **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.

(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**

### **1. Nominating Committee.**

(a) **Composition.** The Nominating Committee shall be comprised of five (5) members: One (1) member shall be selected by the Board and three (3) members shall be chosen by the board using a method of random selection from a pool of qualified candidates solicited by the Immediate Past President from the membership at large. The Immediate Past President shall serve as chair of the committee. If the Immediate Past President is no longer an active member or is otherwise unable to serve, any Past President that meets the duties and requirements set forth in Article VII 8 (a), may be called upon to fill the position. All other members of the Nominating Committee shall be and shall have been a member of the Chapter for a minimum of one (1) year, not currently serving on the Board, and may not succeed themselves.

(b) **Authority.** The Nominating Committee is required each year and shall have the authority to select and recommend to the members a slate of qualified candidates (one candidate per office) to fill each Officer position that is either vacant or set to expire.

(c) **Meetings and Voting.** The Nominating Committee shall meet in person or by conference call upon the request of the Chair or a majority of the Nominating Committee. Each member shall have one (1) vote. Three (3) members of the Nominating Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Nominating Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Nominating Committee.

(d) **Method and Time of Nominations.** The Nominating Committee shall begin the process of selecting the slate of qualified Officer candidates in December of each year or at such other time as the Board of Directors may determine. It shall be the responsibility of the Nominating Committee to study the leadership requirements and needs of the organization and to select nominees put forth by the Chapter membership with the experience and qualifications necessary to meet such requirements and needs. As a part of the confidential, due diligence process, in addition to obtaining the nominee's consent to serve, if elected, the Nominating Committee may interview any member as well as the prospective nominee.

(e) **Method of Conducting Election.** Upon final review and approval of the Nominating Committee, the Chair or his/her designee, shall present the approved slate of candidates (one candidate per office) to the members for election at or prior to the Annual Meeting in accordance with such procedures as may be established by the Board. The voting period will be determined by the Nominating Committee but will be no less than seven (7) calendar days in duration. A majority of the returned votes shall be required to elect an Officer. The Nominating Committee shall count the votes and communicate the results to the members immediately after the voting period has ended. The newly elected Officers will be presented at the following Annual Meeting.

(f) **Action By Written Consent.** Any action requiring a vote of the Nominating Committee may be taken without a meeting if a consent, setting forth the action taken, is approved by all the members of the Nominating Committee entitled to vote with respect to the subject matter thereof.

2. **Standing Committees.** The Board may designate standing committees for such purposes and having such powers as it may determine necessary to the Chapter's operation. The President shall serve as an ex-officio member of each committee except the nominating committee. Officers may not serve as committee chairs during their term of office.

(a) **Committee Chair.** Standing committee chairs are Directors on the Board, have voting rights, and are expected to attend Board meetings, see Article VI. A committee chair may not serve longer than two (2) consecutive, two (2) year terms unless no other eligible candidates are willing to serve. A co-chair may be appointed to a committee by the sitting Chair or Chapter President. Only the sitting Chair shall have the right to vote and serve as a Director on the Board. The appointed co-chair shall have no voting rights. A member may not chair more than one standing committee simultaneously unless no other qualified member is appointed and willing to serve. To be eligible to serve as a committee chair, the member must have served on a standing committee for no less than one year unless no other member is eligible and willing to serve.

(b) **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.

(c) **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.

(d) **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.

**3. Advisory/Ad Hoc Committees and Task Forces.** The President has the authority to designate special committees as he or she may deem appropriate and shall appoint the chair and members of all such committees, such as advisory or ad hoc committees or task forces, as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these bylaws. An ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the Board. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc committees and task forces may be established for longer periods with the approval of the Board. The action of establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

**(a) Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

**(b) Committee/Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee/task force.

**(c) Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

## **ARTICLE IX** **BUDGET AND FINANCIAL MATTERS**

**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 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** **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**  
**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 XIII**  
**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.

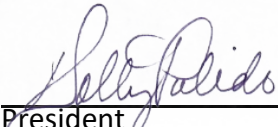
**ARTICLE XIV**  
**LIMITATION OF LIABILITY**

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 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.

These Amended and Restated Bylaws were adopted this 14 day of December, 2019, at the meeting of the Austin Chapter of the Association of Legal Administrators.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary