

**AMENDED AND RESTATED BYLAWS
ASSOCIATION OF LEGAL ADMINISTRATORS**

ARTICLE I

NAME AND PURPOSES

Section 1.1 **Name.** The name of the corporation shall be the Association of Legal Administrators, a Pennsylvania non-profit corporation ("Association").

Section 1.2 **Purposes.** In addition to the purposes set forth in the Association's Articles of Incorporation, as may be amended, the primary objectives of the Association shall be to:

- (a) Improve the quality of management in legal organizations;
- (b) Promote and enhance the competence of legal management professionals and all members of the management team;
- (c) Represent the interests of professional legal management and managers within both the legal community and community-at-large;
- (d) Stimulate the exchange of information about all aspects of the business of law; and
- (e) Educate the legal profession about the value and availability of legal management professionals.

Section 1.3 **Offices.** The Association shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the Commonwealth of Pennsylvania and the State of Illinois as the Board of Directors may from time to time determine.

Section 1.4 **Rules.** No part of the Association's net earnings shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE II

MEMBERSHIP

Section 2.1 **Application.** The Board of Directors, or its designees(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the Association's administrative office. The Board of Directors, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership in the Association. All such qualified applicants shall become members upon notice from the Association.

Section 2.2 **Definitions.** For purposes of these bylaws:

- (a) "Legal management professional" shall mean an individual who (i) is actively engaged in the management of a legal organization; (ii) exercises independent judgment in their position without close daily supervision; and (iii) is dedicated to performing management responsibilities. The Board of

Directors, or its designee(s), shall determine, in its sole discretion, whether an individual meets such required criteria to qualify as a Legal management professional.

(b) “Legal organization” shall mean a private law firm, legal service clinic, corporate legal department, college or university legal department, governmental legal agency, court system, charitable legal agency, or other organization that is primarily engaged in the practice of law.

Section 2.3 **Membership Qualifications.**

(a) Membership may be granted to any individual who: (i) meets the criteria set forth for a category of membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these bylaws, the Association’s Code of Professional Responsibility, and such other policies, rules, and regulations as the Association may adopt; and (iv) meets such additional criteria for the applicable category of membership in the Association as the Board of Directors may establish from time to time in its sole discretion.

(b) Notwithstanding anything set forth herein to the contrary, individuals employed by (or that own) a company in the business of selling goods, furniture, equipment, supplies, materials, software, technology, insurance, or other similar services or products to legal organizations (e.g., the Association’s “business partners”) are generally not eligible for membership in the Association.

Section 2.4 **Membership Categories.** The membership of the Association shall be composed of the following categories:

(a) **Regular Members (Voting Members).** Regular Membership may be granted to any individual who meets one or more of the following criteria and such additional criteria as may be established by the Board of Directors from time to time:

(i) **Legal Management Professional.** Regular Membership may be granted to any individual who is employed by a legal organization as a legal management professional.

(ii) **Attorney Manager.** Regular Membership may be granted to a practicing attorney with principal management responsibility in their legal organization. In general, an “Attorney Manager” is (A) a managing partner of a private law firm; (B) member or officer of a law firm management team; (C) the General Counsel in a corporate legal department; or (D) the head of a governmental agency legal department, such as a state Deputy Attorney General with agency administration responsibilities.

(iii) **Legal Management Consultant.** Regular Membership may be granted to any individual whose primary position or employment is as a legal management consultant engaged in providing legal management consulting services to the legal industry. For purposes of these bylaws, a “legal management consultant” is defined as an individual (A) recognized as a subject-matter expert within the legal community; or (B) actively engaged in providing expert advice, coaching or assessment to multiple legal organizations; or (C) providing the services of a Legal management professional to one or more legal organizations as an independent contractor (whether self-employed or employed by a company).

(b) **Associate Members (Nonvoting Members).** Associate Membership may be granted to any individual who (i) demonstrates an interest in legal administration and management of legal organizations; (ii) does not otherwise qualify for Regular Membership in the Association; and (iii) meets such additional criteria as may be established by the Board of Directors.

(c) **Life Membership.** Life Membership (A) may be awarded to a Regular Member who has demonstrated extraordinary service to the Association and meets such additional criteria as shall be determined by the Board of Directors; and (B) shall be bestowed on the Association's Past Presidents immediately upon conclusion of their term in office.

Section 2.5 **Rights and Duties.**

(a) All members shall be entitled to attend the Association's member meetings and social functions and serve on the Association's committees.

(b) Only Regular Members and Life Members (collectively referred to herein as the "voting members") may hold office in the Association and serve on the Association's Board of Directors. No individual member of the Association shall have the right to vote, without limitation, on the amendment of the Association's Articles of Incorporation, or the merger or dissolution of the Association.

Section 2.6 **Benefits.** Benefits associated with the various membership categories shall be determined by the Board from time to time.

Section 2.7 **Resignation.** Members may resign from the Association at any time by giving written notice to the Association. Any member resigning from the Association shall be responsible for all billed and unbilled dues and assessments related to the then current full fiscal year of the Association.

Section 2.8 **Ineligibility.** In the event that a member ceases to be eligible for Regular Membership in the Association, he or she must immediately notify the Association. Such individuals may remain a member for the longer of 180 days or the remainder of their current paid Regular Membership term; however, they may not renew their Regular Membership in the Association until such time as they are eligible, but they may be eligible to continue as Associate Members.

Section 2.9 **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 shall be conducted in accordance with the policies and procedures set forth therein.

Section 2.10 **Non-Payment of Dues/Ineligibility.** The membership of any member who is in default of payment of dues or assessments for more than three (3) months, or otherwise becomes ineligible for membership, may be terminated automatically, according to such rules or procedures as the Board of Directors or its designee(s) shall establish, unless such termination is delayed by the Board of Directors due to a special circumstance.

Section 2.11 **Reinstatement.** Members who have resigned or been terminated for non-payment of dues may automatically be reinstated to their prior membership category upon payment of delinquent dues before the end of the subsequent calendar year for which the dues were payable.

ARTICLE III

DUES AND ASSESSMENTS

The initial and annual dues for all Association members and the time for paying such dues, and other assessments, if any, shall be determined by the Board of Directors. Under special circumstances, the Board of Directors, or its designee(s), may waive the annual dues and/or assessments for any member or category of members.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 4.1 **Annual Meeting.** An annual meeting of the Association's voting members shall be held at such time and place as shall be determined by the Board.

Section 4.2 **Special Meetings.** Special meetings of the Association's voting members may be called (i) at the written request of two-thirds (2/3) of the Association's voting members; or (ii) by resolution of the Board of Directors. The time and place for holding special meetings shall be determined by the Board.

Section 4.3 **Notice.** Notice of any annual or special meeting of the voting members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4.4 **Quorum.** The lesser of (i) ten percent (10%) of the Association's eligible voting members; or (ii) one hundred (100) eligible voting members shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 4.5 **Manner of Acting.** The act of a majority or more of the voting members present (in person) at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 4.6 **Mail/Electronic Voting.** Voting by mail or electronic means shall be permitted for any item of business before the voting members to the full extent permitted by the Nonprofit Corporation Law of the Commonwealth of Pennsylvania (15 Pa. C.S. §5101 et. seq., which constitutes Subpart C of the Associations Code) (the "Act"). A mail or electronic vote of the voting members may be called by the Board.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 **Authority and Responsibility.** The Association's affairs shall be managed by the Board of Directors (which shall be referred to in these bylaws as the "Board" or the "Board of Directors"), which shall have supervision, control, and direction of the Association, shall determine its policies or changes therein within the limits of these bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. All of the Association's committees report to and are subject to the ultimate direction and control of the Board, unless specifically provided otherwise in these bylaws.

Section 5.2 **Composition.** The Board of Directors shall be composed of between thirteen (13) and fifteen (15) members as follows: the President, President-Elect, Immediate Past President, Executive Director, one (1) member from each of the Association's Regions (the "Regional Directors"), and at least three (3) at-large members (the "At-Large Directors"). The Executive Director shall serve as an ex officio non-voting member of the Board.

Section 5.3 **Regions.**

(a) The Association's Chapters shall be divided into regions with geographic boundaries as

determined by the Board of Directors from time to time (collectively, the “Regions”).

(b) The Regional and At-Large Directors shall serve on the Regional Council (as defined below) of the Region which they are appointed or assigned by the Board to represent and shall be responsible for (i) leadership development within the Region; (ii) providing guidance, support and mentoring to the Chapters located within the Region; and (iii) communicating with and providing guidance to the Regional Councils on behalf of the Association’s Board of Directors.

Section 5.4 **Qualifications.** Only voting members shall be eligible to serve on the Board of Directors. Regional Directors, at the time of their appointment, must either reside or work within the Region they have been appointed to represent or be a member of a Chapter located within such Region.

Section 5.5 **Term.**

(a) Regional and At-Large Directors shall serve a three (3) year term in office, or until such time as their successors are duly appointed, qualified, and take office and may not serve a consecutive term in office. Directors serving more than half of a full term shall be deemed to have served a full term in office for purposes of term limits.

(b) The President, President-Elect and Immediate Past President shall remain on the Board for the duration of their term in office.

(c) In order to provide for a staggered term, at least one (1) At-Large Director and two (2) Regional Directors shall be appointed each year.

(d) The term of all Regional and At-Large Directors shall begin the day after the conclusion of the annual meeting or July 1 (whichever shall occur first) of the year for which they are appointed and shall run until the close of the third annual meeting or third July 1 (whichever shall occur first) following their appointment or until such time as successors are duly appointed, qualified, and assume their position. Directors completing a full term in office shall not be eligible for re-appointment to the Board until at least three (3) years shall have elapsed.

Section 5.6 **Manner of Appointment.**

(a) **Nominating Committee Recommended Slate.** No later than December 31 of each year, the Nominating Committee shall recommend a slate of qualified candidates to the Board of Directors to fill each seat on the Board of Directors that is either vacant or set to expire. Members of the Nominating Committee are ineligible to stand for appointment to any office.

(b) **Publication of Appointment Results.** The Board of Directors shall review the Nominating Committee’s recommended slate and shall present the approved slate of candidates to the Executive Director for certification that each candidate meets the qualifications for office. Upon final review and approval of the Nominating Committee’s recommended slate and certification of the candidates by the Executive Director, the Board shall appoint the approved slate of candidates and announce the results of such appointment to the members no later than the sixty (60) days following the appointment in accordance with such procedures as may be established by the Board.

Section 5.7 **Regular Meetings.** 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.

Section 5.8 **Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of, Association’s President or upon a written request to the Association’s President of four (4) members of

the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 5.9 **Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, any meeting to be held by conference call (whether regular or special) may be held upon a minimum of twenty-four (24) hours prior notice.

Section 5.10 **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice.

Section 5.11 **Manner of Acting.** The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 5.12 **Action Without a Meeting.** Any action requiring a vote of the Board of Directors may be taken without a meeting if a written consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 5.13 **Waiver of Notice.** Notice of any meeting need not be given to any member of the Board of Directors who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 5.14 **Resignation and Removal.** Any member of the Board of Directors may resign at any time by giving written notice to the President. In addition, any member of the Board of Directors may be removed in accordance with the Act by the persons entitled to appoint such Director, whenever, in their judgment, the best interests of Association would be served by such removal.

Section 5.15 **Vacancies.** Vacancies in any Director position shall be filled by the Board of Directors. A Director appointed pursuant to this Section shall hold their position for the remainder of the original term for which he or she was appointed to fill.

Section 5.16 **Compensation.** Directors shall not receive any remuneration for their services as Directors. Nothing contained herein shall be construed to preclude any Director from serving the Association in any other capacity and receiving reasonable compensation therefor.

ARTICLE VI

OFFICERS

Section 6.1 **Officers.** The Association's officers shall be a President, President-Elect, Secretary/Treasurer and Immediate Past President (collectively, "officers"). No two (2) offices may be held simultaneously by the same person.

Section 6.2 **President.** The President shall be the Association's principal appointed officer and shall, in general, supervise the Association's business affairs, subject to the direction and control of the Board of Directors, by communicating with the Executive Director as necessary regarding the Association's business. The President shall be an ex-officio member of all of the Association's committees, except as otherwise provided by these bylaws. The President shall (i) chair all Board and member meetings; (ii) serve as the Chair of the Executive and Nominating Committees; (iii) serve as the Association's official representative and spokesperson, except as otherwise provided by the Board; (iv) appoint, subject to the approval of the Board, the members and chairs of the Association's committees; (v) fill, subject to the approval of the Board, vacancies on the Association's committees; and (vi) in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

Section 6.3 **President-Elect.** The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be an ex-officio member of all committees, except as otherwise provided by these bylaws. The President-Elect shall in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board. The President-Elect shall succeed to the office of President upon expiration of the President's term of office, and in the event of the death, resignation, removal, or incapacity of the President.

Section 6.4 **Secretary/Treasurer.** The Secretary/Treasurer shall be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for Association; shall have charge and custody of all of Association's funds and securities, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all Association's funds and securities in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; shall perform the duties normally expected of the secretary of a Pennsylvania non-profit corporation, including seeing that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these bylaws; being custodian of the corporate records; keeping minutes of the meetings of the Board; keeping a record of the mailing address of each Association member; and performing such other duties as may be assigned by the President or the Board. The duties of the Secretary/Treasurer may be assigned by the Board in whole or in part to the Executive Director, or his or her designee(s).

Section 6.5 **Immediate Past President.** The Immediate Past President shall have such duties as may be assigned by the President or the Board of Directors.

Section 6.6 **Qualifications for Office.** Only voting members that have served a minimum of twelve (12) consecutive months on the Board of Directors within the five (5) years immediately preceding their nomination are eligible to serve as the Association's President-Elect or Secretary/Treasurer.

Section 6.7 **Term.** Officers shall serve a one (1) year term in office, or until such time as their successors are duly appointed, qualified, and take office and may not serve more than one consecutive term in office. The term of all officers shall begin the day after the conclusion of the annual meeting or July 1 (whichever shall occur first) of the year in which they are appointed and shall run until the close of the next annual meeting or the next July 1 (whichever shall occur first) following their appointment or until such time as successors are duly appointed, qualified, and assume their position. Officers serving more than half of a full term shall be deemed to have served a full term in office.

Section 6.8 **Manner of Appointment.**

(a) **Secretary/Treasurer.** The President shall appoint the Secretary/Treasurer from amongst the members of the Board of Directors that are not currently officers. The Board member appointed to serve as the Secretary/Treasurer shall hold such office for a one (1) year term in accordance with Section 6.7 above, and shall remain on the Board following the completion of such term for the remaining portion (if any) of his or her term on the Board of Directors to which he or she was appointed

to serve.

(b) **Nominating Committee Recommended Slate.** No later than December 31 of each year, the Nominating Committee shall recommend a slate of qualified candidates to the Board of Directors to fill each officer position that is either vacant or set to expire (with the exception of the Secretary/Treasurer). Members of the Nominating Committee are ineligible to stand for appointment to any office.

(c) **Publication of Appointment Results.** The Board of Directors shall review the Nominating Committee's recommended slate and shall present the approved slate of candidates to the Executive Director for certification that each candidate meets the qualifications for office. Upon final review and approval of the Nominating Committee's recommended slate and certification of the candidates by the Executive Director, the Board shall appoint the approved slate of candidates and announce the results of such appointment to the members no later than the sixty (60) days following the appointment in accordance with such procedures as may be established by the Board.

Section 6.9 **Resignation and Removal of Officers.** Any officer may resign at any time by giving written notice to the Executive Director. In addition, any officer may be removed by the Board, whenever, in its judgment, the best interests of Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create any contract rights.

Section 6.10 **Officer Vacancies.** The President-Elect automatically shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next appointment. A President-Elect filling a vacancy in the office of President shall subsequently serve as President for the one-year term of office to which he or she was originally appointed to serve. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Directors immediately shall fill the office of President and such appointee shall hold office until the next appointment. A vacancy in the office of Secretary/Treasurer shall be filled by the Board of Directors from amongst the members of the Board. An officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

ARTICLE VII

EXECUTIVE DIRECTOR

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

ARTICLE VIII

COMMITTEES

Section 8.1 **Standing Committees**

(a) **Executive Committee**

(i) **Composition.** The Executive Committee shall consist of the President, President-Elect, Immediate Past President and Executive Director. The Executive Director shall be an ex officio non-voting member of the Executive Committee. The President shall serve as the chair of the Executive Committee.

(ii) **Authority.** The Executive Committee shall have the authority to perform the business and functions of the Association between meetings of the Board of Directors, except as otherwise set forth in these bylaws or the Act, reporting to the Board of Directors any action taken; but the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual Officer or member of the Board of Directors of any responsibility imposed by law.

(iii) **Meetings and Voting.** The Executive Committee shall meet in person or by conference call upon the request of the Chair or a majority of the Executive Committee. Each member shall have one (1) vote. Two (2) members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.

(iv) **Action by Written Consent.** Any action requiring a vote of the Executive Committee may be taken without a meeting if a consent, setting forth the action taken, is approved by all the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

(b) **Other Standing Committees.** Other standing committees may be established by the Board of Directors to support the Association's purposes. Such committees shall include, at a minimum, a Nominating Committee, Regional Nominating Committee and Finance Committee. The action establishing standing committees shall set forth the committee's purpose and composition, and required qualifications for membership on the committee. A majority of all members of committees having the authority of the Board of Directors must be members of the Board.

(i) **Quorum and Manner of Acting.** At all meetings of any standing committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.

(ii) **Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.

(iii) **Policies and Procedures.** The Board shall develop and approve policies and procedures for the operating of all standing committees. All standing committees shall report to the Board.

(c) **Advisory/Ad Hoc Committees and Task Forces.** The Board of Directors may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these bylaws. An ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the Board. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc committees and task forces may be established for longer periods with the approval of the Board. The action establishing such a committee or

task force shall set forth the committee's or task force's purpose and composition.

(i) **Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

(ii) **Committee/Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee/task force.

(iii) **Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

ARTICLE IX

CHAPTERS

Section 9.1 **Chapters.** Members of the Association who reside or work within a particular state, commonwealth, province, city, region, area, federal district or other geographically proximate location within or without the United States (the "territory") may be organized as a constituent of the Association (each of which is referred to as a "Chapter"). The Board may authorize the establishment of Chapters which shall (i) be organized and operated in accordance with these bylaws, and such additional rules, regulations and policies as may be adopted by the Board from time to time; (ii) fulfill criteria for affiliation as may be established by the Board from time to time; (iii) enter into charter agreements with the Association; (iv) be issued a charter by the Association; and (v) organize and conduct their activities in such a manner as to establish its fundamental alignment and functional compatibility with the Association. A Chapter's general purposes and objectives shall be complementary and consistent, on a local basis within its territory, with those of the Association and the Chapter shall advance the general and specific purposes of the Association within its territory. All members of a Chapter must be members of the Association.

Section 9.2 **Application for Recognition as a Chapter.** The Board, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as a Chapter. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the Association's administrative office. The Board, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these bylaws and such other guidelines as the Board may prescribe, if applicants meet the qualifications necessary for recognition as a Chapter.

Section 9.3 **Revocation.** Charters for the operation of Chapters may be revoked by the Board at any time and in such manner and after such investigation as the Board may deem necessary. Upon revocation of a Chapter's charter, the Chapter immediately shall remit all of its funds and records to the Association's Executive Director and shall cease use of the Association's name.

Section 9.4 **Name.** No Chapter or other entity shall use the Association's name in any manner whatsoever unless duly authorized to do so by the Association pursuant to the terms of a written agreement or policy.

Section 9.5 **Organization.** Each Chapter shall be incorporated as a not-for-profit corporation, have a Board of Directors, officers and bylaws in such form as shall be approved by the Association's Board of Directors. Chapters must maintain voting membership categories and criteria that are identical to the Association's. Changes

to a Chapter's bylaws must receive the prior written approval of the Association's Board, or its designee(s).

Section 9.6 **Meetings.** Each Chapter may hold such meetings as it deems appropriate.

Section 9.7 **Choice of Chapter.** Members may belong to one or more Chapters, and may join the Chapter of their choice based on where they reside, work, hold a license or have an interest. If a member belongs to more than one chapter, that member is required to designate one of the chapters as their primary chapter.

ARTICLE X

REGIONAL LEADERSHIP TEAMS

Section 10.1 **Regional Leadership Teams.** Each Region shall form a Regional Leadership Team comprised of representatives ("Representatives") in accordance with these bylaws and such policies and procedures as may be adopted by the Board of Directors.

Section 10.2 **Authority and Responsibility.** The Regional Leadership Teams shall be responsible for (i) leadership development within their Region; (ii) providing guidance, support and mentoring to the Chapters located within the Region; and (iii) soliciting, processing, and communicating member needs within their respective regions to the Association's Board of Directors.

Section 10.3 **Composition.** Each Regional Leadership Team shall consist of the Regional Director appointed to represent such Region on the Association's Board of Directors, the At-Large Director appointed to that Region by the President, and Representatives appointed by the Regional Nominating Committee in accordance with the procedures approved by the Association's Board of Directors.

Section 10.4 **Qualifications for Representatives.** All Representatives must be voting members in good standing of the Association and either reside or work within the Region they have been appointed to represent or be a member of a Chapter located in the Region they are appointed to represent.

Section 10.5 **Regional Council Meetings.** Each Regional Leadership Team shall hold a regular annual Regional Council Meeting in conjunction with the Association's annual meeting. The Regional Council Meetings may be attended by any member of the Association.

Section 10.6 **Resignation and Removal of Representatives.** Any Representative may resign at any time by giving written notice to the Association's Executive Director. In addition, any Representative may be removed by the Board of Directors, whenever, in its judgment, the best interests of the Association would be served by such removal.

Section 10.7 **Vacancies.** In the event of the death, resignation, removal, or incapacity of a Representative, the Regional Nominating Committee shall name a qualified member to serve until the conclusion of such Representative's term.

ARTICLE XI

INDEMNIFICATION

The Association shall indemnify all past and present officers, directors, employees, and committee, council, and task force members, and all other Association volunteers to the full extent permitted by the Act, and shall be entitled to purchase insurance for such indemnification to the full extent of the law as determined by the Board of Directors.

ARTICLE XII

FINANCE

Section 12.1 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 12.2 **Payment of Indebtedness.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President.

Section 12.3 **Deposits.** All of the Association's funds shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 12.4 **Bonding.** The Board of Directors shall provide for the bonding of such officers and employees of the Association as it may from time to time determine.

Section 12.5 **Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the Association's general purposes or for any special purpose.

Section 12.6 **Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and voting members. The books and accounts of the Association shall be audited annually by accountants selected by the Board of Directors.

Section 12.7 **Fiscal Year.** The Association's fiscal year shall be determined, from time to time, by the Board of Directors.

ARTICLE XIII

ELECTRONIC MEETINGS/COMMUNICATION

Section 13.1 **Electronic Meetings.** Any action to be taken at a Board of Directors, Executive Committee, other committee or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, notice of an electronic meeting of the Board of Directors or Executive Committee must be delivered at least twenty-four (24) hours prior to the meeting.

Section 13.2 **Electronic Communication.** Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XIV

AMENDMENTS

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the voting members casting ballots, provided that such alteration, amendment or repeal has been approved by the Board of Directors and submitted in writing to the membership not more than sixty (60) and not less than ten (10) days prior to the date by which the same is to be considered.

ARTICLE XV

DISSOLUTION

In the event of the Association's dissolution, the Board of Directors, after paying or making provision for the payment of all the liabilities of Association, shall distribute its remaining assets to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and in accordance with Pennsylvania law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.