

AMENDED AND RESTATED BYLAWS
OF
THE FOUNDATION OF THE
ASSOCIATION OF LEGAL ADMINISTRATORS

ARTICLE I
NAME AND PRINCIPAL OFFICE

Section 1. Name. The name of the corporation shall be The Foundation of the Association of Legal Administrators (“Foundation”).

Section 2. Registered Office and Agent. The Foundation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Trustees may from time to time determine.

ARTICLE II
PURPOSE

Section 1. Not for Profit. The Foundation is organized and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or may hereafter be granted by the Illinois General Not for Profit Corporation Act of 1986, as amended (the “Act”).

Section 2. Purposes. The Foundation is organized to operate exclusively for charitable, educational, scientific and research purposes as set forth in its Articles of Incorporation including, but not limited to:

- (a) Collecting, earning, and receiving funds from public and private sources;
- (b) Accumulating such funds;
- (c) Making distributions of income and principal from time to time as scholarships to individuals pursuing studies in legal administration;
- (d) Providing aid, assistance and advice to colleges, universities, and similar educational institutions with respect to developing, improving and maintaining courses and programs of study related to legal administration;
- (e) Demonstrating the value of professional law office management to the legal community;
- (f) Presenting lectures, seminars, discussions, and similar institutional endeavors in law office management and administration;
- (g) Preparing reports and other up-to-date information dealing with the total field of law office administration and related aspects; and

(h) Conducting technical studies, either directly or by grant, and providing for the publication thereof on a not-for-profit basis, dealing with the role of legal administrator in the legal community.

Section 3. Rules. The following rules shall conclusively bind the Foundation and all persons acting for or on behalf of it:

(a) The Foundation is organized and shall be operated exclusively for the charitable, educational, scientific and research purposes described above and no part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) The Foundation shall not carry on any propaganda, or otherwise attempt, to influence legislation and shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) The Foundation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue statute or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue statute.

ARTICLE III **MEMBER**

Section 1. The sole voting member of the Foundation is the Association of Legal Administrators, a Pennsylvania non-profit corporation ("ALA" or the "Member"). ALA will exercise its membership rights, including the right to vote, through action of the ALA Board of Directors or its designee(s). Notwithstanding anything set forth herein to the contrary, ALA has the sole right and authority to (i) approve the Foundation's annual budget and strategic plan; (ii) appoint and remove members of the Foundation Board of Trustees; (iii) amend the Foundation's Articles of Incorporation and Bylaws; and (v) approve any fundamental changes to the Foundation including, without limitation, any merger, dissolution, division or sale of substantially all of the Foundation's assets.

ARTICLE IV **BOARD OF TRUSTEES**

Section 1. General Powers. The affairs of the Foundation shall be managed by a board of directors known as the Board of Trustees, which shall supervise, control and direct the business and affairs of the Foundation; shall determine its policies or changes therein within the limits of these Bylaws; shall actively promote its purposes; and shall supervise the disbursement of its funds. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Number, Composition, Term & Qualifications. The Board of Trustees shall be composed of eight (8) individuals as follows (i) six (6) Trustees appointed by the Member (“Appointed Trustees”); (ii) the ALA President-Elect then in office; and (iii) the Executive Director. Each Appointed Trustee shall serve a four (4) year term in office or until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal in the manner hereinafter provided. Trustees may not serve more than one consecutive term in office. Trustees serving more than half of a full term shall be deemed to have served a full term in office for purposes of term limits. Terms shall be staggered to provide continuity of service. The ALA President-Elect and Executive Director shall serve as Trustees for so long as they hold such positions. All Trustees (except for the ALA Executive Director) must be voting members of ALA in good standing.

Section 3. Meetings.

(a) **Regular Meetings.** The Board of Trustees may take action to determine the time, date, and place of the holding of a regular annual meeting of the Board of Trustees and additional regular meetings of the Board of Trustees without other notice than such action.

(b) **Special Meetings.** Special meetings of the Board of Trustees may be called by, or at the request of, the Foundation’s President or upon a written request to the Foundation’s President of any two (2) members of the Board of Trustees. Notice of any special meeting of the Board of Trustees shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting by written or printed notice delivered personally, by mail, email or by fax to each Trustee at his or her address as shown in the records of the Foundation.

(c) **Meetings by Conference Call or other Communications Equipment.** Any action to be taken at a meeting of the Board of Trustees, or any committee thereof, may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, any meeting to be held by conference call (whether regular or special) may be held upon a minimum of twenty-four (24) hours prior notice.

(d) **Quorum.** A majority of the Board of Trustees shall constitute a quorum for the transaction of business at a duly called meeting of the Board of Trustees; provided that when less than a quorum is present at said meeting, a majority of the Board of Trustees present may adjourn the meeting to another time without further notice.

(e) **Manner of Acting.** The act of a majority of Trustees present at a duly called meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

(f) **Action Without a Meeting/Informal Action.** Any action requiring a vote of the Board of Trustees may be taken without a meeting if a written consent, setting forth the action taken, is approved by all members of the Board of Trustees entitled to vote with respect to the

subject matter thereof. Any such consent signed by all of the Trustees shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Trustees.

(g) **Waiver of Notice.** Notice of any meeting need not be given to any member of the Board of Trustees who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 4. Vacancies. Any vacancy occurring in the Board of Trustees for any reason shall be filled in the same manner as the original appointment to the Board. A Trustee appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor shall have been elected and qualified.

Section 5. Compensation. Trustees, excepting the Executive Director, shall not receive any stated salaries for their services, but by resolution of the Board of Trustees a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Trustee from serving the Foundation in any other capacity and receiving reasonable compensation therefor.

Section 6. Committees. The Trustees may, from time-to-time, create standing or special committees, including committees whose members are not Trustees, to advise and assist the Trustees in carrying out their duties.

ARTICLE V **OFFICERS**

Section 1. Officers. The officers of the Foundation shall be a President, Vice-President, a Secretary, a Treasurer and such other officers as may be determined by the Board of Trustees (collectively, the “Officers” and each an “Officer”). The Board of Trustees may elect or appoint such other officers as it shall deem desirable, such officers to have authority to perform the duties prescribed from time to time by the Board of Trustees. Any two or more offices may be held by the same person, except the office of President.

Section 2. Election and Term of Office. The Vice-President, Secretary and Treasurer of the shall be elected annually by the Board of Trustees at the annual meeting of the Board of Trustees from amongst the members of the Board of Trustees. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as convenient. The Vice-President automatically shall succeed to the office of President upon the conclusion of the President’s term in office, and in the event of the death, resignation, removal, or incapacity of the President. New offices may be created and filled at any meeting of the Board of Trustees. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal in the manner hereinafter provided, or until their term as Trustee expires, whichever comes first.

Section 3. Removal. Any Officer elected or appointed by the Board of Trustees may be removed by a majority vote of the members of the Board of Trustees present at a meeting at which

a quorum is present whenever in its judgment the best interest of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies. A vacancy in any office may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. President. The President of the Board of Trustees shall be the principal executive officer of the Foundation, and shall in general supervise and control all the affairs of the Foundation. The President shall preside at all meetings of the Board of Trustees. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Trustees has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Trustees to some other officer or agent of the Foundation. The President shall, in general, perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the Board of Trustees.

Section 6. Vice-President. The Vice-President shall assist the President in the discharge of the duties of the President as from time to time may be assigned by the President, and shall perform such other duties as may be assigned from time to time by the President or the Board of Trustees. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President automatically shall succeed to the office of President upon expiration of the President's term in office, and in the event of the death, resignation, removal, or incapacity of the President.

Section 7. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Foundation and shall have charge of and be responsible for the maintenance of adequate books of account for the Foundation; shall supervise custody of all funds and securities of the Foundation, and be responsible therefor, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and shall in general perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety as the Board of Trustees shall determine. With the approval of the Board of Trustees, the cost of any such bond or surety may be paid from the funds of the Foundation. The duties of the Treasurer may be assigned by the Board of Trustees, in whole or in part, to the Executive Director or his or her designee(s).

Section 8. Secretary. The Secretary shall keep minutes of the meetings of the Board of Trustees in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the Foundation's corporate records; shall keep a record of the mailing address of each Trustee and Officer of the Foundation, which addresses shall be furnished to the Secretary by the Trustees and officers; and in general shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board

of Trustees. The duties of the Treasurer may be assigned by the Board of Trustees, in whole or in part, to the Executive Director or his or her designee(s).

ARTICLE VI **EXECUTIVE DIRECTOR**

The administrative and day-to-day operation of the Foundation shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Board of Trustees. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Foundation and as approved by the Board of Trustees. The Executive Director may carry out such other duties as may be specified by the Board of Trustees. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Foundation. The Executive Director shall be a member of the Foundation's Board of Trustees and shall attend and participate in all committee meetings except as otherwise provided by the Bylaws. The Executive Director of ALA shall be the Executive Director of the Foundation.

ARTICLE VII **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such Officer or Officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer.

Section 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, or bequest for the general purposes or any specific purpose of the Foundation.

Section 5. Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees. The books and accounts of the Foundation shall be audited annually by accountants selected by the Board of Directors.

Section 6. Fiscal Year. The fiscal year of the Foundation shall be determined from time to time by the Board of Trustees.

ARTICLE VIII
USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE IX
INDEMNIFICATION OF TRUSTEES AND OFFICERS

The Foundation shall indemnify all officers, directors, and committee members of the Foundation to the full extent permitted by Act and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Trustees.

ARTICLE X
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the Trustees present and voting at any regular or special meeting of the Board at which a quorum is present, provided that ALA approves any such proposed amendment of the Bylaws prior to the effective date of such amendment, A copy of all proposed Bylaw amendments must be provided to each Trustee along with the notice of the meeting at which they will be considered.

ARTICLE XI
DISSOLUTION

In the event of the dissolution of the Foundation, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the Foundation, shall distribute the remaining assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and in accordance with Illinois law, as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the court of the general jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes in such manner, or to such organization(s), which are organized and operated exclusively for such purposes, as said court shall determine.

Revised and Adopted: June 21, 1996

Amended December 13, 2008

Amended May 25, 2011

Amended August 1, 2012

Amended January 13, 2014
Amended and Restated _____