Proposed Bylaw Amendments  
NALA Annual Meeting, July 13, 2016

The Board of Directors is recommending for adoption of the members various amendments to the NALA Bylaws. The current language of the bylaws and proposed amendments are as follows:

<table>
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<th>CURRENT LANGUAGE</th>
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| **Article III – Membership**  
3.4 Qualifications of Student Members  
A-(3.4) Those individuals who are full time students in good standing in any university, college, junior college or other approved school pursuing a course of studies as a legal assistant. | **Article III – Membership**  
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A-(3.4) Those individuals who are full-time students enrolled as students in good standing in any university, college, junior college or other approved school pursuing a course of studies as a legal assistant paralegal. |
| **Article IV – Directors**  
4.3 Qualifications of Directors  
B-(4.3) Directors of the Corporation will evidence their good faith and fiduciary obligations to the Corporation by executing in the presence of a notary public a non-compete agreement as described in the policies and procedures of the Corporation, which shall be binding upon such director during the director’s term of office. If such agreement is not received by the president, secretary and executive director of the Corporation within thirty (30) days of election, or within thirty (30) days of the effective date of these Bylaws, the president shall declare the director’s position to be vacant and it shall be filled in accordance with the Bylaws. | **Article IV – Directors**  
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| **4.5 Election and Tenure of Directors**  
B-(4.5) Voting for directors shall be by ballot at the annual meeting except when there is but one candidate for any office. In that event, if there is no objection, the chair may declare the candidate elected. Prior to the submission of the ballot at the annual meeting, the president shall appoint an election judge and six (6) tellers for the purpose of tallying the votes for both officers and directors, including all ballots voted by proxy. The election judge shall certify the results of said vote to the chair who shall announce the results to the assembly. A plurality of those members present in person or by proxy shall elect the officers and directors. In the event of a tie, the voting members shall immediately proceed to vote by ballot to dissolve such tie. | **4.5 Election and Tenure of Directors**  
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| **4.6 Election and Tenure of Officers**  
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**4.12 Regular Meetings**

4.12 Regular Meetings. The first regular meeting of the Board of Directors for each fiscal year shall be held without notice, within twenty-four (24) hours of the annual meeting of the membership, and at the same location as the annual meeting of the membership. At said directors meeting the Board of Directors shall fix the time and place for not more than two (2) additional meetings for the ensuing year. The directors must hold at least two (2) regular meetings during each fiscal year.

**Article VI – Officers**

6.2 Prerequisites for Officers

B-(6.2) An officer of the Corporation will evidence good faith and fiduciary obligations to the Corporation by executing in the presence of a notary public a non-compete agreement as described in the policies and procedures of the Corporation, which shall be binding upon such officer during the officer’s term of office. If such agreement is not received by the president, secretary and executive director within thirty (30) days of election or within thirty (30) days of the effective date of these Bylaws, the president shall declare the officer’s position to be vacant and it shall be filled in accordance with these Bylaws.

**ARTICLE X-COMMITTEES AND THEIR DUTIES**

10.1 Standing Committees. The standing committees shall include the following and such others as the directors deems necessary:

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10.2 Special Committees Special committees may be created and appointed by the president, subject to the approval of the directors.

10.3 Standing Committee Chairperson. The president shall appoint such standing committee chairperson whose appointment is not otherwise provided for in these Bylaws, subject to the approval of the Executive Committee, and shall announce such appointments to the directors within thirty (30) days after the annual meeting.

**PROPOSED LANGUAGE**

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10.4 Duties. The duties of the standing committees shall be as follows:

A-(10.4) Annual Workshop. It shall be the duty of this committee to supervise the planning and presentation of an annual educational workshop to be held in conjunction with the annual membership meeting. The function of the annual workshop committee is under the auspices of the Corporation’s Continuing Education Council.

B-(10.4) Educational Development. It shall be the duty of this committee to develop educational material for legal assistants. The function of the educational development committee is under the auspices of the Corporation’s Continuing Education Council.

C-(10.4) Ethics. This committee shall report any violations of the Code of Ethics adopted by the Corporation to the directors for appropriate action. The Chairperson of this Committee shall automatically be a member of the special committee appointed by the president investigating membership suspensions or cancellations.

D-(10.4) Professional Development. The purpose of this committee shall be to conduct research and recommend updates of the Corporation’s Model Standards and Guidelines for Utilization of Legal Assistants as adopted by the membership July 18, 1984, and to further the Corporation’s goals to develop, encourage, support and maintain high standards for the legal assistant profession. Members shall be appointed for three (3) year terms. Terms of appointment shall be staggered as set forth in the policies and procedures of the Corporation. The chairperson of the Professional Development Committee shall: (a) be a member of this Corporation, (b) have passed the Corporation’s CLA examination, (c) have served on this committee at least one (1) year, and (d) shall become a member of the directors of this Corporation.

E-(10.4) Nominations & Elections. It shall be the duty of this committee to issue a call for declarations of candidacy for the offices of first vice president, second vice president, secretary, treasurer and regional directors up for election postmarked no later than February 1, instructing those members...
wishing to declare themselves candidates for any office to return the prescribed form, signed by the prospective candidate no later than March 15. The chairperson of this committee shall then prepare a sample ballot of the candidates and cause the same to be mailed to each member of this Corporation at least thirty (30) days prior to the annual meeting. In addition, the duties set out in section IV of these Bylaws shall be performed.

**F-(10.4) Official Publication.** The chairperson of this committee shall act as editor of the official publication and shall have charge of publishing and circulating same to the members of this corporation as directed by the directors and/or president. The function of the official publication committee is under the auspices of the Corporation’s Continuing Education Council.

**G-(10.4) Seminar Coordinator.** It shall be the duty of this chairperson to supervise the planning and presentation of such seminars for legal assistants as the directors may designate. This chairperson shall have express authority to appoint such committee members as may be necessary to carry out the duties of this committee. The function of the seminar coordinator committee is under the auspices of the Corporation’s Continuing Education Council.

**ARTICLE XII-AMENDMENTS TO BYLAWS**

**B-(12.1) Amendments by the Directors.** The directors or any member of the Corporation may propose amendments to the Bylaws at the first Board of Directors meeting of the calendar year.

**ARTICLE XIV-PARLIAMENTARY AUTHORITY**

**14.2 Professional Parliamentarian.** The Corporation shall retain a professional parliamentarian who shall supervise the parliamentary procedures of all membership meetings and formal meetings of the Board of Directors. In the absence of the duly appointed parliamentarian at any meeting a majority of the Board members present shall elect a substitute parliamentarian for that meeting.