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

<table>
<thead>
<tr>
<th>CURRENT LANGUAGE</th>
<th>PROPOSED LANGUAGE</th>
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</table>
| **ARTICLE III - MEMBERSHIP**  
3.8 Membership List  
Not more than thirty (30) days after the end of the fiscal year end of the Corporation, the secretary shall cause to be prepared a membership list for each class of membership as of the end of such year. Such lists shall constitute the membership register of the Corporation and shall be available for use at meetings of the membership and for other purposes described in these Bylaws. | **ARTICLE III - MEMBERSHIP**  
3.8 Membership List  
Not more than thirty (30) days after the end of the fiscal Corporation’s year end of the Corporation, the secretary shall cause to be prepared a membership list for each class of membership as of the end of such year. Such lists shall constitute the membership register of the Corporation and shall be available for use at meetings of the membership and for other purposes described in these Bylaws. |
| **ARTICLE III - MEMBERSHIP**  
3.10 Voting by Individual Proxy  
At any meeting of the membership of the Corporation, any active member shall have the right to vote either in person or by individual proxy. A member may appoint another member and one alternate as proxy by an appropriate written designation. Any such individual proxy shall be valid only for that meeting for which it shall have been given. A proxy is revocable at the pleasure of the member executing it, except as otherwise provided by Oklahoma law. No person shall solicit any proxies and proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the secretary. Any individual proxy shall be deemed filed by a member with the secretary when received by the secretary thirty (30) days prior to an annual meeting. Any individual proxy shall be deemed filed by a member with the secretary when received by the secretary ten (10) days prior to a special meeting. | **ARTICLE III - MEMBERSHIP**  
3.10 Voting by Individual Proxy  
At any meeting of the membership of the Corporation, any active member shall have the right to vote either in person (live or in person) or by individual proxy. A member may appoint another member and one alternate as proxy by an appropriate written designation. Any such individual proxy shall be valid only for that meeting for which it shall have been given. A proxy is revocable at the pleasure of the member executing it, except as otherwise provided by Oklahoma law. No person shall solicit any proxies and proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the secretary. Any individual proxy shall be deemed filed by a member with the secretary when received by the secretary thirty (30) days prior to an annual meeting. Any individual proxy shall be deemed filed by a member with the secretary when received by the secretary ten (10) days prior to a special meeting. |
| **ARTICLE III - MEMBERSHIP**  
3.11 Written Ballot  
By a majority vote of the quorum present, any proposition before a meeting of the membership shall be taken by written ballot. The motion for written ballot shall take precedence over any pending question, proposition or motion before the meeting. If such motion shall carry, then the ballot on such pending question, proposition or motion shall be by written ballot, which ballot shall not require the identification of the active member, delegate or proxy voting. | **ARTICLE III - MEMBERSHIP**  
3.11 Written Ballot; Electronic Voting; Written Consent  
A-(3.11) Except as otherwise provided by the Bylaws, by a majority vote of the quorum present, any proposition before a meeting of the membership shall be taken by written ballot. The motion for written ballot shall take precedence over any pending question, proposition or motion before the meeting. If such motion shall carry, then the ballot on such pending question, proposition or motion shall be by written ballot, which ballot shall not require the identification of the active member, delegate or proxy voting.  
B-(3.11) Notwithstanding anything to the contrary in these Bylaws, if authorized by the board of directors, any requirement that an action be taken by written ballot, including, but not limited to, the election of officers and |
directors, shall be satisfied by ballot submitted by electronic transmission, provided that the electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder. Notwithstanding anything to the contrary in these Bylaws, any requirement of notice for an action to be by ballot submitted by electronic transmission shall be satisfied by transmission to the e-mail address of record of each member entitled to vote on such matters as of the date such notice is given, of a notice containing: (i) a description of the matter to be voted upon, (ii) a ballot to be submitted by electronic transmission, and (iii) instructions on how to submit such ballot.

C-(3.11) Subject to the requirements of Section 1073 of the Oklahoma General Corporation Act and unless otherwise required by the certificate of incorporation or these Bylaws, any action which may be taken at any meeting of the membership of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action taken, shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted and shall be delivered to the Corporation by delivery to an officer or agent of the Corporation having custody of the book in which proceedings of the membership are recorded. Prompt notice of the taking of the action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for the meeting had been the date that written consents signed by a sufficient number of members to take the action were delivered to the Corporation as required by this section.

ARTICLE III - MEMBERSHIP
3.13 Quorum Defined
A quorum shall be deemed to exist at any meeting of the membership with the exception of the annual meeting, with the presence, either in person or by individual proxy, of five percent (5%) of the members entitled to vote. A quorum shall be deemed to exist at the annual meeting with the presence of a majority of those active members registered for the annual convention together with a majority of those active members appearing by proxy, said proxies having been registered in the approved manner prior to the annual meeting. The number of voting members present or represented by proxy will be determined by the number of persons who cast votes, including proxies, as recorded by the voting records. This number will be used to determine if a quorum, as defined above, is met. The meeting is considered called to order at the date and time the voting polls open, and once a
quorum is present at a meeting, the departure from the meeting of any number of members shall not affect the validity of the meeting until adjournment.

In the absence of a quorum, the members present in person or by proxy may adjourn such meeting by majority vote of those present without notice by: (a) announcement to such effect, and (b) then posting a notice of such continuance on the outside of the principal entry to the place of meeting and continuing such posting for not less than twelve (12) hours thereafter, designating the continuance of the meeting to a time and place specified until a quorum shall attend. The directors or Executive Committee may adjourn and continue for an interim not to exceed three (3) days; provided, however, that should the directors or Executive Committee determine the meeting cannot then be held, additional like adjournments or continuances may be permitted. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have earlier been transacted at the meeting as originally called.

Notwithstanding the foregoing, in the event any action is taken by vote of the membership by electronic transmission, a quorum shall be deemed to exist upon receipt by the Corporation of a valid completed electronic ballot from not less than five percent (5%) of the membership entitled to vote for the election of officers and directors and five percent (5%) of the membership entitled to vote on all other matters.

In the absence of a quorum, the members present in person or by proxy may adjourn such meeting by majority vote of those present without notice by: (a) announcement to such effect, and (b) then posting a notice of such continuance on the outside of the principal entry to the place of meeting and continuing such posting for not less than twelve (12) hours thereafter, designating the continuance of the meeting to a time and place specified until a quorum shall attend. The directors or Executive Committee may adjourn and continue for an interim not to exceed three (3) days; provided, however, that should the directors or Executive Committee determine the meeting cannot then be held, additional like adjournments or continuances may be permitted. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have earlier been transacted at the meeting as originally called.

If ballots are to be submitted by electronic transmission, the directors or Executive Committee may extend the period for the submission of such electronic ballots in the event a quorum was not met by the time such ballots were originally due. The directors or Executive Committee shall provide notice of such extension to all of the membership entitled to vote upon such matter.

**ARTICLE III - MEMBERSHIP**

**3.14 Time and Place of Annual Meeting**

The annual meeting of the members shall be held at such time and place as set by the directors, for the purposes of transacting business of the Corporation. However, such annual meeting shall be held not less than sixty (60) days nor more than one hundred twenty (120) days after the end of the Corporation’s fiscal year.
### ARTICLE III - MEMBERSHIP

#### 3.15 Call and Notice of Annual Meeting
The annual meeting shall be held upon: (a) the call of the president, or (b) the affirmative vote of two-thirds (2/3) of the Executive Committee; or (c) the affirmative vote of two-thirds (2/3) of the directors on the Board of Directors. The secretary shall cause written notice of the time and place of such meeting to be given to each member not less than sixty (60) days prior to the date of such meeting. Notice given to the members according to the membership register of the Corporation as of the close of the Corporation’s prior fiscal year shall be sufficient and shall be deemed notice upon additional individuals who shall have become members of the Corporation after such register shall have been closed and prior to the time of the annual meeting.

#### 3.18 Call and Notice of Special Meetings
A special meeting shall be held either: (a) on the call of the president, or (b) the affirmative vote of two-thirds (2/3) of the Executive Committee, (c) or the affirmative vote of two-thirds (2/3) of all of the then elected and qualified directors of the Corporation. The secretary shall cause written notice of the time and place of such meeting to be given to each member not less than ten (10) nor more than sixty (60) days prior to the date of such meeting. Notice given to the members according to the membership register of the Corporation as of the close of the Corporation’s prior fiscal year shall be sufficient and shall be deemed notice upon additional individuals who shall have become members of the Corporation after such register shall have been closed and prior to the time of the special meeting.

### ARTICLE IV – DIRECTORS

#### 4.5 Election and Tenure of Directors
A-(4.5) The Directors shall be elected by the membership of the corporation at the annual meeting of the membership.

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. The chair 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.
the members. In the event the election of directors takes place at the annual meeting, a plurality of those members present in person or by proxy shall elect the officers and directors. In the event the election of directors takes place by electronic transmission, a plurality of those votes submitted to the Corporation shall elect the directors. In the event of a tie, the voting members shall immediately proceed to vote by ballot to dissolve such tie.

ARTICLE IV – DIRECTORS
4.6 Election and Tenure of Officers
Except for the office of president, the membership shall elect all officers of the Corporation. The election of officers shall take place at the annual meeting of the Corporation. The president of the Corporation shall be elected by the directors as specified in these bylaws.

A-(4.6) Voting for officers 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. The chair shall announce the results to the assembly. A plurality of those members present in person or by proxy shall elect the officers. In the event of a tie, the voting members shall immediately proceed to vote by ballot to dissolve such tie.

B-(4.6) The directors shall hold an election for the office of president at a regular meeting to be held prior to the annual meeting of the membership. The president must be elected from the membership of the directors in accordance with the procedure set forth in the procedures and policies of the Corporation. The president shall serve from the first Board of Directors meeting following the annual meeting of the members through the annual meeting of the members of the next ensuing fiscal year. Officers of the Corporation shall be elected by the membership at the annual meeting of the Corporation for one (1) year terms or until their successors are duly elected and qualified. Such term of office, including the term of President, begins with the first Board of Directors meeting following the annual meeting held in 2018, no member shall hold the same office for more than two (2) consecutive terms.
Beginning with the annual meeting held in 2018, no member shall hold the same office for more than two (2) consecutive terms.

ARTICLE IV – DIRECTORS
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 VIII – FISCAL YEAR
8.1 Setting of the Fiscal Year
The fiscal year of this Corporation shall begin on the 1st day of May and end on the 30th day of April.

8.2 Amendment. This fiscal year of the Corporation may be changed by the directors at any annual, regular or special meeting.

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.

ARTICLE IV – DIRECTORS
4.12 Regular Meetings
The first regular meeting of the Board of Directors for each fiscal calendar 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 year.

ARTICLE VIII – FISCAL CORPORATION’S YEAR
8.1 Setting of the Fiscal Corporation’s Year
The fiscal Corporation’s year of this Corporation shall begin on the 1st day of May January and end on the 30th 31st day of April December.

8.2 Amendment. This fiscal Corporation’s year of the Corporation may be changed by the directors at any annual, regular or special meeting.

ARTICLE XIV – PARLIAMENTARY AUTHORITY
14.2 Professional Parliamentarian
The Corporation shall may 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.

ANNUAL MEETING
Notice is hereby given that the annual meeting of the membership of the National Association of Legal Assistants, Inc., will be held and will commence July 19, 2017 and will continue from day to day thereafter until completed at the Wyndham Orlando Resort International Drive, Orlando, Florida, to tally ballots for and announce the election of NALA officers (except president) for the 2017-18 fiscal year, and at large directors; to hear annual reports of officers and committee chairs; and such other business as may come before this meeting and proper continuance thereof.

This notice is published in accordance with the NALA Bylaws. This meeting is called pursuant to the order of the President and the Board of Directors.

Melissa J. Hamilton, ACP
Secretary
National Association of Legal Assistants, Inc.
7666 East 61st Street, Suite 315
Tulsa, OK 74133
918-587-6828

JUNE 19 DEADLINE FOR RESOLUTIONS
Members and affiliated associations may also submit resolutions for consideration during the annual meeting. Resolutions to be considered must be filed at NALA Headquarters by June 19, 2017 and may be proposed by individual members or affiliated associations. Resolutions are reviewed by the Board of Directors or a committee appointed by the Board. No resolution shall be offered for adoption without approval of the committee written thereon. If a question arises as to whether a resolution is within the scope and purpose of NALA, the committee shall advise its opinion. Resolutions shall not exceed 300 words.