

BYLAWS OF THE NATIONAL ASSOCIATION OF LAW STUDENT AFFAIRS PROFESSIONALS

ARTICLE I. NAME AND PURPOSE

SECTION 1. Name.

The name of the organization shall be the NATIONAL ASSOCIATION OF LAW STUDENT AFFAIRS PROFESSIONALS (“NALSAP”). It shall be a nonprofit organization incorporated under the laws of the State of Mississippi.

SECTION 2. Purpose.

NALSAP is operated exclusively for business league purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

The purpose of NALSAP includes, but is not limited to serving as the professional home for those who support law students by providing leadership, professional development, and student affairs resources.

ARTICLE II. LIMITATIONS

SECTION 1. Compensation Limitations.

No part of the net earnings of NALSAP shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that NALSAP 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 in Article I hereof.

SECTION 2. IRS Compliance.

Notwithstanding any other provision of these articles, NALSAP shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III. MEMBERSHIP

SECTION 1. Membership.

Membership commences with payment of dues. Members shall have the following qualifications:

A. Regular Members

- i. Regular members shall be faculty or staff associated with either appropriately accredited law school.
- ii. More than one individual from any law may become a member, but each individual shall pay dues.
- iii. Each regular member shall have one vote. No member shall sell or transfer his or her vote

for money or any other thing of value, nor shall any member be permitted to offer a proxy for his or her vote at any meeting of the association. The right of a member to vote, and his or her right, title and interest in or to the organization or its property, shall cease on the termination of his or her membership.

B. Associate Members

- i. Faculty and administrative officers provisionally accredited law schools may become associate members.
- ii. Representatives of the Law School Admission Council, the Association of American Law Schools, the American Bar Association and other non-profit organizations whose purpose relates to legal education, and who are approved by the Board of Directors, may become associate members.
- iii. Associate membership may be either individual or institutional. In the latter case, the institution shall designate the individual(s) who shall exercise the rights of associate members.
- iv. More than one representative of a law school or organization may hold associate membership, but each representative shall pay dues.
- v. Associate members may participate in the affairs of NALSAP, including the right to debate. Their voting rights, however, are limited to participating in the election of their representative on the Board.

C. Members Emeriti

- i. The Board of Directors may, from time to time, confer emeritus/emerita membership upon individuals who have served NALSAP with distinction, but who are no longer active in law school student affairs.
- ii. Members emeriti neither have a vote nor may they hold elective office, but otherwise enjoy all the benefits of membership.

The Board of Directors shall determine the amount of annual dues payable by the members.

The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of its members, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Membership in the organization is not transferable or assignable.

Issues of eligibility for membership in the association shall be referred to the Board of Directors, the decision of which shall be final.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. Board role, size, and compensation.

The Board of Directors shall manage the business and affairs of this corporation.

The Board is responsible for overall policy and direction of NALSAP and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to twelve (12), but not fewer than five (5) members. The Board receives no compensation other than reasonable expenses.

SECTION 2. *Terms.*

The Board of Directors shall be composed of the Executive Officers, four (4) regional board members and two (2) at-large board members elected for two-year terms (three [3] such members to be elected in odd-numbered years and three [3] to be elected in even-numbered years).

SECTION 3. *Qualifications for Executive Officers.*

The President, President-Elect and Secretary shall be natural persons of full age, the Treasurer, however, may be a corporation, but if a natural person, shall be of the full age. Executive Officers must have been dues paying members of NALSAP for at least one year.

SECTION 4. *Meetings and Notice.*

The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least two weeks in advance.

SECTION 5. *Board Elections.*

During the annual conference of each fiscal year of NALSAP, the Board of Directors and dues paying members shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during the annual conference, called in accordance with the provisions of these bylaws. In the event there is no annual conference, an alternative voting procedure may be supplemented.

SECTION 6. *Election Procedures.*

New Directors shall be elected by a majority of dues paying members present at the annual conference, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

SECTION 7. *Quorum.*

A quorum of the majority of the Board of Directors must be present for business transactions to take place and motions to pass. A business transaction shall be defined as any expense of \$500 or greater, the signing of a contract, or approval of budgets.

SECTION 8. *Executive Officers and Duties.*

The executive officers of NALSAP shall be chosen by the members, and shall consist of a President, President-Elect, Secretary, Treasurer, and the Immediate Past-President. They shall hold their office for a term of one year [except for the initial Executive Officers who should hold their office for 2 years] and shall have such authority and shall perform such duties as are provided by the by-laws and as prescribed by the

Board of Directors.

The President shall call (or direct the Secretary to call) all meetings of the members, officers and Board of Directors, shall preside at all meetings of the members, officers, and Board of Directors, shall have general and active management of the affairs of NALSAP, shall see that all orders and resolutions of NALSAP are carried into effect, shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in books belonging to NALSAP and kept for that purpose. When directed by the President, the Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.

The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of NALSAP in a separate account to the credit of the corporation. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, and shall render to the President and Board of Directors, at regular meetings or whenever they may require it, an accounting of all transactions and of the financial condition of the corporation. The Treasurer shall work with a Certified Public Accountant (contracted by NALSAP) to prepare NALSAP's tax return if needed. S/he shall also share a copy of the completed tax return with the Board on an annual basis.

Immediate Past President shall be the person who has most recently completed a term as President. The Immediate Past President shall serve as the chair of the Nominating Committee.

President Elect shall act in all cases for and as the President in the latter's absence or incapacity, shall perform such other duties as may be required, and shall have principal administrative responsibilities for the Annual Conference, including choosing a conference site subject to approval by the Board of Directors. In the event of the incapacity of both the President and the President-Elect, the Secretary will act in all cases for and as the President, or in the latter's incapacity, the Treasurer shall so act. If all four of the above-named officers are incapacitated, the Immediate Past President shall so act.

SECTION 9. *Vacancies.*

If the office of any officer or agent becomes vacant for any reason, the Board of Directors may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred. When possible, agents and officers are expected to give at least six (6) months' notice before leaving their position to allow sufficient time for transition.

Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall serve for a term as provided in this Section. However, if a Director is elected to fill a vacancy caused by the resignation of a predecessor whose resignation is not yet effective, the new Director's term shall begin when his or her predecessor's resignation becomes effective.

SECTION 10. *Resignation, termination, and absences.*

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated from the Board due to excessive absences, defined as more than two unexcused absences from regularly scheduled Board meetings in a year. A Board member may be removed for other reasons by a two-thirds majority vote of the remaining directors.

SECTION 11. *Special meetings.*

Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least one week in advance.

SECTION 12. *Attendance at Board Meetings.*

Board members may attend meetings in person or via electronic methods.

ARTICLE V. COMMITTEES

SECTION 1. *Committee formation.*

The Board may create committees as needed, such as fundraising, housing, public relations, data collection. The President appoints all committee chairs.

SECTION 2. *Executive Committee.*

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors.

SECTION 3. *Finance Committee.*

The Treasurer is the chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within budget. Any major change in the budget must be approved by the Board.

The fiscal year shall be the calendar year.

Annual reports are required to be submitted to the Board showing income, expenditures, and pending income.

SECTION 4. *Nominating Committee.*

The Immediate Past-President shall serve as chair of the Nominating Committee, and shall select at least two (2) members of the Board of Directors and at least two (2) regular members not then serving on the Board of Directors to serve on the committee.

The Nominating Committee shall prepare, for the approval of the Board of Directors, a slate of officers,

members-at-large, and in odd-numbered years, an associate member to fill terms, which are expiring on the Board of Directors. No member of the Nominating Committee may be a candidate for election as a member of the Board of Directors. The Nominating Committee shall secure the consent of those nominated and shall see that the complete slate of nominees is sent electronically to all voting members of the Association at least fourteen (14) days in advance of the annual meeting.

Nominations to the Board of Directors should be made with consideration for geographical distribution, diversity of types of schools represented, difference in type of job held by advisors, and level of experience. Nominations will also aim to make the Board a diverse body based on gender, race, ethnicity and sexual orientation.

ARTICLE VI. WHISTLEBLOWER POLICY

SECTION 1. Good-faith complaint procedure and policy.

If any employee reasonably believes that some policy, practice, or activity of NALSAP is in violation of law, a written complaint must be filed by that employee with the executive director or the President. It is the intent of NALSAP to adhere to all laws and regulations that apply to NALSAP and the underlying purpose of this policy is to support NALSAP's goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and unlawful activity, policy, or practice to the attention of NALSAP and provides NALSAP with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees who comply with this requirement. NALSAP will not retaliate against an employee who in good faith, has made a protest or raised a complaint against some practice of NALSAP, or of another individual or entity with whom NALSAP has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. NALSAP will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy or practice of NALSAP that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy.

ARTICLE VII: DOCUMENT RETENTION POLICY

SECTION 1. Document Retention Schedule.

It is the intention of the NATIONAL ASSOCIATION OF LAW STUDENT AFFAIRS PROFESSIONALS ("NALSAP") to be accountable to the public and transparent through enforcing operational policies. NALSAP strives to eliminate accidental or innocent document destruction by following a document destruction/retention schedule. The Executive Director, or designee of the Board, will review the document destruction schedule on a set date or by December 31 of each year and implement the recommendations based on the schedule below. In the event that documents must be kept permanently, the Director will ensure that those documents have been identified, recorded and stored in a safe place.

ARTICLE VIII. DISSOLUTION

SECTION 1. Asset disposition.

Upon the dissolution of NALSAP, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of NALSAP, dispose of all the assets of NALSAP exclusively for the purposes of NALSAP in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code or the corresponding section of any future tax code. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the domicile of NALSAP is then located, exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX. AMENDMENTS

By-laws may be adopted, amended, or repealed by the vote of two-thirds (2/3) of the due paying members of NALSAP, present and voting at an annual conference, or at any regular or special meeting duly convened after notice to members for that purpose, or by mailed ballot duly authorized by the Board of Directors.

CERTIFICATION

These bylaws were approved at a meeting of the Board of directors by a two-third majority vote on this the ___ day of _____, 20__.

ADOPTED this the ___ day of _____, 20__.

BY: _____

NAME, President

BY: _____

NAME, Secretary