

BYLAWS OF WESTERN DAKOTA ASSOCIATION OF LEGAL ASSISTANTS

ARTICLE I. NAME

The name of this association shall be Western Dakota Association of Legal Assistants. This association shall be affiliated with the National Association of Legal Assistants, Inc.

ARTICLE II OBJECTS AND PURPOSES

1. To establish good fellow ship among association members, the National Association of Legal Assistants, Inc., and members of the legal community.
2. To encourage a high order of ethical and professional attainment.
3. To further education among members of the profession.
4. To cooperate with bar associations.
5. To support and carry out the programs, purposes, aims and goals of the National Association of Legal Assistants.

ARTICLE III. POLICY

This association shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of the National Association of Legal Assistants, Inc., or of the policies of that association.

ARTICLE IV. MEMBERSHIP

Membership of this association shall be open to legal assistants, paralegals, students in legal assistant/paralegal programs, and attorneys or paralegal/legal assistant educators, based on requirements approved by association members from time to time. There shall be five categories of membership as follows:

1. Active Members

Active membership is open to any individual who meets at least one of the following requirements. This is the only membership classification which carries full voting privileges.

- (a) Any individual who has successfully completed the Certified Legal Assistant (CLA)/ Certified Paralegal (CP) examination of NALA, or

- (b) Any individual who has graduated from an ABA Approved Program of Study for Legal Assistants/Paralegals, or
- (c) Any individual who has graduated from a course of study for legal assistants/paralegals which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of 60 semester hours of classroom study, or
- (d) Any individual who has graduated from a course of study for legal assistants/paralegals other than those set forth in (b) and (c) above, plus not less than six months of in-house training as a legal assistant/paralegal, whose attorney-employer attests that such person is qualified as a legal assistant/paralegal, or
- (e) Any individual who has received a baccalaureate degree in any field, plus not less than six months in-house training as a legal assistant/paralegal, whose attorney attests that such person is qualified as a legal assistant/paralegal, or
- (f) Any individual who has a minimum of three years of law-related experience under the supervision of any attorney, including at least six months of in-house training as a legal assistant/paralegal, whose attorney-employer attests that such person is qualified as a legal assistant/paralegal, or
- (g) Any individual who has a minimum of two years in-house training as a legal assistant/paralegal whose attorney-employer attests that such person is qualified as a legal assistant/paralegal.

2. Associate Membership

Associate members will be non-voting members. This class will consist of any individual who is actively working as a legal assistant/paralegal, but who has not achieved active membership status.

3. Student Membership

Any individual pursuing a full-time course of study as a legal assistant/paralegal whose program director or instructor will attest that such person is currently enrolled in the legal assistant/paralegal course at said school. Student members will be non-voting members.

4. Sustaining

Sustaining members are non-voting members consisting of individuals, law firms, corporations, members of bar associations, and members of the educational field who endorse the legal assistant/paralegal concept and are involved in the promotion of the legal assistant/paralegal profession.

Individuals who have been convicted of a felony are not eligible for membership in

Western Dakota Association of Legal Assistants.

In addition to the above, the membership may from time to time prescribe further rules and regulations defining and governing the admission of individuals to membership in this association.

Only voting members who are actively employed as legal assistants/paralegals may hold office in this association.

5. Emeritus

An Emeritus member is an individual who, for at least ten (10) years and within the last twelve (12) years prior to the request for Emeritus status, was an active member of the association but is no longer working as a paralegal/legal assistant. Emeritus status is only available to the category of active membership of the association.

If any active member of the association, under the conditions set out above, submits a request to the Second Vice President requesting to be placed into an Emeritus status due to one of the following circumstances, then the applicant may be eligible for Emeritus status:

- Any active member who is 55 years of age or older and who is no longer employed as a paralegal/legal assistant, may submit a request to the association, through the Second Vice President, that he/she be placed into an Emeritus status; or
- Any active member who becomes permanently disabled and stops working as a paralegal/legal assistant may submit medical proof of disability and, upon approval of the Board may be granted Emeritus status; or
- Any active member who submits proof of Emeritus status with the National Association of Legal Assistants (NALA).

Any active member who returns to employment as a paralegal/legal assistant will no longer retain Emeritus status and will be required to meet the same requirements as all other active members by satisfying the requirements and completing and submitting the current active membership application.

Emeritus members will not be eligible to vote or hold office and will not be required to pay dues. Emeritus members may participate in committee work, continue to receive the association newsletter, and attend educational seminars at the same cost as active members.

ARTICLE V. APPLICATION FOR MEMBERSHIP

Applications for membership shall be submitted to the association on forms approved by the NALA Affiliated Association Director and the association's membership. The forms should clearly state that the association is an affiliated association of the National

Association of Legal Assistants and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by the association. Approval of membership shall be noted on the forms in accordance with standing rules (if adopted).

ARTICLE VI. DUES AND ASSESSMENTS

The dues of this association shall be fixed by the Board of Directors prior to the beginning of each annual meeting without the necessity of further submission to or approval by the membership. Dues shall be due August 1 of each year, payable by September 1. If dues are not received by October 1 each year, a reinstatement fee shall be assessed.

ARTICLE VII. OFFICERS

1. The elected officers shall be the President, First Vice President, Second Vice President, Treasurer, Secretary and NALA Liaison.
2. The appointed officer shall be the Parliamentarian.
3. The elective officers shall be elected at the annual meeting and shall take office at the end of the annual meeting. They shall serve for a term of one year or until their successors have been elected or appointed and qualified.
4. With the exception of the NALA Liaison and President, officers are not required to be NALA members.
5. The President must have served on the Board of Directors within the prior year to qualify for election.
6. A vacancy in the office of President shall be filled by the First Vice President and Second Vice President, in the order named. Any other vacancy in an elective office shall be filled by appointment of the Executive Committee.
7. Any officer or director (elected or appointed) absent from three consecutive meetings, without good cause, may be removed from office by the Executive Committee.
8. No officer or member shall be compensated for association dues. However, upon vote of the membership, persons may be reimbursed for out-of-pocket expenses in connection with association related activities, provided the expenses have been authorized prior to expenditure.

ARTICLE VIII. STANDING AND SPECIAL COMMITTEE CHAIRMEN

The President shall appoint the following standing committee chairmen:

Educational Programs (First Vice President)
Membership (Second Vice President)
Finance (Treasurer)
Nominations and Elections
Audit Committee
Public Relations

Special committee chairmen may be appointed by the President, as needed, with the approval of the Board of Directors.

ARTICLE IX. DUTIES OF OFFICERS AND CHAIRMEN

President: The President shall be a NALA member, shall preside over all Executive Committee, Board of Directors and membership meetings. The President shall be the general manager and shall have general supervision of the association. The President shall appoint a Parliamentarian, special and standing committee chairmen as provided in these bylaws. The President shall represent the association at the NALA annual meeting of affiliated associations. The President shall pass files to successor immediately upon installation and shall cause all other officers and chairmen files to be passed to respective successors. The President shall be ex-officio (non-voting) member of all committees except the committee on nominations and elections.

First Vice President: The First Vice President shall preside and shall assume all duties assigned to the President in the President's absence. This officer shall automatically be chairman of the committee on education. These duties shall include planning seminars, workshops and working with NALA in the event of co-sponsorship of a program. The First Vice President shall also be responsible for fulfilling the educational requirements under Article XI of these bylaws and shall report such educational meetings to the NALA affiliated associations director.

Second Vice President: The Second Vice President shall automatically be chairman of the membership committee and shall be charged with the responsibility of developing programs to encourage membership in the association. This officer shall receive applications for membership and shall accept or reject same. Upon approval, application cards shall be signed by this officer and delivered to the treasurer with dues payment. The Second Vice President shall work with her national counterpart (NALA Second Vice President) to encourage membership in NALA. The Second Vice President is also responsible for keeping a current roster of membership, providing an updated roster to the President and NALA Liaison as changes occur to the roster, and periodically providing the roster to all members.

Secretary: The Secretary shall be responsible for minutes for all meetings and keeping permanent minutes. This officer shall assist the President in any way including giving notice of meetings. Association minutes of any meeting shall be available to the NALA President upon request.

Treasurer: The Treasurer shall deposit all funds and make all disbursements, subject to

approval of the Executive Committee and as provided in the budget. Any extraordinary expenses must be approved by the membership before obligation to pay. The Treasurer shall be chairman of the finance committee which committee shall prepare a budget for ensuing fiscal year which shall be adopted by the membership at the annual meeting; which budget may be amended by the Board of Directors during any fiscal year. (Budget shall be submitted to the Executive Committee prior to presentation at annual meeting.) The Treasurer may be bonded (premium paid by association.) All disbursements of society funds must be by association check, signed by the Treasurer. This officer shall submit a written financial report at each regular meeting of the Board of Directors and of the membership to be attached to official minutes as part of permanent record.

NALA Liaison: This officer shall be a NALA member, shall be familiar with the NALA Bylaws and Policies and Procedures, shall receive minutes of all NALA meetings, and shall represent the association at the NALA annual meeting of affiliated associations. This officer shall report quarterly on association activities to the NALA affiliated associations director on forms provided by NALA Headquarters and shall report all officers' names to NALA Headquarters and the NALA affiliated associations director.

This officer may submit items the association wishes discussed to the NALA affiliated associations director and shall participate in discussion sessions at NALA annual meetings. A report to society members on the NALA annual meeting will be required.

This officer shall be the main contact between NALA and the association. This officer shall be a member of the governing body of this association.

The NALA Liaison is also responsible for reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

The NALA Liaison shall administer the Scholarship program. See Standing Rule I.F.10.

Parliamentarian: The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures on request of the President. This officer shall be familiar with association bylaws, NALA bylaws, shall receive all proposed bylaw amendments, prepare standing rules and amendments to standing rules and bylaws upon request of the Executive Committee. Roberts Rules of Order Newly Revised shall serve as parliamentary authority for items not covered by these bylaws or the association standing rules.

This officer shall, within sixty days of passage, notify the NALA Affiliated Associations Director of any changes in the association bylaws.

Audit Committee: The audit committee shall be composed of two members selected by the president whose purpose is to audit the treasurer's books at the close of the fiscal year and prior to the annual meeting.

Nominations and Elections: See Article XII.

Public Relations: The Public Relations Committee shall have the duty of editing,

approving and handling any and all material for publication pertaining to WDALA including arrangements for radio and television programs or in any other media. The committee shall work with educational programs committee in publicizing all projects and activities of the association; and shall aid in developing promotion brochures for the association.

ARTICLE X. MANAGEMENT

1. Board of Directors:

- a. The governing body of this association shall be the Board of Directors, composed of one duly appointed member from each of four geographical regions, the elected officers of this association and the Parliamentarian.
- b. The Board of Directors shall exercise all powers that may be exercised and performed by a non-profit organization.
- c. The four geographical regions shall be as follows:
 - Region I: Divide, Williams, McKenzie, Burke and Mountrail Counties;
 - Region II: Renville, Bottineau, Ward, McHenry, Rolette, Pierce, McLean and Sheridan Counties
 - Region III: Kidder, Burleigh, Mercer, Oliver, Morton, Grant, Sioux and Emmons Counties
 - Region IV: Golden Valley, Billings, Dunn, Stark, Slope, Hettinger, Bowman and Adams Counties.
- d. Directors for each region shall be elected at the annual meeting of the association, with members in each region voting for a director of their region only. If there are no members in a region, no director will be elected. The term of office shall be one year. If a quorum of regional members is not in attendance at the annual meeting, the director for that region shall be elected at a regional meeting to be held within two weeks after the annual membership meeting.
- e. Each Regional Director shall work with the Second Vice President in the promotion of membership and shall work with the First Vice President in the coordination of educational programs within the respective regions. It shall be the duty of each director to attend all meetings of the Board of Directors, to report on the activities of that region, to represent the members of the region, and to keep members of that region advised of the activities of the entire association and other regions of same.

2. Executive Committee:

- a. The Executive Committee shall be composed of elected and appointed officers. The Executive Committee shall be the administrative and planning committee. The Executive Committee shall have and exercise all authority, powers and discretion of the Board of Directors.

ARTICLE XI. MEETINGS

1. Annual Meeting

This society shall hold an annual meeting of members in September or October but no later than October 15, for the purpose of electing officers, hearing reports of officers and chairmen, electing a NALA Liaison and adopting a budget for the ensuing fiscal year. Notice of annual meeting shall be in writing to all members of record at least thirty days prior to the meeting. Notice will also contain the slate of officers.

At any meeting of the membership of the Association, 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 and proxy. Any such individual proxy shall be valid only for that single meeting for which it shall have been given and not otherwise. 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 postmarked thirty (30) days before the annual meeting shall have been called to order and received within ten (10) days after the postmark date. Any individual proxy shall be deemed filed by a member with the Secretary when postmarked fifteen (15) days before a special meeting shall have been called and received within ten (10) days of the postmark date.

A quorum shall be deemed to exist at the annual meeting with the presence, either in person or by individual proxy, of one-fourth of the members entitled to vote. In the event of a vote of dissolutionment, a quorum shall consist of 2/3rds of the voting members of the association.

In the event of a national or regional emergency or disaster, strikes, boycotts, acts of God or other circumstances tending to make it virtually impossible or extremely difficult to hold the annual meeting as called, then the Executive Committee may either reset or cancel such meeting; provided, however, that should the annual meeting be canceled rather than reset, the Executive Committee must promptly fix and carry out by mail or through its officially designated publication a method for the membership to vote for the election of officers by written ballot. Any plan to be used only for such election and the definition of the plan is to be at the sole discretion of the Executive Committee.

2. Board of Directors:

The first meeting of the newly elected Board of Directors shall be held without notice other than this bylaw, immediately following and at the same place as the annual meeting of the members, at which time the Board of Directors shall fix the time and place for not more than five meetings for the ensuing year. Written notice of the time and place of each meeting shall be given by the president or secretary to the entire association members at least 10 days prior to the time set for each meeting.

A majority of the Board of Directors present in person or by electronic communication

shall constitute a quorum for the transaction of business.

Special meetings may be called by, or at the request of, the President or a majority of the Board of Directors. Written notice of a special meeting shall be given by the Secretary at least ten days prior thereto.

3. Executive Committee:

Meetings of the Executive Committee may be called by the President or a majority of the Executive Committee. Notice of a meeting, either written or oral, shall be given by the President or Secretary at least ten days prior thereto. A majority of the Executive Committee present in person or by electronic communication shall constitute a quorum for the transaction of business.

4. Educational Functions:

This association shall hold a minimum of four educational events or a total of ten hours of education during each fiscal year in order to maintain affiliation with the National Association of Legal Assistants, Inc. These programs may be held in connection with a regular meeting of the membership.

5. Electronic Transmission and Telephone Conferences:

Any notice of the time, place, if any, and purpose of any meeting as specified in these Bylaws; any proxy given by a member; or any vote of the members or directors; or a vote of a committee shall be deemed given if delivered by electronic transmission. If notice, proxy, or vote is given by electronic transmission, the notice, proxy, or vote is given when electronically transmitted to the individual entitled to receive the same.

If an individual or proxy holder may be present and vote at a meeting by remote communication, the individual or proxy holder shall be given notice of the means of remote communication allowed.

The directors, committee members, and members may participate in a meeting by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. All participants shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Participation in a meeting pursuant to this Article shall constitute presence in person at the meeting. Unless otherwise restricted by these Bylaws, a meeting as specified in these Bylaws may be conducted solely by means of telephone conference or similar communications equipment.

ARTICLE XII.
NOMINATIONS AND ELECTIONS

The President shall appoint a nominations and elections Chairman at least sixty days prior to the annual meeting of the association to present a slate of officers to the membership thirty days prior to election. No name shall be on the slate without the

consent of the candidate. Nominations from the floor shall be accepted and election shall be by majority vote of the members present, either in person or by individual proxy.

Names of appointed officers must be presented by the President by the first meeting of the Board of Directors for the new fiscal year.

Names of newly elected or appointed officers shall be submitted to the NALA headquarters and affiliated associations director within thirty days after election and/or appointment.

ARTICLE XIII. ASSOCIATION YEAR

1. Association Year. The association's year shall begin on the 1st day of January and end on the 31st day of December for accounting, financial and other fiscal purposes.
2. Board Year. The board's year shall begin the day after the Annual Meeting and election of officers. Board members shall serve for a term of one year or until their successors have been elected or appointed and qualified, as set out in Article VII of these Bylaws.

ARTICLE XIV. CODE OF ETHICS

Every member of this association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of the National Association of Legal Assistants, Inc., and any other Code so adopted by the membership of this association. Violations of the NALA Code shall be grounds for immediate dismissal from membership and/or removal from office.

Any individual whose membership has been canceled or who has been removed from office may make written appeal for reinstatement to the membership, by forwarding written notice of appeal to the Secretary not less than thirty days prior to the date of the next membership meeting. Such notice shall be placed upon the agenda of the next membership meeting as one of the items of regular business. The membership will be reinstated only upon majority vote at such meeting.

ARTICLE XV. AMENDMENTS TO BYLAWS

A. Amendments by Membership:

Any member may submit a proposed amendment to the Bylaws by delivering the proposed resolution in written form to the Parliamentarian of this association prior to or at the spring board meeting. Amendments submitted by the membership as aforesaid shall be considered by the Board of Directors who shall recommend for or against the adoption thereof.

B. Amendments by the Board of Directors:

The Board of Directors or any member thereof may propose amendments to the Bylaws at the spring board meeting.

C. Publication of Proposed Amendments:

The Board of Directors shall cause any proposed amendment(s) to be published in the official publication together with the notice of the ensuing annual meeting or otherwise included in the mail notice thereof.

D. Presentation of Proposed Amendments:

Only amendment(s) submitted in accordance with paragraphs A, B, or C herein shall be considered during the course of any annual meeting.

E. Vote Required to Adopt:

Amendment(s) (not in conflict with NALA Bylaws) shall be adopted by the affirmative vote of two-thirds of members present, either in person or by individual proxy, at the annual meeting. The NALA Affiliated Associations Director must be advised of any amendments within sixty days of passage.

ARTICLE XVI.
DISSOLUTION

In the event of dissolution of this association, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining members of the association, notice having been given to members of the association and the NALA affiliated associations director at least fifteen days prior to the meeting. In no event shall any of such property and assets be distributed to any member or private individual.

ARTICLE XVII.
RETENTION OF AFFILIATION

Affiliation with the National Association of Legal Assistants, Inc. is renewable each year by payment of an affiliation fee and attached to a current membership roster. In the event of suspension of affiliation, this association may reaffiliate with NALA by submitting a new application with membership roster, bylaws, sample of educational programs, petition and current initial fee.

In addition to the renewal fee, this association must comply with the required reports and requested procedures as outlined in these bylaws.

The annual renewal fee is payable on October 1 and delinquent on November 1.

Payment received after due date must be accompanied by a late fee penalty established by NALA.

(WDALA Bylaws—Revised Sept. 12, 1987)
(WDALA Bylaws—Amended Sept. 15, 1989)
(WDALA Bylaws—Amended Sept. 20, 1991)
(WDALA Bylaws—Amended Sept. 24, 1993)
(WDALA Bylaws—Amended Sept. 19, 1997)
(WDALA Bylaws—Amended Sept. 22, 2000)
(WDALA Bylaws—Amended Oct. 7, 2005)
(WDALA Bylaws—Amended Sept. 22, 2007)
(WDALA Bylaws—Amended Sept. 24, 2010)
(WDALA Bylaws—Amended Sept. 15, 2011)
(WDALA Bylaws—Amended Sept. 14, 2016)
(WDALA Bylaws—Amended Sept. 28, 2020)