

**BYLAWS OF THE
BOSTON, MASSACHUSETTS CHAPTER
OF THE ASSOCIATION OF LEGAL ADMINISTRATORS**

**ARTICLE I
NAME AND OFFICE**

1. Name. The name of the corporation shall be the Boston, Massachusetts Chapter of the Association of Legal Administrators, Inc. (hereinafter "the Chapter"), a Commonwealth of Massachusetts not-for-profit corporation.
2. Offices. The Chapter shall have and continuously maintain in the Commonwealth of Massachusetts a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the Commonwealth of Massachusetts, as the Chapter Board of Directors may determine.

**ARTICLE II
PURPOSES AND RESTRICTIONS**

1. Purposes. In addition to the purposes set forth in the Chapter's articles of incorporation, the purposes for which the Chapter is organized are 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;
 - e. Educate the legal profession about the value and availability of legal management professionals;
 - f. Advance and promote the interests of the Association of Legal Administrators, a Pennsylvania not-for-profit corporation (the "Association"), within the geographic area covered by the Chapter; and
 - g. Other appropriate purposes.
2. Restrictions.
 - a. All policies and activities of the Chapter shall be consistent with applicable federal, state and local laws, statutes, ordinances including, without limitation, all antitrust, trade regulation and other legal requirements.

b. No part of the Chapter's earnings shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that the Chapter 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 III **MEMBERSHIP**

Membership in the Chapter is open to any individual that is a member in good standing of the Association.

1. Application. The Chapter shall adopt an application form and procedures to facilitate membership in the Chapter. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the Chapter. The Chapter 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 Chapter. All such qualified applicants shall become Members upon notice from the Chapter.

2. Definitions. For the purposes of these Bylaws:

a. "Legal management professional" shall mean any individual who is, or aspires to be, actively engaged in the management of a legal organization or dedicated to performing its management responsibilities.

b. "Legal organization" shall mean any law firm or practice, legal service clinic, corporate legal department, college or university legal department, governmental legal agency, court system, charitable legal agency, not-for-profit or nonprofit legal organization, bar association, legal consulting, alternative legal service provider, law and/or legal management educational institution or other organization that is engaged in the legal industry.

3. Members Qualification. The criteria for membership in the Chapter are the same as those for membership in the Association as established by the Association in its bylaws and policies, and are as follows:

a. Membership may be granted to any individual who: (i) is a member in good standing of the Association; (ii) demonstrates an interest in legal administration and the management of legal organizations; (iii) is not disqualified by an affiliation with a Business Partner as defined herein or business partner-eligible entity; (iv) shares interest in and supports the purposes of the Chapter and the Association; and (v) abides by these Bylaws, the Association's Code of Ethics, the Association's bylaws, and such other policies, rules and regulations as the Chapter or Association may adopt.

b. Business Partners. 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 are generally not eligible for membership.

c. **Lifetime Membership.** Lifetime Membership may be awarded to a Chapter Member who has demonstrated extraordinary service to the Chapter and meets such additional criteria as shall be determined by the Board of Directors. Lifetime Members have all the rights and privileges of membership except as provided herein, but they are not required to pay Chapter dues. Lifetime Members generally are no longer employed as legal administrators and may not hold elective or appointive office but may serve as members of committees. Lifetime Membership status with the Chapter has no bearing on the status of a Member with the Association.

4. **Rights and Duties.**

a. All Members shall be entitled to vote, attend the Chapter's member meetings and social functions and serve on the Chapter's committees.

b. All Members may hold office in the Chapter and serve on the Chapter's Board of Directors except as otherwise provided herein.

5. **Benefits.** Benefits associated with membership shall be determined by the Board of Directors from time to time.

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

7. **Ineligibility.** In the event that a Member ceases to be eligible for membership in the Association and/or Chapter (e.g., becomes employed by or professionally affiliated with a Business Partner or business-partner eligible entity), he or she must immediately notify the Chapter. Such individuals may remain a Member for the remainder of their current paid membership term; however, they may not renew their membership in the Chapter until such time as they may become eligible.

8. **Non-Payment of Dues/Ineligibility.** The Chapter membership of any Member who is in default of payment of Chapter dues or assessments for more than three (3) months, or otherwise becomes ineligible for membership in either the Chapter or Association, 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.

9. **Termination of Membership/Disciplinary Action.** A Chapter Member may be censured, suspended, expelled for cause or otherwise disciplined by the Association. Disciplinary matters are to be managed solely by the Association's Board of Directors in accordance with the Association's Member Disciplinary Actions and Fair Hearing

Policy. Membership in the Chapter automatically shall be terminated whenever a Chapter member's membership in the Association is terminated.

10. Reinstatement. Members who have resigned or been terminated for non-payment of dues may automatically be reinstated upon payment of delinquent dues before the end of the subsequent calendar year for which the dues were payable.

ARTICLE IV **CHAPTER STANDARDS**

All Members of the Chapter must also be members of the Association in good standing. The Board of Directors will take steps to ensure the Chapter remains in continual compliance with all policies and performance objectives established by the Association from time to time.

ARTICLE V **BOARD OF DIRECTORS**

1. Authority. The management of the Chapter is vested in the Board of Directors ("Board"), which has authority and is responsible for the supervision, control and direction of the Chapter, 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 Chapter's committees report to and are subject to the ultimate direction and control of the Board, unless specifically provided otherwise in these Bylaws. Only Members shall be eligible to serve on the Board of Directors.

2. Composition of the Board. The voting members of the Board (also referred to as "Directors") shall consist of the President, President-Elect, Immediate Past President, Secretary (Clerk) and Treasurer.

3. Election and Term of Office. Directors shall be elected in accordance with Article IX or appointed to fill a vacancy in accordance with Article V, Section 6. Directors, excluding the President, President-Elect and Immediate Past President, shall be elected for a term of one year and may not serve for more than three (3) consecutive terms in any one office. The President, President-Elect and Immediate Past President shall be elected for a term of one year and may not serve for more than two (2) consecutive full terms in any one office.

4. Resignation of Directors. Any Director may resign at any time by giving written notice of resignation to the Secretary. Such resignation shall take effect at the time specified therein, or, if such time is not specified, immediately upon its receipt by the Secretary.

5. Removal of Directors. A Director may be removed from the Board if he or she fails to attend three (3) consecutive meetings of the Board, or for other cause, upon the vote of a majority of Directors then in office (excluding the Director whose removal has been proposed). Such removal shall be effective at such time as the Board may determine, and

such removal as a Director shall also be effective as a removal of such person as an Officer. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed termination, and the Director whose status is being challenged shall be notified thereof, in writing, at least ten (10) days prior to the date of such meeting.

6. Vacancies. Any vacant position on the Board shall be filled by the majority vote of the Directors for the remaining unexpired term, except for the positions of President and President-Elect. If the President is unable to complete his or her elected term of office for any reason, the President-Elect shall succeed to the office of President. In the event of vacancy in the office of President-Elect, the Nominating Committee shall recommend by mail or electronic communication to the Membership a candidate to fill the elective office. A vote of the majority of the Chapter Members present at the next regular meeting shall be required to elect a President-Elect to fill a vacancy.

In the event that a Board Member is unable to assume his/her duties before the beginning of their term but after the official results are reported to the Membership, this vacant position(s) will be presented to the Membership by the Nominating Committee within 60 days of the notice of vacancy. Any further vacancy caused by the changes of the current elected positions will also be nominated by the Nominating Committee. Only those new candidates being nominated by the Nominating Committee need be voted on by the Membership at the next scheduled member meeting or by electronic vote should a meeting not be scheduled.

7. Chairman. The President shall serve as Chair of the meetings of the Board.

8. 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.

9. Meetings. Notice of a meeting of the Board must be sent by U.S. mail, fax or electronic mail by the President or President-Elect, or their designee, to all Board Members at least seven (7) days prior to the date on which the meeting is scheduled. Meetings may be conducted by telephone conference call or electronic means, 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.

10. Special Meetings. Special meetings of the Board may be called by the President or by at least three (3) Directors. Special meetings may be conducted by telephone conference call or electronic means. 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.

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.

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.

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.

14. Compensation. Board Members shall not receive compensation for their services. Nothing contained herein shall be construed to preclude any Director from serving the Chapter in any other capacity and receiving reasonable compensation therefor.

15. Attendance of Officers at Meetings. The Board may, in its discretion, permit Officers (and others) to attend and participate (on a non-voting basis) at regular or special meetings. Normally the Board will permit the attendance of persons who are not Directors but who hold the following six (6) Officer positions: VP Member Relations, VP Business Partner Relations, VP Chapter Education, VP Communications and Visibility, VP Community Engagement and VP Diversity & Inclusion (each, an "Observer"). Notwithstanding the foregoing, no Observer shall be considered "Directors" (unless otherwise expressly elected or appointed hereunder as a Director); neither notice to, nor the attendance of, any Observer shall be required for any Board meeting, nor may the attendance or absence of any Observer be taken into account to determine whether or not a quorum is present; and the Board may, in its discretion, refuse attendance to, or require exclusion of, any Observer from any meeting for any reason or no reason.

ARTICLE VI

OFFICERS

1. Officers. The Officers of the Chapter shall be a President, President-Elect, Immediate Past President, Secretary (Clerk), Treasurer, VP Member Relations, VP Business Partner Relations, VP Chapter Education, VP Communications and Visibility, VP Community Engagement and VP Diversity & Inclusion, each of whom shall serve a term of one year or until his or her successor has been elected, or otherwise designated and qualified.

2. Election and Term of Office. All of the Officers shall be elected in accordance with Article IX or appointed to fill a vacancy in accordance with Article VI, Section 6, and shall serve accordingly.

3. Duties. The Officers perform those duties that are usual to their position and that are assigned to them by the Board including, but not limited to, the following specific duties:

a. President. The President shall be the Chapter's Chief Executive Officer and shall, in general, supervise and control the Chapter's affairs, subject to the direction

and control of the Board of Directors. The President shall be an ex-officio member of all of the Chapter's committees except as otherwise provided by these Bylaws. The President shall Chair all Board and member meetings; shall serve as the Chapter's official representative and spokesperson, except as otherwise provided by the Board; and shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board.

b. 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 and shall serve as a non-voting member of the Nominating Committee. 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.

c. Immediate Past President. The Immediate Past President shall advise and assist the President and have such duties as may be assigned by the President or the Board of Directors; shall ensure continuity of progress one year into the next; and shall lead the development of future leaders of the Chapter. The Immediate Past President shall be an ex-officio member of all committees except as otherwise provided by these Bylaws and shall serve as Chair of the Nominating Committee. The Immediate Past President shall, in general, perform all duties customarily incident to the office of Immediate Past President and such other duties as may be prescribed by the Board.

d. Secretary. The Secretary (Clerk) shall keep or cause to be kept the Minutes of the meetings of the Chapter Board of Directors and members; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the corporate records; and shall, in general, perform all the duties incident to the office of Secretary (Clerk) and such other duties as from time to time may be assigned by the President or by the Board of Directors.

e. Treasurer. The Treasurer shall be responsible for all funds and securities of the Chapter; shall receive and give receipts for monies due and payable to the Chapter from any sources whatsoever and shall deposit or cause to be deposited all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected by the Chapter; shall submit financial reports to the Board of Directors at its regular meetings and make appropriate financial reports available to the Chapter Membership; and shall, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors

4. Removal of Officer. An Officer may be removed from the Board if he or she fails to attend three (3) consecutive meetings of the Board, or for other cause, upon the vote of the majority of Directors; provided the foregoing shall not apply to the removal of Officers who are also Directors (any removal shall be pursuant to Article V, Section 5). Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed

termination, and the Officer whose status is being challenged shall be notified thereof, in writing, at least ten (10) days prior to the date of such meeting.

5. Resignation. An Officer may resign in writing submitted to the President. In the case of the resignation of the President, the resignation will be submitted to the Secretary who will refer such resignation to Chapter Board of Directors. A resignation will be effective on the acceptance date of the resignation as determined by the Chapter Board of Directors.

6. Vacancies. Any vacant officer position shall be filled by the majority vote of the Directors for the remaining unexpired term, except for the positions of President and President-Elect (which shall be filled in accordance with Article V, Section 6).

ARTICLE VII

MEETINGS

1. Annual Meeting. There shall be an Annual Meeting of the Members of the Chapter in February, which may be held in conjunction with a regular Chapter meeting or at such other time as the Board may determine. The purposes of such meeting shall be the election of Officers and Directors and transacting such other business as may come before the meeting.

2. Special Meeting. Special meetings of the Members of the Chapter may be called at any time by the President or must be called upon the written request to the President of ten (10) or more Members. At such special meetings, no business shall be transacted except that which shall have been specified in the written notice of such meeting.

3. Notice of Meetings. Written notice of all meetings shall state the place, date and hour of such meeting, and shall be delivered, either personally, by mail or electronic means, to each Member. Unless otherwise stated herein, notices shall be given no less than five (5) or more than thirty (30) days before the date of such meeting. The notice of a meeting shall be deemed delivered when deposited in the postal service mail with postage prepaid, addressed to the Member at his or her address as it appears on the records of the Chapter, or transmitted electronically.

4. Quorum. A quorum is twenty five percent (25%) of the then-current Membership or 25 Members, whichever is fewer, provided that if less than a quorum is present, a majority of the Members present may adjourn the meeting to another time without further notice.

5. Manner of Acting. The act of a majority or more of the Members present (in person or by proxy) 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.

6. Voting. A majority vote of those attending a properly convened meeting at which a quorum is present is required to approve any action.

7. Proxies. Voting by written proxy shall be allowed at any meeting of the Members of the Chapter except no proxy dated more than eleven (11) months prior to the date of the meeting shall be valid.

ARTICLE VIII **COMMITTEES**

1. Standing Committees. Standing committees may be established by the Board of Directors to support the Chapter's purposes. Such committees shall include, at a minimum, a Nominating Committee. The action establishing standing committees shall set forth the committee's purpose, 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.

a. 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.

b. 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.

c. 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.

2. Nominating Committee. The Nominating Committee shall be composed of five (5) voting members and the current President-Elect as a non-voting member as follows: the Immediate Past President who shall serve as the Chair of the Committee; one (1) member shall be appointed by the Board of Directors; and three (3) members shall be elected by the Membership. Election to the Nominating Committee shall be for a one (1) year term. If the Immediate Past President is no longer an active member of the Chapter, the current Chapter President will serve in the capacity of the Immediate Past President. All members of the Nominating Committee shall be and shall have been a Member of the Chapter a minimum of one (1) year and cannot be appointed for any Board position under consideration. A person may be elected to the Nominating Committee for two consecutive one-year terms, after which, that person will not be eligible to be elected to the Nominating Committee for a period of one (1) year. Elections for the Nominating Committee will be completed by the end of November and the results will be sent directly to the Committee Chair and the Board-appointed representative. The results will then be announced to the Membership within five (5) business days of receipt of final results. In the unlikely event of a tie in votes for one of the elected members of the Committee, the members of the outgoing Nominating Committee will vote to select one of the tied candidates.

ARTICLE IX **NOMINATIONS AND ELECTION**

1. Method and Time of Nomination. The Nominating Committee shall meet from the time of its election for the purpose of selecting a slate of Board Members for

recommendation to the Membership of the Chapter at its Annual Meeting. 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 qualities necessary to meet such requirements and needs. Only Members are eligible for consideration except as otherwise provided in Article III, Section 3.

The candidates named should be presented to the Membership at the Annual Meeting in February. This report shall become part of the Chapter Minutes.

2. Method of Conducting Election. At the Annual Meeting of the Chapter, the Nominating Committee shall present its recommendations. An electronic ballot presenting the slate of Board Members shall be available to Members of the Chapter no later than three (3) days following the Annual Meeting. A time will be specified for the ballots to be returned. A majority of the votes cast for a particular office shall be required to elect a Board Member. Election results will be sent to the Committee Chair and to the Board-appointed representative. In the event that a candidate does not receive a majority of votes cast for a given office, the Nominating Committee will be responsible for nominating a different candidate. The Nominating Committee will present the name of its alternate candidate to the Membership for a vote without hesitation after tabulating the results of the first election. Results of the election will be made to the Membership within five (5) business days of receiving the final votes, provided all members of the slate receive a majority of the votes cast.

The Nominating Committee shall ensure that the entire election process is completed, and the results are presented to the Membership no later than February 28. The ballots shall be destroyed by May 31.

3. Time New Board Members Take Office. Newly elected Directors and Officers shall assume the responsibilities of office no later than April 1.

4. Eligibility and Qualifications. Candidates for a Board position must be current Members of the Chapter and the Association in good standing and must have been a Member of the Chapter for at least one (1) year at the time the elected Member takes office.

ARTICLE X

FINANCIAL MATTERS AND RECORDKEEPING

1. Budget. An annual budget showing anticipated revenue and expenses for each new fiscal year shall be prepared under the direction of the Chapter's Board for Board approval as early as possible prior to the beginning of the new fiscal year. Thereafter, at any Board meeting, the Board may approve any supplemental budget that may be necessary.

2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, 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 Chapter, and such authority may be general or confined to specific instances.

3. 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 Chapter shall be signed by such Officer or Officers, agent or agents of the Chapter 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 Treasurer and countersigned by the President.
4. Deposits. All of the Chapter's funds shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.
5. Bonding. The Board of Directors shall provide for the bonding of such officers and employees of the Chapter as it may from time to time determine.
6. Gifts. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the Chapter's general purposes or for any special purpose.
7. Books and Records. The Chapter shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of the Board of Directors and members. The Chapter shall provide the Association with copies of all such books and records upon request.
8. Fiscal Year. The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE XI

RELATIONSHIP WITH ASSOCIATION

The Chapter shall abide by the terms of the Association's bylaws, rules, regulations, and policies as may be adopted by the Association's Board of Directors from time to time, which, among other things, set forth the relationship between the Association and the Chapter, the rights, responsibilities and obligations of the Chapter and the Association with respect to one another, the limitations and requirements governing the Chapter's use of the Association's name, trademarks, service marks, logos and other intellectual property, and the grounds upon which the Chapter's affiliation with the Association may be terminated and its charter revoked.

ARTICLE XII

ELECTRONIC MEETINGS/COMMUNICATION

1. Electronic Meetings. Any action to be taken at a Board of Directors, 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 must be delivered at least twenty-four (24) hours prior to the meeting.

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 XIII **AMENDMENTS**

Amendments to these Bylaws may be accomplished by a majority ballot vote of the Members present at any regular meeting. All Members must have been provided a copy of the proposed amendment at least fifteen (15) days prior to the vote. Notwithstanding the foregoing, all proposed Bylaw amendments must first be submitted to the Association and are subject to the prior written approval of the Association. Amendments not receiving the approval of the Association shall be of no force or effect.

ARTICLE XIV **LIMITATION OF LIABILITY**

No Officer, Director, Board or Committee Member, Chapter 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 XV **INDEMNIFICATION**

The Chapter shall indemnify all past and present Officers, Directors, employees, and committee, council, and task force members, and all other Chapter volunteers to the full extent permitted by the law 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 XVI **DISSOLUTION**


The Chapter may be dissolved by a resolution adopted by a majority of the Membership. In the event of the dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Chapter, transfer all remaining assets of the Chapter to the Association (except any assets held by the Chapter upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) or, in the event the Association previously has been dissolved, the Chapter shall dispose of all of the remaining assets of the Chapter (except any assets held by the Chapter upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under either Section 501(c)(3) for Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision

of any future United States Internal Revenue statute, 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 the Chapter 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.

These Amended and Restated Bylaws were adopted this 5th day of December, 2019, at the meeting of the Boston, Massachusetts Chapter of the Association of Legal Administrators, Inc.



Amy McDuff
President



Ginni Klier
Secretary (Clerk)