

**BYLAWS
OF THE MILE HIGH CHAPTER
ASSOCIATION OF LEGAL ADMINISTRATORS
(A NOT-FOR-PROFIT CORPORATION OF THE STATE OF COLORADO)**

**ARTICLE I
NAME AND OFFICE**

Section 1. Name. The name of the organization shall be the Mile High Chapter of the Association of Legal Administrators ("Chapter").

Section 2. Location. The principal office of the Chapter is located at the office of the President of the Chapter, unless changed by action of the Board of Directors.

**ARTICLE II
PURPOSES AND RESTRICTIONS**

Section 1. Purposes. The purposes of the Chapter are:

- A. to promote the exchange of information regarding the administration and management problems peculiar to legal organizations, including private law offices, corporate legal departments, government legal and judicial organizations, and public service legal groups; to educate representatives of legal organizations regarding the value and availability of professional administrators; and to consider standards of qualifications for such administrators;
- B. to develop and promote continuing education programs;
- C. to make available upon request members who specialize in specific areas of administration for consulting purposes within the membership;
- D. to support the goals and programs of the Association of Legal Administrators where consistent with the goals and purposes of the Chapter; and
- E. to participate in any other way in the advancement of legal administration.

Section 2. Restrictions. All policies and activities of the Chapter shall be consistent with:

- A. applicable federal, state and local antitrust, trade regulation or other legal requirements; and
- B. applicable tax-exemption requirements including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

**ARTICLE III
MEMBERSHIP: CRITERIA AND CLASSES**

Membership in the Chapter shall be comprised primarily of individuals engaged on a full-time basis in the management of legal organizations or as a consultant supporting legal organizations, as defined

below, and shall consist of Regular and Associate Members as defined and provided for in these bylaws.

Membership in the Chapter is not open to business partners, as defined below, who are engaged by legal and/or legal consultant organizations.

Section 1. Regular Members. Regular membership in the Chapter is limited to:

A. Legal Administrators, regardless of the title by which that individual is recognized within his or her organization, engaged in the management of a legal organization. "Legal Administrators" are persons who (i) exercise management responsibilities on a full-time basis or, if not full-time, devote at least 75% of their working time to performing the management responsibilities of their position; (ii) manage others or manage an important function which renders high-level technical or other specialized services to the organization; (iii) occupy a position that involves the exercise of independent judgment without close daily supervision; and (iv) are employed in a position that is or is eligible to be classified as exempt, by one or more "legal organizations" - such as a private law firm, legal service clinic, corporate legal department, college or university legal department, governmental legal agency, court system, charitable legal agency, or some other organization that is primarily engaged in the practice of law. Eligible persons may perform all relevant management duties personally or, in the case of the delegation of such duties to subordinate staff or the contracting of any such duties to third parties, must retain responsibility for those duties. In general, a "Legal Administrator" is either (i) the principal administrator in the organization, (ii) the administrator/manager of a branch office of the organization, or (iii) someone who reports directly to the principal administrator or branch administrator and has responsibility for one or more of the organization's major functional management or administrative areas such as: General Management; Financial Management; Human Resources Management; Systems Management; Facilities Management; Marketing or Business Development Management; Practice Management; Management of Training and Development Activities; Staff Supervision and Management; and Management of Lawyer Recruiting activities.

B. Practicing lawyers who have the principal lawyer executive management responsibility in their legal organization and who devote no less than 75% of their working time to that responsibility and function. Individuals potentially meeting this criteria would include the managing partner of a private law firm or the chair of a law firm executive committee; the General Counsel in a corporate legal department; and the head of a governmental agency legal department such as a state Deputy Attorney General with agency administration responsibilities.

C. Unemployed Legal Administrators who are not serving as business partners and who have met the criteria for Regular membership are eligible to continue as Regular Members until expiration of a 180-day period measured from the date on which they are no longer employed as legal administrators. After the expiration of the 180-day period, unemployed legal administrators are eligible to continue as Associate Members and to renew as Associate Members (other eligibility requirements of Associate membership notwithstanding), provided such legal administrators are not serving as business partners and are actively seeking employment as a legal administrator and/or legal consultant.

D. Individuals who have been designated as "Life Members" by the Chapter Board of Directors. Life members are those individuals who have rendered extraordinary service to the Chapter and include all recipients of the David Award and all Past Presidents, as long as they are not employed as a business partner to the Mile High Chapter members. Those Life Members who are no longer employed and do not meet the criteria for Regular membership may not hold elective or appointive

office but may serve as members of committees. All Life Members are required to register for Chapter membership annually in order to maintain such status. Life Members are not required to pay local dues, but those Life Members who do pay local dues shall have all the rights and privileges of Regular membership.

E. Consultants to the Legal Industry. A consultant is defined as an individual who does not provide goods, furniture, equipment, supplies, materials, software, technology, insurance, or legal industry services directly or through his/her company; or causes to be provided through a workforce of employees, or is employed by such an entity, unless the individual meets one or more of the following criteria:

1. An individual who is a recognized subject-matter expert within the legal community;
2. An individual whose primary service generally involves the sale of intellectual property, expert advice, coaching or assessment to legal organizations, and who engages with multiple and changing clients;
3. An individual who performs ongoing day-to-day administrative functions for one or more companies or firms which would otherwise qualify the individual for Regular ALA membership despite who employs them, including a business partner.
4. An individual who is self-employed as a contractor operating a self-owned business and performing day-to-day administrative roles for one or more companies or firms, which would otherwise render the person eligible for Regular ALA membership if an employer/employee relationship existed.

A consultant membership is bestowed upon an individual not a company, and employees of business partner-eligible companies are not considered consultants and are not eligible for consultant membership, unless: a) the individual is performing day-to-day administrative functions at a remote or third party location; or b) the individual is employed as a legal administrator in the corporate legal department of the business organization.

A consultant member shall not hold elective or appointive office either as an Officer or a member of the Board of Directors of the Mile High Chapter.

F. For purposes of membership eligibility, a business partner is generally an individual (or member of an organization) whose primary function is to market or sell products and/or services to members of the legal community.

Regular Members have all the rights and privileges of membership, including [except as provided in Article III(1)D., above] the right to hold elective or appointive office.

Section 2. Associate Members. Associate membership in the Chapter shall be available to those individuals who are interested in legal administration and management, who do not meet the criteria for Regular membership, and who are either:

- A. Practicing lawyers with an interest in law firm administration and management;

- B. Individuals engaged in an ongoing employment-type relationship which involves providing continuing management services of the types described in Article III(1)C., above;
- C. Retired Regular Members of the Chapter who are not otherwise employed;
- D. Unemployed Legal Administrators who have exhausted their eligibility for Regular membership but meet the requirements of Associate membership under Article III(1)C., above;
- E. Teachers of business, organizational management, law or law-related disciplines at institutions of higher learning, as well as deans with administrative and management responsibilities at such institutions;
- F. Any part or full time student enrolled in any degree program at an accredited institution of higher or post-secondary learning, and who is not employed in a full-time exempt position, will be eligible for ALA student membership at the current rate and for a maximum term of four years at which time membership status may be reviewed for continuation;
- G. Bar association executives with management responsibilities of the type described in Article III(1)A., above; or
- H. Other individuals not specifically excluded from membership who have and demonstrate an interest in the management of law firms and other legal organizations, and who do not qualify for Regular membership in the Chapter.

Students enrolled in the MSLA Program at the University of Denver (DU) law school that do not otherwise qualify for Regular membership are eligible for Associate membership at no cost as long as they show proof of enrollment in the MSLA Program. Proof of enrollment is required at each membership renewal period.

Associate Members may not hold elective or appointive office nor vote, but they may serve on a committee in the Chapter.

Other policies governing the participation of Associate Members in the Chapter, as well as the nature and extent of benefits accruing to Associate Members, shall be determined from time to time by the Chapter Board of Directors. For example, Associate Members may not be eligible for reduced registration fees for those events that are subsidized from Chapter funds as determined from time to time by the Board of Directors.

ARTICLE IV

MEMBERSHIP: APPLICATION, REMOVAL, CHAPTER STANDARDS

Section 1. Application.

A. Application for Membership. Application for Chapter membership shall be made in writing in a manner as provided by the Chapter. All applications for Chapter membership shall be processed and reviewed by the Chapter and ALA in accordance with all applicable ALA policies, as may be adopted from time to time, including the policy currently known as the "Chapter Review of Provisionally Approved Member Applications."

B. Payment of Membership Dues. The amount of the annual dues shall be determined by the Board of Directors and are payable on or before September 15. The dues fiscal year is September 1 through August 31. New members joining after June 1st shall not be required to pay additional dues for the following fiscal year.

C. Renewal of Membership. All members, regardless of whether they are obligated to pay annual dues to the Chapter, must renew their membership on an annual basis by completing the renewal form provided by the Chapter. Members are not eligible to participate in Chapter activities until their membership is renewed.

D. Questions on Membership. A majority of the Board members present at a meeting of the Board of Directors shall resolve any questions as to membership eligibility.

Section 2. Removal.

A. Involuntary Termination of Membership. The membership of any member of this Chapter may be terminated for good cause by a majority vote of the Board of Directors present at any meeting of the Board. For purposes of these bylaws, "good cause" includes, but is not limited to, a member's (a) failure to abide by these bylaws or by the Chapter's rules or policies, including the non-solicitation agreement; or (b) conviction of embezzlement, theft or other crime. A vote on removal for good cause shall occur only after the member who is the subject of consideration has been advised of the pending action and has been given reasonable opportunity for explanation and/or defense.

B. Automatic Termination of Membership. Membership in the Chapter shall cease upon: (1) a member's resignation; (2) thirty (30) days after nonpayment of International and/or Chapter dues or any other financial obligations arising out of Chapter membership; (3) failure to meet the criteria for membership established by the Bylaws or (4) ALA's termination of an individual's membership in the association for an reason. However, once International membership expires, there is no grace period permitted and individuals are no longer eligible for Chapter membership. To rejoin, terminated members must reapply for both new International and Chapter membership.

C. Suspension. Membership in the Chapter may be temporarily suspended, in whole or in part, pending an investigation of a member's alleged violation of these Bylaws or the Rules of the Mile High Chapter. Violations of the Rules of the Mile High Chapter's listserv usage may result in suspension of a member's right to participate in the Chapter's listserv indefinitely.

D. Dues Payment Upon Termination. Any Regular or Associate member whose membership is terminated, either voluntarily or involuntarily, shall remain fully liable for any unpaid dues or assessments levied to date and also fully liable for his or her proportionate share of all obligations incurred by the Chapter prior to the effective date of termination, except as otherwise may be provided in these Bylaws. Terminated members will not be eligible for reconsideration until all outstanding financial obligations to the Chapter have been satisfied.

Section 3. Chapter Standards.

A. International Association. All members of the Chapter must be members of the (International) Association of Legal Administrators, with the exception of “Life Members” as defined in Article III (1)D., above.

B. Transfer of Membership. Membership in the Chapter remains with the individual and is neither assignable to another individual nor transferable to a firm.

C. Voting Requirements. Each Regular member shall have one vote. Associate members are not eligible to vote.

ARTICLE V **BOARD OF DIRECTORS AND OFFICERS**

Section 1. Management and Control. The management and control of the Chapter in its affairs shall be vested in the Board of Directors. The Officers and appointed Chairpersons of committees of the Chapter shall constitute the voting members of the Board of Directors.

Section 2. Members of the Board of Directors. The Board of Directors shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, Treasurer-Elect, immediate Past President and committee Chairpersons. Co-Chairpersons are non-voting members of the Board of Directors, unless acting by proxy as provided in Section 7 below. Co-Chairpersons assist the committee Chairpersons and may succeed to the position of Chairperson of the committee on which they are serving, subject to the approval of the President and other Officers. They may also report to the Board in the absence of the Chairperson. All Board of Director members shall serve without remuneration.

Section 3. Term. The President-Elect, Vice-President, Secretary and Treasurer-Elect shall be elected as set forth in Article VII herein and shall serve a one-year term and until their successors are elected and qualified. The President and Treasurer shall also serve a one-year term and until their successors are elected and qualified. The committee Chairpersons shall serve as members of the Board and shall be appointed by the President subject to the approval of the other Officers.

Section 4. Duties. The duties of Officers shall be such as the titles, by general usage, would indicate, or as specified by the Board of Directors. In the absence of both the President and President-Elect, the Vice-President shall preside over the meeting; in the absence of the Vice-President, the Secretary shall preside over the meeting.

Section 5. Quorum. A quorum for purposes of this Article V is two-thirds (2/3) of the voting members of the Board, as referenced in Section 6 of this Article V.

Section 6. Voting. Each of the Officers and Chairpersons of the Chapter’s committees has one vote. If the same person chairs more than one committee, he or she is limited to one vote. A majority vote of Board members attending a properly convened meeting at which a quorum is present is required to approve any action brought before the Board, except where otherwise noted in these Bylaws.

Section 7. Proxies. Voting by written proxy shall be allowed at any meeting of the Board of Directors. Such proxy shall (1) specify the meeting for which it is intended, and (2) the person to whom the proxy is granted. The holder of such proxy shall advise the Board members of the proxy at the beginning of the meeting, and shall present it to the Secretary. The Secretary shall attach the proxy to the minutes of the meeting.

Section 8. Chairperson. The President of the Chapter shall serve as Chairperson of the meetings of the Board of Directors.

Section 9. Notices of Meetings. Notices of meetings must be mailed or electronically delivered to all Board members by the President or President-Elect (or his or her designee) in a timely manner within the recommended time period of at least five (5) days prior to the date on which the meeting is to be held. Such notices shall be sent to the addresses of the Board members as they appear in the records of the Chapter.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by at least three (3) members of the Board of Directors, one of whom must be an elected officer.

Section 11. Place and Time of Meeting. All meetings of the Board of Directors shall be held at such time and place as the Board of Directors may from time to time schedule, or as may be specified in the notice of the meeting.

ARTICLE VI **COMMITTEES**

Committees of the Chapter of the Association of Legal Administrators and their responsibilities are defined by the Officers. Committee descriptions and responsibilities will be recorded in the Board's working documents and may be amended or changed by the Board of Directors as needed to conduct the business of the Chapter and respond to the needs of its members.

ARTICLE VII **ELECTION OF OFFICERS**

Section 1. Eligibility and Qualifications. Candidates for office in the Chapter must be current Regular members of the Association of Legal Administrators, must have been a member of the Chapter for at least one (1) year at the time of election to an office, and must have served on at least one (1) committee.

Section 2. Nominating Committee. The Nominating Committee shall be composed of five (5) members, representing as wide a constituency of the Chapter as possible. Members of the Nominating Committee are not eligible for the elected offices of President-Elect, Vice-President, Secretary or Treasurer-Elect during the period they serve on the Nominating Committee. The Nominating Committee shall be appointed by the Board each year consisting of (a) the President-Elect, who shall act as its chair, (b) the current President, (c) one member of the Board and (d) two members not currently serving on the Board who shall be selected by the current Board. All members of the Nominating Committee shall have been a member of the Chapter for a minimum of one (1) year.

Section 3. Method and Time of Nomination. The Nominating Committee shall meet no later than December 15 of each year for the purpose of selecting a slate of officers for recommendation to the membership of the Chapter. The Nominating Committee shall select one nominee for each of the officer positions of President-Elect, Vice-President, Secretary and Treasurer-Elect. Chapter members shall be encouraged to advise Nominating Committee members of individuals they feel are appropriate for holding office in the Chapter no later than December 10. It shall be the responsibility of the

Nominating Committee to study the leadership requirements and needs of the organization and to select nominees with the experience and qualifications necessary to meet such requirements and needs. Prospective nominees shall be interviewed personally by the Nominating Committee, and their consent to serve, if elected, shall be obtained. In addition, individuals offering candidates for nomination shall be asked a variety of due diligence questions by the Nominating Committee in an effort to obtain full information about the nominee's accomplishments and contributions to the Chapter.

Section 4. Method of Conducting an Election. A report setting forth the names of nominees, the experience and qualifications, and the reasons that the Nominating Committee feels that the candidate can meet those needs shall be presented and distributed to the membership no later than January 15 of the following year.

The slate of candidates and a ballot shall be distributed in a manner that maintains confidentiality of the vote to the Regular members of the Chapter. The ballot shall present the name of one nominee for each of the officer positions. A place on the ballot shall also be provided for write-in candidates for each officer position. The members shall have ten (10) days within which to vote. The President-Elect (as Chair of the Nominating Committee) and President shall review and certify the election results and disseminate the results to the membership. The certification shall become a permanent part of the books and records of the Chapter, with election results to be destroyed one year following the election.

An affirmative vote of the majority of those ballots cast by the Regular membership of the organization shall be required to elect an officer.

Section 5. Time New Officers Take Office. Newly elected Officers shall assume responsibility of office at the conclusion of the April Board meeting.

Section 6. Special Elections.

A. In the event of a special election, the Nominating Committee shall recommend a candidate within thirty (30) days of the termination or vacancy of a Board position. The slate of candidates and a ballot shall be distributed in a manner that maintains confidentiality of the vote to the Regular members of the Chapter no later than seven (7) days following the Nominating Committee's recommendation to fill such unexpired term. The election shall be held in accordance with the procedures outlined in Section 4 of this Article.

B. In the event of a vacancy in the office of President and/or President-Elect, the following shall occur:

1. Should a vacancy occur in the office of President, the immediate Past President shall be called upon to fulfill the President's term. In the event the immediate Past President cannot serve, the Board will pursue the remaining Past Presidents in order of their term.

2. Should a vacancy occur in the office of President-Elect, the Vice-President will serve. Should a vacancy occur in the office of the Vice-President, a special election shall be held in accordance with Section A of this Article.

C. Should a vacancy occur in any other office, that vacancy shall be filled by a member of the Board of Directors. In the event no other member of the Board of Directors is able or willing to serve, a special election will be held in accordance with Sections 4 and 6(A) of this Article.

Section 7. Election. All of the officers, except the President, who will succeed to the office from the position of President-Elect, and the Treasurer, who will succeed to the office from the position of Treasurer-Elect, shall be elected by the Regular members.

Section 8. Removal of Members of the Board of Directors. A member of the Board of Directors may be removed from the Board if he or she fails to attend two (2) consecutive Board of Directors meetings without advance notice to the President, or for other cause, upon the unanimous vote of all members of the Board of Directors, except the member whose removal has been proposed. Such removal shall be effective at such time as the Board of Directors may determine. The notice of any Board of Directors meeting at which such action is contemplated shall contain a notice of the proposed termination, and the member whose status is being challenged shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meeting.

Section 9. Board Member Eligibility. Board members who lose their eligibility to be Regular members during their term may complete their current term of elective or appointive office subject to the discretion of the Board of Directors.

ARTICLE VIII **MEETING OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the members of the Chapter shall be held in the last Quarter of each board year.

Section 2. Special Meetings. Special meetings of the members of the Chapter may be called at any time by the President. Further, a meeting may be called upon written request to the President by five (5) or more members. At such special meetings, no business shall be transacted except that which was specified in the notice of such meeting.

Section 3. Notices of Meetings. Notices of all meetings must be in writing and shall state the place, date and the hour of the meeting. Such notices shall be mailed or electronically delivered to all Chapter members within the recommended time period of at least five (5) days prior to the date on which the meeting is to be held. Such notices shall be sent to the addresses of the Chapter members as they appear in the records of the Chapter.

Section 4. Quorum. A quorum is one-fourth (1/4) of the Regular membership.

Section 5. Voting. A majority vote of Regular members attending a properly convened meeting at which a quorum is present is required to approve any action except where otherwise noted in these Bylaws.

Section 6. Proxies. Voting by written proxy shall be allowed at any meeting of the members of the Chapter. Such proxy shall (1) specify the meeting for which it is intended, and (2) the person to whom the proxy is granted. The holder of such proxy shall notify the Board members of the proxy at the beginning of the meeting, and shall present it to the Secretary. The Secretary shall attach the proxy to the minutes of the meeting.

ARTICLE IX **BUDGET AND FISCAL YEAR**

Section 1. Budget. An annual budget for each year shall be prepared under the direction of the Chapter's President and Treasurer and approved by the Board of Directors no later than the June meeting. Thereafter, at any meeting of the Board of Directors, the Board of Directors may approve any supplemental budget that may be necessary.

Section 2. Fiscal Year. The accounting fiscal year of the Chapter shall be April 1 through March 31.

ARTICLE X **INDEMNIFICATION**

Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or she is or was a Board of Directors' Member or Officer of the Chapter may be indemnified by the Chapter against reasonable expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with such action, suit or proceedings, or in connection with any appeal therein, except as to matters as to which such Board of Directors' Member or Officer is guilty of negligence or misconduct in the performance of his or her duties. Such indemnification shall not be deemed exclusive of any other rights of indemnification to which such Board of Directors' Member or Officer may be entitled apart from these Bylaws. The Chapter may purchase and maintain insurance on behalf of any person who was or is a Board Member or Officer of the Chapter against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability.

ARTICLE XI **LIMITATION OF LIABILITY**

No Officer, Director or committee member, member or employee thereof, agent or employee of the Chapter shall be liable for the act or failure of any other such person or organization.

ARTICLE XII **AUTHORITY TO BIND THE CHAPTER BY CONTRACT**

The authority to bind the Chapter to contract obligation is vested in the Board of Directors. This authority may be exercised on behalf of the Board as set forth in these Bylaws. In the absence of the exercise of this authority by the Board, directly or through Officers authorized to act on behalf of the Board, the Chapter bears no responsibility for contracts or agreements executed by representatives of committees or others who purport to bind the Chapter.

ARTICLE XIII **AMENDMENTS**

Any proposed amendments to these Bylaws shall first be voted on by the Board of Directors, and approved by a majority vote, at any meeting where proper notice has been given.

Any proposed amendments to these Bylaws shall be sent to the (International) Association of Legal Administrators' Headquarters for approval. After such approval is received, the Bylaws shall be

distributed to the Regular members of the Chapter at least fifteen (15) days prior to the date that the ballot is due. The due date will be determined by the Board of Directors. Bylaws amendments must be approved by a majority vote of those ballots returned by the Regular members of the Chapter.

ARTICLE XIV
PARLIAMENTARY AUTHORITY

The parliamentary authority of this Chapter shall be Robert's Rules of Order, Newly Revised.

ARTICLE XV
DISSOLUTION OF THE CHAPTER

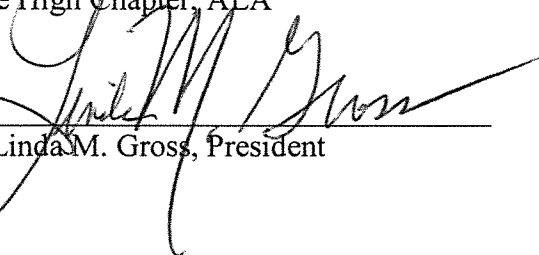
The Chapter may be dissolved by a resolution voted by a majority of the Regular membership.

In the event of dissolution of the Chapter, the Board of Directors, or a committee appointed by the Board of Directors, shall be responsible for its liquidation. In case of dissolution of the Chapter, the Board of Directors shall authorize the payment of all indebtedness and any remaining funds, investments and other assets of the Chapter shall be distributed to such organizations which are then qualified as exempt within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 or of corresponding provisions of the then existing Federal Revenue Laws, but only if the purposes and objectives of the receiving organization are similar to the purposes and objectives of the Chapter as may be determined by the majority vote of the then members of the Chapter.

THESE BYLAWS WERE ADOPTED IN 1975 AND HAVE BEEN AMENDED FROM TIME TO TIME, WITH THIS LAST AMENDMENT ON AUGUST 31, 2016.

This is an accurate copy of the Chapter's current Bylaws as of August 31, 2016. I, as the President, am the officer authorized to sign on behalf of the organization certifying that these are complete and accurate copies of the current Bylaws.

Mile High Chapter, ALA

By: 
Linda M. Gross, President