



GOVERNANCE PRACTICE STATEMENTS AND POLICIES OF THE ASSOCIATION OF LEGAL ADMINISTRATORS

Updated February 2025

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GOVERNANCE PRACTICE STATEMENTS

Introduction

The Governance Practice Statements (“Statements”) of the Association of Legal Administrators (“ALA”) serve as a foundation for the work of the Board of Directors, Executive Director, volunteer members and staff.

Historically, these Statements are grounded in a modified version of the Carver Model of Governance. The Statements reflect a distinction between the development of vision, policy, direction and desired outcomes (“Ends”) by the Board, and responsibility for development and execution (“Means”) of those Ends by the headquarters staff.

The Board reserves the right to modify these Statements at any time, with changes effective immediately or at a future time designated by the Board.

Terms Defined

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| ALA or Association: | Association of Legal Administrators |
| Ad Hoc Committees: | Board-approved groups formed for a limited period of time to address a specific need comprised of members, business partners or other interested parties whose knowledge, skills and expertise are deemed useful to the work of the Association. When the work of an ad hoc committee is completed, the committee is dissolved. An ad hoc committee may exist for less than a year or for a year or more depending on the extent of the work assigned to it. |
| Advisory Councils: | A Board-approved group that assists in carrying out the work of the Board of Directors by providing expertise and advice in selected areas. |
| Board: | Board of Directors of the Association of Legal Administrators and the governing body of ALA. |
| Board Officers: | As defined by ALA’s Bylaws, the officers of the Board are the President, President-Elect, Secretary/Treasurer and Immediate Past President. |
| Budget and Reporting Task Force: | Comprised of the Treasurer and two additional Board members, none of whom are on the same Board term cycle to preserve continuity. Appointed during the Annual Conference week meeting. |
| Business Partner: | A company that contracts with ALA to promote and provide its products and services to ALA members through various marketing channels for a specified fee. |
| Chapter: | A group of ALA members organized and chartered on a state, provincial, local or other basis to advance ALA’s mission and goals in a manner consistent with the policies of the international Association and which is established and operates in accordance with ALA’s Bylaws and its guidelines, standards and performance objectives for chapters. Groups interested in forming an ALA Chapter can contact ALA headquarters and request the <i>Chapter Formation Guide</i> . |
| Standing Committees: | Board-approved groups used on a continual basis comprised of members, business partners or other interested parties whose knowledge, skills and expertise are deemed useful to the work of the Association. Standing committees can be set forth in the Association’s bylaws, these governance practice statements and policies or may be established by custom. |
| Compliance Officer: | The Compliance Officer is a Board member selected by the Executive Committee and ratified by the Board during the Annual Conference week meeting. The Compliance Officer chairs the Inquiry Committee, oversees the annual |

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| | Governance document review process and manages the Board's action item list. |
| Ends: | Vision, policy, direction and desired outcomes. |
| Executive Committee: | President, President-Elect and Immediate Past President of ALA's Board of Directors, with Executive Director as ex-officio, nonvoting member. |
| Executive Director: | The salaried person charged with the responsibility of the administrative and day-to-day operation of the Association, as further defined in the Bylaws. |
| Executive Limitations: | Boundaries of prudent behavior and judgment within which the Executive Director and staff must operate. |
| Executive Management Team: | Executive Director plus staff designees. |
| Finance Committee: | The Finance Committee consists of the President, President-Elect, Immediate Past President and the Treasurer. The Treasurer is appointed by the President at the Annual Meeting. The Executive Director will serve as ex-officio, nonvoting member. |
| Focus Groups: | These are staff led, incorporating one or more members as necessary, limited in scope, created by the Board to achieve a single objective and report to the Board their results. |
| Foundation: | The Foundation of the Association of Legal Administrators |
| Inquiry Committee: | Appointed by the Executive Committee as part of the Annual Conference week meeting. The Inquiry Committee will consist of five ALA members: the Compliance Officer, who serves as Chair of the Committee and will preside at meetings of, and at any hearings held by, the Inquiry Committee; two former members of the ALA Board of Directors who are three or more years removed from service; and two at-large members. An alternate Compliance Officer will also be appointed who will serve in the event that the originally named Officer is unable to serve. |
| Means: | Programs, services and processes executed to achieve the defined <i>Ends</i> . |
| Plan of Work: | Annual statement of initiatives, projects and goals that substantiate budgetary or other resource allocations. |
| Project Team: | Board-approved group comprised of ALA members, business partners and/or other interested parties whose knowledge, skills and expertise are deemed necessary and useful to a specific project. Project teams address short-term needs or projects of the Board and are typically disbanded upon the completion of those tasks or projects. |
| Shared Interest Group (SIG): | SIGs provide opportunities for members to connect, collaborate and engage in meaningful discussions, knowledge sharing and skill development pertaining to their common specialties, focus areas or goals. SIGs foster networking, mentorship and the exchange of best practices, supporting both personal and professional growth within the Association's broader mission. In order to facilitate engagement and connection, ALA provides all SIGs with the following: a dedicated online community; optional virtual calls (coordinated by the assigned SIG leaders); and an in-person meeting at the Annual Conference & Expo each year. The ALA Board of Directors determines which SIGs are available to the membership |
| Statements: | Practices and policies guiding the Board and Executive Director. |

Staff: Employees of the Association of Legal Administrators.

Task Force: Appointed by the Board, this group is comprised of ALA Board members assigned to work on a specific task on a temporary basis.

Governance Structure

ALA is governed by its Articles of Incorporation and Bylaws.

As the governing body of ALA, the Board has full and final authority over the affairs of the Association. This includes:

- Establishing the mission, vision, goals, objectives and strategic direction
- Creating organizational policies
- Providing legal and fiduciary oversight

The Board and Executive Director are responsible for ensuring organizational structures and processes comply with all:

- Applicable federal laws and regulations
- Applicable laws and regulations of the state and local jurisdiction in which ALA is based
- International and country-specific laws, regulations and conventions legally binding on the United States, if programs and services are provided outside of the United States
- Association policies

Roles, Duties and Relationships of the Board, Executive Director and Staff

BOARD

The Board serves as the link to all ALA members. The Board keeps members well informed of the strategy and vision of the Association through regular communication. The Board is committed to ethical and businesslike conduct and appropriate decorum as a group and individually when serving as Board members. The ALA Board of Directors holds a fiduciary duty of honesty, integrity, loyalty, respect and care for the Association and the members. Each Director agrees to be accountable to all members for their conduct while serving in this capacity.

Members of the Board of Directors will embody the following values:

Integrity. Board members are open and honest with one another, the community and ALA constituents. Board members conduct the business affairs of ALA in good faith and with integrity, due diligence and reasonable competence. They encourage the highest possible standards of conduct and ethics.

Respect for All People. The Board, in all work on behalf of ALA, shows graciousness and respect to all people, recognizing the dignity, individuality and intrinsic worth of every person. The success of ALA depends on seeking out and listening to the ideas and advice of others.

Impartiality. The Board demonstrates fairness and impartiality in all phases of their work, fostering and rewarding the best in ideas and efforts.

The Board's role is to identify:

- Ends that include ALA's products, services, programs, benefits, outcomes, recipients and their relative worth (what good, for which needs, at what cost)
- Executive Limitations that provide the constraints on executive authority, including the fiduciary and ethical boundaries that govern all activities and decisions of the Board and Executive Director
- Governance processes that specify how the Board conceives, carries out and monitors its work
- Board-Executive Director relationship parameters that address delegation and monitoring of authority

The Board consistently performs its responsibilities under the duties of care, loyalty and obedience.

The **duty of care** requires a Board member to act in good faith, in a manner they reasonably believe to be in the best interests of the organization, and with the care an ordinarily prudent person would exercise in a like position under similar circumstances. Board members are expected to attend all meetings, devote appropriate time to studying meeting materials and remain properly informed about ALA's business and affairs, as well as perform

the duties outlined in ALA's bylaws.

The **duty of loyalty** requires a Board member to act in the best interests of the organization rather than their interests or in the interests of their associates. It also encompasses maintaining appropriate confidentiality and requires the Board members to avoid or fully disclose potential conflicts of interest by complying with the organization's conflict of interest policy and procedures.

The **duty of obedience** requires a Board member to comply with applicable laws and to act in conformity with the organization's governing and policy documents.

In addition to the above, the Board must respond to internal and external circumstances and provide timely communication to members and constituents.

The President's role is to:

- Ensure the integrity of the Board's process.
- Represent the Board and Association to internal constituents and outside entities.
- Ensure Board meeting content is focused on Governance Processes and Ends and on making decisions charged to the Board.
- Ensure deliberations are fair, open and thorough, but also efficient, timely, orderly and focused.
- Serve as the official spokesperson for the Association or designate others to do so if they are unavailable.

The President may:

- Make decisions detailed within Board and Association policy, process or practice.
- Chair Board meetings using commonly accepted approaches (e.g., Robert's Rules of Order).
- Collaborate with the Executive Director to develop Board meeting agendas, with due and timely regard for the present and future business of the Association.

EXECUTIVE DIRECTOR

The Executive Director is accountable to the Board through its vision, mission, strategic direction, strategic tactics, budget and policies.

Decisions or instructions of individual Board members, committee members or project team members are not binding on the Executive Director except when the Board has authorized such exercise of authority.

In the case of Board members, committee members, advisory council members or project team members requesting information or assistance without Board authorization, the Executive Director will evaluate such requests regarding the associated resources to respond, and may decline such requests that, in the Executive Director's judgment, require a material amount of staff time or funds or is disruptive. Alternatively, the Executive Director may refer such requests to the full Board for further direction.

Executive Limitations

These Statements, where applicable to the Executive Director, embody the *Executive Limitations* by which they must operate.

The Executive Director is accountable for the additional *Executive Limitations* noted below, which ensure:

- ALA business is conducted ethically and through commonly accepted business practices.
- Information and counsel are provided to the Board in a complete, concise, timely and accurate manner.
- The Board knows of relevant trends, anticipated adverse media coverage and/or material external and internal changes or assumptions upon which Board strategy or policy is established.
- The Board is dealt with as a whole except when:
 - fulfilling individual requests for information.
 - responding to committee members or project team members duly charged by the Board.
- All staff, volunteers, business partners, third party vendors and members are treated professionally and fairly.

- Channels to handle ethical violations or grievances are available and communicated to staff, volunteers and members.
- The Executive Management Team and the Executive Committee are familiar with issues, plans and processes to ensure continuity absent the Executive Director.

Performance Review

As the Board's official link to the operating organization, the Executive Director's performance is synonymous with organizational performance as a whole.

Within the bounds of *Executive Limitations*, the Executive Director has the authority to use reasonable judgment to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities to achieve the Ends.

The Executive Committee leads an annual evaluation and assessment of the Executive Director's performance based on established processes and criteria.

The performance review is conducted and documented in accordance with procedures mutually agreed upon by the Executive Committee and Executive Director.

STAFF

All Board authority delegated to staff is charged through the Executive Director. The management and accountability of staff is under the direct authority and responsibility of the Executive Director.

The Board directs the Executive Director to implement and execute the strategic direction and policies established by the Board. The Executive Director establishes the methods, processes and procedures for staff to conduct and develops activities, programs, products or services to support the execution of the strategic direction.

CONFIDENTIALITY

The Board, Executive Director and staff do not disclose confidential Association information.

Volunteer Groups

See also Section VIII.1 of the [ALA Bylaws](#) and Nonrenewable Committee Terms policy.

Includes: Standing Committees, Ad Hoc Committees, Advisory Councils, Project Teams, Shared Interest Groups (SIGs), Focus Groups and Task Forces

Committees, advisory councils, project teams, or task forces are created to help the Board execute specific projects or tasks or, where appropriate, implement strategy and policy. Standing Committees and Ad Hoc Committees are used as a resource for the Board and to ensure consistent, efficient and timely development of Association strategy and policy.

Task forces and project teams address short-term needs or projects of the Board and disband upon the completion of those tasks or projects. Standing committees exist to address ongoing or longer-term needs of the Board. Ad Hoc Committees exist for a limited period of time to address a specific need. All committees are reviewed annually by the Board to determine the ongoing need. Project teams address short-term needs or projects of the Board and are typically disbanded upon the completion of those tasks or projects.

Focus groups are staff led, incorporating one or more members as necessary, limited in scope, created by the Board to achieve a single objective and report to the Board their results. Business partner focus groups are an example of a group that would seek and report on input received from business partners after they have participated in an ALA event.

Shared Interest Groups (SIGS) provide opportunities for members to connect, collaborate and engage in meaningful discussions, knowledge sharing and skill development pertaining to their common specialties, focus areas or goals. SIGs foster networking, mentorship, and the exchange of best practices, supporting both personal and professional growth within the Association's broader mission. In order to facilitate engagement and connection, ALA provides all SIGs with the following:

- A dedicated online community.
- Optional virtual calls (coordinated by the assigned SIG leaders).
- An in-person meeting at the Annual Conference & Expo each year.

The ALA Board of Directors determines which SIGs are available to the membership. SIGs are reviewed annually against established benchmarks. SIGs that do not meet the recommended benchmarks are presented to the Board for further review.

The President appoints the chair and the members of the committees, advisory councils and project teams subject to a majority vote of approval by the Board. Only members may serve as chair or vice chair of committees, advisory councils or project teams unless otherwise determined by the Board. Any committee chair, vice chair or member may be removed before the expiration of the term of office by majority vote of the Board.

The Board:

- Identifies the intent, expectations and authority of each committee, advisory council or task force
- Grants a committee the authority to communicate information about initiatives they are executing

Committees:

- Focus their work on implementing the Association's strategy policy through their plan of work
- Collaborate with and serve as an informational resource to staff, but do not direct or exercise authority over staff

Advisory Councils:

- Provide reports to the Board summarizing topics, concepts and content for use throughout the Association
- Collaborate with and serve as a resource to staff, but do not direct or exercise authority over staff

Project teams and task forces:

- Focus their work on projects or tasks as assigned by the Board
- Collaborate with and serve as a resource to staff, but do not direct or exercise authority over staff

A Board liaison will be assigned to committees, advisory councils and project teams. A staff liaison is assigned to all committees, advisory councils and project teams and may be assigned to task forces.

Strategic Governance and Planning

The Board and Executive Director govern the Association with a broad and forward-looking strategic perspective, emphasizing outward vision rather than an internal preoccupation. Governance and planning are done through diverse viewpoints, strategic leadership, a clear distinction of Board and Executive Director roles, a collective rather than individual decision, a future focus rather than an overemphasis on the past or present, and an approach that is proactive rather than reactive.

The process for strategic governance and planning must:

- Focus on the continual evolution of values, vision and needs within the legal management and leadership communities.
- Provide for the development and delivery of innovative and timely products, programs and services.
- Create meaningful and satisfying value for all members, volunteers, business partners, consultants and customers.
- Streamline decision-making.
- Create leadership development and succession.

The Board will:

- Ensure strategic planning and review are a focus of discussion at each Board meeting.
- Review the strategic direction for goal achievement with the Executive Director quarterly.
- Update the strategic direction goals annually.
- Operate in all ways mindful of its trusteeship obligation (duty of care, duty of loyalty, duty of obedience) to the ALA membership. Individual Directors, the collective Board and all volunteer leaders must be committed to this obligation.
- Govern with excellence, accountability and discipline as it applies to matters such as attendance, preparation, active engagement, policymaking principles, decision-making, respect of roles, speaking with one voice and ensuring the continuity of governance capability. The continual redevelopment includes orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
- Lead and inspire the organization through the careful establishment of organizational policies, programs and services reflecting forward-looking values and perspectives. The Board's primary focus is the long-term impacts outside the operating organization (Ends), not on the administrative or programmatic Means of attaining those effects.
- Cultivate a sense of group responsibility. The Board is responsible for excellence in governing. The Board is the initiator of policy, not merely a reactor to staff initiatives. The Board uses the expertise of individual Directors to enhance the capability of the Board as a body, rather than to substitute their personal judgments for the Board's values.
- Ensure ALA provides accurate and relevant information to members and stakeholders and responds in a timely fashion to reasonable requests.
- Ensure ALA's financial, organizational and program reports are complete and accurate in all material respects.

No Director will use any information provided by ALA or acquired because of the Director's service to ALA in any manner other than in furtherance of their directorial duties. Further, no Director will misuse ALA property or resources and will at all times keep ALA's property secure and not allow any person not authorized by the Board to have or use such property.

Fiduciary Responsibility

The Board has a fiduciary responsibility to ensure exceptional fiscal, ethical and legal management of all Association business.

Conflicts of Interest

The Board is responsible for demonstrating loyalty to the interest of the Association and its members. This loyalty supersedes any conflicting loyalty such as to advocacy or interest groups, membership on other Boards or staff, and familial or financial involvement in organizations and activities where the Association does or proposes to do business. Each Board member has an affirmative duty and obligation to disclose actual, perceived or potential conflicting interests at any time, including the material terms of such conflicts and the Board member's interest. A conflict of interest may exist when a Board member has a direct or indirect business, professional, or personal situation or relationship that might influence, or that might be perceived to influence, the judgment or actions of the Board member when serving the Association.

The following are examples of potential conflicts of interest:

- Private business or personal services between any Board member and an outside organization, where access to "inside" information could impact the openness or competitive opportunity of the process
- Consideration for employment that would lead to a conflict of interest with the Board or Association
- Use of Board position to obtain employment in the Association for themselves, family members or close associates
- Use of Board position to secure financial benefits from the Association, chapters, individual members, its sponsors, or business partners

All potential conflicts of interest are disclosed to the Board to determine whether there is a conflict. If a conflict is determined, resolution is one of three ways:

1. Disclosure Sufficient: The Board may determine the disclosure itself, and the Board's awareness of the exposure, corrects any bias, and the Board can consider the information as the Board member making the disclosure participates in decision-making.
2. Recusal: To avoid the appearance of any impropriety, the Board may decide the Board member making the disclosure should have no further access to information relating to the subject on which they have a conflicting interest and must be recused when the subject is discussed and/or acted upon.
3. Resignation: The Board may determine that the conflict relates to a pervasive and essential Board function or the general progress and well-being of the Association, and not to an easily isolated program, agenda item or practical matter. The Board member making the disclosure should be asked to resign and immediately submit their resignation.

All proceedings and disclosures under this Policy are treated with complete confidentiality, unless, in the opinion of a majority of the Board, the conflict is of such a nature that it has already impacted Association decisions and business to such an extent that it must be drawn to the attention of the membership in the exercise of the Boards' fiduciary responsibilities.

Each Board member completes an annual disclosure statement to disclose actual, perceived or potentially conflicting interests. The Disclosure will include lists of the business and professional activities of the individual and their immediate family, including:

1. Ownership interests in any private business
2. Public companies stock owned, directly or beneficially (other than mutual funds)
3. Other Board or staff positions held

Disclosure statements are submitted to the President and Executive Director. In the event the disclosing party is the President, such disclosure is given to the Immediate Past President and the Executive Director.

If an actual, perceived or potential conflict becomes apparent after the annual disclosure statement is submitted, notice of the potential conflict is made immediately.

Annual Budget

Each year, the Board approves an annual budget supporting the short- and long-term Ends priorities set in the mission, strategic direction and Plan of Work and provides the Means to execute the operational tactics. Except as approved by the Board, annual budget revenues exceed or equal to annual budget expenditures. The budget contains enough information to accurately project revenues and expenses, separation of capital and operational items and cash flow. The Board seeks appropriate information to understand and question the budget, maintaining the fiscal health of the Association. Programs, services or products incurring two consecutive years of loss will be evaluated and determined if they should be approved to continue through the budget process. Board members are provided monthly and annual financial statements and operating reports to ensure the Association is operating in a fiscally responsible manner in pursuing its mission and strategic direction.

Asset Management

The Association's assets are protected adequately and monitored as stated in the Association's Investment Policy to limit the exposure to claims of liability. Segregation of duties are in place ensuring that no one person has access to material funds or assets.

Compensation and Benefits

The Executive Director is responsible for all employee relations matters, including establishing compensation packets based on market considerations and in consideration of the fiscal integrity of the Association. The Executive Director is also responsible for establishing and maintaining relationships with any third-party vendors, consultants or contract employees they deem necessary to achieve the mission and strategic direction of the Association. The exception is that the Finance Committee is involved in selecting the law firm and CPA firm for the Association.

The Executive Committee establishes the compensation for the Executive Director subject to Board approval. Benefit

plans are established and approved by the Board. The Executive Committee is responsible for annually reviewing and verifying Association compensation and benefits practices and reports annually to the Board.

Association and Chapter Relationships

The Association and its chapters work together to implement the mission of the Association and shall:

- Facilitate the governance of the Association.
- Facilitate communications with and among the Association, chapter leaders and members.
- Collaborate to ensure the development and implementation of appropriate policies and procedures. Develop and train chapter leaders.
- Seek and attract new members to join the Association.
- Develop, promote and distribute ALA products, programs and services.

Association and Foundation Relationship

The Foundation of the Association of Legal Administrators is the charitable arm of the Association and is established as a separate entity of the Association, with the Association being the sole member of the Foundation. The different missions of both organizations must be preserved, and their activities carried out consistent with their individual status. There are certain situations where the Association can establish control over the Foundation, typically through the rules and structure of the Foundation's policies.

- The Association Board has the authority to appoint Foundation Trustees, remove Trustees and/or approve amendments to the Foundation's Articles of Incorporation.
- The Association Board approves the Foundation's annual budget.
- The President-Elect and Executive Director of the Association serve on the Foundation's Board of Trustees.
- The Association and Foundation may share revenue and/or expenses and participate in joint projects.
- The Association and Foundation may share internal resources upon occasion and as approved by the Executive Director and/or the Association Board.
- The Association may assist the Foundation with its marketing or other efforts, upon the request of the Foundation and the approval of the Association Board.

Whistleblower Policy

General

The [ALA Code of Ethics](#) (the code) requires members, business partners and employees to observe high standards of business and personal ethics in the performance of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The objectives of the Whistleblower Policy are to establish policies and procedures for the following:

- The submission of concerns regarding questionable accounting or audit matters by employees, directors, officers, volunteers and other stakeholders of the organization on a confidential and anonymous basis.
- The receipt, retention and treatment of complaints received by the organization regarding accounting, internal controls or auditing matters.
- The protection of directors, volunteers and employees reporting concerns from retaliatory actions.

Reporting Responsibility

Each director, volunteer and employee of ALA must report in accordance with this Whistleblower Policy a) questionable or improper accounting or auditing matters, and b) violations and suspected violations of ALA's code.

Acting in Good Faith

Anyone reporting a concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice or a violation of the code. The act of making allegations that prove to be unsubstantiated and that prove to have been made maliciously, recklessly or with the

foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense. It may also result in discipline, up to and including dismissal from the volunteer position or, in the case of employees, termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

Authority of Compliance Officer

All reported concerns are forwarded to the Compliance Officer per procedures set forth herein. The Inquiry Committee is responsible for investigating and making appropriate recommendations to the Board of Directors, with respect to all reported concerns.

No Retaliation

This Whistleblower Policy is intended to encourage and enable members, business partners and employees to raise concerns within the organization for investigation and appropriate action. With this goal in mind, no member, business partner or employee who, in good faith, reports a concern will be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a member or employee who retaliates against someone who reports a concern in good faith is subject to discipline up to and including dismissal from a volunteer position or termination of employment.

Reporting Concerns

ALA encourages complaints, reports or inquiries about illegal practices or serious violations of the code, including unlawful or improper conduct by the organization itself, by its leadership or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations or other similar illegal or improper practices or policies.

Members and business partners should submit concerns in writing directly to the Compliance Officer.

Handling of Reported Violations

The Inquiry Committee addresses all reported concerns. The Compliance Officer shall immediately activate the Inquiry Committee and notifies the President and the Executive Director of any such report. If the President is named in the report, the Immediate Past President and Executive Director are notified instead. If the Executive Director is named in the report, then the President and Immediate Past President are notified instead. The Compliance Officer notifies the sender and acknowledges receipt of the concern within five business days, if possible. It is not possible to acknowledge receipt of anonymously submitted concerns.

All reports are promptly investigated by the Inquiry Committee and appropriate corrective action is recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion or follow-up, or both, with the complainant for complete closure of the concern.

In the instance where the Compliance Officer is named in the report or wishes to file a report, the Alternate Compliance Officer will lead the investigation. Should the Compliance Officer be named in a report and found in violation, the Alternate Compliance Officer will step into the role for the duration of the term.

The Compliance Officer has the authority to retain outside legal counsel, accountants, private investigators or any other resource deemed necessary to conduct a complete investigation of the allegations.

Records

The Compliance Officer remits all documentation on a strictly confidential basis to the Executive Director for safekeeping. Records relative to investigations are retained for a period of seven years or otherwise as required under ALA's record retention policies. Records are physically retained by the Association's general counsel.

Confidentiality

Reports of concerns, and investigation pertaining thereto, are kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Disclosure of reports of concerns to individuals not involved in the investigation is viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment. Such conduct will also give rise to other actions, including civil lawsuits.

GENERAL ASSOCIATION POLICIES

Business Partner/Value in Partnership (VIP) Sponsored Member Benefits Programs

The Association collaborates with business partners to create programs that provide direct benefits of value to its members and the members' employer organizations. The Association supports but does not generally endorse or sponsor the products or services of another association, customer or business partner. Such endorsement or sponsorship by the Association or a chapter be made on a case-by-case basis by the Board of Directors.

Editorial Policy

The editorial authority for all of ALA's digital, print and online content rests with ALA headquarters under the direction of the Executive Director.

Legal Services Policy

ALA retains legal counsel to provide legal services and advice. These services for ALA are billed to and paid for by the Association. It is the purpose of this policy statement to control costs. Many questions, concerns and problems can be resolved by in-house, professional staff. The membership is encouraged to make use of the staff for their expertise in all matters affecting the Association. As in all associations, legal questions arise that need to be addressed. These questions are to be brought to the attention of the counsel in a controlled fashion so as to utilize the accumulated expertise of the staff to control costs and to limit the expense for legal counsel to new or unique issues and questions.

It is the policy of the Association that:

1. The members of the Board of Directors may contact the Association's legal counsel with prior approval of a member of the Executive Committee. Members of ALA headquarters staff must have approval of the Executive Director prior to contacting the Association's legal counsel. The Executive Director is able to contact legal counsel at their discretion.
2. It is the goal of this policy to make the ALA headquarters Executive Management Team the first line of any inquiry by the membership. In the event legal counsel is contacted by someone other than those individuals, counsel will inform the Executive Director of the person making the inquiry.
3. In the event counsel receives written communication from someone other than those identified in number one above, they will refer the correspondence to the Executive Director for disposition.

Media Policy

The President (or their designee) is authorized to speak on behalf of the Association. The Executive Director establishes procedures to handle media inquiries and to implement the ongoing media relations/public relations programs carried out by the Association.

Media inquiries are directed to the Executive Director (or their designee). The Executive Director (or their designee) will handle routine media matters such as requests for information about ALA and its services, events and products, and about legal management practices. They may refer requests to staff and/or members who have the appropriate experience and expertise. The Executive Director (or their designee) will follow up to determine that the information was provided.

Media inquiries that are not "routine," including inquiries that relate to sensitive Association matters or controversial legal management issues, are referred to the Executive Director for appropriate review or disposition. On matters where the statement of a position by the Association is required, necessary or advisable, and where no formal position or policy exists, the Executive Director makes a recommendation to the Board President, the Executive Committee, or the Board of Directors as appropriate to the issue and the timing involved.

Membership and Dues Policies

All membership applications are considered without regard to race, color, religion, gender, gender identity/expression, sexual orientation, age, national origin, disability or any other legally protected status, and assigned to the appropriate membership class as outlined in the Bylaws.

Annual Dues Adjustments

On an annual basis the ALA Board receives for its approval the recommended dues adjustment for the coming membership year. Any adjustment to the dues rate is made at the sole discretion of the Board of Directors in the second quarter of each year, prior to the start of the ALA annual budgeting process and the launch of membership renewal efforts for the coming membership term. The Board renders a decision regarding the dues rate of the coming membership year by no later than June 1 of the current year.

Chapters

In alignment with the international Association, chapters are to consider all membership applications without regard to race, color, religion, gender, gender identity/expression, sexual orientation, age, national origin, disability or any other legally protected status. Additionally, ALA chapters are required to conform their bylaws with those of the Association except in areas not requiring conformity, which will be specifically stated. (See [Model Chapter bylaws](#).)

Dues

Membership dues are determined by the Board of Directors. It is ALA's policy to prudently manage its resources, provide value and parity with respect to membership benefits and dues structure, assure the ongoing financial health of the Association, and establish a strong and diverse economic foundation to further its mission and goals. Accordingly, ALA's dues structure will factor economic conditions, benefits and services provided, and the best interest of the Association and its members.

Financial Hardship Policy

ALA recognizes that unplanned circumstances, including unemployment and medical considerations, impose undue hardships on members from time to time and make timely payment of continuous Association dues difficult or impossible.

To enable ALA members to retain and benefit from membership during these transitional situations, two dues accommodations may be available to current members in good standing. The following policies have been established:

- A. ALA offers a special hardship consideration to members who are unemployed or experiencing other financial circumstances that make it impossible to maintain membership through a single, timely dues payment by allowing the division of unpaid annual membership dues into three equal installments spread over the course of the year. Typically, these three payments take place 1) upon ALA approval of the agreement, 2) June and 3) September. This hardship option is available upon approved application to any current member in good standing. Membership status, join date and access to benefits will be maintained in accordance with ALA Bylaws and Policies.
- B. ALA members experiencing financial hardship and in good standing with three or more consecutive years of membership are eligible to apply for a complete waiver of dues for a single annual term of January 1–December 31. This forgiveness is available to a member whose dues are not subsidized by the employer for one year within each three-year membership period. For example, if a member receives dues forgiveness in one year, the member would not be eligible for another due's forgiveness term until three paid membership terms have subsequently ended. This hardship option is available to eligible members only and subject to approved application. Membership status, join date and access to benefits will be maintained in accordance with ALA Bylaws and Policies.
- C. Unforeseen Catastrophic Circumstance: In response to major, unforeseen regional, national and/or world events that impact ALA and its members, the ALA Board of Directors may implement a temporary, one-time dues payment postponement, dues reduction and/or dues forgiveness. This may be offered:
 - 1) On an individual case-by-case situation
 - 2) Based on need
 - 3) Implemented during a specified term, as approved by the ALA Board

Dues are considered earned upon receipt. Unless specifically approved otherwise by the ALA Board of Directors, all dues waivers, postponements and reductions will not retroactively generate any refunds of dues previously paid to the Association.

If a member becomes re-employed or reinstated following leave during the period of forgiveness, or if the member's circumstances change in any other way to allow for payment of dues, the member will contact ALA membership staff to determine a reasonable and fair prorated dues amount for the remainder of the membership term.

Financial hardship policies and applications are reviewed and administered by the Executive Director (or their designee).

Member Disciplinary Actions and Fair Hearing Policy

The Board of Directors established these policies that define the approved member disciplinary procedures of the Association. The Association may suspend or revoke the membership of any member for good cause, including failure to meet or adhere to the standards, policies or procedures of the Association, as defined by its Bylaws, which state:

Article II, Section 2.8 Termination of Membership/Disciplinary Action. The Association may discipline a member for any of the reasons set forth in the Association's Member Disciplinary Actions and Fair Hearing Policy, as may be amended from time to time by the Board of Directors, and all disciplinary matters are conducted in accordance with the policies and procedures set forth therein.

Immediate Removal and/or Disciplinary Action

The Board may expel, suspend or otherwise discipline any member for just cause following a two-thirds vote of the members of the Board present at the meeting at which such action is considered. Conduct deemed to be of immediate harm and potential threat to members, partners or the reputation of the Association is sufficient cause for removal, suspension or disciplinary action.

Nonpayment of Dues

A member is considered lapsed after failure to pay dues within 90 days following the last day of the most recent active term. They are dropped from the active roster of ALA and their access to membership benefits and services is withheld.

Disqualification for Membership

A member who becomes disqualified for membership as defined in the Bylaws of the Association will be dropped from the active roster of ALA, and staff will exercise best efforts to notify the individual of such action.

Policy Violations, Noncompliance and Other Causes

A member may be disciplined, suspended or expelled for other good cause including but not limited to Code of Ethics violations, Nonsolicitation Policy violations, other ALA policy violations including failure to adhere to procedures and other serious noncompliance actions. They will be handled in accordance with the Complaint Process and Fair Hearing Policy.

Complaint Process — Member Disciplinary Actions and Fair Hearing Policy

1. **Purpose.** The purpose of this Fair Hearing Policy is to set forth the procedures for reviewing allegations of member misconduct and disciplining members for cause(s) that are not subject to immediate removal as described herein. Filing a complaint under this policy is not to be construed as a legal remedy.
2. **Initiation of Inquiry Proceedings.** An inquiry proceeding may be initiated by the filing of a complaint against an ALA member by a chapter, a committee, a volunteer, another member, a staff member or any other interested person or entity. Upon the filing of a complaint with the Executive Director, the Executive Director will notify the Compliance Officer who will review the complaint within two business days to determine whether it meets the requirements of Paragraph 3 (Complaint Requirements). If it meets those requirements, the Compliance Officer will notify the Executive Director and present the complaint to the Inquiry Committee.
3. **Complaint Requirements.** Complaints must be in writing and signed by the complainant(s). Complaints must specify in reasonable detail the alleged violation by the member of the Bylaws and/or Policies, and/or established Laws/Statutes. If warranted, reasonable and appropriate (for example, a complaint by a chapter against a member violating the Nonsolicitation Policy in a discussion forum), complaints must also describe all actions taken by the complainant to first resolve the issue through reasonable

discussion, warnings and escalating discipline and/or sanctions, if appropriate, and describe how these efforts have failed. Initiating this complaint process is to be considered a final step toward a remedy.

Complaints must specify who, what, where and when, and include evidence, documentation and all knowledge the complainant has of the alleged violation including dates, locations, corroboration, description and impact of the violation(s).

A complainant is generally expected to have the complainant's identity disclosed to the accused member if the complaint is presented to the Inquiry Committee to investigate the matter. However, at the request of the complainant, the Inquiry Committee may decline to disclose the identity of the complainant to the accused member if the need for confidentiality is determined compelling and sufficient by the Inquiry Committee.

4. Appointment of Inquiry Committee. The Inquiry Committee is appointed by the Executive Committee as part of the Annual Conference week meeting. The Inquiry Committee will consist of five ALA members: the Compliance Officer, who serves as Chair of the Committee and will preside at meetings of, and at any hearings held by, the Inquiry Committee; two former members of the ALA Board of Directors who are three or more years removed from service; and two at-large members. An alternate Compliance Officer will also be appointed who will serve in the event that the originally-named Officer is unable to serve.
5. Preliminary Factual Investigation. The Inquiry Committee conducts a preliminary factual investigation of the allegations. In connection with its investigation, the Task Force may, in its discretion, request additional information from the complainant or conduct other due diligence.

Following completion of the preliminary factual investigation, the Task Force determines whether there is sufficient preliminary evidence of conduct in violation of ALA policies to warrant further proceedings.

- a. If the Inquiry Committee determines that the complaint does not allege sanctionable conduct or that there is insufficient evidence to proceed, it will report this determination to the Executive Committee, and the inquiry will be terminated. In this situation, the documents and other materials relating to the inquiry proceedings will be maintained by ALA as confidential documents for a period of three (3) years. The complainant will be notified of the Task Force's decision.
 - b. If the Task Force determines that there is sufficient evidence to proceed with an inquiry, it will do so in accordance with this Fair Hearing Policy.
6. Notice of Right to Hearing
 - a. If the Inquiry Committee determines that there is sufficient evidence to proceed with the inquiry, it will send written notice, by certified mail or other comparable means, to the accused member. Unless determined by the Inquiry Committee as outlined in Section 3 above, the notice will disclose the complainant's name, the accused's alleged misconduct, the preliminary findings of the Task Force, and the possible disciplinary action that may be imposed. The Inquiry Committee will offer the accused member an opportunity to appear, at the member's expense, at a hearing to take place at a time and location to be set at the discretion of the Task Force. The notice should further state that a hearing, if requested by the member, will not take place less than 30 calendar days from the date of receipt of the notice.
 - b. The notice gives the accused member the option to have the hearing take place in person or by video or conference call on the specified date. The notice also gives the member the opportunity to submit additional evidence and/or a written statement of the member's position at least seven calendar days prior to the hearing date. It will also include a copy of this Fair Hearing Policy.
 - c. The notice states that a member who does not respond in writing within 10 business days after receipt of the notice, or who chooses not to have a hearing, waives the right to a hearing. The notice further states that any member who has waived the right to a hearing be deemed to have waived the right to an appeal to the Board of Directors.

7. Response from Member; Waiver

- a. The member shall advise the task force in writing within ten (10) business days after receipt of the notice whether they request a hearing.
- b. If the member chooses to have a hearing, the member must specify their preference for the hearing to take place in person, by video or conference call. The member must also advise the Executive Director and the Task Force Chair whether the member will have legal counsel present at the hearing.
- c. A member who does not respond in writing within 10 business days after receipt of the notice, or who chooses not to have a hearing, waives the right to a hearing.
- d. If the member waives the right to a hearing, the Inquiry Committee makes its findings and recommendations based on the material available to it.

8. Hearing Procedures

- a. At the hearing, the accused member may make a presentation explaining their actions or providing additional information relevant to the complaint and explaining why disciplinary action, or a particular form of disciplinary action, should not be imposed. The presentation may be no more than 30 minutes in duration and take the form of an oral statement supplemented by such additional relevant evidence or written material that the member may choose to provide. Written material presented by the member must be provided to the committee at least seven calendar days prior to the date of the hearing.
- b. The member may choose to have legal counsel present, but the Inquiry Committee will decide whether and to what extent the member's legal counsel may address the Task Force directly.
- c. The Inquiry Committee may document the hearing either by electronic notation or by other form of recording. The member may choose to record the hearing at their own expense and with at least seven days' written prior notice.
- d. All expenses incurred by the member in connection with the hearing are borne exclusively by the member.
- e. Any member of the Inquiry Committee may question the member under investigation during the hearing. Questions may be asked during the presentation or following it but not outside the forum of the hearing.

9. Disciplinary Action Following a Hearing. The Inquiry Committee may recommend any of the sanctions described below against a member it has found to have violated the standards of conduct set forth in ALA policies. The Board of Directors will consider the Task Force's recommendation.

- a. Suspension: The period of suspension will be no less than 12 months. The suspension period will commence on the date determined by the Board of Directors.
- b. Expulsion: The period of expulsion will be no less than three years. The expulsion period will begin and end on the dates determined by the Board of Directors.
- c. Any other remedy deemed appropriate by the Inquiry Committee and Board of Directors.

10. Inquiry Committee Findings and Recommendations

- a. Within 30 calendar days after the member's hearing or the Inquiry Committee's receipt of the member's written response, as applicable, or the expiration of the time to request a hearing or submit a written response, as applicable, the Inquiry Committee shall submit to the President and Executive Director, or their designees, a written report of its Final Findings and Recommendations to the Board along with any dissenting opinion(s). Any recommendation to impose disciplinary action against a member shall require the affirmative vote of a majority of the

Task Force.

- b. The Executive Director or their designee will, within three business days of receipt of the report of the Inquiry Committee, transmit a copy of the Final Report, by certified mail or other comparable means, to the member under investigation.

11. Notice of Right to Appeal; Appeal Procedures

- a. If the Inquiry Committee's Final Report contains a recommendation for disciplinary action against the member, the Task Force will give the member notice of the right to submit a written appeal to the Board of Directors within 30 calendar days following the date of receipt of the Final Report. However, any member who was entitled to a hearing but waived their right to a hearing shall be deemed to have waived the right to an appeal to the Board of Directors.
- b. The member may exercise the right to appeal by notifying the Executive Director, in writing, within 10 calendar days after receiving the Final Report of the Inquiry Committee.
- c. If the member does not timely exercise the right to appeal, the Board may adopt the recommendation of the Inquiry Committee or may modify it in accordance with the procedures specified below in Paragraph 12.
- d. If the member timely exercises the right to appeal, the Executive Director shall give the member not less than 30 calendar days to submit a written explanation of the basis for the member's appeal.

12. Decision of the Board of Directors

- a. The Board of Directors' review of an appeal is limited to a determination of whether in its sole discretion a material and/or procedural error has contributed to the Inquiry Committee's decision, or if in its determination, the Inquiry Committee's decision is arbitrary or capricious.
- b. Imposition of a sanction against a member requires the affirmative vote of two-thirds of the Board of Directors present at the meeting at which the action is taken. The Board may: (i) remand the matter to the Inquiry Committee; (ii) adopt the Final Recommendation of the Inquiry Committee; (iii) reject the Final Recommendation of the Inquiry Committee and exonerate the member; or (iv) modify the Final Recommendation of the Inquiry Committee. The Board of Directors will set forth in writing its decision and the reasons for the decision.
- c. A copy of the decision of the Board will be sent by the Executive Director or their designee to the member by certified mail or other comparable means to the complainant, the accused, and the Inquiry Committee, within 10 calendar days after the decision is issued.
- d. A decision by the Board of Directors to impose, or not to impose, disciplinary action will constitute the final decision of ALA relating to the matter under investigation and is not subject to any further appeal.

13. Reapplication to ALA. Unless the member is permanently expelled, nothing in this Fair Hearing Policy precludes a member that is expelled from reapplying for ALA membership following the conclusion of the expulsion period. ALA will consider such applications in accordance with applicable membership criteria in effect at the time of the new application.

14. Responsibility for Notification of Address Change. Members are solely responsible for providing timely notification of changes of address for purposes of receiving notice, requests or other written materials related to membership or any ALA affiliation, including under this Fair Hearing Policy. If the member does not receive notice(s) related to a disciplinary review or action due to their failure to provide timely notification of a change of address, that lack of notification will not be considered as the basis for an appeal or reconsideration of any decision in the matter.

Member-to-Member Nonsolicitation Policy

In order to ensure confidence, privacy and promote collaboration and an open exchange of information to be enjoyed by all members, ALA maintains a policy of Nonsolicitation of fellow members. Overt solicitation, misuse of the Member Directory for business development or marketing, or sharing of member information with nonmembers without the prior approval of the Association is strictly prohibited. Violations are subject to immediate cancellation of membership, without refund, and loss of all rights and privileges. Guidelines and examples of appropriate and inappropriate activities (in question/answer format) are available on the [ALA website](#).

Use of Membership Mark

Members in good standing are eligible to use the official ALA membership mark or marks (as adopted from time to time by the Board of Directors) solely for the use and purpose of identifying their membership in ALA, provided that members will comply with all policies and usage guidelines that may from time to time be adopted by the Board of Directors. Reproducible artwork depicting the ALA membership mark may be made available, on request and at ALA's discretion, to members in good standing and for purposes and uses that will be approved in advance by the Executive Director (or designee) acting on behalf of the Board. The ALA membership mark will always remain the property of ALA. The right to use the ALA membership mark is granted only to members in good standing, and the right is automatically and immediately terminated upon termination of membership.

Evaluation of Partnership Proposals

Following are guidelines for review and consideration of proposals for potential alliances/sponsorships, attendance invitations, etc., on behalf of ALA.

- All requests/proposals are submitted to the ALA Executive Director for initial consideration. After consultation with the Executive Management Team, the Executive Director will deliver the proposal, along with a recommendation, to the Executive Committee for final review and approval.
- When considering invitations from organizations, the following criteria will be evaluated:

- **Strategic Focus Alignment (*answer must be “yes” in order to move on*)**
Does the opportunity empower leaders and managers to lead the business of law and align with ALA's strategic direction and focus areas?

- **Member Benefit**
Does this opportunity provide a clear benefit to our members?

Brand Alignment

Does this partnership fit with the ALA brand?

Are there limits (e.g., niche appeal) to the scope of potential interest or relevance to our members?

- **Resources**
Is the opportunity clearly defined? Meaning, what is the ask — e.g., inclusion or use of the ALA logo as a sponsor of an event, marketing and communication support, etc.

What ALA resources are required? The resource of ALA member and staff time must be a component of consideration.

Are any funds currently available in the approved annual budget to support this opportunity? Only funds designated in the annual budget shall be used for travel (domestic or international) of ALA members or staff.

- **Conflict**
Could this partnership result in a conflict with an existing business partner or other strategic alliance partner?

Invitations/Attendance at International Events

When considering invitations or opportunities to attend the event(s) of professional legal management organizations that are taking place outside the United States, the Executive Committee considers the following additional criteria in making its final determination.

- Attendance provides a unique opportunity for ALA to advance its influence in the legal industry and grow its membership in a strategic target market.
- Priority and focus on virtual attendance and presentations when the resulting ease of accessibility supersedes the benefit of in-person attendance.
- Should a requesting organization offer to cover all travel expenses for in-person attendance, ALA's general policy of not providing reciprocity will be clearly communicated.
- Consideration of international travel by ALA members or staff must consider travel conditions in the country to be visited and will not be approved if deemed unsafe for any reason by the U.S. State Department or other governmental entity.

Requests for New or Amended Policies

Individuals requesting existing policy changes, addition of new policies and elimination of existing policies must submit written requests to the Executive Director and the Compliance Officer.

Record Retention Schedule

The record retention schedule is the guide for determining how long records should be retained and maintained. This schedule applies to all records (hard copy, digital or electronic¹) maintained by the Association both on-site (active records) and those records maintained at off-site storage (inactive records). The schedule applies to all records for which there are legal and regulatory retention requirements. Inactive records marked for destruction will be destroyed at ALA's off-site storage facility. In the event of an investigation, audit or legal process, such as subpoena or summons, this record retention schedule is suspended, and all records related to the matter are preserved.

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|--|-------------|--|-------------|
| Accounts payable ledgers and schedules | 7 years | Invoices | 7 years |
| Accounts receivable ledgers and schedules | 7 years | Journals | Permanently |
| Audit reports | Permanently | Minute books of directors, bylaws, and charter | Permanently |
| Bank reconciliations | 2 years | Notes receivable ledgers and schedules | 7 years |
| Bank statements | 3 years | Payroll records | 7 years |
| Capital stock and Bond records | Permanently | Personnel files (terminated) | 7 years |
| Cash books | Permanently | Petty cash vouchers | 3 years |
| Charts of accounts | Permanently | Physical inventory tags | 3 years |
| Checks (canceled) | 7 years | Property appraisals by outside appraisers | Permanently |
| Check register | Permanently | Property records | Permanently |
| Contracts, mortgages, notes and leases (expired) | 7 years | Purchase orders | 1 year |
| Contracts, mortgages, notes and leases (still in effect) | Permanently | Receiving sheets | 1 year |
| Correspondence (general) | 2 years | Retirement and pension records | Permanently |
| Correspondence (legal) | Permanently | Requisitions | 1 year |

¹ Digital or electronic records having no retention requirement are promptly deleted.

| | | | |
|---|-------------|---|-------------|
| Deeds, mortgages, bills of sale | Permanently | Sales commission reports | 3 years |
| Depreciation schedules | Permanently | Sales records | 7 years |
| Duplicate deposit slips | 2 years | Stenographers' notebooks | 1 year |
| Employment applications | 3 years | Stocks and bonds certificates (canceled) | 7 years |
| Expense analyses | 7 years | Subsidiary ledgers | 7 years |
| Financial statements | Permanently | Tax return and worksheets | Permanently |
| Garnishments | 7 years | Timebooks/cards | 7 years |
| General/private ledgers, year-end trial balance | Permanently | Trademark registration and copyrights | Permanently |
| Insurance policies (expired) | 3 years | Training manuals | Permanently |
| Insurance records, current accident reports, claims, policies, etc. | Permanently | Union agreements | Permanently |
| Internal audit reports | 3 years | Voucher register and schedules | 7 years |
| Internal reports (misc.) | 3 years | Vouchers for payments to vendors, employees, etc. | 7 years |
| Inventories of products, materials and supplies | 7 years | Withholding tax statements | 7 years |

Volunteer Travel Policy

On occasion, the volunteer leaders of the Association are asked to travel for ALA business. These policies are designed to provide guidance and — to the most reasonable extent possible — consider the demands that volunteers face in their jobs, their personal obligations and travel realities that may vary depending upon an individual's home city and the meeting location. Expenses related to transportation, lodging at the meeting location and away-from-home meals in connection with travel on ALA business will be reimbursed as indicated below if they fall or take place within the official travel/meeting period² designated in advance for each ALA leadership group meeting.

This policy applies to volunteers appointed by ALA's Board of Directors that are designated to carry out the business of the Association. Receipts must accompany reimbursement requests for individual expense items. Reimbursement requests must be submitted within 30 days of the event or by the calendar year-end, whichever occurs first. Requests not submitted within the requisite time frame may be denied.

Certain incidental expenses are not reimbursable, including entertainment, travel agency fees, mobile phone charges, and other items primarily personal in nature. Charges incurred because of changes in travel (including airline travel/tickets) and hotel arrangements made on the basis of personal choice, incorrect bookings or other reasons unrelated to ALA business are the responsibility of the individual. This includes canceling or making changes in restricted tickets, failure to cancel guaranteed hotel reservations either with ALA or directly with the hotel, and room upgrades. Exceptional circumstances are reviewed on a case-by-case basis by the Executive Director or the President, who may authorize reasonable additional reimbursements.

Questions should be directed to the Executive Director or the President.

² As a general guideline, the official travel/meeting period will usually begin: (a) 24 hours prior to the scheduled start of any ALA leadership group meeting that begins at or before 1 p.m. and (b) on the morning of the day of any meeting that begins after 1 p.m. ALA recognizes that convenient, or even possible, travel schedule options can vary depending on the traveler's home city and the meeting location, and at times may not fit within these general guidelines and in such cases reasonable exceptions will be granted — contact the Executive Director or the President.

REIMBURSEMENT ALLOWANCES

BOARD OF DIRECTORS

Per ALA's bylaws, the Board of Directors "may take action to set the time, date and place for the holding of a regular Annual Meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such action." These meetings may be held independently, virtually or in conjunction with another ALA event, and each member of the Board is expected to attend. In addition, members of the Board of Directors are expected to be present at the Association Leadership Institute, Chapter Leadership Institute and Annual Conference. Directors assigned to serve as Board Liaison to an event planning project team are expected to attend the event that is being planned. Attendance at other conferences may also be expected, based on assignment by the President and Executive Director.

ALA will fund all allowable registration, travel, lodging and meal expenses related to attendance at each of these events.

STANDING COMMITTEES AND ADVISORY COUNCILS

All standing committees and advisory councils are limited to one in-person meeting per calendar year. These meetings should occur in conjunction with the Annual Conference & Expo. Exceptional circumstances are reviewed on a case-by-case basis by Board Liaisons, the Executive Director and the President, who may authorize additional or alternative arrangements.

ALA will fund one night's allowable lodging for standing committee and advisory council members to participate in committee/advisory council meetings held during the Annual Conference.

ALA will also fund allowable lodging, travel and meals for the current and incoming Chairs of standing committees and advisory councils to participate in the Association Leadership Institute.

ALA will fund all allowable lodging, travel and meals for the Chapter Connections Committee to participate in the Chapter Leadership Institute.

AD HOC COMMITTEES

Ad Hoc committees meet via electronic means. Exceptional circumstances are reviewed on a case-by-case basis by the Executive Director and the President, who may authorize additional or alternative arrangements.

EVENT PROJECT TEAMS

Meetings

Except for the Annual Conference & Expo Project Team, event project teams meet via electronic means. The Annual Conference & Expo Project Team will meet once in-person at ALA headquarters. ALA will fund allowable lodging, travel, and meal expenses related to members' attendance at this meeting.

ALA will also fund allowable lodging, travel, and meal expenses for the incoming Chair of each event project team to participate in the Association Leadership Institute.

Exceptional circumstances are reviewed on a case-by-case basis by the Executive Director and the President, who may authorize additional or alternative arrangements.

Event Site Visits

Any site visit required for a given event must be approved by the Executive Director and the President. Attendance at a site visit is limited to the event Chair and headquarters staff. ALA will fund one night's allowable lodging, travel, and meal expenses for approved site visits.

Event Attendance

Current year event project team members will receive complimentary registration for their respective event (limit one event per year).

Current year event project team Chairs can expect reimbursement of all allowable lodging and travel expenses to attend their respective event.

ALA will fund one night's allowable lodging for incoming members of the Annual Conference & Expo Project Team to participate in project team meetings held during the Annual Conference.

NON-EVENT PROJECT TEAMS

Project teams focused on work not related to an ALA event meet via electronic means. Exceptional circumstances are reviewed on a case-by-case basis by the Executive Director and the President, who may authorize additional or alternative arrangements.

FOCUS GROUPS

Focus groups meet via electronic means. Exceptional circumstances are reviewed on a case-by-case basis by the Executive Director and the President, who may authorize additional or alternative arrangements.

NOMINATING COMMITTEE

The Nominating Committee meets in-person every fall. ALA funds all allowable travel, lodging and meal expenses related to attendance at the Nominating Committee meeting.

REIMBURSEMENT EXPECTATIONS

TRAVEL EXPENSES

Airfare

In accordance with the allowances provided below, ALA pays or reimburses for round-trip, economy class/coach airfare costs incurred in attending ALA meetings or in conducting authorized ALA business. Unless otherwise approved by the ALA President or Executive Director, travelers are required to book travel at least 45 days prior to the start of the meeting and to use the most reasonably cost-effective tickets, regardless of carrier preference. Round-trip fares exceeding \$500 USD in base ticket cost require advance approval and must be justified as representing the lowest or best comparable fare available at the time of booking.

Covered air travel expense typically includes the most direct route to and from the meeting location. Additional air travel expense that results from delayed ticketing, use of a travel agent, booking business or first-class airfare, or booking more expensive travel solely for the purpose of using particular carriers for personal reasons are the responsibility of the individual.

Reimbursable air travel expenses include the cost, if any, of checking one piece of luggage. The cost of checking a second bag or of paying overweight fees on checked luggage will be reimbursed only a) in the case of extended, continuous travel on ALA-related business covering at least six consecutive nights, or b) where, regardless of trip length, a second checked bag or additional weight is required/due to the need to transport ALA business-related materials and items. ALA does not reimburse for other types of "personal choice" or extra fees that may be charged by airlines (e.g., seating in particular sections, fees for aisle or window seating, fees for food and beverages, or early check-in). ALA recognizes that airlines may charge extra fees for different services or benefits to travelers. Travelers must request approval from ALA in advance to receive reimbursement for additional fees that airlines might charge beyond the airfare and baggage fees.

When ALA travel is combined with personal travel in ticketing, resulting in additional travel legs unrelated to ALA business, the individual traveler in requesting reimbursement for the ALA-related portion of the ticket cost must submit a) comparable ticketing information to support/show the reimbursable cost of what would have been the round-trip airfare for the ALA-related trip only, or b) proof that the addition of an extra leg on personal business actually resulted in a lower cost for the entire combined ALA/personal ticket than a direct ALA-related-only round-trip ticket.

Refundable or no-penalty tickets may be purchased when the cost is no more than \$100 greater than a nonrefundable or other ticket with a change or cancellation penalty.

The need to cancel or change a ticket that involves additional fees or penalties should be communicated directly to the President or Executive Director before making the change. Reimbursement for resulting charges is at the discretion of the Executive Director or the President, providing written authorization for the exception/reimbursement.

Rail Transportation

ALA will reimburse rail transportation expenses provided that the cost does not exceed the cost of the least expensive airfare.

Ground Transportation

Except for car rental charges, ground transportation (e.g., limousine, taxi, ride share, airport parking) is reimbursed at actual cost so long as a) costs incurred are reasonable and necessary, and b) the reimbursement request is accompanied by receipts or other written documentation.

If use of a personal automobile is required for ALA business, for example for travel to and from a meeting site by a person who resides within the metropolitan area where the meeting is held, ALA reimburses for actual mileage based upon the current IRS business allowance rate plus tolls and parking expenses. Total auto reimbursement for intercity travel may not exceed the cost of economy/coach airfare.

Car rental fees are not normally reimbursable for travel within the metropolitan area of an ALA meeting site. If air transportation is not available to a meeting location or use of a rental car upon arrival at the location is otherwise necessary in connection with the meeting (as opposed to purely personal use or preference), ALA reimburses for rental car fees and expenses with the advance approval of the President or the Executive Director.

LODGING EXPENSES

Lodging expenses during the official travel/meeting period are reimbursed as reasonably necessary for attendance at ALA meetings. Reimbursement of hotel expenses for the night of the last day of a meeting (for example, Saturday night for a meeting concluding on Saturday) will be made if a) return travel on the following day results in an airfare savings greater than the cost of the additional lodging OR b) return travel on the last day of the meeting would necessitate arrival at the individual's ultimate destination after 8 p.m. on that day. The Executive Director or the President has the discretion to authorize an additional overnight stay under other circumstances if appropriate.

MEAL EXPENSES

Meals and other group functions scheduled and provided as a part of the official meeting are paid for by ALA. Other reasonable meal expenses incurred during the official travel/meeting period designated by ALA for each meeting will be reimbursed. ALA has established maximum meal reimbursement amounts for individual meals consumed during the travel/meeting period, but which are not part of the meeting proper:

Breakfast: \$40/person/day
Lunch: \$40/person/day
Dinner: \$75/person/day

Volunteers should use good judgment when submitting reimbursement for food and beverage expenses. ALA will not reimburse alcohol purchases.

REGISTRATION EXPENSES

ALA may waive or discount registration fees for event attendance based on assignment by the President and Executive Director.

AI Usage Policy for the Board of Directors and Executive Director

For the ethical and responsible use of generative Artificial Intelligence (AI) technologies in carrying out their official duties and responsibilities, ALA's Board of Directors and Executive Director may use AI technologies to enhance decision-making, provide insights and analysis to aid the Board in strategic planning, risk assessment, governance, operations and identifying opportunities relevant to the Association. To maintain accountability and trust and to mitigate legal, financial and reputational risks to the Association, the Board and Executive Director

must disclose to the Board members whenever content generated by AI systems is utilized in materials for Board agendas, reports, memoranda, or any official ALA materials. Approval of the publication of AI-generated content referenced above will be governed by the Editorial Policy.

Board and Association Public Statements on Current Events

The Board may decide to issue public statements about global, national, or local current events when they directly impact or align with the Association's operations, industry, stakeholders, mission, values, or previous positions on related issues. Any proposed statement on current events must receive approval from the Board before dissemination or publication.

Whether it be proactive or in response to a request submitted to ALA headquarters or a member of the Board, the Executive Director will first notify the Executive Committee with their recommendation for how to proceed. The Executive Committee will decide on what action to recommend to the full Board of Directors. If the decision of the Executive Committee is to issue a public statement, the statement will be drafted by the Executive Director and presented to the Board for their review and approval.

Statements should be issued in a timely manner, considering the urgency and impact of the current event. Thorough consideration and fact-checking are essential and must be considered before making any official statement. If the situation evolves significantly, the Board may decide to update or revise its statement to reflect the latest developments or insights. Statements should comply with all applicable laws, regulations, and Association policies, avoiding any potential legal risks or liabilities. The Board and Executive Director will utilize feedback and insights gained from issuing statements to refine and improve the process and messaging for future occurrences.

Board members should refrain from making individual statements about these events as their personal opinions may be mistaken for those of ALA and the Board of Directors.

Messages from the Board or ALA President

Any messages sent via ALA's official media channels or platforms under the name of the ALA Board of Directors must first be reviewed by the Executive Director and then sent to the Board for final approval before the message is disseminated or published. Similarly, messages sent under the name of the ALA President must first be reviewed by the currently seated President before the message is disseminated or published.

CHAPTER-RELATED POLICIES

60-Day Window Policy

To encourage maximum member attendance and business partner support at ALA in-person conferences, chapters are to refrain from scheduling major or unique educational programs to be held within 100 miles of any ALA conference location during the period 30 days preceding and following the ALA conference.

During the same 60-day window, chapters are to refrain from scheduling major or special activities that generate chapter revenue from, or are substantially funded by, business partner dollars. Chapter events held at or surrounding ALA in-person conferences are coordinated with ALA headquarters to avoid scheduling conflicts. Routine chapter or section meetings are not impacted by this policy.

Chapter Affinity Programs

An ALA chapter that wishes to enter into an agreement with a benefit provider should obtain written approval from the Executive Director. In most cases, chapters can obtain approval when the proposed agreement complements, rather than competes with, existing or proposed contracts of ALA. Chapter leaders should refer business partners interested in establishing nationwide and/or international benefit programs to the Executive Director.

Approval of Member Applications and Notification to Chapters of New Members

In alignment with the approved Bylaws governing the Association, ALA headquarters processes and approves all membership applications. ALA recognizes and supports the need to work with its chapters to provide a consistent, harmonious and positive member experience for all those who desire to apply for and receive, membership in ALA and its chapters.

PROCEDURES

1. Chapter leaders have ongoing access to a list of new members located in the nearest geographical area to where the new members reside. It is the responsibility of the chapter to regularly review this list and make outreach for chapter member recruitment.
2. When there is only one chapter in the state or country, new member lists are provided to that chapter.
3. When it is not immediately apparent which chapter is in closest proximity, the chapter to be provided with new member contact information is determined using the following methods:
 - a. Google Maps or similar geographic mapping resources are utilized by entering the new member address and the address of the chapter contact/office(s) nearby. The closest chapter as determined by distance is selected.
 - b. If a new member is not within 50 miles of a chapter, a list of all available chapters in proximity will be provided, including the Cyber Chapter.
4. Special processes are in effect related to notification procedures for new members in Brazil, as notifications are sent to the Greater Los Angeles Chapter.

When applications for membership are received from individuals who fall within a perceived ambiguous area of interpretation of the Bylaws, the Executive Director (or their designee) determines if the applicant meets the eligibility requirements to be approved for membership.

Inactive/Provisional/Discontinued Chapters

1. Inactive Chapters. Chapters become inactive by (a) majority vote of the current active chapter membership or (b) action by ALA's Board of Directors to place the chapter on inactive status for lack of activity, failure to comply with ALA Bylaws and/or to meet the established chapter performance objectives. An inactive chapter may not meet or hold itself out to be a chapter or as being in any other way affiliated with ALA, and upon becoming inactive must return its charter to ALA and escrow its existing treasury with ALA.
2. Provisional Status. As a potential interim step, chapters may be placed on provisional status by the Board of Directors for periods of up to six months and with monitoring of the chapter's activities in ways designed to assess the chapter's viability. Chapters on provisional status are deemed to be active chapters and may continue to operate as such, subject to any particular restrictions or requirements imposed by the ALA Board. During or at the end of the six-month period, the provisional status may be removed, provisional status may be extended for another period of time, or the chapter may be moved to inactive status (see above).
3. A chapter may be on inactive status for up to 12 months. A chapter may petition ALA to remove inactive status if there are at least 10 chapter members and all other infractions have been resolved. If the Board is satisfied with the chapter's renewed viability, the chapter may be restored to active status and its charter and treasury returned.
4. If a chapter remains inactive for a period exceeding 12 months, its charter will be deemed conclusively revoked and the escrowed treasury held by ALA will be distributed in accordance with the dissolution provisions in the chapter's bylaws. If a group of ALA members later seeks to form a new chapter in the same area, that chapter formation will proceed under the same requirements and guidelines that apply to all new chapter formations and without regard to the former chapter.
5. As opposed to placing a chapter on inactive or provisional status, the Board of Directors may immediately and conclusively revoke the charter of a chapter and terminate its existence and relationship to ALA for failure to comply with ALA Bylaws and/or to meet the established chapter performance objectives.

Chapter Visit Policy

All requests for chapter visits and presentations to be conducted by a member of ALA's Board of Directors or an ALA volunteer group must be submitted using the [chapter visit request form](#). All submissions will be assigned by the Executive Committee based on target audience, desired topic and meeting format (virtual or in-person) as well as volunteer availability and location according to this chart:

| Target Audience | Topic | Format | Assigned Volunteer | Assigned Observer |
|-------------------------------|----------------------------|----------------------|--|-------------------|
| Chapter Leaders | Chapter Operations | Virtual | CCC | BOD |
| Chapter Leaders | Chapter Operations | In-Person | CCC or BOD w/1 or more year experience | N/A |
| Chapter Membership | Benefits of ALA Membership | Virtual | BOD w/1 or more year <u>experience</u> | CCC |
| Chapter Membership | Benefits of ALA Membership | In-Person | BOD w/1 or more year experience* | N/A |
| Chapter Leaders or Membership | Association Matters | Virtual or In-Person | BOD w/1 or more year experience | N/A |
| Chapter Membership | Law Firm Management | Virtual or In-Person | N/A – These requests will be referred to the assigned CCC liaison to connect the chapter with the appropriate resource | |

**Requests for individuals serving in specific roles (President, Executive Director, etc.) will be taken into consideration.*

The Executive Committee will post all visit opportunities on the appropriate discussion forum and has discretion in considering unique factors or circumstances for all requests. Responses will be required in no less than 48 hours.

ALA will only fund one in-person visit per chapter per year. Additional chapter-funded visits may occur as deemed appropriate.

Volunteer leaders are to follow the recommendations outlined in the [Chapter Visit Toolkit](#).

All visits must be entered into the [Chapter Visit Database](#) upon assignment.

Volunteer leaders are to provide a written report outlining their visit experience to the CCC Chair and the assigned staff liaison within 10 business days of the visit.

Only requests received from current ALA members will be pursued. Requests from other individuals or entities will be routed to the appropriate department at ALA headquarters to be managed.

Non-Chapter Visit Request

ALA headquarters will collaborate with member leaders to enhance the Association's visibility and ensure alignment with its strategic goals. Therefore, when members of ALA's Board of Directors and other currently seated members of an ALA volunteer group are invited to present at a legal organization (other than their employer), they must inform ALA headquarters once they have accepted an invitation to present by sending a message to executivedirector@alanet.org. This message should include the name of the legal organization as well as the date and nature of the presentation. This allows ALA to track opportunities, provide support, manage potential risks, and maximize the Association's presence in the industry.

CONFERENCE-RELATED POLICIES

Copyright Release

Copyright releases must be secured from the speakers at the ALA conferences as applicable.

Registration Fees

On an annual basis the ALA Board receives for its approval the recommended conference registration fees for the coming membership year. Any adjustment to the conference registration fees is made at the sole discretion of the Board of Directors as determined in the second quarter of each year, prior to the start of the ALA annual budgeting process. The Board renders a decision regarding the registration fees of the coming membership year by no later than June 1 of the current year.

Site Selection for In-Person Events

Conference sites are selected with consideration of these criteria:

1. Geographic diversity (avoid consecutive conferences in the same geographic area)
2. Attendance potential
3. Business factors — costs of facilities, services, proximity of the venue to major airport, etc.
Image — is it appropriate for a law-related group and reflect the brand identity of the ALA as the premier professional association connecting leaders and managers within the legal industry.
4. Dates as related to potential calendar conflicts (international, national, local, and religious holidays and events, as well as applicable strategic alliance partner events and local chapter-scheduled events)
5. Venue and location amenities (busing required, destination appeal, infrastructure conditions, etc.)
6. ALA desires to host in-person events at venues that demonstrate alignment with our DEIA principles. As such, ALA prefers to do business in locales and with organizations that:
 - Recognize, respect and value differences based on race, color, religion, gender, gender identity/expression, sexual orientation, age, national origin, disability or any other legally protected status.
 - Create fair access, opportunity and advancement, and promote the representation and participation of different groups of individuals.
 - Create a welcoming environment for everyone and foster a culture of respect and belonging.
 - Provide for accessibility of the environment and information by addressing physical and nonphysical barriers.

Preference will be given to locales and organizations that demonstrate the above, even if doing so comes at an incremental cost to the organization. The Association will make all reasonable efforts to ensure venue contracts include an 'event inclusion' clause that allows for contract cancelation without penalty in the event legislation is passed prior to the commencement of the contracted event that is in conflict with the above.

Speaker Engagement Policy

Qualified speakers are engaged to speak, lead workshops or participate on panels for in person and virtual ALA events. Some speakers may be members of ALA while others are professional speakers, legal consultants, business partners, academics, journalists or other professionals with a message of significance to those involved in legal administration.

1. Purposes of Policy: The Speaker Engagement Policy provides for the fair review of presentations and engagement of speakers. It has been created as a planning tool to:
 - a. Ensure consistent, fair and equitable selection and treatment of speakers in the same category
 - b. Provide a mechanism for accurate financial planning and cost control by limiting uncertainty and unpredictability
 - c. Ensure quality speakers are available to attendees through application of speaker evaluation criteria, avoiding speaker "burnout" and staleness of topics, in addition to the overuse of the same speakers
 - d. Avoid the appearance of favoritism within any category of speakers

2. Categories of Speakers: Speakers may be grouped into four general categories:
 - a. ALA members
 - b. Legal consultants and business partners who spend the majority of their time providing consultation services, goods, products or agency services to the legal profession, or who work for organizations with operating units that market such goods or services to the legal profession
 - c. Academics, journalists, other professionals and consultants who provide services to a wide variety of businesses and whose consulting is not integrally connected to the legal profession
 - d. Legal industry organizations, including but not limited to the Legal Marketing Association (LMA), International Legal Technology Association (ILTA), International Practice Management Association (IPMA) and American Association of Law Libraries (AALL)
3. Speaker Selection: The planning project team of each ALA event should be proactive in an effort to increase sensitivity to diversity within ALA and the legal management community and review presentations and select speakers without regard to race, color, religion, gender, gender identity/expression, sexual orientation, age, national origin, disability or any other legally protected status.

An effort should be made to spread program exposure among organizations competing with each other for consulting services and/or business partner products. Headquarters staff will arbitrate subject matter and/or speaker conflicts.

Speakers should meet the following criteria or standards:

1. The speaker is fully knowledgeable on the topic, including recent developments in the field.
2. The speaker can maintain an air of professional detachment and objectivity regarding the topic.
3. The speaker will not unfairly degrade specific services and products, nor imply that ALA endorses any particular services or products.
4. The speaker will commit to advance preparation, including the production of a session description, quality handout materials and a biography to be provided by established deadlines.
5. The speaker will agree to work in advance of any educational program/conference with the various event planning project team and/or ALA staff to ensure a quality review of presentation and materials.
6. The speaker is sufficiently adept at public speaking to deliver an educational and interesting address.
7. The speaker has sufficient reputation to draw a broad spectrum of participants from the group at which the topic is aimed.
8. The speaker abides by the Speaker Agreement.

Speaker Fee and Reimbursement Policy

Annual Conference

ALA may provide a speaker fee and travel expenses for Keynote and General Session speakers. Concurrent session speakers will generally not be given a speaker fee or travel expenses. Exceptions to this policy may be made by ALA staff or its designees.

Association Leadership Institute

ALA may provide speaker fees and travel expenses for Keynote speakers.

Chapter Leadership Institute

ALA may provide a speaker fee and travel expenses for Keynote and General Session speakers. Concurrent session speakers are provided with complimentary registration and a travel stipend in accordance with the program's approved budget.

Other Conferences

Generally, speakers may receive an all-inclusive speaker fee. All speaker fees and, in exceptional circumstances, expense reimbursement must be:

1. Agreed upon in advance and outlined in the formal speaker agreement
2. In accordance with the program's approved budget.
3. Approved by the ALA headquarters staff.

All speakers for ALA conferences must execute a speaker agreement in advance of the conference regardless of whether a speaker fee and/or travel expenses are being provided. Currently serving members of the Board of Directors are not eligible to receive speaker fees at any ALA-sponsored event.

Reimbursement of travel expenses when approved shall not exceed the following:

- One night of lodging at the single room rate in a conference hotel without incidentals such as movies or use of the health club. A second night will be considered in cases where the individual's travel schedule does not permit arrival at the conference venue at least two hours prior to the start of the speaker's scheduled session *or* return travel would necessitate arrival at the individual's ultimate destination after 8 p.m. local time.
- Meals not provided as part of the official meeting, not to exceed \$150 per day
- Reasonable ground transportation (taxi, shuttle, ride share, but generally not rental car)
- Airfare to the conference city at the coach or lowest discounted rate available or reimbursement of automobile transportation to the conference site at current approved rate per mile

FINANCIAL AND ADMINISTRATION POLICIES

Access to Records by Members

ALA will allow members to inspect digital copies of the following records of the organization:

1. IRS Form 990 (IRS tax return form for organizations exempt from income tax)
2. Audited financial statements
3. Governing documents
4. Board meeting minutes

Access must be requested by e-mail to executivedirector@alanet.org. Unless exceptional circumstances prohibit it, all requests will be granted within five business days.

Annual Financial Report to the Membership

ALA will provide an annual financial report to the membership on an annual basis. The timing of this report is dependent on the completion of the annual audit and the editorial calendar.

Annual Leave Accrual

In the last month of the year, ALA budgets for and accrues the value of the annual leave liability for the Executive Director.

Budget Development Process

Each year, the Executive Director develops a budget for the Association based on the strategic direction. Below is a general timeline followed by the organization for developing the budget. Please note that the Board of Directors are asked for their ideas and input into the Association's budget and the Board of Directors utilizes the Budget and Reporting Task Force to assist with the budget development process.

General ALA Budget Development Timeline

| | |
|------------------|---|
| August | Board of Directors Meeting |
| August/September | Review six-month financials and develop a high-level first draft of the subsequent year's budget. Provide draft budget to Budget and Reporting Task Force for feedback to ensure it aligns with the Board's directed strategic direction and mission. |
| October | Second Budget Draft is due for staff review |
| Late October | Second Budget Draft and Board meeting material due for distribution to the Board of Directors |
| Early November | Board of Directors Meeting |
| Early December | Final Budget Draft due based on input from the Board of Directors Final Budget is approved |

Chart of Accounts

ALA maintains a chart of accounts. All employees involved with accounting coding responsibilities or budgetary responsibilities are issued a chart. The chart of accounts must be reviewed and updated by the Executive Director or assignee as applicable on a routine basis.

Disbursement of Funds

Unused check supplies are safeguarded in a locked cabinet or drawer.

All disbursements require department manager-approved invoices, expense vouchers or a check request form. In addition, the Executive Director needs to approve expenses that exceed \$10,000.

Signed checks that have not been mailed or distributed are secured at the end of each day.

Check Signers/Approvers

ALA gives authority **for signing checks and approving electronic disbursements** to the following positions:

1. Executive Director (or designee for under \$1,000)
2. President, Immediate Past President and President-Elect

Checks issued for payment of the organization's debts require the signature/approval of an individual not associated with incurring the debt. Checks for amounts greater than \$10,000 require two signatures **or written approval from two authorizers**. All checks are signed in accordance with the Cash Management Policy in the Investment Policy section below.

Additionally, individuals involved with check preparation and bank reconciliations are prohibited from having check-signing authority.

Contract-Signing Authority

ALA grants authority to sign one-year contracts to the Executive Director. The Board must authorize the Executive Director to enter into multi-year contracts.

CPA Firms

Audited Financial Statements

The Executive Director distributes the audited financial statements to the Board of Directors. A summary of the consolidated financial statements is made available upon request to the membership following the audit.

The authority to distribute the statements to other individuals or firms requesting them is left to the discretion of the Executive Director.

The Engagement Letter

The engagement letter is reviewed by the Finance Committee and then will be presented at the Board of Directors' meeting immediately before the audit commences. Board approval is required before the President, Treasurer or Executive Director are given authority to sign the document.

The Management Letter

The auditing firm is required to issue a management letter on an annual basis following the fiscal year-end audit. If no recommendations are made, this is stated in the letter.

The Finance Committee will discuss the CPA management letter with representatives of the auditing firm and direct staff as to the appropriate action required to correct deficiencies addressed. A copy of the management letter is provided to the Board of Directors. Distribution of the management letter to individuals or firms other than those entitled to a copy is left to the discretion of the Executive Director or the Board President.

Selection of Firm

ALA contracts with the CPA firm selected to audit the organization for a period of three to five years. At the end of this period the organization's Finance Committee, with the assistance of staff, interviews a minimum of three CPA firms specializing in auditing not-for-profit organizations and makes a recommendation to the Board of Directors for final selection. Re-awarding the contract for auditing services to the existing auditing firm is acceptable as long as the interview and selection criteria clearly indicate the firm is the most qualified and cost-effective.

Additionally, the contract awarding the audit to the CPA firm for a three- to five-year period will have a clause allowing the organization to contract with another firm before the end of the contract period if the current firm provides unsatisfactory service or if the financial condition of the organization prohibits the expense of a full audit.

Credit Cards

Credit cards are issued to the following individuals:

1. Executive Director
2. Department Directors

Individuals receiving a credit card sign a Credit Card Issuance Form, and a Credit Card Holders Log is maintained. Individuals incurring expenses via credit cards are required to complete a monthly expense report to include all transactions. The Staff Expense Report is approved by the individual Directors/Managers for staff and by the President and/or Treasurer for the expenses of the Executive Director.

Finance Committee

The Finance Committee consists of the President, President-Elect, Immediate Past President and the Treasurer, who is appointed by the President by the Annual Meeting. The Executive Director will serve as ex-officio, nonvoting member of the Finance Committee.

The Finance Committee reviews the annual audit of the Association's books, meets with the Association's independent auditors, and carries out such other duties as are typical responsibilities of audit committees in nonprofit individual member professional associations. The Finance Committee annually presents the audit report to the Board of Directors.

Financial Reserves Policy

The Association maintains financial reserves for two purposes:

- To ensure adequate funds are available in the event of an unanticipated catastrophic event or business situation that threatens the financial viability of the Association.
- To support special projects in the event a strategic initiative surfaces outside of the annual budgeting process.

Maintenance of Reserves

The Association strives to maintain reserves of no less than 50 percent of the annual budgeted expenses. The Executive Director notifies the Treasurer if at any time reserves fall below 50 percent of annual budgeted expenses.

In the event reserves fall below 45 percent of the annual budgeted expenses for a period of three consecutive months, the Treasurer notifies the Board of Directors of the variance and continues to provide regular updates until the desired 50 percent threshold is reached.

In the event reserves fall below 40 percent of the annual budgeted expenses, the Executive Director (or designee) recommends to the Board of Directors corrective actions to reach the desired 50 percent threshold. Additionally, the Board of Directors direct the Executive Director to suspend new project or special initiative funding through the reserves.

Financial Statement Preparation and Distribution

ALA prepares and distributes monthly financial statements that will include the revenue and expense by project and account and a balance sheet. In addition, a cover memorandum summarizing the financial statements and explaining variances of \$10,000 or greater are included with these documents. These statements are prepared and distributed within 10 working days after the close of the month.

The statements are distributed to the Board of Directors and Executive Director, and the Executive Management Team. In addition, they will be made available to staff via an online file.

Investment Policy

Responsibility

Management responsibility for the investment program of ALA is hereby delegated to the Executive Director. The Executive Director may seek investment guidance from the ALA Finance Committee. The Executive Director directs investment program operations consistent with this policy and identifies those staff positions to assist in carrying out the investment responsibility. No persons may engage in an investment transaction except as provided under the terms of this policy and the procedures developed by the Executive Director. The Executive Director or their designee is responsible for all transactions undertaken and establishes a system of controls to regulate the activities of other ALA staff members.

Management responsibility of the Executive Director or their designee includes the timely preparation of cash flow projections. These cash flow projections are used to identify all cash requirements and project opportunities for investment placement that will earn the maximum rate of return, based upon current market conditions.

Purpose of an Investment Policy

The purpose of the investment policy is to establish the investment objectives, policies, guidelines and eligible investment types relating to any investments (the "Investments") owned or controlled by ALA, and to provide a framework to help ALA, its advisor(s) and its investment manager(s) achieve the investment objectives.

Specifically, the purpose of this statement of investment policy is to:

- Establish reasonable expectations, objectives and guidelines for the management of ALA's investments
- Define a process for investing ALA's investments that meets standards of prudence and fiduciary responsibility
- Define roles and responsibilities of parties involved in the management of the Investments
- Encourage effective communication among all parties involved in the oversight and management of the investments
- Establish relevant time horizons for and the basis for evaluating investment results
- Provide a framework that enhances the probability that investment goals for the investments will be achieved

Section I: Investment Policy

Section 1.01: Investment Objectives

ALA's investment objectives include:

- Maintaining the purchasing power of current assets and any/all future contributions with respect to inflation by producing positive real rates of return
- Achieve growth of principal consistent with a conservative risk profile
- Achieve results in line with comparable benchmarks
- Controlling costs in administering and managing the portfolio

Section 1.02: Time Horizon

ALA has an investment time horizon generally greater than three years.

Section II: Responsibilities of Parties to the Investment Policy Statement

ALA will retain a Third-Party Administrator (TPA) to act as Investment Advisor to manage ALA's portfolio.

Section 2.01: Responsibilities of ALA:

- Notify the Investment Advisor of any change in ALA's overall investment objectives and/or risk tolerance
- Notify the Investment Advisor of any significant event that may affect overall investment objectives and/or risk tolerance
- Notify the Investment Advisor of any change in liquidity needs whether near-term or long-term
- Review this Investment Policy Statement at least annually to ensure stated investment objectives and risk tolerance remain relevant

Section 2.02: Responsibilities of the Investment Advisor

ALA has retained FA to assist with investment portfolio design, implementation, and oversight of its funds. The primary responsibilities of the Investment Advisor are to:

- Obtain relevant information in order to quantify ALA investment objectives and risk tolerance
- Manage a portfolio consistent with this
- Monitor portfolio performance relative to stated policy objectives and appropriate benchmarks
- Prepare an Investment Policy Statement consistent with the above
- Provide quarterly performance reports and updates on the financial markets
- Perform ongoing due diligence on the chosen Investment Managers and implement changes as warranted
- Monitor investment expenses

Section 2.03: Responsibilities of Investment Managers and Vehicles

Investment Managers are responsible for managing the direct investment process and making investment decisions (security selection and price decisions). The specific duties and responsibilities of each Investment Manager are to:

- Manage the assets under supervision in accordance with the guidelines and objectives outlined in the Prospectus, Trust Agreement, Policy Statement, or Contract in force.
- Exercise full investment discretion with regard to buying, managing, and selling assets held in the portfolio, subject to any listed restrictions.
- Vote promptly all proxies and related actions in a manner consistent with the Client's best interests. The Investment Manager shall keep detailed records pertaining to proxy voting and related actions and will comply with all applicable regulatory obligations.
- Communicate all significant changes pertaining to the portfolio or the firm itself, including but not limited to changes in ownership, organizational structure, financial condition, and professional staff.

- Use the same care, skill and prudence under prevailing circumstances that experienced investment professionals, acting in a like capacity and fully familiar with such matters, would use in similar activities for a like client with like aims in accordance and compliance with all applicable laws, rules, and regulations.

Section III: Investment Guidelines and Restrictions

Section 3.01: General Investment Guidelines and Restrictions

The portfolio will be diversified in an effort to achieve stated investment objectives and to provide reasonable assurance that no single asset class or security will have a disproportionate impact on absolute performance. Adequate diversification will ensure that the risk level of the overall portfolio will be maintained within a predetermined tolerance. The predetermined tolerance will be based on the expected risk and return profile of the overall portfolio. Should the overall risk/return profile of the portfolio deviate beyond the predetermined tolerance, the portfolio will be rebalanced back to the target risk/return characteristics.

Section 3.02: Approved Investments PERMISSIBLE INVESTMENTS Cash and Equivalents

Cash and equivalent securities, with the exception of the U.S. Government, its agencies, and federally insured instruments, shall only be held through diversified vehicles such as mutual funds, exchange traded funds or professionally managed pools of such investments.

- 1) Treasury Bills
- 2) Money Market Funds
- 3) STIF Funds (Short Term Investment Funds)
- 4) Commercial Paper
- 5) Banker's Acceptances
- 6) Repurchase Agreements
- 7) Certificates of Deposit
- 8) Checking and/or Savings accounts

Fixed Income

Fixed income securities, with the exception of the U.S. Government, its agencies, and federally insured instruments, shall only be held through diversified vehicles such as mutual funds, exchange traded funds or professionally managed pools of such investments.

- 1) U.S. government and agency issues
- 2) U.S. mortgage-backed and asset-backed securities
- 3) U.S. corporate bonds
- 4) Senior, adjustable-rate U.S. bank notes.
- 5) Foreign government or foreign corporate bonds
- 6) High yield U.S. corporate bonds
- 7) Convertible U.S. corporate bonds

Equities

Equity securities shall only be held through diversified vehicles such as mutual funds, exchange traded funds or professionally managed pools of such investments.

- 1) Common stocks of U.S. corporations
- 2) Preferred stocks of U.S. corporations
- 3) Common stocks of foreign corporations
- 4) Stocks of U.S. real estate investment trusts (REIT's)

PROHIBITED INVESTMENTS:

Any investment not specifically permitted in this policy is prohibited.

Section 3.03: Asset Allocation Guidelines

| | Min | Max |
|--------------|-----|-----|
| Cash | 0 | 10 |
| Fixed Income | 35 | 80 |
| Equities | 20 | 50 |
| Other | 0 | 10 |

Section IV: Investment Manager Considerations

Section 4.01: Manager Selection Process

For the purpose of evaluating potential Investment Managers, the Investment Advisor will examine the following:

- Firm Quality and Depth: Investment Managers should have a history of reliability and a sound financial background
- History of Adherence to Investment Objective and/or Approach: Investment Managers should consistently invest according to the objectives and methodology as stated in the portfolio's prospectus
- Performance Measured Against an Appropriate Benchmark: Based on the investment objectives, holdings, investment style, and market capitalization; an appropriate benchmark will be used for relative investment performance evaluation
- Diversification: Investment Managers will employ sufficiently diversified investment strategies
- Performance and Risk: Investment performance should be competitive on a long- term basis and on a risk-adjusted basis within each appropriate asset class as measured by appropriate benchmarks
- Fees: Selected Investment Managers should have reasonable fees competitive with those of similar offerings

Section 4.02: Investment Manager Objectives/Guidelines

Each Investment Manager must adhere to the investment objectives and guidelines as detailed in the prospectus/agreement in force at the time the Client enters into said investment. Cash equivalents may be held in any Investment Manager's portfolio at the Investment Manager's discretion so long as the securities used comply with the guidelines established by the prospectus/agreement currently in force. However, Investment Managers will be evaluated relative to their appropriate benchmark, regardless of the amount of cash and equivalents held during any performance-measuring period.

Section V: Cash Flows and Rebalancing Guidelines

As a general rule, new cash will first be allocated to rebalance the portfolio in accordance with the strategic target asset allocation policy. In addition, the portfolio will be rebalanced at minimum on an annual basis to align with annual updates to FA's 10-year Capital Market

Forecasts and as necessary, as determined by the FA Discretionary Team. The purpose of rebalancing is to maintain the risk/return relationship, at the overall portfolio level, implied by the stated long-term strategic asset allocation targets. Rebalancing may result in withdrawing assets from investment managers who have performed well in the latest periods or adding assets to managers who have lagged in the most recent periods.

Section VI: Investment Committee

The Executive Committee and Treasurer also serve as the Association's Investment Committee. The Association's Executive Director will serve as an ex officio member of the committee and has overall day-to-day responsibility for the investment of Association funds. The Board uses its reasonable best efforts to ensure that at least one member of the committee has experience with respect to asset management and investment policy.

The Investment Committee is not intended to be an investment monitoring group or to make collective specific investment decisions. Its responsibilities are:

1. To be familiar and conversant with the Association's Investment Policy — including objectives, management, standards and selection criteria — as approved by the Board of Directors, and to periodically review that Policy and make recommendations to the Board with regard to changes to that Policy.
2. To review investment reports and statements to ensure compliance with the Investment Policy and to report at least annually to the Board in that regard.
3. To meet independently from time to time with the Association's institutional investment advisers, to assess the performance of those advisers, and to make recommendations to the Board concerning the retention of investment advisers and managers.

Cash Management

ALA's policy regarding cash management is based upon the realization that there is a time value to money. Temporarily idle cash may be invested for a period of one day to an excess of one year depending upon the cash flow projections. Accordingly, the Executive Director or their designee prepares written cash management procedures that will include, but not be limited to, the following:

1. Receipts: All monies due ALA are collected as promptly as possible. Monies that are received are deposited no later than the next business day after receipt by ALA. Amounts that remain uncollected after a reasonable length of time will be subject to any available legal means of collection.
2. Disbursements: Any disbursement to suppliers of goods and/or services or to employees for salaries and wages is contingent upon an available budget amount or upon a budgetary exception approved by the Executive Director. Budgeted disbursements under \$10,000 require the approval of the appropriate ALA departmental manager. Disbursements greater than \$10,000 require the advance approval of the Executive Director.

The Executive Director has the authority to approve all disbursements on behalf of the Association up to the amount of \$10,000 (check register provided each month). Disbursements exceeding this amount are signed by the Executive Director and one officer of the Association.

In the absence of an Executive Director, the Executive Committee has set forth the following appropriate approval policies.

All checks, drafts, wire transfers, ACHs and orders for the withdrawal or payment of money both verbal and written drawn against an ALA account or accounts are signed and/or ordered within the following signature authority:

1. Under \$1,000 requires the signature of the President, President-Elect or officially designated Board Director, or two staff directors.
2. \$1,000 to under \$10,000 requires any two signatures of the President, President-Elect or officially designated Board Director; or one from the President, President-Elect or officially designated Board Director, and one staff director.
3. \$10,000 and over requires any two signatures of the President, President-Elect or officially designated Board officer.

To borrow money and to obtain credit for ALA, to grant security interests in and to assign, pledge or deliver any property of any nature and description held by or belonging to this Association, the following signature authority is in place:

1. Any two signatures of the President, President-Elect, Immediate Past President or the Executive Director.

Accounting

ALA's accounting system is organized so that each year may be evaluated independently. The assets, liabilities, revenues and expenses of each year are maintained as separate entities on the modified accrual basis.

Accounting principles will include:

1. Investments will be reported at market value.
2. Any premium or discount will be amortized over the life of the investment.
3. Unrealized Gains and Losses of investment in all funds will be recognized monthly when reconciliations are performed.
4. Realized Gains and Losses of investment in all funds will be recognized at the time of disposition of the security.

Financial Institutions

It will be ALA's policy to select financial institutions on the following basis:

1. Security: ALA will maintain funds in a financial institution only if that institution is a member of the FDIC or FSLIC systems, except that this requirement will not apply in the case of necessary accounts in foreign banks.
2. Size: Total assets of the institution or money manager will exceed \$500 million.
3. Statement of Condition: Any institution named as a depository will be required to file the last two annual audited statements of condition with the Executive Director's office, to be used for evaluating its size and capital to assets ratio. The Executive Director's office will maintain for Board and managerial inspection these statements of condition until subsequent statements are received. If, for any reason, the information furnished is considered by the Executive Director or Executive Committee to be insufficient, ALA may request additional data.
4. Location: ALA will maintain a depository relationship with an institution in the Chicago metropolitan area, which exhibits the ability to meet all requirements as established in this policy. Similar depository relationships may be established with institutions in other geographic areas, including foreign countries.
5. Services and Fees: Any financial institution selected by ALA may be requested to provide cash management services, including, but not limited to checking account, wire transfers, purchase and sale of investment securities, and safekeeping services. Fees for banking services will be mutually agreed to by an authorized representative of the depository institution and the ALA Executive Director or authorized member of the ALA staff.
6. Board of Directors Authorization: The potential depository will be vetted by the finance committee. Once the Executive Director has verified a potential depository's ability to meet the criteria established in the Policy, a financial institution will be named only upon authorization of the ALA Board of Directors through a formal resolution.

Internal Controls

Where deemed necessary, the Executive Director or their designee establishes a system of internal controls, which is documented in writing. These internal controls and this Investment Policy are reviewed by an independent, certified public accountant in conjunction with the annual examination of the financial statements of ALA. The controls are designed to prevent losses of ALA funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial markets or imprudent actions by employees of ALA.

Reporting

The Executive Director submits a monthly investment report to the ALA Executive Committee for information purposes. From time to time, the Executive Director will suggest policies and improvements that might be made in the investment program. If deemed worthwhile, these policies will be incorporated into the written internal controls or this Investment Policy, upon approval of the ALA Board of Directors.

IRS Forms

Form 990

Requests for copies of Form 990 may be denied, and Form 990 will not be mailed under any circumstance without the approval of the Executive Director or their designee. See the Public Access to Records sections of this manual.

Form 990-T

ALA will deny requests to inspect IRS Form 990-T, the income tax return form for declaring unrelated business income, because it is confidential information. See the Unrelated Business Income Tax section of this manual.

Form 1099

ALA completes IRS Form 1099 for all individuals and vendors receiving \$600 or more from the organization.

Public Access to Records

ALA allows the public access to Form 990. This access will be at the organization's headquarters at a mutually agreed upon time. A responsible employee of the organization will remain in the presence of the individual(s) requesting access to this information. Individuals are allowed a reasonable amount of time to review the form, but access to copying machines and the like may be denied as will securing an electronic image of the form. The original Form 990 will remain at the organization's headquarters without exception. See IRS Forms Policy included in this manual.

Refunds

ALA publishes the organization's Refund Policy on order forms, invoices, dues statements and so forth.

Membership Dues

Membership dues are earned upon receipt and are not refundable except in limited circumstances. Requests for refunds are reviewed on a case-by-case basis in accordance with the following guidelines.

1. Membership cancellation requests by an individual within 30 days of receipt of initial dues payment:

Membership cancellation requests received within 30 days of membership application approval notification will be reviewed on a case-by-case basis and may be approved for a dues refund at ALA discretion, less a 25% administrative fee.

All refund requests must be made or agreed to by the individual listed as the primary contact on the membership.

Written refund requests must include name of the member, company name (if applicable), address, city, state, ZIP code, member number if known, amount of dues paid, date dues paid, method of payment and the reason the refund is being requested.

ALA reserves the right to withhold a 25% administrative fee and/or deny the request for a refund.

Email requests should be directed to: *membership@alanet.org*.

Mail requests should be directed to:
Association of Legal Administrators
Attn: Membership Department
8600 W. Bryn Mawr Ave., Suite 400N
Chicago, IL 60631-4600

If approved:

- A. Refunds, less administrative fee, will be processed within four weeks of refund request and refunded by the original method of payment whenever possible.
- B. All benefits and incentives received by participant must be canceled/returned to ALA. If purchases were made at a discounted member rate, ALA will issue an invoice for the difference between member/nonmember rate.

2. Membership cancellation requests by an individual after 30 days of receipt of initial dues payment:

No refunds are made after 30 days from receipt of annual dues payment.

Conference Registration

Refunds for meetings are granted pursuant to the published refund policy included in the promotional meeting materials. Meeting refunds are processed within 21 days of the last meeting date.

Refunds issued will reduce the corresponding revenue account accordingly.

Separation of Duties

ALA works with the organization's independent CPA firm to ensure adequate segregation of duties exist. Suggestions on improving controls through duty segregation are given serious consideration, and employees are required to participate in the interest of both the organization and the employee.

Third-Party Vendors, Consultants and Contractors

ALA engages with third-party vendors, consultants and contractors as necessary to achieve the mission of the Association and ensure the continuous and efficient operation of the Association. When engaging a third-party service provider for the first time, ALA will secure and evaluate proposals from at least three potential service providers before one is selected. When an existing relationship with a third party is in place for three years, it will be evaluated to determine whether the relationship should be continued. Whether it is a new or existing relationship, the evaluation process must include an assessment of the business need for the relationship. ALA will seek proposals from a minimum of three prospective third parties for the services needed. A thorough review of the proposals received will be conducted by the Executive Director and/or the Executive Management Team before a final selection is made. At least one-third of proposals will be solicited from qualified firms that are classified as diverse or have minority ownership.

The final decision for the selected third-party rests solely with the Executive Director. For services required from a CPA firm or law firm, the Finance Committee will be involved in the evaluation and selection process. Rewarding a new or continuing contract for services occurs when a third-party service provider satisfactorily demonstrates that they are the most qualified and cost-effective.

Any contract with a third-party vendor, consultant or contractor will include a clause allowing ALA to terminate the relationship before the end of the contract period if the provider delivers unsatisfactory service.

Unrelated Business Income Tax (UBIT)

ALA will pay UBIT on the excess of revenues over expenses on taxable activities, if any. These activities will be clearly classified and designated in the financial records to provide adequate documentation in the event of an IRS audit.

The organization will file IRS Form 990-T to report unrelated activities. Form 990-T is considered confidential and is not available for public inspection (see Form 990-T Policy in this manual).

LEADERSHIP-RELATED POLICIES

Board of Directors Composition

The Board of Directors is composed of between 9 and 12 Directors from the membership at large and 3 Executive Committee Members (President-Elect, President and Immediate Past President). The Executive Director serves as an ex officio nonvoting member of the Board.

Nonrenewable Committee, Advisory Council, Project Team and Task Force Terms

The Board of Directors is responsible for appointments to all ALA standing committees, ad hoc committees, advisory councils, project teams, task forces and conference/event planning project teams. Terms of office may vary among the volunteer groups. In order to increase volunteer opportunities within the Association, while maintaining continuity on committees and project teams from year to year, all appointments are for a single term of office.

Being appointed as committee chair or vice chair does not extend an individual's term of service unless the Board of Directors expressly approves an extension.

If an individual is appointed to fill a standing committee, ad hoc committee, advisory council or project team vacancy that has less than 50% of the term left, they are eligible to run for another term.

Nomination/Selection Procedures

Overview. The Nominating Committee is charged with selecting individuals to fill upcoming vacancies on the ALA Board of Directors in accordance with Article V of the Association Bylaws.

Composition. The Nominating Committee is comprised of the President-Elect (nonvoting member), President, Immediate Past President, Executive Director (non-voting member) and up to 12 members at large for a total of up to 16 committee members. Per Article VI, Section 6.2 of the Association Bylaws, the President serves as Chair of the committee. Under no circumstance is the committee to be comprised of fewer than seven individuals.

Term. Staggered terms of two years to allow for continuity, excluding the members of the Executive Committee. Terms are nonrenewable and members cannot have served on the Nominating Committee in the two years prior to appointment.

Eligibility. Except for the currently seated President, President-Elect and Immediate Past President, committee members cannot be currently serving on the Board of Directors, nor can they be considered candidates for President-Elect or the Board of Directors positions during their term on the committee. The Executive Director will serve as a non-voting member of the committee as stipulated in Article VII of the Association Bylaws.

Except for the currently seated President, President-Elect and Immediate Past President, committee members shall not have served on the Board of Directors during the four years prior to appointment to the committee.

The ALA headquarters staff liaison to the Nominating Committee is determined by and reports to the Executive Director and is responsible for ensuring all applicants meet the eligibility requirements and are current members of ALA in good standing prior to forwarding applications on to the committee for review.

Committee Selection Process. Apart from the currently seated President, President-Elect and Immediate Past President, all committee vacancies are filled by appointment. Appointments are made by the returning members of the Nominating Committee (exclusive of the Executive Committee). The Board of Directors does not have a role in the appointment of committee members.

All ALA members are invited to apply to serve on the Nominating Committee annually, usually in July. Applications are reviewed by the committee members returning from the prior year. Among the factors considered during the review process with an objective of achieving a diverse representation are:

- Years as a legal management professional and ALA member
- Member's geographical location
- The size of the applicant's legal organization

- The size of the applicant's primary Chapter (if applicable)
- Prior ALA volunteer service (at either the chapter and/or association level)

Applicant interviews are conducted by members of the Nominating Committee, after which individuals are appointed to fill the vacancies and alternates are identified.

Notification of Committee Appointment. Within seven business days of appointment the Chair shall confirm that all applicants have been notified of their status either by phone or in writing. Upon completion of the notifications, the Chair shall provide the Board of Directors with a full committee roster to publish for viewing by the full membership no later than September 1. All committee members will be required to sign a confidentiality agreement form upon appointment.

Meetings.

Conference Calls. The committee's work begins with a conference call meeting scheduled by the chair to review the procedures and to discuss due diligence assignments and research. Candidate information is available to the committee at that time and due diligence assignments are made prior to the call.

In-Person. The Nominating Committee meets in November to select individuals for applicable openings.

President-Elect. During the in-person meeting, the committee selects an individual for the position of President-Elect. If a currently serving Director with time remaining on their term is selected to fill the President-Elect opening, the committee also selects an individual to serve the balance of that person's unexpired term as Director. Typically, President-Elect candidates travel to the committee meeting for an in-person interview with the committee.

Director. During the in-person meeting, the committee selects individuals for the open Director positions. The committee also select one or more alternates for each Director position in case an individual cannot complete their term of office. ALA's Bylaws authorize the Board of Directors to fill Director vacancies, therefore if a vacancy occurs during the coming year, the alternates' names are provided to the Board at that time. An individual appointed to fill a Director vacancy serves the balance of the unexpired term.

Terms of Office. The President-Elect serves one year in that capacity and moves successively into the President and Immediate Past President positions. The Directors selected by the Committee will serve three-year terms that commence at the Annual Meeting. In the event an individual is appointed to fill a director vacancy that has less than 50% of the term left, they are eligible to run for another term.

Due Diligence Research. After the initial conference call meeting, committee members will conduct diligence research on their assigned candidates and complete a tracking form of their contacts. The ALA President, Immediate Past President and President-Elect typically do not perform due diligence. Due diligence assignments will be made within one week following the initial conference call.

Committee Report. Following the November committee meeting, the Chair provides the committee's recommendations to the designated ALA headquarters staff liaison.

Association Selection. The Board's policy and practice is to accept the Nominating Committee's slate of Individuals selected by the committee for the President-Elect and Director positions. This confirmation process and a committee report to the Board of Directors occurs within one to three business days following the November committee meeting, after which all members are notified of the election results.

Candidate Notifications. Individuals under consideration by the committee are notified verbally and/or in writing of the outcome of their candidacy. The President, President-Elect and/or Immediate Past President will contact all President-Elect and Director candidates to notify them of the outcome of the committee selection process after the Board has been notified of the slate of individuals selected by the Nominating Committee in accordance with ALA's bylaws. Once all candidates have been notified, the results will be published on the ALA website.

Details of the Process

Solicitation of Candidates. Annually, usually in July, all members of ALA are invited to recommend individuals or apply themselves for President-Elect or Director positions within the Association.

Correspondence with Candidates. Members are notified they have been nominated for President-Elect or Director and the appropriate forms and materials are obtained for further consideration by the appropriate committee. This correspondence is conducted by the committee staff liaison.

Due Diligence Research. The committee conducts research on all candidates for President-Elect or Director prior to the in-person meeting. Committee members should record the name of each person contacted for due diligence research about a given candidate and the date of that contact.

Committee members should seek due diligence information from several individuals per candidate. A few individuals are required contacts and their names and contact information are provided with the candidate's application materials. Committee members are not assigned to conduct due diligence on candidates from current or past ALA chapter(s) or law firm/legal organization with which they are affiliated. In order to learn and gather as much information as possible about individual candidates' interests in and suitability to serve, committee members shall schedule an initial call with the candidates for whom they have been assigned due diligence. Due diligence calls are only to be made to ALA members, unless specifically noted otherwise.

Committee members may request due diligence feedback from ALA headquarters staff through ALA's Executive Director, who must approve the request and will route the inquiry to the appropriate staff member(s) for a direct response to the requesting committee member.

Committee Member Responsibilities Committee members are responsible for ensuring the selection of individuals for each vacant position on the Board of Directors in the coming year. In doing so, committee members should thoroughly review and familiarize themselves with the following information:

1. The governance methods utilized by the ALA Board of Directors
2. Job descriptions for Directors
3. Each candidate's application
4. Each candidate's response to questions posed
5. The Association's current Strategic Direction

In addition to attending the initial conference call and performing due diligence on candidates to whom they are assigned, committee members are responsible for attending the in-person meeting in November, providing oral due diligence reports about candidates for whom they are assigned to research, and interviewing President-Elect applicants.

Committee members must also review and sign the ALA Nominating Committee Confidentiality Agreement.

Executive Director Responsibilities. The Executive Director represents the continuity of leadership within ALA as committee members change each year. The Executive Director will serve as a resource to the Nominating Committee members as they execute their responsibilities as defined in these procedures, the conduit through which the results of the Nominating Committee's decisions are communicated and will attend all committee meetings.

Staff Liaison Responsibilities. The committee staff liaison is responsible for ensuring the timely completion of these activities:

Solicitation of Candidates. Candidates for President-Elect and Director are sought via a Call for Volunteers posted on ALA's website and published through the Associations various communication vehicles.

Correspondence with Candidates. Candidates to be considered for all open leadership positions are provided the appropriate forms and materials to be completed for further consideration by the committee staff liaison.

Communication with Committee. Compiles information and responds to inquiries needed for the committee to perform its work. This will include due diligence assignments, some required due diligence contacts and application and answers to the ALA President-Elect and/or Director Candidate Questionnaire as applicable.

Candidate Profiles. A brief profile and photo of the individuals who are selected to serve in the coming year will be published in *Legal Management*.

Serving in Multiple Volunteer Roles

ALA has numerous activities and leadership opportunities for volunteer members. To encourage a growing leadership pipeline and give members opportunities to serve, the following guidelines are established:

1. Typically, an individual serves in only one ALA leadership position at a time. The Board of Directors has the discretion to allow an individual to serve in more than one leadership position at the same time.
2. For purposes of the policy, "leadership positions" are defined to include (but are not limited to) service as a member of the ALA Board of Directors, chair, vice chair or member of a standing committee, ad hoc committee, advisory council or project team or Foundation Trustee. This policy does not apply to service in chapter-level positions.