

**BYLAWS OF THE  
MILE HIGH CHAPTER  
OF THE 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 this corporation shall be the Mile High Chapter of the Association of Legal Administrators ("Chapter"), a Colorado not-for-profit corporation.

Section 2. Location. The Chapter shall have and continuously maintain in the State of Colorado 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 State of Colorado, as the Chapter Board of Directors may determine.

**ARTICLE II  
PURPOSES AND RESTRICTIONS**

Section 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.

Section 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.

Section 3. 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 III MEMBERSHIP**

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

Section 1. 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 in accordance with all applicable ALA policies, as may be adopted from time to time.

Section 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.

Section 3. Membership Qualifications. 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 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. Life Membership. 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 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 membership. Life Membership status with the Chapter has no bearing on the status of a Member with the Association.

Section 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 outlined in Article III, Section 3 (c) above.

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

Section 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.

Section 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.

Section 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.

Section 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.

Section 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**

Section 1. Authority and Responsibility. The Chapter's affairs shall be managed by the Board of Directors (which shall be referred to in these bylaws as the "Board" or the "Board of Directors"), which shall have 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.

Section 2. Members of the Board of Directors. Only members shall be eligible to serve on the Board of Directors, except as outlined in Article III, Section 3 (c) above. The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Treasurer-Elect, Immediate Past President, and committee Chairpersons (each a "Director "). Directors shall not receive any remuneration for their services as Directors. Nothing contained herein shall be construed to preclude any Director from serving the Chapter in any other capacity and receiving reasonable compensation therefor.

- A. 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 (i) chair all Board and member meetings unless proxy has been given to another Officer of the Board; (ii) serve as the Chapter's official representative and spokesperson except as otherwise provided by the Board; (iii) appoint, subject to the approval of the Board, the chairs of the Chapter's committees; (iv) fill, subject to the approval of the Board, Chapter Committee Chairperson vacancies, and (v) 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 shall assist the President and shall substitute for the President when required. The President-Elect may be an ex-officio member of all of the Chapter's committees, except as otherwise provided by these bylaws. The President-Elect shall also serve as Chairperson of the Nominating Committee and as Chairperson of any such other committee as the Board of Directors may designate. 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. The President-Elect shall succeed to the office of President upon expiration of the President's term of office and in the event of the death, resignation, removal, or incapacity of the President.
- C. Secretary 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 and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- D. 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 source whatsoever and shall deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws, shall submit financial reports to the Board of Directors at its regular meetings, and to the Chapter membership at its Annual Meeting, and shall in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

- E. Treasurer-Elect shall assist the Treasurer and shall substitute for the Treasurer when required. The Treasurer-Elect shall in general, perform all duties customarily incident to the office of Treasurer-Elect and such other duties as may be prescribed by the Board. The Treasurer-Elect shall succeed to the office of Treasurer upon expiration of the Treasurer's term of office and in the event of the death, resignation, removal, or incapacity of the Treasurer.
- F. Immediate Past President shall have such duties as may be assigned by the President or by the Board of Directors. The Immediate Past President shall also serve as Chairperson of the Bylaws Committee and as Chairperson of any such other committee as the President or Board of Directors may designate. 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 President or by the Board.
- G. Committee Chairpersons are voting members of the Board of Directors and are responsible for the duties and obligations of their committees as set forth by the Board of Directors, which may change from time to time.
- H. Committee 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.

Section 3. Term. The President-Elect, 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. 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. The act of a majority of the Board 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.

Section 5. 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. 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.

Section 6. 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 7. Chairperson. The President of the Chapter shall serve as Chairperson of the meetings of the Board of Directors. In the absence of the President, the President-Elect shall preside over the meeting.

Section 8. Notices of Meetings. Notices of meetings must be mailed or electronically delivered to all Board members by the President (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. 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.

Section 9. 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 10. 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.

Section 11. Electronic Meetings. Any action to be taken at a Board of Directors or 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 must be delivered at least twenty-four (24) hours prior to the meeting.

Section 12. 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 VI COMMITTEES**

Committees may be established by the Board of Directors to support the Chapter's purposes. Committee descriptions and responsibilities will be recorded in the working documents of the Board of Directors and may be amended or changed by the Board as needed to conduct the business of the Chapter and respond to the needs of its members.

A majority of all members of committees having the authority of the Board of Directors must be members of the Board.

All Committees report to and are subject to the ultimate direction and control of the Chapter Board of Directors unless specifically provided otherwise in these bylaws.

- A. Quorum and Manner of Acting. At all meetings of any 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 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 committees. All standing committees shall report to the Board.

## **ARTICLE VII ELECTION OF OFFICERS**

The officers of the chapter shall be the President, President-Elect, Secretary, Treasurer, Treasurer-Elect, and Immediate Past President.

Section 1. Eligibility and Qualifications. Candidates for office in the Chapter must be current 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, 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, Secretary and Treasurer-Elect. 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.

- A. From time to time, unforeseen circumstances may arise that prevent the Chapter or its Committees from executing on their scheduled events or even require the cancelation of an entire set of programming. These cancelations may create a void where the normal transitioning of Officer positions leaves the Chapter at a disadvantage in serving its members. Notwithstanding the provisions in Article VII, Section 2, the Nominating Committee may determine that it is in the best interests of the Chapter and its members to continue with its previously duly elected set of Officers for all six positions, rather than to select a slate of Officers for the membership to vote on. In that circumstance, the Nominating Committee shall notify the Board of Directors in writing of their recommendation to continue the existing slate of officers for one additional term, as outlined in Article V, Section 3. Notice to the Board of Directors for the continuation of the elected Officers must include the specific rationale behind this determination, including any detriment to the Chapter because there is no new slate of candidates for the Officer positions. The recommendation must be voted on and approved by the Board of Directors prior to January 15th. A vacancy for any duly elected Officer, including any who succeeds into an additional one-year term, will be handled pursuant to Article VII, Section 5.

Section 4. Time New Officers Take Office. Newly elected Officers shall assume responsibility of office at the conclusion of the April Board meeting or immediately upon the passing of the President's gavel, whichever event occurs first.

Section 5. 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 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:
- i. 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; and
  - ii. Should a vacancy occur in the office of President-Elect, 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 6. 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 members.

Section 7. 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. Resignation of a member of the Board of Directors shall be provided in writing to the full Board, care of the President or President-Elect (if President is resigning).

Section 8. Board Member Eligibility. Board members who no longer meet the qualifications for office shall be automatically removed and such vacancy shall be filled by the Board of Directors.

## **ARTICLE VIII MEETING OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the Chapter's voting members shall be held at such time and place as shall be determined by the Board.

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. Twenty-five (25%) of the Chapter's eligible voting members shall constitute a quorum for the transaction of business at any duly called meeting of the members, 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.

Section 5. Voting. A majority vote of members attending a properly convened meeting at which a quorum is present is required to approve any action, unless the act of a greater number is required by law, the Articles of Incorporation, or 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, Officer of the Chapter, director, employee, committee member, council, task force member, or Chapter volunteer 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 to which such person 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 person may be entitled apart from these Bylaws.

The Chapter may purchase and maintain insurance on behalf of any person 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, 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 FINANCIAL MATTERS**

Section 1. Contracts. 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.

Section 2. 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 of the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 3. 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.

Section 4. 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.

Section 5. 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.

Section 6. 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.

## **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 Association of Legal Administrators' Headquarters for prior written approval. Amendments not receiving prior written approval of the Association shall be of no force or effect. After such written approval is received, the Bylaws shall be distributed to the 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 members of the Chapter.

## **ARTICLE XIV DISSOLUTION OF THE CHAPTER**

The Chapter may be dissolved by a resolution voted 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

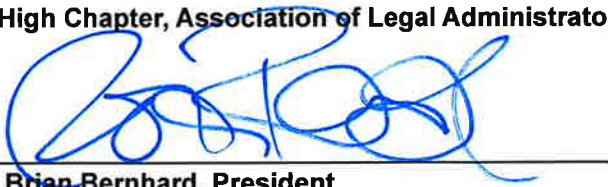
manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organization recognized under either section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States 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 BYLAWS WERE ADOPTED IN 1975 AND HAVE BEEN AMENDED FROM TIME TO TIME, WITH THIS LAST AMENDMENT ON NOVEMBER 8, 2024.

These is an accurate copy of the Chapter's current Bylaws as of November 8, 2024. 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, Association of Legal Administrators**

By:



A handwritten signature in blue ink, appearing to read 'Brian Bernhard', is written over a horizontal line. The signature is stylized and cursive.

**Brian Bernhard, President**