

**BYLAWS OF THE  
MISSISSIPPI LEGAL PROFESSIONALS  
ASSOCIATION**



Revised 202~~6~~<sup>1</sup>

**BYLAWS OF THE  
MISSISSIPPI LEGAL PROFESSIONALS ASSOCIATION**

**TABLE OF CONTENTS**

|              |  |   |
|--------------|--|---|
| ARTICLE I.   | NAME.....                                    | 1 |
| ARTICLE II.  | PURPOSE.....                                 | 1 |
| ARTICLE III. | MEMBERSHIP .....                             | 1 |
|              | Section 1. Qualifications.....               | 1 |
|              | Section 2. Member Classifications.....       | 2 |
| ARTICLE IV.  | DUES AND FEES .....                          | 3 |
| ARTICLE V.   | MEMBER MEETINGS AND VOTING.....              | 3 |
|              | Section 1. Membership Meetings.....          | 3 |
|              | Section 2. Rights of Membership.....         | 3 |
|              | Section 3. Special Meetings.....             | 3 |
|              | Section 4. Voting Members.....               | 4 |
|              | Section 5. Quorum.....                       | 5 |
|              | Section 6. Meetings Held Electronically..... | 4 |
| ARTICLE VI.  | BOARD OF DIRECTORS .....                     | 4 |
|              | Section 1. Composition.....                  | 4 |
|              | Section 2. Qualifications.....               | 4 |
|              | Section 3. Authority and Responsibility..... | 4 |
|              | Section 4. Election.....                     | 5 |
|              | Section 5. Quorum.....                       | 5 |
|              | Section 6. Meetings (Regular/Special).....   | 5 |
|              | Section 7. Waiver.....                       | 5 |
|              | Section 8. Voting.....                       | 5 |
|              | Section 9. Action Without a Meeting.....     | 5 |
|              | Section 10. Compensation.....                | 5 |
| ARTICLE VII. | OFFICERS.....                                | 6 |
|              | Section 1. Composition.....                  | 6 |
|              | Section 2. Qualifications.....               | 6 |
|              | Section 3. Election.....                     | 6 |
|              | Section 4. Term of Office.....               | 6 |
|              | Section 5. Vacancies.....                    | 6 |
|              | Section 6. Duties.....                       | 7 |
|              | Section 7. Authority and Responsibility..... | 7 |

|               |  |     |
|---------------|--|-----|
| ARTICLE VIII. | STANDING AND SPECIAL COMMITTEES .....                | 8   |
|               | Section 1. General.....                              | 8   |
|               | Section 2. Nominations and elections.....            | 8   |
|               | Section 3. Parliamentarian.....                      | 8   |
|               | Section 4. Executive Advisor.....                    | 8   |
|               | Section 5. Financial Review Committee.....           | 8   |
| ARTICLE IX.   | GENERAL PROVISIONS .....                             | 9   |
|               | Section 1. Fiscal Year.....                          | 9   |
|               | Section 2. State Association and Chapter Bylaws..... | 9   |
|               | Section 3. Appeals.....                              | 9   |
| ARTICLE X.    | PARLIAMENTARY AUTHORITY .....                        | 9   |
| ARTICLE XI.   | AMENDMENTS .....                                     | 9   |
|               | Section 1. Procedures.....                           | 9   |
|               | Section 2. Effective Date.....                       | 10  |
|               | Section 3. Grammatic and Correlation Changes.....    | 102 |
| ARTICLE XII.  | DISSOLUTION OR WITHDRAWAL .....                      | 10  |

# BYLAWS OF THE MISSISSIPPI LEGAL PROFESSIONALS ASSOCIATION

## ARTICLE I. NAME

The name of this Association is the Mississippi Legal Professionals Association (hereinafter "Association"), a chartered division of NALS...the association for legal professionals (hereinafter "NALS,") an Oklahoma not-for-profit corporation. This Association is nonunion, nonpartisan, nonsectarian, and nonprofit.

## ARTICLE II. PURPOSE

The purpose of this Association shall be to:

- (1) Carry on programs for the further education of those engaged in legal work and to collaborate with attorneys, judges, bar associations, other legal professional organizations, educators, and those whose jobs intersect with the legal profession in stimulating a high order of professional standards and ethics among those persons working as legal professionals.
- (2) Provide education and networking opportunities.
- (3) Promote the objectives of NALS.
- (4) Organize chapters of legal professionals throughout the state.

## ARTICLE III. MEMBERSHIP

### Section 1. Qualifications.

Members shall consist of those persons engaged in work of a legal nature and those whose jobs intersect with the legal profession who agree to comply with the Code of Ethics and Professional Responsibility of NALS. A person serving a sentence for a felony conviction is not eligible for membership.

A minimum of three persons employed in work of a legal nature are required to apply for a chapter charter.

A minimum of two local chartered chapters, in good standing, within the state shall be required to apply for a state chapter charter, unless a state's local chapters have opted to merge existing chapters into the state chapter with no individual local chapters.

## **Section 2. Member Classifications.**

Member classifications shall be those of NALS, which are: individual (including NALS Life Members), members-at-large, retired, secondary, student, associate, honorary life, and honorary. *(See Article IV, Dues and Fees)*

### Voting Members

Individual members shall be members in good standing of a chartered chapter or who work or reside in a geographic area where a chartered chapter does not exist. Individual members shall be primary members of only one chapter or state association.

Members-at-large shall be members in good standing who actively participate in the state association, shall retain all membership rights of an individual member and shall be voting members with the right to hold elective office.

Life members shall be qualified individual members. Dues paid for life membership are nonrefundable and nontransferable and shall be effective only during such period as the life member qualifies as an individual member. Life members shall be voting members with the right to hold elective office. Life members shall continue to pay state and local dues annually.

Retired members shall be members in good standing, who are retired and have a total of five consecutive years as a member immediately prior to retirement, and who have either attained age 62 or have retired due to physical disability, and shall be voting members with the right to hold elective office.

Honorary life members include all past presidents of the Association, who shall retain all membership rights of an individual member and shall be voting members with the right to hold elective office. Those Honorary Members who have paid dues as set forth in the standing rules are eligible to vote and hold office.

### Non-voting Members

Secondary Members shall include any individual member in good standing of another chapter or state association. Secondary members may not vote or hold elective office.

Associate members shall be those interested in collaborating with legal professionals, (i.e., vendors, educators, judges, and attorneys). Associate members may not vote or hold elective office except as specifically provided in these bylaws.

Honorary members are selected by the board because of outstanding or special

service for the legal profession or for this Association and may not vote or hold elective office, unless otherwise qualified as a voting member.

Student members include students attending an accredited program relating to work of a legal nature who are classified by that school as taking at least 9 credit hours per semester/quarter of college credit and may not vote or hold elective office, except as specifically provided in these bylaws.

#### **ARTICLE IV. DUES AND FEES**

Dues and fees for all classes of membership shall be as established by the members of the state association and set out in the Standing Rules. Members whose dues have not been paid by the date the dues become delinquent may be reinstated during the one-year period immediately following such lapse upon payment of a reinstatement fee. Members whose dues have lapsed for more than one year shall be required to apply as a new member. Honorary members are not required to pay dues unless required by NALS to maintain a life membership in NALS. *(See NALS Bylaws, Article III, Section 4.B.3.)*

#### **ARTICLE V. MEMBER MEETINGS AND VOTING**

##### **Section 1. Membership Meetings.**

The first membership meeting of this association shall be held in November of each year. An annual meeting of this association shall be held in April or May of each year at such place and date as may be determined by this Association. Notice of each membership meeting shall be given to the membership at least 30 days prior to such meeting.

##### **Section 2. Rights of Membership.**

Except as expressly delegated to the board of directors, all rights of membership as to voting for the election of officers, disposition of all or substantially all the assets of this association, merger with outside corporations or associations, or dissolution or withdrawal are vested in the voting members.

##### **Section 3. Special Meetings.**

Special meetings may be called by the board of directors or by the president upon request of five percent or more of the voting members. The purpose of such special meeting shall be stated in the call. Except in cases of emergency, at least 10 days' written notice shall be given.

**Section 4. Voting Members.**

The voting members of this Association are members in good standing. To be in good standing, a member shall be current in the payment of dues, which includes dues payable to the local, state and national associations.

**Section 5. Quorum.**

A majority of the voting members attending such meeting shall constitute a quorum for the transaction of business at such meeting.

**Section 6. Meetings Held Electronically.**

Except as otherwise provided in these bylaws, meetings of the Board and Membership may be conducted through the use of Internet meeting services as designated and determined. These electronic meetings of the Board and Membership shall be subject to all rules adopted by the Board and Membership, to govern them, which may include any reasonable limitations on, and requirements for, Board or members' participation. Any such rules adopted by the Board and Membership shall supersede any conflict rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Association.

**ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. Composition.**

The Board of Directors shall be composed of the elected and appointed officers and one director from each chapter. A member of the board, including chapter directors, can serve in only one elected position.

**Section 2. Qualifications.**

All directors must be members in good standing. *(See MSLPA Bylaws, Article V, Section 4.)*

**Section 3. Authority and Responsibility.**

The Board of Directors shall be the governing body of this Association and shall oversee the financial affairs of this Association. The board shall have supervision, control, and direction of the affairs of this Association, its committees and publications; shall determine policies or changes therein; and shall actively pursue these objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

**Section 4. Election.**

The chapter directors shall be elected by their respective chapter. In the event of a vacancy in the position of a chapter director, such vacancy shall be filled by the local chapter. In the event a chapter director is unable to attend a board meeting, the chapter may select an alternate director from its membership. The alternate chapter director shall act only in the absence of the elected director.

**Section 5. Quorum.**

At any meeting of the board, a majority of the voting members of the board shall constitute a quorum, and any such business thus transacted shall be valid providing it is approved by a majority of those present and voting.

**Section 6. Meetings (Regular/Special).**

Regular meetings of the board shall be held at least three times a year at such time and place as the Board of Directors may prescribe. Notice of all regular meetings shall be given to the board not less than 30 days before the meeting is held.

Special meetings of the board may be called by the president. Except in cases of emergency, at least ten (10) days' written notice shall be given.

**Section 7. Waiver.**

A director may waive notice of the time and place to the extent allowed by law, the purpose of any meeting, and consent to attendance of a director at any meeting shall constitute a waiver of notice of such meeting prior to or at the commencement of the meeting.

**Section 8. Voting.**

Each director (or duly certified alternate director in the absence of the duly elected chapter director) shall have only one vote. If a meeting is held in-person, that vote must be cast in person at such meeting.

**Section 9. Action Without a Meeting.**

Any action may be taken without a meeting, with at least a majority of the board members concurring in the action.

**Section 10. Compensation.**

The Board of Directors shall not receive any compensation for their services, other than expenses authorized by the board.

## **ARTICLE VII. OFFICERS**

### **Section 1. Composition.**

The elected officers of this Association shall be a president, president-elect, vice president, secretary, and treasurer. The appointed officers of this Association shall be those deemed necessary by the Executive Committee. Appointments shall be by the president, subject to approval of the Executive Committee. The elected officers and appointed officers are voting members of the Board of Directors.

### **Section 2. Qualifications.**

All officers must be members in good standing. *(See MSLPA Bylaws, Article V, Section 4.)* A candidate for president-elect shall have served as an elected officer of this Association for at least two years prior to installation.

### **Section 3. Election.**

All of the officers shall be elected by the voting by majority ballot of voting members present. If there is but one candidate for any office, the vote may be by voice. A nominee must consent to serve before his/her name will be placed on the ballot.

When the state association membership number totals 40 or less members, as of the adjournment of the First Board Meeting, there shall not be any candidates for Vice President listed among the slate of officers for the coming year, and the President shall not appoint an Executive Advisor for the coming year, thus reducing the EC from seven members to five members.

### **Section 4. Term of Office.**

The term of office for all elected officers shall be one year, beginning at such time as determined by the Board of Directors and as set forth in the ballot (or, if such period extends beyond the one-year period, until their successor is elected or appointed). The president-elect shall automatically succeed to the office of president at the end of the next annual meeting following election. Except for the president and president-elect, officers shall be eligible for re-election to the same office for one successive term.

### **Section 5. Vacancies.**

A vacancy in the office of president shall automatically be filled by the president-elect. A vacancy in the other elected offices shall be filled by a vote of the majority of the sitting Board of Directors.

## Section 6. Duties.

**President.** The president shall preside at all meetings of this Association and at regular and special meetings of the Board of Directors; shall appoint committee chairs, and shall generally manage the day-to-day business of this Association. The president serves as an ex-officio member of all committees, except for nominations and audit/financial review, and is a signer on all bank accounts.

**President-elect.** The President-Elect shall assume the duties of president in the absence of the president, may serve as a signer on all bank accounts and shall perform such other duties as are assigned by the president or the board. In years where there is no Vice President elected, the President-Elect shall also serve as chair of the membership committee.

**Vice President.** The Vice President shall perform all duties as assigned by the president of the board and shall serve as chair of the membership committee. [There is an exception for when not to elect a Vice President, see "Section 3. Election" above.]

**Secretary.** The Secretary shall keep the minutes of all meetings; give all notices in accordance with the provisions of this Association's bylaws and standing rules; be custodian of this Association's records; coordinate with the president or other officers in timely furnishing reports and other required information to NALS.

**Treasurer.** The Treasurer shall oversee the financial affairs of this Association under the direction of the board; sign checks for authorized disbursements; coordinate with the president or other officers in timely furnishing reports and other required information to NALS, and perform such other duties as are assigned by the president of the board.

The Treasurer is required to file IRS tax form 990 in a timely manner and shall provide a copy to the President and notify NALS when filed. Based on the fiscal year of this Association and local chapters, IRS Form 990 should be filed no earlier than May 1 and no later than September 15. The Treasurer shall also give notice to local chapters of the filing deadline of the IRS tax form 990. When the local chapter files its IRS tax form 990, a copy shall be submitted to the state treasurer.

The Treasurer shall be required to give bond and the cost of the bond shall be paid by this Association.

## Section 7. Authority and Responsibility.

The board of directors may take action in the place and stead of the membership

between meetings on all matters, except those specifically reserved to the members by these bylaws. The board shall routinely review the financial affairs of this Association. Actions of the Board of Directors shall be reported to the members by mail or at the next membership meeting. Business of the board may be conducted by mail, telephone, electronic mail, or meetings.

## **ARTICLE VIII. STANDING AND SPECIAL COMMITTEES**

### **Section 1. General.**

The standing and special committees of this Association shall be those deemed necessary by the board. Committee chairs shall be appointed by the president.

### **Section 2. Nominations and elections.**

The nominations and elections chair shall be appointed by the president to review and evaluate prospective candidates for election as officers, invite and receive nominations for candidates from members of chapters, and prepare and present recommendations regarding this Association's nominations and elections procedures. The nomination and elections chair shall appoint tellers in advance of the election.

### **Section 3. Parliamentarian.**

A parliamentarian shall be appointed by the president, subject to approval of the Executive Committee, to advise the president and members on procedures when requested; interpret the bylaws, standing rules, and adopted parliamentary authority when requested; and process all amendments to bylaws and standing rules from all local chapters and this Association in accordance with the bylaws and standing rules of NALS. The Parliamentarian is an appointed officer and a voting member of the board.

### **Section 4. Executive Advisor.**

An executive advisor may be appointed by the president, subject to approval of the Executive Committee. The Executive Advisor is an appointed officer and a voting member of the board. [There is an exception for when not to appoint an Executive Advisor, see "Section 3. Election" above.]

### **Section 5. Financial Review Committee.**

A committee consisting of three-at least two members shall be appointed by the president to review the treasurer's accounts at the close of the fiscal year and to report to the membership at the first membership meeting of the year. It is preferred that when possible members of this committee shall have previously served as a past treasurer of this Association or a local chapter.

## **ARTICLE IX. GENERAL PROVISIONS**

### **Section 1. Fiscal Year.**

The fiscal year of this Association and all chartered chapters shall be May 1 through April 30.

### **Section 2. State Association and Chapter Bylaws.**

The bylaws of this Association and all chartered chapters shall conform to and shall not be in conflict with any bylaw or amendment thereto which has been, or which will be adopted by NALS. Any provision which is in conflict with the bylaws of NALS shall be deemed to be void and unenforceable.

### **Section 3. Appeals.**

A member who has been disciplined, expelled, suspended, or had membership terminated in a chartered chapter or in a chartered state association shall not have the right to appeal to NALS without first exhausting all administrative remedies for both review and appeal as provided for in the bylaws, standing rules, or regulations of such chapter first and then, this Association.

## **ARTICLE X. PARLIAMENTARY AUTHORITY**

Subject to the bylaws of NALS and this Association, standing rules and any other procedures or articles of incorporation, proceedings at any meeting of this Association shall be governed by the current edition of *Robert's Rules of Order Newly Revised*.

## **ARTICLE XI. AMENDMENTS**

### **Section 1. Procedures.**

These bylaws may be amended by two-thirds vote of the members present at a membership meeting after a 30-day written notice of any proposed amendment has been given to local chapters.

The Board of Directors may amend any bylaws not requiring a vote of the voting members by a majority vote. Notice of proposed bylaw amendments must be given to the Directors at least 20 days before the vote is scheduled.

The voting members may amend any bylaw by a two-thirds majority vote of the ballots cast. Notice of proposed bylaw amendments must be given to the voting members at least 15 days before the vote is scheduled.

Upon adoption of amendments, bylaws shall be forwarded to NALS with a certificate of adoption signed by the parliamentarian or secretary.

**Section 2. Effective Date.**

Amendments to these bylaws shall take effect immediately upon adoption unless otherwise specified.

**Section 3. Grammatical and Correlation Changes.**

Automatic grammatical and correlation changes in these bylaws or amendments thereto which in no way alter the intent of the respective bylaw or amendment thereto shall be effected subject to the approval of the president and/or the parliamentarian.

**ARTICLE XII. DISSOLUTION OR WITHDRAWAL**

In the event of dissolution or withdrawal of this Association from NALS, the procedures set forth in the bylaws, standing rules, and established procedures of NALS shall govern.

**A. WITHDRAWAL, DISSOLUTION, EXPULSION OR MERGER**

Charters can be dissolved, withdrawn, or revoked, according to procedures available from the NALS Member Services Manager.

**B. PROCEDURES/DISBURSEMENT OF ASSETS**

Upon withdrawal, dissolution, or expulsion of any local or state chapter, the remaining assets, if any, shall be distributed to the NALS Foundation, the state chapter to which the local chapter is a member, or to a non-profit charitable organization as defined in the Internal Revenue Code. In no event shall any assets be distributed to a law-related association not affiliated with NALS and/or this Association, to any member of the local or state chapter, or to any private individual. Any chapter that merges with another local or state chapter may retain and merge all of its assets into the merged chapter.