

**BYLAWS OF
NALS OF PHOENIX**

**ARTICLE I
NAME**

The name of this association is NALS of Phoenix (hereinafter "NOP"), a chartered association of NALS, Inc. (hereinafter "NALS"), an Oklahoma not-for-profit corporation. NOP is nonunion, nonpartisan, nonsectarian, and nonprofit.

**ARTICLE II
PURPOSE**

The purpose of NOP shall be to:

- (A) Promote the objectives of NALS.
- (B) Carry on a program for the further education of those engaged in legal work and to cooperate with attorneys, judges, and bar associations in stimulating a high order of professional standards and ethics among those persons working in, but not limited to, private law offices, trust companies, various courts, corporate legal departments, and municipal and governmental agencies.
- (C) Engage in all lawful activities and purposes within the meaning of section 501(c)(6) of the Internal Revenue Code.
- (D) Do all other things necessary and incidental to carrying out the purposes of this Association and to have full power and authority to carry out such purposes.

**ARTICLE III
MEMBERSHIP**

Section 1. Qualification. Individual members shall consist of those persons engaged in work of a legal nature who agree to comply with the NALS Code of Ethics and Professional Responsibility. A person serving a sentence for a felony conviction is not eligible for membership.

Section 2. Member in Good Standing Defined. A member, to be in good standing, shall be current in the payment of dues or other accounts payable to NALS (as defined in Article IV (Dues and Fees)), and/or payment of dues to NOP.

Section 3. Voting Membership. The voting membership in NOP shall be the voting members defined under "Member Classifications" below.

Section 4. Member Classifications.

- (A) The classifications of members are:

- (1) **Voting Members:**
 - (a) **Individual**
 - (b) **Retired**
- (2) **Nonvoting Members:**
 - (a) **Student**
 - (b) **Associate**
 - (c) **Honorary**
 - (d) **Secondary**

(B) The definitions of member classifications are:

(1) **Individual members** shall be members in good standing who meet the qualifications set forth in Article III, Section 1 (Qualifications), above. Individual members shall be primary members of only one chapter and shall be voting members with the right to hold elective office. An individual member may maintain membership as long as dues are continuously paid, even if the member no longer engages in work of a legal nature.

(2) **Retired members** shall be members in good standing who are retired and have a total of five consecutive years as a member immediately prior to retirement and who have either attained age 62 or have retired due to physical disability, and shall be voting members with the right to hold elective office.

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

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

(5) **Honorary members** are selected by the Board because of outstanding or special service for the legal profession or for NOP. They may not vote or hold elective office.

(6) **Secondary Members.** Any individual member in good standing of another chapter or state association may apply for secondary membership in NOP. Secondary members may not vote or hold elective office.

ARTICLE IV DUES AND FEES

Dues and fees for all classes of membership shall be established by the Board of Directors. Members whose dues become delinquent may be reinstated during the one-year period immediately following

such lapse upon payment of any reinstatement fee. Members whose dues have lapsed for more than one year shall be required to apply as a new member. Honorary members are not required to pay dues.

ARTICLE V MEMBER MEETINGS AND VOTING

Section 1. Annual Meeting. An annual meeting of NOP shall be held at such place and date as may be determined by the NOP Board of Directors. Notice of the annual meeting shall be given to the voting members at least fourteen (14) days prior to such meeting.

Section 2. Regular Meetings. Regular meetings shall be held at least ten (10) times each year. Times and dates will be determined by the NOP Board of Directors.

Section 3. Special Meetings. Special meetings may be called by the Board of Directors, by the Executive Committee, or by the President upon request of five percent (5%) or more of the voting members. The purpose of such special meeting shall be stated in the call. Except in cases of emergency, at least fourteen (14) days' written notice shall be given.

Section 4. Voting Members and Power. The voting members of NOP are listed in Article III (Membership). Voting power is the total number of voting members in good standing on the date of the meeting or as of the record date established by the NOP Board of Directors. In the event of a meeting, a quorum for the transaction of business shall be the voting members in attendance at said meeting at the time the voting takes place. Any business transacted at a meeting of voting members at which a quorum is present shall be valid providing it is approved by a majority of those present and voting.

Section 5. Voting Method. Voting for officers and directors may be by preferential voting when there are two or more candidates for an office. Voting shall be in person at the annual meeting, unless the Board of Directors determines that electronic or mail vote is feasible. Where there are two or more candidates for any position or office, a majority of the votes cast will be required to elect. Voting on issues will be handled in the same manner as the election process.

Proposals to be offered to the voting members for a vote, other than elections, shall be approved by the NOP Board of Directors unless a proposal is submitted by two and one-half percent of all the voting members through a petition, in which case Board approval is not necessary. Voting on other issues will be handled in the same manner as the election process

Section 6. Rights of Membership. Except as expressly delegated to the NOP Board of Directors, all rights of membership as to voting for the election of officers, disposition of all or substantially all the assets of NOP, merger with outside corporations or associations, or dissolution or withdrawal are vested in the voting members.

Section 7. Voting on Amendments to Bylaws. The voting members have the exclusive right to vote on any amendments to the bylaws that would:

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

(B) Effect an exchange, reclassification, or cancellation of all or part of the membership.

- (C) Authorize a new class of membership.
- (D) Change the provisions for election of directors.
- (E) Adopt any name change of NOP.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of NOP shall be the Board of Directors that shall oversee the financial affairs of NOP. The Board shall have supervision, control, and direction of the affairs of NOP, its task forces, councils, boards, committees, and publications; shall determine policies or changes therein; and shall actively pursue these objectives and supervise 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 power granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Composition. The Board shall be composed of the elected officers, immediate past president, and no fewer than two (2) nor greater than four (4) directors. The directors shall serve based on NOP's strategic focus, such as education, membership, public awareness/marketing, and certification, and are subject to change from time to time. At the discretion of the President, the parliamentarian may serve on the board without a vote. The President may appoint any other member or committee chair to serve on the Board without a vote. All appointments are subject to the approval of the Board of Directors.

Section 3. Qualifications. All members serving on the Board of Directors must be members in good standing as defined in Article III, Section 2 (Member in Good Standing Defined), at all times, including at the time of nomination and at the time of election.

Section 4. Election. All positions on the Board, except for the President and Directors who may be serving as a committee chair as set out in Section 5 below, shall be elected by the members of NOP annually pursuant to Article V (Member Meetings and Voting). In the event of a vacancy in a Board position (except President which shall be filled by the President-Elect), such vacancy shall be filled by a vote of the majority of the sitting Board of Directors, based on a candidate recommended to the Board by the nominating committee.

Section 5. Duties. Directors, who also may be elected or appointed committee chairs, shall oversee specific strategic operations of NOP as prescribed by the Board and in accordance with NOP's strategic long range plan; coordinate the assessment of the members' input into the ongoing updating/improvements to a strategic plan developed by NOP; serve as liaison to specific standing committees as determined by the Board; and perform such other duties as are assigned by the President or the Board.

Section 6. Quorum. At any meeting of the Board, a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of NOP, and any such business thus transacted shall be valid providing it is approved by a majority of those present and voting.

Section 7. Meetings (Regular/Special). Regular meetings of the Board shall be held with such frequency and at such time and place as the Board of Directors may prescribe. Special meetings of the Board may be called by the President or the Executive Committee. Notice of all regular and

special meetings shall be given to the Board not less than seven (7) days before the meeting is held. Meetings may be held in person, by telephone conference, or by electronic means.

Section 8. Waiver. A Director may waive notice of the time and place of any meeting to the extent allowed by law, the purpose of any meeting, and consent to all business coming before such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting prior to or at the commencement of the meeting.

Section 9. Voting. Each Director shall have only one vote, which vote must be cast in person or electronically.

Section 10. Action Without a Meeting. Any action may be taken without a meeting if ratified by the Board at the next meeting and included in the minutes signed by the President and Secretary.

Section 11. Compensation. Members of the Board of Directors shall not receive any compensation for their services, other than reimbursement of expenses authorized by the Board.

ARTICLE VII OFFICERS/EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall be comprised of the President, President-Elect, Secretary, Treasurer, and not fewer than one more than two Directors. The President shall appoint the Directors to the Executive Committee subject to approval by the Board. The immediate past president shall also serve on the Executive Committee without voting privileges.

Section 2. Qualifications. All officers must be members in good standing as defined in Article III, Section 2 (Member in Good Standing Defined), at all times, including at the time of nomination and at the time of election. Where it might be necessary, a member may hold two offices, with the exception of President and President-Elect, but will only have one vote. A candidate for President-Elect shall have served as an elected member of the Board for at least one year prior to nomination. However, if circumstances exist which would make this qualification impracticable, then the requirement for one year's service may be waived.

Section 3. Term of Office. The term of office for all officers is one (1) year, to commence at such time as determined by the Board of Directors and as set forth in the ballot or, if such period extends beyond the one-year period, until their successor is elected or appointed. The President-Elect shall automatically succeed to the office of President at the end of the next annual meeting following election. Except for the President and President-Elect, officers shall be eligible for reelection to the same office for one successive term.

Section 4. Vacancies. A vacancy in the office of President shall automatically be filled by the President-Elect. A vacancy in the other elected offices shall be filled by a vote of the majority of the sitting Board of Directors.

Section 5. Duties.

(A) **President.** As the chief elected officer, the President shall serve as chairman of both the Executive Committee and the Board of Directors and preside at all meetings of thereof; shall recommend appointments of committee chairs and members, subject to the approval of the Board; and shall generally manage the day-to-day business of NOP. The President serves as an *ex officio*

member of all committees, task forces, councils, and boards, except for nominations, and is a signer on all bank accounts. In the event of a tie on any matter pending before the Board of Directors, the President may cast the deciding vote.

(B) **President-Elect.** The President-Elect shall assume the duties of President in the absence of the President, is a signer on all bank accounts, and shall perform such other duties as are assigned by the President or the Board. All matters of violation of the NALS Code of Ethics and Professional Responsibility shall be referred to this officer for attention.

(C) **Secretary.** The Secretary shall keep the minutes of all meetings; give all notices in accordance with the provisions of NOP's bylaws and standing rules or as required by law; be custodian of NOP's records; coordinate with the President or other officers in timely furnishing reports and other required information to NALS.

(D) **Treasurer.** The Treasurer shall oversee the financial affairs of NOP under the direction of the Executive Committee and the Board; sign checks for authorized disbursements; and perform such other duties as are assigned by the President or by the Board.

Section 6. Authority and Responsibility. The Executive Committee may act in the place and stead of the Board between meetings on all matters, except those specifically reserved to the Board by these bylaws. The Executive Committee shall routinely review the financial affairs of NOP. Actions of the Executive Committee shall be reported to the Board by mail, by telephone, electronically, or at the next Board meeting. Business of the Executive Committee may be conducted by mail, by telephone, electronically, or at meetings.

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

ARTICLE VIII STANDING AND SPECIAL COMMITTEES, TASK FORCES, AND COUNCILS

The Board of Directors has the authority to appoint the standing and special committees, task forces, and councils of NOP as it deems necessary.

ARTICLE IX GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of NOP shall be January 1 through December 31.

Section 2. Conformance to NALS Bylaws. The bylaws of NOP shall conform to and shall not be in conflict with any bylaw or amendment thereto which has been or which will be adopted by NALS. Any provision that is in conflict with the bylaws of NALS shall be deemed to be void and unenforceable. Amendments to existing bylaws for existing chartered associations shall be forwarded to NALS with a certificate of adoption by the Parliamentarian or Secretary.

Section 3. Appeals. A member who has been disciplined, expelled, or suspended or had membership terminated in a chartered chapter shall not have the right to appeal to NALS without first exhausting all administrative remedies for both review and appeal as provided for in the bylaws, standing rules, and regulations of NOP.

Section 4. **Books and Records.** NOP shall keep correct and complete books and records of account and minutes of the proceedings of all of its meetings. All books and records of NOP may be inspected by any voting member of NOP at reasonable times following written notice, which shall include the reason for the requested inspection.

**ARTICLE X
PARLIAMENTARY AUTHORITY**

Subject to NALS' and NOP's bylaws, standing rules, and any other procedures or articles of incorporation, proceedings at any meeting of NOP shall be guided by the current edition of *Robert's Rules of Order Newly Revised*.

**ARTICLE XI
AMENDMENTS**

Section 1. **Procedures.** These bylaws may be amended by either of the following methods:

(A) The Board may, by a two-thirds vote, amend any bylaw(s) not requiring a vote of the voting members as provided in the bylaws of NOP in Article V, Section 7 (Voting on Amendments to Bylaws).

(B) The voting members may amend any bylaw by a two-thirds (2/3) vote of members in good standing who are in attendance at the time of the vote.

Section 2. **Notice.** Notice of proposed bylaw amendments must be given by the Secretary to the Board of Directors or to the appropriate voting members at least fourteen (14) days before the vote is scheduled.

Section 3. **Effective Date.** Amendments to these bylaws shall take effect immediately upon adoption unless otherwise specified. In addition, once adopted, said Amendments to these bylaws shall be forwarded to NALS with a Certificate of Adoption by the Parliamentarian or Secretary.

Section 4. **Grammatical and Correlation Changes.** Automatic grammatical and correlation changes in these bylaws or amendments thereto, which in no way alter the intent of the respective bylaw or amendment thereto, shall be effected subject to the approval of the President.

**ARTICLE XII
DISSOLUTION OR WITHDRAWAL**

In the event of dissolution or withdrawal of NOP from NALS, the procedures set forth in the NALS bylaws, standing rules, and established procedures shall govern.


Secretary

Approved:


Kathy Decker, PP, PLS-SC, ACP
NALS of Phoenix Parliamentarian

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Revision Adopted 10/16/2012
Revision Adopted 7/13/2017