

**BYLAWS
OF THE HAMPTON ROADS CHAPTER
OF THE ASSOCIATION OF LEGAL ADMINISTRATORS
(A NOT-FOR-PROFIT CORPORATION OF
THE COMMONWEALTH OF VIRGINIA)**

ARTICLE I

NAME AND OFFICE

Section 1. Name. The name of the corporation shall be the Hampton Roads Chapter of the Association of Legal Administrators ("Chapter"), a not-for-profit corporation of the Commonwealth of Virginia.

Section 2. Offices. The Chapter shall have and continuously maintain in the Commonwealth of Virginia a registered office and registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Virginia, as the Chapter Board of Directors may determine.

ARTICLE II

PURPOSES AND RESTRICTIONS

Section 1. Purposes. In addition to the purposes set forth in the Chapter's articles of incorporation, the purposes of the Chapter are:

- (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.

Section 2. Restrictions.

(a) All policies and activities of the Chapter shall be consistent with applicable federal, state and local laws, statues, ordinances including, without limitations, all antitrust, trade regulation or 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: CRITERIA AND CLASSES

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

Section 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.

Section 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.

Section 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.

Section 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.

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

Section 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.

Section 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.

Section 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.

Section 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.

Section 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

Section 1. Annual Meeting. An annual business meeting of the Chapter's members shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Chapter's members 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 five (5) of the Chapter's members. The time and place for holding special meetings shall be determined by the Board.

Section 3. Notice. Notice of any annual or special meeting of the members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 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.

Section 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.

Section 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 not-for-profit corporation act or similar law governing the operation of not-for-profit 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.

Section 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

Section 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.

Section 2. Composition of the Board. The Board shall consist of the President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President.

Section 3. Elections. The Nominating Committee shall meet in January 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.

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

Section 4. Time New Officers and Directors Take Office. Newly elected Officers and Directors shall assume the responsibilities of office no later than April 1.

Section 5. 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 and must have chaired at least one (1) committee.

Section 6. Term of Office. Directors shall be elected for a term of one year and may not serve for more than two consecutive terms in any one office.

Section 7. 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.

Section 8. 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 therefor 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.

Section 9. Vacancies. Any vacant position in any office or on the Board shall be filled by the majority vote of the Board for the remaining unexpired term, except for the positions of President and President-Elect. 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. In the event of vacancy in the office of President-Elect, the Nominating Committee shall recommend to the membership a candidate to fill the elective office. A vote of the majority of the members present at the next regular meeting shall be required to elect a President-Elect to fill a vacancy.

Section 10. 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.

Section 11. 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.

Section 12. 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.

Section 13. 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 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.

Section 14. Chair. The President shall serve as Chair of the meetings of the Board. In the absence of the President, the President-Elect shall preside over the meeting.

Section 15. Meetings. Notice of a meeting must be posted to all Board members at least seven (7) days prior to the date on which the meeting is scheduled.

Section 16. Special Meetings. Special meetings of the Board may be called by the President or by at least four (4) Directors. Special meetings may be conducted by telephone conference call.

Section 17. Place and Time of Meetings. All meetings of the Board shall be held at such time and place as the Board may, from time to time, fix or as may be specified in the notice of the meeting.

Section 18. 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.

Section 19. 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

Section 1. Officers. The Officers of the Chapter shall be a President, President-Elect, Vice President, Secretary, and Treasurer, each of whom shall serve a term of one year or until his or her successor has been elected, or otherwise designated and qualified.

Section 2. Election and Term of Office. All of the Officers shall be elected in accordance with Article VI or appointed to fill a vacancy in accordance with Article VI, paragraph 6. Officers are elected for a term of one year and may not serve for more than two consecutive terms.

Section 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.

Section 4. Duties of Officers.

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.

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

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

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.

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.

ARTICLE VIII COMMITTEES

Section 5. Nominating Committee. The Nominating Committee shall be comprised of five (5) members. Three (3) members shall be elected by the members of the Chapter, one (1) member shall be appointed by the Board of Directors, and the Immediate Past President who shall serve as Chair of the Committee. If the Immediate Past President is no longer an active member, the four remaining members shall constitute the Nominating Committee. All members of the Nominating Committee shall be and shall have been a member of the Chapter a minimum of one (1) year and may not succeed themselves. **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 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 FISCAL MATTERS, CONTRACTS, CHECKS, DEPOSITS AND BONDING

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

Section 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.

Section 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.

Section 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.

Section 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.

Section 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.

Section 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.

Section 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

Section 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.

Section 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, 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 XI AMENDMENTS

Amendments to these bylaws may be accomplished by a two-thirds 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 prior written approval of the Association. Amendments not receiving the approval of the Association shall be of no force or effect.

ARTICLE XII 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 day of 12/12, 2019, at the meeting of the Hampton Roads Chapter of the Association of Legal Administrators.

President

Secretary




