

**TEXAS ASSOCIATION
OF LEGAL PROFESSIONALS**

BYLAWS
(Effective April 29, 2011)

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TEXAS ASSOCIATION OF LEGAL PROFESSIONALS BYLAWS

ARTICLE 1 NAME AND AFFILIATION

Section 1. The name of this association shall be the Texas Association of Legal Professionals, and hereafter may be referred to as the Texas Association.

Section 2. It shall be a member of NALS, Inc., which association hereafter may be referred to as the National Association.

ARTICLE 2 PURPOSES

Section 1. To further the knowledge of the law and to uphold its honor and dignity.

Section 2. To stimulate a high order of business and professional attainment.

Section 3. To establish good fellowship among the members of the Texas Association.

Section 4. To create and maintain a high standard of ethics among the members of the Texas Association.

Section 5. To further the interests of legal professionals through the Texas Association by cooperating with local chapters and assisting such local chapters in carrying out the objectives and purposes of the Texas Association and the National Association.

ARTICLE 3 POLICY

The Texas Association shall be nonsectarian, nonpartisan, nonprofit, and nonunion.

ARTICLE 4 MEMBERSHIP

Section 1. The Texas Association shall be composed of:

- (a) Local chapters and the individual members thereof.
- (b) Members-at-large.
- (c) Retired members.
- (d) Associate members.
- (e) Student members.

- (f) Honorary members.
- (g) Secondary members.

Section 2. Local chapters and the individual members thereof are eligible for membership and certain voting rights in the Texas Association provided:

- (a) Such local chapters are in good standing as member associations of the National Association.
- (b) Such local individual members meet the qualifications for membership of the National Association.
- (c) Remittances covering dues have been made in accordance with Article 5, Sections 1 and 2, of these bylaws.

Section 3. Memberships, other than individual membership, in the Texas Association may be granted as follows:

- (a) Retired membership. A retired member shall be a local chapter individual member or member-at-large in good standing who is retired and has a total of five (5) consecutive years as an individual member or member-at-large immediately prior to retirement and who has either attained the age of sixty-two (62) or has retired due to a physical disability. A retired member shall hold all of the privileges of membership, including the right to vote and hold elective office.
- (b) Membership-at-large. A member-at-large shall be an individual member who does not reside in a geographic area where a local chapter exists. A member-at-large shall hold all of the privileges of membership, including the right to vote and hold elective office.
- (c) Associate membership. Associate members include educators, judges, and attorneys, who may not vote or hold elective office. Nothing herein shall prohibit the application of an individual member or member-at-large to transfer to associate member status upon qualifying for associate membership as set forth in this Article.
- (d) Student Membership. A student member shall be attending an accredited program relating to work of a legal nature and classified by that school as a "full-time student." Student members may continue at the student classification for one (1) year after the student is no longer classified as a full-time student. A student member shall hold all of the privileges of membership, except the right to vote or hold elective office.
- (e) Honorary membership. Any person who has performed outstanding or special service for the Texas Association, the National Association, or for the general public welfare and who is not a member of the Texas Association, may be elected as an honorary member at the Annual Meeting of the Texas Association. An honorary member shall hold all of the privileges of membership, except the right to vote or hold elective office.
- (f) Secondary membership. Any individual member or member-at-large in good standing of another local chapter or state association may be granted status as a secondary member in the Texas Association. A secondary member shall not vote, hold office, or chair or serve on a committee in the Texas Association.

Section 4. Members in good standing in other local chapters and state associations and the National Association may transfer membership to another association. A member desiring to transfer from one local chapter to another shall present a membership card for the current fiscal year to the new local chapter as evidence of paid dues and shall complete a Change in Status Form. A transferee must obtain approval from the local chapter with which affiliation is desired. Proper notification must be given to the NALS Resource Center and to the treasurer of the state association and the local chapter of which the transferee was a member.

A member in good standing transferring from another state is not required to pay dues of the Texas Association for the partial year of the transfer, and that member shall be considered a transferee and not a new member.

Section 5. No individual member may be a primary member of more than one local chapter.

Section 6. Voting rights of individual members as defined by the Standing Rules of this Association include (a) election of officers and (b) name change of this Association.

ARTICLE 5 DUES

Section 1.

(a) Membership dues for primary members of local chapters and for members-at-large of the Texas Association shall be \$15 per year per capita. Membership dues for secondary membership of the Texas Association shall be \$20 per year per capita. Membership dues for associate membership of the Texas Association shall be \$10 per year per capita. No dues shall be assessed honorary members. Membership dues for retired members of the Texas Association shall be \$5 per year per capita. Membership dues for student members of the Texas Association shall be \$5 per year per capita.

(b) All dues levied on members shall be due on the first day of the month following the anniversary date established by the National Association and shall be paid each year to the National Association on or before the first day of the next month following the established due date; provided, however, if a member is approved by NALS as a hardship, Texas ALP dues will be waived **for a period not to exceed one year.**

(c) Except for the membership dues for secondary membership of the Texas Association, all dues and fees shall be paid directly to the National Association. The National Association shall remit the appropriate dues and fees for each member to the Texas Association. Dues for secondary membership of the Texas Association shall be paid directly to the Texas Association.

Section 2. At the time of application for charter, each local chapter shall adopt the fiscal year of the Texas Association and National Association and shall remit dues of the Texas Association and National Association to the National Association. Thereafter, dues shall be paid annually to the National Association in accordance with National Association rules.

ARTICLE 6 BOARD OF DIRECTORS

Section 1. The management of this Association shall be vested in the Board of Directors, which shall be composed of the elected and appointed officers of the Texas Association and the elected director or alternate director of each local chapter.

Section 2. There shall be one regular meeting of the Board of Directors each fiscal year to be held in conjunction with the Fall Educational Conference. The Fall Educational Conference shall be held not earlier than September 1 nor later than October 15 each year, the site of which shall be determined by the Board of Directors at the Fall Educational Conference one year in advance.

Special meetings of the Board of Directors may be called by the President or the Executive Committee.

Section 3. The President shall issue a call to each regular meeting of the Board of Directors to all members at least thirty (30) days prior thereto.

Section 4. All members of the Board of Directors shall be voting members. A majority of the Board of Directors present in person at any regular meeting shall constitute a quorum for the transaction of business. A vote of the Board of Directors may be taken by mail or by electronic means, at the election of the President or the Executive Committee.

Section 5. Each local chapter is entitled to one vote on the Board of Directors through its elected Director or Alternate Director. A local chapter may appoint a member in good standing of Texas ALP as Director *Pro Tem* in lieu of the elected Director or Alternate Director of such local chapter to serve at a Board Meeting or Annual Meeting; provided, however, that no individual member may hold more than two votes at any Board of Directors or Annual Meeting, only one of which votes may be as Director *Pro Tem* for a chapter in which that person is not a member. The president of such local chapter must certify in writing to the Secretary that a Director *Pro Tem*, naming such person, has been appointed, specifying the meeting, and that such appointment has been made in accordance with the bylaws of that local chapter.

Section 6. The Board of Directors shall transact the business of the Texas Association between Annual Meetings (as described in Article 7 hereof) and shall report the business transacted by it to the Annual Meeting body. The Board of Directors shall formulate new policies and determine changes in policies, but its action thereon shall be subject to approval by the Annual Meeting body. The Board of Directors may make recommendations to the Annual Meeting body concerning policy or procedure.

Section 7. The Board of Directors meeting may be hosted or nonhosted.

Section 8. If the Board of Directors meeting is hosted, the chairman of that conference shall be appointed by the local chapter hosting the conference, subject to the approval of the Executive Committee, and shall be a standing committee chairman of the Texas Association. If the conference is nonhosted, the chairman of that conference shall be appointed by the President, subject to the approval of the Executive Committee.

Section 9. If a Board of Directors meeting is hosted, the chairman of that conference shall appoint a finance chairman, who shall be included in the Texas Association surety bond.

Section 10. The order of business at each Board of Directors and Annual Meeting shall be in accordance with an agenda adopted at the beginning of each such meeting and shall include such business as shall properly come before the voting body.

ARTICLE 7 ANNUAL MEETING

Section 1. There shall be one Annual Meeting of the Board of Directors each year to be held in conjunction with the Annual Educational Conference. The Annual Educational Conference shall be held not earlier than April 1 nor later than May 15, the site of which shall be determined by the Board of Directors at the Annual Educational Conference one year in advance.

Section 2. The President shall issue a call to the Annual Meeting of the Board of Directors to all members at least thirty (30) days prior thereto.

Section 3. Voting at the Annual Meeting shall be by the members of the Board of Directors in attendance at the meeting.

Section 4. The Annual Conference Chairman shall be appointed by the local chapter hosting the Annual Conference, subject to the approval of the Executive Committee, and shall be a standing committee chairman of the Texas Association.

Section 5. The Annual Conference Chairman shall appoint an Annual Conference finance chairman, who shall be included in the Texas Association surety bond.

ARTICLE 8 EXECUTIVE COMMITTEE

Section 1. The elected and appointed officers of the Texas Association shall constitute the Executive Committee.

Section 2. The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board of Directors and shall have such other powers as are vested in it by these bylaws. It shall report to the Board of Directors at each meeting of the Board of Directors all business transacted by the Executive Committee between Board Meetings. The Executive Committee may make recommendations to the Board of Directors concerning policies and procedures.

Section 3. All members of the Executive Committee shall be voting members. A vote of the Executive Committee may be taken by mail, telephone, or electronic means.

Section 4. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. In the event of a mail, telephone, or electronic vote, a majority of the members of the Executive Committee shall be required to approve any action thereof.

ARTICLE 9 OFFICERS

Section 1. The elected officers of the Texas Association shall be: President, President-elect, Treasurer, and Secretary.

Only members in good standing of the Texas Association who have three (3) years of experience as legal secretaries or in work of a legal nature prior to nomination are eligible for an elective office.

To be eligible for nomination to the office of Treasurer or Secretary, a member must have served as Chairman of at least two (2) different Texas Association committees within the last five (5) years.

To be eligible for nomination to the office of President-elect, a member must have served as an elected officer the immediately preceding year.

Section 2. The appointed officer of the Texas Association shall be the Parliamentarian. The President shall appoint the Parliamentarian, subject to the approval of the Executive Committee.

To be eligible for the appointment to the office of Parliamentarian, a member must have served as Chairman of at least two (2) different Texas Association committees within the last five (5) years, OR be a past president of the Texas Association.

Section 3. A vacancy in the office of President shall be filled by the President-elect. The elevation of the President-elect to fill such vacancy shall not preclude such officer from serving as President for a full term the following year. The Board of Directors shall fill a vacancy occurring in the office of President-elect for the unexpired portion of the term by a special election. Any other vacancy in an elective office shall be filled by appointment by the President, subject to the approval of the Executive Committee.

Section 4. The President-elect, Treasurer, and Secretary shall be elected in accordance with the Standing Rules of this Association and shall be installed and take office at the end of the Annual Meeting, to serve for a term of one (1) year, or until their successors are elected and installed. The appointed officer shall take office after the date of appointment and serve until a successor is appointed.

ARTICLE 10 NOMINATIONS AND ELECTION

Section 1. Each year the President shall appoint a chairman of the Nominations and Elections Committee. The Nominations and Elections Committee Chairman shall appoint a committee of no fewer than two (2) members. It shall be the duty of this committee to issue a call to each member for nominations for the offices of President-elect, Treasurer, and Secretary.

Said call shall be issued, nominations shall close, and written consent of all nominees shall be obtained in accordance with the Standing Rules of this Association. Members wishing to run for office who have not been nominated may file an intent to run form with the Nominations and Elections Chairman in accordance with the Standing Rules of this Association.

Section 2. Voting shall be by ballot by the voting members of the Texas Association as specified in the Standing Rules of this Association. The results of said vote shall be certified to the President.

Section 3. In the event there is only one candidate for each office, the candidates will be elected by acclamation by the Texas Association Board of Directors. If any office is contested, voting shall be as stated in Section 2 of these Bylaws.

ARTICLE 11 DUTIES OF ELECTED OFFICERS

Section 1. The duties of officers shall be such as are implied by their respective titles and as defined by these bylaws and as stated in the Standing Rules of this Association.

Section 2. The President shall be the presiding officer of all meetings of the Texas Association, of the Board of Directors, and of the Executive Committee, and shall be an *ex officio* member of all committees, except the Nominations and Elections Committee and the Financial Review Committee. The President shall, within thirty (30) days after taking office, appoint the chairmen of all committees and subcommittees, except as otherwise provided in these bylaws, subject to the approval of the Executive Committee or the Board of Directors.

Section 3. The President-elect shall assume the duties of the President in the absence of the President or in the event of the President's inability to serve. The President-elect shall assist all local chapters, interchanging helpful information and ideas, and shall work with local chapters with problems in an attempt to stabilize such local chapters. The President-elect shall serve as chairman of the Texas Association Disciplinary Committee.

The President-elect shall serve as the liaison with the National Association regional director for the region in which the Texas Association is affiliated. Liaison duties include disseminating information to local chapters with reference to National Association policies and procedures, acting in an advisory capacity to the Texas Association and local chapters, and such other duties as may be designated by the President or the Board of Directors.

The President-elect shall hold office for a term of one (1) year only, following installation, and shall automatically succeed to the office of President at the close of the next Annual Meeting.

Section 4. The Treasurer shall be bonded in an amount to be fixed by the Executive Committee or the Board of Directors. The Treasurer shall receive all dues and assessments of this Association in accordance with the National Association bylaws and standing rules. Funds received by the Treasurer for the Texas Association shall be deposited upon receipt in the official depository established for the fiscal year. All disbursements shall be made by check countersigned by the President. The Treasurer and the President shall prepare a budget for the operation of the Texas Association and present same for approval to the Board of Directors at the Annual Meeting. The Treasurer shall exercise general supervision of all funds of the Texas Association and any proposed expenditures thereof. The Treasurer shall keep an itemized book of accounts of all funds received and distributed and shall make a report to the Membership at each meeting.

The Treasurer shall submit the financial records for review to the Financial Review Committee Chairman for the fiscal year in which the records relate and the report of the financial review shall be presented to the Board of Directors.

Section 5. The Secretary shall record the minutes of the meetings of the Texas Association and the Board of Directors and shall supply all members with copies thereof. The Secretary shall also record the minutes of the Executive Committee and supply the officers with copies thereof. The Secretary shall conduct the correspondence of the Texas Association and shall send out the call, at the direction of the President, to the Annual Meeting and Board Meeting thirty (30) days prior thereto.

ARTICLE 12 DUTIES OF APPOINTED OFFICER

Section 1. The duties of the appointed officer shall be such as are implied by the title and as defined by these bylaws and as stated in the Standing Rules of this Association.

Section 2. It shall be the duty of the Parliamentarian to interpret the bylaws and to assist the President in an advisory capacity on questions of order of the Texas Association.

ARTICLE 13 COMMITTEES

Section 1. The standing committees of the Texas Association shall be: Annual Educational Conference, Awards, Bylaws/Standing Rules, Certification, E-Distributor, Education, Fall Educational Conference, Financial Review, Fundraising, Marketing, Meetings Coordinator, Membership, Nominations and Elections, Roster, Strategic Planning, *The Texas Docket* and Webmaster.

Section 2. Special committees, subcommittees, and task forces may be created and appointed by the President, subject to the approval of the Executive Committee or the Board of Directors.

Section 3. All committee and task force chairmen shall submit written reports at the request of the President to the Board of Directors, and written annual reports shall be submitted at the Annual Meeting.

ARTICLE 14 FISCAL YEAR

The fiscal year shall be from May 1 through April 30.

ARTICLE 15 SEAL

The official seal of the Texas Association shall be in the form of a single five-point star with the letters T E X A S between each point of the star placed in the center of the seal. The words Texas Association of Legal Professionals are on the outer edge of the seal with rope borders at the upper and lower edges of the words.

ARTICLE 16 BYLAWS

Section 1. Nothing in these bylaws shall conflict with, nor be construed so as to conflict with, the present bylaws of NALS, Inc.

Section 2. A bylaw of the Texas Association may be suspended in case of emergency by a two-thirds vote of the members of the Board of Directors present at any Annual Meeting or any Board Meeting, but only for a single meeting. Actions taken under such suspension shall be binding upon this Association.

Section 3. Automatic grammatical and correlation editorial changes in these bylaws or amendments thereto, or in any standing rule adopted by this Association or any amendments thereto, which in no way alter the intent or meaning of the respective bylaw, standing rule, or amendment, shall be effected by the Parliamentarian, subject to the approval of the Executive Committee.

ARTICLE 17 SUSPENSION OF MEMBERS

In the event of the suspension of a member for violation of the Code of Ethics or for conduct tending to injure the good name of the Texas Association or for conduct failing to maintain a high standard of personal and professional ethics, appeal may be made to the Board of Directors of this Association through the President-elect. Disciplinary proceedings may be commenced at the local, state, or national level. Steps in the disciplinary process are set out in the standing rules of this Association.

ARTICLE 18 AMENDMENTS

Section 1. These bylaws may be amended or revised at any meeting by a two-thirds vote, provided that the proposed amendment or revision shall have been submitted to the Bylaws/Standing Rules Chairman at least sixty (60) days before the next meeting. Proposed amendments may be submitted by any member in good standing. Such chairman shall furnish notice to all officers and chairmen and to the Director of each local chapter at least forty-five (45) days before the meeting.

Section 2. Section 1 of this Article may be suspended at any meeting of the Texas Association upon certification by the President to each local chapter that a necessity exists for immediate action on any proposed amendments or revisions, said certification by the President to be made to each local chapter at least ten (10) days prior to said meeting, except that such proposed revision or amendment shall still be subject to the two-thirds rule at such meeting.

ARTICLE 19 DISPOSITION OF FUNDS

In the event of dissolution of the Texas Association of Legal Professionals, all property and assets shall be distributed to a nonprofit charitable organization, as defined by the IRS Code, to be selected by a majority vote of the then acting Board of Directors of this Association, notice having been given all members at least fifteen (15) days prior to the meeting. In no event shall any of such property and assets be distributed to a nonaffiliated legal professionals association, to any member of any chapter, or to any private individual.

ARTICLE 20 PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order* shall be the parliamentary authority where applicable and where there is no conflict between said *Rules* and the bylaws of the Texas Association and the National Association.