

BY-LAWS
of
THE GREATER CHICAGO CHAPTER
OF THE ASSOCIATION OF LEGAL ADMINISTRATORS
A Not-For-Profit Corporation of the State of Illinois

ARTICLE I
NAME AND OFFICE

Section 1: Name. The name of the organization shall be the Greater Chicago Chapter of the Association of Legal Administrators ("Chapter").

Section 2: Office. The principal office of the Chapter shall be the office of the incumbent President unless changed by action of the Board of Directors ("Board").

Section 3: Other Offices. Branch or subordinate offices may be established by the Board upon recommendation to and acceptance by the membership.

ARTICLE II
PURPOSE

The purposes of the Chapter are:

1. To promote the exchange of information regarding the administration and management problems peculiar to legal organizations, including private law offices, corporate legal departments, government legal and judicial organizations and public service legal groups; to educate representatives of legal organizations regarding the value and availability of professional administrators; and to consider standards of qualification for such administrators; to develop continuing education programs and to participate in any other way in the advancement of legal administration;
2. To support the goals and programs of the Association of Legal Administrators where consistent with the goals and purposes of the Chapter; and
3. To be non-partisan and devote no part of its activities 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.
4. Restrictions. All policies and activities of the Chapter shall be consistent with:
 - (a) applicable federal, state and local antitrust, trade regulation or other legal requirements; and
 - (b) applicable tax-exemption requirements including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE III
MEMBERSHIP: CRITERIA AND CLASSES

Membership in the Chapter shall be comprised primarily of individuals engaged on a full-time basis in the management of legal organizations and shall consist of Regular and Associate Members as defined and provided for in these bylaws.

Membership in the Chapter is not open to consultants and vendors who are engaged by legal organizations.

Section 1. Regular Members. Regular membership in the Chapter is limited to:

A. Legal administrators, regardless of the title by which that individual is recognized within his or her organization, engaged in the management of a legal organization as defined below.

“Legal administrators” are persons who (i) exercise management responsibilities on a full-time basis or, if not full-time, devote at least 75% of their working time to performing the management responsibilities of their position; (ii) manage others or manage an important function which renders high-level technical or other specialized services to the organization; (iii) occupy a position which involves the exercise of independent judgment without close daily supervision; and (iv) are employed in a position which is or is eligible to be classified as exempt, by a single “legal organization” - such as a private law firm, legal service clinic, corporate legal department, college or university legal department, governmental legal agency, court system, charitable legal agency, or some other organization which is primarily engaged in the practice of law. Eligible persons may perform all relevant management duties personally or, in the case of the delegation of such duties to subordinate staff or the contracting of any such duties to third parties, must retain responsibility for those duties.

In general, a “legal administrator” is either (i) the principal administrator in the organization, (ii) the administrator/manager of a branch office of the organization, or (iii) someone who reports directly to the principal administrator or branch administrator and has responsibility for one or more of the organization’s major functional management or administrative areas.¹

B. Practicing lawyers who have the principal lawyer executive management responsibility in their legal organization and who devote no less than 75% of their working time to that responsibility and function. Individuals potentially meeting this criteria would include the managing partner of a private law firm or the chair of a law firm executive committee; the General Counsel in a corporate legal department; and the head of a governmental agency legal department such as a state Deputy Attorney General with agency administration responsibilities.

C. Unemployed legal administrators who are not serving as consultants or vendors and who have met the criteria for Regular membership are eligible to continue as Regular

¹ The major functional management or administrative areas are General Management; Financial Management; Human Resources Management; Systems Management; Facilities Management; Marketing or Business Development Management; Practice Management; Management of Training and Development Activities; Legal Assistant Supervision and Management; and Management of Lawyer Recruiting activities

Members until expiration of a 180-day period measured from the date on which they are no longer employed as legal administrators. After the expiration of the 180-day period, unemployed legal administrators are eligible to continue as Associate Members and to renew as Associate Members (other eligibility requirements of Associate membership notwithstanding), provided such legal administrators are not serving as consultants or vendors and are actively seeking employment as a legal administrator.

D. Individuals who have been designated as "Life Members" by the Chapter Board of Directors. Life Members are those individuals who have rendered extraordinary service to the Chapter. Life Members have all the rights and privileges of Regular membership, but they are not required to pay dues. Those Life Members who are no longer employed as legal administrators and do not meet the criteria for Regular membership may not hold elective or appointive office but may serve as members of committees.

Regular Members have all the rights and privileges of membership, including (except as provided in Article III (1) D., above) the right to hold elective or appointive office.

Section 2. Associate Members. Associate membership in the Chapter shall be available to those individuals who are interested in legal administration and management, who do not meet the criteria for Regular membership, and who are either:

- A. Practicing lawyers with an interest in law firm administration and management;
- B. Individuals engaged in an on-going employment-type relationship which involves providing continuing management services of the types described in Article III (1) A., above, including the footnote to that section;
- C. Retired Regular Members of the chapter who are not otherwise employed;
- D. Unemployed legal administrators who have exhausted their eligibility for Regular membership but meet the requirements of Associate membership under Article III(1)C., above;
- E. Full-time teachers of business, organizational management, law or law-related disciplines at institutions of higher learning, as well as deans with administrative and management responsibilities at such institutions;
- F. Full-time students in business, management, law or law-related studies at institutions of higher learning;
- G. Bar association executives with management responsibilities of the type described in Article III (1) A., above, including the footnote to that section; and
- H. Other individuals not specifically excluded from membership who have and demonstrate an interest in the management of law firms and other legal organizations, and who do not qualify for Regular membership in the Chapter.

Associate Members may not hold elective or appointive office in the Chapter. Other policies governing the participation of Associate Members in the Chapter, as well as the nature and extent of benefits accruing to Associate Members, shall be determined from time to time by the Chapter Board of Directors.

ARTICLE IV

Section 1. Individuals meeting the criteria for membership in any class may join the Chapter by making application and paying such dues as the Board may, from time to time, determine.

Section 2. Members of any classification may automatically be removed from membership (a) if they no longer meet the criteria for membership established by the bylaws, and/or (b) for non-payment of dues within the time frames for such payment as are from time to time established. Members may also be removed for other cause, including but not limited to conviction of embezzlement, theft or other crime, upon a two-thirds vote of the Board of Directors present at any meeting of the Board. A vote for removal for cause shall occur only after the member who is the subject of consideration has been advised of the pending action and has been given reasonable opportunity for explanation and/or defense.

Section 3. All members of the Chapter must be members of the Association of Legal Administrators.

ARTICLE V **BOARD OF DIRECTORS**

Section 1: Management. The management of the Chapter and its affairs shall be vested in the Board.

Section 2: Board of Directors. The Board shall consist of the President, Vice President, Secretary, Treasurer ("Officers") and no more than twelve additional Directors. One Board member shall be named Vice President Elect and shall serve in that capacity concurrently with another position on the Board.

Section 3: Election and Term of Office. All Board members shall be elected in accordance with Article XI, or appointed in accordance with Article VI, Section 4.

Section 4: Resignation. Any Board member 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 5: Removal from Office. Any Board member may be removed from office for just and sufficient cause by a two-thirds vote of the entire Board.

Section 6: Chairperson. The President shall serve as Chairperson of the Board meetings.

Section 7: Meetings. Board meetings shall be held at least quarterly and shall be called by the President or by any four members of the Board. Except in emergencies, at least 24-hour notice must be given prior to the conduct of any Board meeting.

Section 8: Quorum. A majority of the Officers, as well as a majority of the Directors of those attending or voting by proxy shall constitute a quorum for the transaction of business.

Section 9: 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 10: Compensation. All Board members shall serve without pay.

ARTICLE VI **OFFICERS AND DIRECTORS**

Section 1: Officers, Directors and Terms. The Officers and Directors of the Chapter shall be a President, Vice President, Secretary, Treasurer and no more than twelve additional Directors. One Board member shall be named Vice President Elect and shall serve in that capacity concurrently with another position on the Board.

The Vice President will be elected for two, one-year terms, the first as Vice President and the second as President. It is understood that all Vice Presidents are elected expressly to succeed as President. All persons assuming the office of President must be elected or ratified by the members either at the Vice President level or directly to the Presidency, if a Vice President chooses not to succeed as President. All other Board members including the Secretary and Treasurer shall be elected to serve a one-year term.

The Vice President Elect will be elected for three, one-year terms, the first as Vice President Elect (along with whatever other position being served), the second as Vice President, and the third as President. It is understood that all Vice President Elects are elected expressly to succeed as Vice President and then as President.

Section 2: Election. All Officers with the exception of ratification of the appointment of a Vice President completing a vacated term (see above) shall be elected by the membership (CF Article VI, 2) or except as hereinafter provided in Section 4 of this Article.

Section 3: Duties.

(a) President. The President shall preside at all meetings of the Board and membership and shall be responsible for making appointments to committees and delegating assignments to other officers and directors.

(b) Vice President/President Elect/Region 3 Representative. The Vice President shall act in the place of the President in his or her absence. The Vice President will serve as Chairman of the nominating committee for the election of officers for the year he or she is to become President.

(c) Secretary. The Secretary shall record minutes of all Board meetings and shall be responsible for communicating these minutes to the Board and membership as appropriate.

(d) Treasurer. The Treasurer shall be responsible for all of the monies of the organization and shall be responsible for applying generally accepted accounting principles to safeguard the Chapter's funds. The Treasurer shall give a written report at all Board meetings and shall also provide a written report annually to the membership. The Treasurer shall prepare an annual budget as hereinafter provided for in Article IX and file the appropriate tax return.

(e) Directors. The Directors shall represent the interests of the membership and shall be available to assist the President in duties assigned to them. The Directors shall consist of the following: Membership, Professional Development, Newsletter, Large Firm, Mid Size Firm, Small Firm, Survey, Business Partner Relations, Website/Communications, Community Relations, CLM, and Past President/Historian.

(f) Advisors. The Board shall also have the following Advisors reporting to the Professional Development Director: Finance, Human Resources, Marketing, and Facilities.

(g) Vice President Elect. The Vice President Elect shall fulfill the duties of whatever other position they have accepted and will work with the President and Vice President as needed. This time will allow the future President of the Chapter to be better prepared for the role. The Vice President Elect will also serve on the nominating committee for the election of officers, directors and advisors for the year in which he or she is to become Vice President.

Section 4: Vacancies. A vacancy occurring in any office shall be filled for the remaining period of the unexpired term(s) by the Board. A majority vote of the remaining members of the Board is required to make this appointment. Any appointment to the office of Vice President must be ratified by the membership at the next regular meeting by majority vote of those present.

ARTICLE VII **MEETINGS OF MEMBERS**

Section 1: Regular Meetings. Regular meetings of the Chapter will be held at a location set by the Board.

Section 2: Annual Meeting. There shall be an annual meeting of the members of the Chapter which shall be held on the second Tuesday of March or at such other time as the Board may determine. The purposes of such meeting shall be the presentation of the new Board, reports and transaction of such other business as may properly come before the meeting.

Section 3: Special Meetings. Special meetings of the members of the Chapter may be called at any time by the President or upon the written request to the President of often (10%) percent or more members with twenty-four (24) hour notice. At such special meetings, no business shall be transacted except that which shall have been specified in the notice of such meeting, unless unanimous consent is obtained from the members present thereat to transact other business.

Section 4: Notice of Meetings. Notice of meetings shall be posted on the Chapter Web Site and distributed by e-mail, fax or U.S. Mail and shall state the place, date and hour of such meetings, and shall be delivered, either personally or by mail to each member. Unless otherwise stated herein, notices shall be given no less than ten (10) days before the date of such meeting.

Section 5: Quorum. A majority of those present shall constitute a quorum.

Section 6: Voting. A majority vote of those attending or voting by written proxy is required to approve any action properly brought before any regular or special meeting except as herein provided in Article XI.

Section 7: Robert's Rules of Order. All meetings shall be governed by Robert's Rules of Order Revised.

ARTICLE VIII **COMMITTEES**

Section 1: Nominating Committee. See Article XI.

Section 2: Audit Committee. This committee shall consist of a chairperson appointed by the President and at least two members appointed by the Chairperson. It shall be responsible for the annual review of the financial records of the Chapter. The review shall be made immediately after the annual meeting and before the transfer of the financial records to the newly elected officers. The committee shall make its official report to the Chapter at the first regular meeting of the fiscal year. The report shall also be published in the Chapter newsletter.

Section 3: Other Committees. The Board, by resolution, may designate such other 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. The President shall appoint the chairperson of each such committee, and the members of such committees shall be appointed either by the President or the chairperson of each such committee.

ARTICLE IX **BUDGET AND FISCAL YEAR**

Section 1: Budget. An annual budget for each fiscal year shall be prepared under direction of the Treasurer and presented to the Board at least sixty (60) days in advance of the beginning of the Chapter's fiscal year. At the April meeting of the Board, the budget will be approved. Thereafter, at any meeting of the Board, it may approve any changes to the budget that may be necessary.

Section 2: Fiscal Year. The fiscal year of the Chapter shall be April 1 to March 31.

ARTICLE X **CHAPTER DUES**

Each individual belonging to the Greater Chicago Chapter shall be assessed annual dues. Dues will become payable by February 1st. Individuals more than 90 days in arrears on the payment of membership dues shall be automatically dropped from membership in the Greater Chicago Chapter. The amount of the annual dues will be set by the Board.

ARTICLE XI **NOMINATIONS AND ELECTIONS**

Section 1: Nominating Committee. At the autumn meeting a Nominating Committee, composed of not less than two (2) members, nor more than four (4) members, shall be

nominated and elected by the membership present at that meeting. The Vice President in office at the time of the meeting will automatically be a member and chairperson of the committee. The Vice President Elect in office at the time of the meeting will automatically be a member of the committee.

Section 2: Candidates. The Nominating Committee shall prepare a list of candidates for the Board, having obtained the consent of each nominee proposed. The names of the candidates and the offices to which they are being nominated shall be presented to the membership of the Chapter by mail, fax or e-mail on or before February 1. Any additional nominations, with appropriate biographies, must be made in writing to the chairperson of the Nominating Committee with the endorsement of five (5) voting members within ten (10) days following the mailing. The final slate of all candidates with biographies will be presented to the membership by mail, fax or e-mail on or before February 15. No further nominations will be accepted after that time. The election of officers shall be held by ballot, said ballot to be included in the final mailing on or before February 15. The ballots are to be returned on or before March 1.

Section 3: Election Committee. The Nominating Committee shall serve as an Election Committee taking charge of the details of the election and reporting the results to the Chapter. A plurality vote shall constitute the election.

ARTICLE XII **AMENDMENTS TO BY-LAWS**

These By-laws may be amended at any regular or special meeting of the membership, or at any adjourned session thereof, by two-thirds (2/3rds) vote of those voting, fifteen (15) days' previous notice having been given.

ARTICLE XIII **LIMITATION OF LIABILITY**

No officer, 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 **INDEMNIFICATION**

Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Chapter may be indemnified by the Chapter against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters as to which such director or officer is guilty of negligence or misconduct in the performance of his or her duties. Such indemnification shall not be deemed exclusive of any other rights to indemnification which such director or officer may be entitled apart from this By-laws. The Chapter may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Chapter against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability.

ARTICLE XV
DISSOLUTION

Section 1: Resolution. The Chapter may be dissolved by resolution adopted by a majority of the Board and ratified by a majority of the paid up membership.


Section 2: Liquidation. In the event of dissolution of the Chapter, the Board or a committee appointed by the Board shall be responsible for its liquidation.

Section 3: Indebtedness. In case of dissolution of the Chapter, the Board shall authorize the payment of all indebtedness of the Chapter and shall turn over to the Association of Legal Administrators the remaining assets of the Chapter.

The Bylaws were amended and adopted at the meeting of the Greater Chicago Chapter of the Association of Legal Administrators on the dates as noted:

March 9, 2004
January 20, 2009
January 19, 2010
March 16, 2010
April 27, 2010 (title change from PEE to VPE)

Date: 6-29-2010

President 
Carol A. McCallum, CLM

Secretary 
Cinthia LeGrand, CLM