



March 19, 2007

Dear Members,

The Board and ALA National have approved By-laws revisions, subject to membership approval. At the Annual Meeting, a vote will be taken to approve the revisions to our current By-laws.

The revisions primarily are located in the following Articles:

- Article IV: Membership
- Article V: Board of Directors and Executive Committee
- Article VI: Officers
- Article VII: Meetings of Members
- Article VIII: Committees
- Article IX: Nominations and Elections

Please take some time to review the By-laws and contact me at gfaherty@haymond-law.com or Joe Harmon, CLM at jharmon@gmflaw.com with any questions.

Regards,

Gail P. Faherty
By-laws Committee

**BYLAWS
OF THE NUTMEG CHAPTER
ASSOCIATION OF LEGAL ADMINISTRATORS**

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BYLAWS
OF THE NUTMEG CHAPTER
ASSOCIATION OF LEGAL ADMINISTRATORS
(A NOT-FOR-PROFIT CONNECTICUT CORPORATION)

ARTICLE I
NAME AND OFFICE

1. Name. The name of the organization shall be NUTMEG CHAPTER OF THE ASSOCIATION OF LEGAL ADMINISTRATORS, INC. (“Chapter”).
2. Location. The principal office of the Chapter shall be the office where the current President is employed, unless changed by action of the Board of Directors (“Board”).

ARTICLE II
PURPOSES AND RESTRICTIONS

1. Purposes. The nature of the activities to be conducted or the purposes to be promoted or carried out by the Chapter are as follows:
 - (a) to promote exchange of information regarding administration and management problems unique to legal organizations, including private law offices, corporate legal departments, government legal and judicial organizations and public service legal groups;
 - (b) to educate representatives of legal organizations regarding the value and availability of professional administrators;
 - (c) to develop and promote continuing education programs;
 - (d) to make available, upon request, members who specialize in specific areas of administration for mentoring purposes within the membership;
 - (e) to support the goals and programs of the Association of Legal Administrators;and
 - (f) to participate in any other way for the advancement of legal administration.

The Chapter shall be non-partisan and no part of its activities shall be devoted to influencing legislation. No funds of the Chapter shall be used or subscribed for any political purposes. However, the Chapter may conduct educational meetings and produce educational literature to inform members and others about relevant legislation.

2. 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 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.

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 of 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

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.

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 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 in the Chapter.

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 ongoing 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; or

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 **MEMBERSHIP: APPLICATION, REMOVAL, AND CHAPTER STANDARDS**

1. Application for Membership. Individuals meeting the criteria for membership in any classification may join the Chapter by making application and paying such dues with the application as the Board may, from time to time, determine. Application for chapter membership shall be made in writing on a form provided by the Chapter, for review by the Membership Coordinator.

2. Payment of Chapter Membership Dues. The amount of the annual chapter dues shall be determined by the Board of Directors and are payable on or before January 15 of the membership year.

3. Transfer of Membership. Membership in the Chapter remains with the individual and is neither assignable to another individual nor transferable to a firm. Successor administrators employed by participating Chapter firms cannot assume the membership of their predecessor in the Association of Legal Administrators.

4. Members of any classification may be automatically 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 (2/3rds) vote of the Board of Directors present at any meeting of the Board. A vote on 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.

5. All members of the Chapter must be members of the Association of Legal Administrators.

ARTICLE V
BOARD OF DIRECTORS & EXECUTIVE COMMITTEE

1. Management and Control. The business and property of the Chapter shall be managed and controlled by a Board of Directors. The Board of Directors shall consist of all officers as listed in Article VI (1). Each officer shall have one (1) vote. The Board of Directors shall be self-perpetuating and shall be those persons elected at any annual meeting of the members of the Chapter by simple majority vote.

2. Executive Committee. The day-to-day administration of the responsibilities of the Board shall be vested in an Executive Committee, which shall serve at the direction of the Board. The Executive Committee shall consist of the Chapter officers, Chairpersons of Standing Committees, Chairpersons of Special Committees, and any other members appointed by the Board or President.

3. Compensation. The Board shall not receive any stated salary for their services.

4. Special Meetings. Special meetings of the Board may be called by the President and must be called on the written request of any member of the Board.

5. Notices. Regular meetings of the Board may be held without notice at such time and place as determined by the Board. Any business may be transacted at any meeting of the Board. Meetings may be held within Connecticut or Massachusetts. At any meeting at which a quorum shall be present, even though without any notice or waiver thereof, any business may be transacted. Notice of a meeting must be mailed or delivered via facsimile, e-mail or to the member's mailing address listed on the current membership list by the President or President-Elect or his or her designee to all Board of Director members.

6. Quorum. At all meetings of the Board, a majority of members of the Board of Directors shall constitute a quorum necessary for the transaction of business, and the act of a majority of the Officers present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise specifically provided by statute or these Bylaws. If at any time there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Officer and may fill any vacancies as herein above provided.

7. At all meetings of the Board, the President, or in the President's absence, the President-Elect or, in the absence of the President-Elect, a chairperson chosen by the Board present shall preside.

8. All corporate powers, except as otherwise provided by these Bylaws and the laws of the State of Connecticut, shall be and are hereby vested in and shall be exercised by the Board. The Board may by general resolution delegate to committees or to officers of the Chapter such powers as they see fit.

9. The Board shall perform such additional duties as required by law.

ARTICLE VI
OFFICERS

1. Officers. The President, President-Elect, Vice President/Secretary, Vice President/Treasurer, and Immediate Past President shall constitute the Board of Directors. Only one office may be held by any Officer at one time.

2. Duties. The Officers perform those duties that are usual to their positions and that are assigned to them by the Board. In addition, the President of the Chapter acts as chair of the Board and Chapter meetings and the President-Elect acts in place of the President when the President is not available.

3. Election and Term of Office. Officers shall be elected for a term of two years in accordance with Article IX.

4. Vacancies. If the office of President becomes vacant by death, resignation, retirement, disqualification or any other cause, the President-Elect shall automatically assume the role of President. The President-Elect position will become vacant until the next election. If any other officer position becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Board, although less than a quorum, at an annual or special meeting called for that purpose may appoint a member to fill such vacancy, and the member so appointed shall hold office and serve until the next election of officers and qualification of a successor.

5. Resignation of an Officer. Any Officer may resign at any time by giving written notice of resignation to the President. In the event the President is unable to accept the resignation or the person in the position of President is resigning, then the Secretary shall accept the resignation. 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 or President.

6. Termination. Any Officer may be removed, either with or without cause, by a vote of the majority of the Board of Directors. Any Officer proposed to be removed shall be entitled to at least five (5) days notice in writing, by mail, prior to the meeting or special meeting of the Board at which time such removal is to be voted upon and shall be entitled to appear and be heard by the Board at such meeting.

7. All Officers shall encourage members to abide by the ALA Code of Professional Ethics.

ARTICLE VII
MEETINGS OF MEMBERS

1. Annual meeting. The Annual Meeting of the Board shall be held at the Annual Meeting of the Chapter, prior to May 1st, on a date and time to be selected by the Board. The Annual Meeting shall be held in compliance with meeting notice requirements referenced in Article VII (4). At this Annual Meeting, the Officers for the succeeding two-year term shall be elected by the membership. Immediately after each annual election, the newly elected Officers shall meet forthwith for the purposes of organization and transaction of other business. In the event that such Annual Meeting is omitted by oversight or otherwise, at the time and date provided for, a substitute Annual Meeting or Special Meeting shall be held as soon thereafter as

possible and any business transacted or held at such meeting shall be as valid as if transacted or held at the Annual Meeting.

2. General Membership meetings. General meetings of the Chapter shall be held on a day and time determined by the Board between January 1 and December 31 each year.

3. Special meetings. The President or Board may call special meetings of the Chapter. Upon written request of members having not less than 1/20th of the votes entitled to be cast at the meeting, the President shall call a special meeting for the purposes specified in such request and cause notice thereof to be given. If the President shall not call a meeting within fifteen (15) business days after receipt of such members' request to do so, such members may call the meeting.

4. Notices of meetings. The President or Vice President/Secretary shall provide written notice of each meeting, stating place, date and time of such meeting. Unless stated otherwise herein or directed by the President, notice shall be given no less than fifteen (15) days before the date of the meeting. This function may be delegated by the Vice President/Secretary or President to a Programs Chairperson. Notice of a meeting must be mailed or delivered via facsimile, e-mail or to the member's mailing address listed on the current membership list by the President or President-Elect or his or her designee to all Board of Director members.

5. Quorum. A quorum is 25% of the membership.

ARTICLE VIII **COMMITTEES**

1. 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 Chairpersons, who shall appoint members of all such committees. The President and Immediate Past-President shall serve as ex-officio members of each committee, except the Nominating Committee.

2. The regular standing committees are as follows:

- a. Membership
- b. Professional Development & Education
- c. Business Partner Relations
- d. Website
- e. Nominating
- f. Audit
- g. Regional Group Coordinators: Western Massachusetts; Hartford; New Haven, Upper Fairfield and Lower Fairfield/Stamford.
- h. Special Projects: Newsletter; Community Challenge; By-laws; Employment Referral and Job Bank; Past Presidents' Council; PLMW; Awards Submissions.

ARTICLE IX
NOMINATIONS AND ELECTION

1. Nominating Committee. The Nominating Committee shall be composed of three (3) members. The Immediate Past President shall serve as Chairperson of the Committee and shall appoint two Chapter members to serve on the Committee. If the Immediate Past President is no longer an active member, a Past President and two (2) Chapter members shall constitute the Committee. All members of the Nominating Committee shall have been a member of the Chapter a minimum of one (1) year and may not succeed themselves.

2. Method and Time of Nomination. The Nominating Committee shall meet as early as December 1 of each year for the purpose of selecting a slate of officers for recommendation to the Chapter membership. The Nominating Committee shall select one nominee for each of the officer positions of President, President-Elect, Vice-President, Secretary, and Treasurer. Chapter members shall be encouraged to advise Nominating Committee members of individuals they feel are eligible for holding office in the Chapter no later than February 28. It shall be the responsibility of the Committee to perform due diligence and 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. The Committee should interview prospective nominees and their consent to serve, if elected, should be obtained. A report summarizing the Committee's analysis of the leadership needs of the organization, the names of the nominees, their experience and qualifications, and the reasons that the Nominating Committee feels the candidate named can meet those needs should be presented to the membership at the Annual Meeting.

3. Method of Conducting Election.

Annual Meeting: The proposed slate of officers shall be mailed or e-mailed to the members prior to the Annual Meeting. At the Annual Meeting, the Nominating Committee shall present the slate of officers. Nominations 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 presented by the Nominating Committee.

Ballot in lieu of Annual Meeting: In the absence of an annual meeting or in the event the Nominating Committee does not present the slate of officers, the slate of officers shall be mailed or e-mailed to Chapter members no later than May 7 or (7) days following the scheduled Annual Meeting. The ballot shall present the name of one nominee for each of the officer positions. A place on the ballot shall also be provided for write-in candidates for each officer position and a return date denoted. A majority of the returned ballots shall be required to elect an officer. The Nominating Committee shall count the ballots and present the results to the members at the next Chapter meeting after the Annual Meeting in the following manner: (a) number of eligible votes; (b) number of ballots cast; (c) for each office (i) total votes cast; (ii) number of votes necessary to elect; and (iii) number of votes received by officers elected. In the event of a tie, the election process will repeat itself for the particular position. This report shall become part of the Chapter meeting minutes and the ballots shall be destroyed by May 31.

4. Time New Officers Take Office. Newly elected Officers shall assume the responsibilities of office no later than May 1 in the year elected. In the event a vote is not held at the Annual Meeting, newly elected Officers shall assume the responsibilities of office no later than May 31.

5. Eligibility and Qualifications. Candidates for Board of Directors must be current members of the Chapter and the Association.

ARTICLE X
BUDGET, FISCAL YEAR, BOOKS AND RECORDS

1. Budget. An annual operating budget for each fiscal year shall be prepared by the Vice President/Treasurer at the direction and subject to the approval of the Board as early as possible prior to the beginning of the new fiscal year. Thereafter, at any meeting of the Board, the Board may approve any supplementary budget that may be necessary.

2. Dues. Dues are payable January 15 of each year and will be set by the Board no later than September 30 of each year.

3. Fiscal Year. The fiscal year of the Chapter shall be January 1 through December 31.

4. Books and Records. Correct and complete books and records of account and minutes of the proceedings of the Chapter's Board shall be kept.

5. Audit. The Audit Committee shall audit the books and records of the Chapter annually no later than March 31 following the year-end.

ARTICLE XI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. The Board, except as these Bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Chapter, and such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

2. All bills payable, notes, checks or other negotiable instruments of the Chapter shall be made in the name of the Chapter and shall be signed in accordance with banking resolutions duly adopted by the Chapter. No officer, either singly or jointly with others, shall have the power to make any bills payable, notes, checks, drafts, warrants or other negotiable instruments or endorse the same in the name of the Chapter or contract or cause to be contracted any debt or liability in the name or on behalf of the Chapter, except as herein expressly prescribed and provided. The Board of Directors, by resolution, may authorize an employee of the Chapter to sign corporate checks.

ARTICLE XII
AMENDMENTS TO BYLAWS

Amendments to these Bylaws must be approved by a two-thirds ballot vote of the members present at any general meeting. All members must have been provided a copy of the amendments at least fifteen (15) days prior the vote.

ARTICLE XIII
LIMITATION OF LIABILITY

Liability. No Officer, Director or committee member, member, employee thereof or agent of the Chapter shall be liable for the act or failure to act 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 attorney's 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 Bylaw. The Chapter may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Chapter against such liability.

ARTICLE XV
DISSOLUTION

The Chapter may be dissolved by a resolution adopted by a majority of the membership. In the event of dissolution of the Chapter, the Board or a committee appointed by the Board shall be responsible for its liquidation.

In the event of dissolution of the Chapter, the Board shall authorize the payment of all indebtedness of the Chapter. Any remaining funds, investments and other assets of the Chapter shall be distributed to such organizations which are then qualified as exempt within the meaning of Section 501(c) (3) or Section 501 (c) (6) of the Internal Revenue Code of 1954 or of corresponding provisions of then existing federal revenue laws [or, in the case of non-U.S. chapters, similarly-situated organizations] but only if the purposes and objectives of the receiving organization are similar to the purposes and objectives of the Chapter as may be determined by a majority vote of the current members of the Chapter.

These Bylaws were adopted this _____ day of _____, 2007, at the meeting of the Nutmeg Chapter of the Association of Legal Administrators. Signed and Dated at _____, Connecticut this _____ day of _____, 2007.

THE NUTMEG CHAPTER OF THE
ASSOCIATION OF LEGAL ADMINISTRATORS

By: _____
Susan Gay, President

By: _____
Judith Geery, Vice President/Secretary

By: _____
Angie DiDomenico, Vice President/Treasurer