

**BYLAWS
OF
LEGAL SECRETARIES,
INCORPORATED**

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BYLAWS OF LEGAL SECRETARIES, INCORPORATED

ARTICLE I. NAME

The name of this non-profit mutual benefit corporation shall be LEGAL SECRETARIES, INCORPORATED, also known as LSI.

ARTICLE II. CODE OF ETHICS

Section 1. Purpose. For the purpose of carrying out the principles and objects of LSI, as set forth in ARTICLE THIRD of the Articles of Incorporation of LEGAL SECRETARIES, INCORPORATED, the following Code of Ethics shall be binding on all members of LSI, and shall be enforceable by the LSI Vice President, subject to such action as the Board of Governors (“Board”) may deem proper:

It shall be the duty of each member of LSI to observe all laws, rules and regulations now or hereafter in effect relating to confidentiality and privileged communication, acting with loyalty, integrity, competence and diplomacy in accordance with the highest standards of professional conduct.

Section 2. Dedication. The LSI Code of Ethics shall be dedicated to the memory of Joan M. Moore, PLS, CCLS; and, all reproductions of the Code of Ethics shall reflect the dedication.

ARTICLE III. SEAL

The corporate seal of LSI shall be a circular seal with the name of the corporation around the border, and the year of incorporation in the center, and of any such design as may be selected by the Board of Governors, not inconsistent with the nature of LSI.

ARTICLE IV. MOTTO

LSI’s motto shall be “Excellence Through Education.”

ARTICLE V. MEMBERSHIP

Section 1. Active Member.

(a) **Qualifications.** An active member shall be a person directly engaged in work of a legal nature in California who is either: (1) licensed to practice law; (2) employed as legal support staff in the office of any attorney engaged in the practice of law; (3) employed by the courts; or (4) employed in any other institution or office providing services of a legal nature.

(b) **Rights.** Active members shall have the right to vote, as set forth in Section 2 of Article XIV, for the election of Governors of their respective Local Associations

(defined as associations chartered by LSI). Active members shall further have the rights afforded by the California Non-Profit Mutual Benefit Corporation Law.

(c) **Application, No Dual Membership.** Application for active membership in LSI shall be presented through a Local Association in good standing, on forms approved by the LSI Executive Committee. No person may be an active member of more than one Local Association.

(d) **Transfer.** An active member in good standing may request transfer to another Local Association upon changing place of residence or employment. When such a request is granted by the member's Local Association, the member shall be furnished a certificate, issued by the Local Association's treasurer, showing the date to which Local Association dues and LSI per capita tax are paid; the Local Association's treasurer shall also furnish duplicates of such certificate to the LSI Treasurer. The certificate shall also state that transfer to another Local Association (naming it) has been authorized by the Local Association from which the member transfers; and, when approved by the LSI Treasurer, no further LSI per capita tax will be required for that fiscal year. The certificate of transfer, together with current membership card, shall be presented by the member to the Local Association to which such member transfers. A transferee must obtain approval from the Local Association to which transfer is requested and proper notification of such approval shall be given by such Local Association to the Treasurer of LSI. A transferee shall pay membership dues charged by the Local Association to which transfer is requested.

(e) **Retention of Status.** An active member may retain such status, though not employed as above set forth, provided such member has been an active member of LSI for at least one year, and shall have all the rights and privileges of active membership except eligibility for elective office in LSI.

(f) **Local Association Members.** All active members in good standing of a Local Association shall be active members of LSI. A life member of a Local Association shall be recognized as a member of LSI only if the Local Association pays per capita tax for that member.

Section 2. Honorary Member. An honorary LSI member shall be a person elected by the Board of Governors to that status by reason of special service to LSI or to a community. Honorary LSI members shall not be eligible to hold office, shall not have voting privileges and shall not be liable for dues. The award of honorary membership status shall be limited to one representative of a company or corporation.

Section 3. Member-at-Large.

(a) **Qualifications.** A member-at-large shall be a person who meets the qualifications for active membership in LSI but who is not a member of an existing Local Association. A member-at-large may not hold elective or appointive office, but may be a committee chairman or member of a committee. Members-at-large shall be entitled to receive The Legal Secretary, membership cards and notices of all LSI Conferences.

(b) **Application.** Application for membership-at-large shall be presented to the LSI Vice President, accompanied by the prescribed dues and per capita tax and, upon approval by the LSI Vice President, such application shall be submitted to the Executive Committee for approval.

Section 4. Life Member. Upon request in writing to the LSI Vice President, a member who has served as President of LSI shall be granted LSI life membership at the expiration of that President's term(s) of office. A life member shall have all the rights and privileges of active membership in LSI, including serving as a committee chairman or member of a committee, but shall not be liable for LSI per capita tax and may not hold elective office in LSI.

ARTICLE VI. PER CAPITA TAXES, DUES AND FEES

Section 1. Per Capita Tax. Annual per capita tax payable to LSI shall be \$20 for each active member.

Section 2. Active, Life, Honorary Members. The dues for active members of Local Associations shall include LSI annual per capita tax. There shall be no per capita tax payable for LSI life or honorary membership.

Section 3. No Proration. Per capita tax shall be payable by each Local Association on each member of such Association in the manner and at the times provided in this Article. There shall be no proration of LSI per capita tax.

Section 4. Transmission to LSI Treasurer. The treasurer of each Local Association shall hold in trust that portion of the dues collected from each active member which constitutes LSI per capita tax until such time as the next required report is to be made to LSI, at which time such per capita taxes shall be transmitted to the LSI Treasurer.

Section 5. Reports, Roster Information. The first report and LSI per capita taxes, together with the required roster information, shall be transmitted to the LSI Treasurer no later than June 15. Thereafter, LSI per capita taxes, roster information and report shall be transmitted to the LSI Treasurer as received monthly, with the final report no later than April 1.

Section 6. Due Date. The per capita tax for each member is payable May 1 and delinquent June 30.

Section 7. Charter Fee. A fee of \$5 and the LSI per capita taxes for that fiscal year shall accompany the application of a Local Association for charter.

Section 8. Reinstatement of Charter. The charter of a Local Association which has been revoked for nonpayment of per capita taxes may be reinstated if, within 90 days of such revocation, application for reinstatement, accompanied by a fee of \$10 and the per capita taxes due for the current fiscal year, is presented to the LSI Vice President. If an application for reinstatement of a revoked charter is not received within 90 days after such revocation, organization of another Local Association in the area may be commenced.

Section 9. **Members-at-Large.** The dues for members-at-large shall be \$20, plus per capita tax, payable May 1 and delinquent June 30. Dues and per capita tax shall not be prorated.

ARTICLE VII. **ELECTED OFFICERS**

Section 1. **Designation.** The Elected Officers of LSI, to be elected by the delegates to the Annual Conference, shall be: (a) President; (b) Vice President; (c) Executive Secretary; and, (d) Treasurer.

Section 2. **Qualifications.** A nominee for elective office in LSI: (a) shall be actively engaged in work of a legal nature either full time, permanently part time, or on a contractual basis; (b) shall have been an active member of LSI in good standing for at least three years immediately prior to nomination; and, (c) shall have served on the Board of Governors or as an LSI Committee Chairman. A nominee for the office of President or Vice President shall have served on the LSI Executive Committee at least two years immediately prior to nomination.

Section 3. **Term.** Elected Officers shall hold office for terms of one year or until their successors have been elected and qualified. No President shall be elected for more than two terms.

Section 4. **Vacancy.** In the event of a vacancy in the office of President, the Vice President shall fill the unexpired term. If the Vice President fills the unexpired term of the President, the required qualification set forth in Section 2 of this Article shall be waived. The Board of Governors shall fill any vacancy occurring during the term of any Elected Officer other than that of President.

Section 5. **Removal and Resignation.** Any LSI Officer may be removed, either with or without cause, by a 2/3 vote of the Board of Governors, at any time. Any such removal shall be without prejudice to the rights, if any, of the Officer. Any Officer may resign at any time by giving written notice to LSI, but without prejudice to the rights, if any, of LSI. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VIII. **DUTIES OF ELECTED OFFICERS**

Section 1. **Generally.** The duties of the Elected Officers shall be such as are implied by their respective titles and as are specified by these Bylaws and the Standing Rules of LSI.

Section 2. **President.** The President shall:

(a) Preside at all meetings of the Board of Governors and the Executive Committee and at the Annual Conference;

(b) Be, ex officio, a member of all committees, except the Nominations and Elections Committee;

(c) Appoint all Appointed Officers and the Chairmen of all Standing and Special Committees, subject to the approval of the Elected Officers; and

(d) Perform such other duties as usually pertain to the office of President.

Section 3. Vice President. The Vice President shall:

(a) Assist Local Associations in maintaining members and attracting new members, including meeting and counseling with Local Associations in need of special assistance;

(b) Assist in the organization of Local Associations, including attending organizational meetings;

(c) Receive and act upon the applications of members-at-large;

(d) Act as assistant to the President and assume the duties of the President in the event of the President's absence or inability to serve;

(e) Chair the Marketing Committee;

(f) Be in charge of the Chapter Achievement Award Contest and advise each Local Association of the rules and procedure established for participation in the Contest;

(g) Take action necessary to carry out the provisions of these Bylaws relating to disciplinary action upon receipt of timely written appeal by a member; and

(h) Perform such other duties as may be assigned by the President or the Board of Governors.

Section 4. Assistance to Vice President. If unable to perform the duties assigned, the Vice President shall request the President to appoint a member of the Executive Committee, an LSI Committee Chairman or a Governor to act as the representative of that Officer. The report of such representative shall be incorporated in the report to the Board of Governors of the Vice President.

Section 5. Executive Secretary. The Executive Secretary shall:

(a) Keep the minutes of LSI in an indexed book;

(b) Furnish a copy of the minutes of the Annual Conference to each LSI Officer, Committee Chairman and Governor within 60 days after the Annual Conference; and, furnish a copy of the minutes of each meeting of the Board of Governors to each LSI Officer, Committee Chairman and Governor within 30 days after such meeting;

(c) Have charge of the corporate seal and sign all documents of LSI, as authorized or required;

(d) Send to each LSI Officer, Committee Chairman, Governor, member-at-large and LSI Past President written notice, setting forth the time, place and agenda of the Annual and Quarterly Conferences not less than 30 nor more than 90 days before each such Conference;

(e) Prepare and present to the assembly at each Annual Conference a courtesy resolution expressing appreciation for contributions to the Annual Conference and transmit a printed copy of the resolution to each contributor; and

(f) Perform such other duties as may be assigned by the President or the Board of Governors.

Section 6. Treasurer. The Treasurer shall:

(a) Have charge of the funds of LSI and sign all checks;

(b) Receive LSI per capita taxes and fees from the Local Associations and dues and per capita taxes from members-at-large;

(c) Send annual renewal notices no later than April 15 to members-at-large and send notices of delinquent per capita taxes no later than June 30 to Local Associations and members-at-large;

(d) Distribute membership cards to Local Associations and members-at-large as per capita taxes are received and forward honorary membership cards to Local Associations upon request;

(e) Maintain proper records, in itemized form, in prescribed books of account; and

(f) Report at each Board of Governors meeting and present an annual report at the Annual Conference.

ARTICLE IX. APPOINTED OFFICERS

Section 1. Designation, Qualification. The Appointed Officers of LSI shall be: (a) Executive Advisor; (b) Parliamentarian; (c) Editor-in-Chief; (d) Editor, The Legal Secretary; (e) Educational Program Coordinator; (f) Historian; and, (g) Legal Specialization Sections Coordinator; each of whom shall be an active member in good standing.

Section 2. Duties. The duties of the Appointed Officers shall be as follows:

(a) **Executive Advisor.** The immediate Past President shall be offered a courtesy seat on the Executive Committee, with privilege of voice and vote. If the immediate Past President is unable or unwilling to so serve, this office shall be offered to an LSI Past President who is willing and able to serve the remaining appointed term. This office shall remain vacant until an LSI Past President has been appointed.

The Executive Advisor shall: (1) serve in an advisory capacity to LSI; (2) serve as Chairman of the Nominations and Elections Committee; and (3) assume such other-assignments as may be designated by the President or the Executive Committee.

(b) Parliamentarian. The Parliamentarian shall: (1) review and act upon all proposed Local Association bylaws and amendments and, if approved, submit them to the Executive Committee for ratification; (2) be knowledgeable of the LSI Bylaws and with Robert's Rules of Order Newly Revised; (3) advise the President with respect to matters relating to the LSI Bylaws and Standing Rules and parliamentary procedure; (4) comply with the provisions of the LSI Bylaws in furnishing copies of the proposed amendments to the Governors; (5) after adoption of any amendment, provide copies of amended Bylaws to LSI Officers, Committee Chairmen and Governors no later than the following Board meeting; and, (6) assist in the dissolution procedure of a Local Association, including the return of its charter and closing of the LSI Parliamentarian file. The Parliamentarian shall have the privilege of voice, but no vote.

(c) Editor-in-Chief. The Editor-in-Chief shall: (1) chair the Publications Revision Committee; (2) be responsible for implementing the editorial policies of the Committee, scheduling and conducting its meetings and directing all Committee activities; and, (3) be the liaison with the publisher(s) of the LSI Legal Professional's Handbook and the Law Office Procedures Manual. The Editor-in-Chief shall have served on the Publications Revision Committee for at least one year preceding appointment.

(d) Editor, The Legal Secretary. The Editor of The Legal Secretary shall: (1) be in charge of the compilation, editing, publication and distribution of The Legal Secretary magazine, which shall be published quarterly; and, (2) be in charge of the Bulletin Contest and present such awards as may be determined by the Board of Governors.

(e) Educational Program Coordinator. The Educational Program Coordinator shall: (1) chair the Continuing Education Council; (2) be the liaison between the host association and LSI for educational programs presented at LSI Conferences; (3) be in complete charge of such programs; (4) select and introduce the speaker at each such program; and, (5) assist the Executive Committee in its educational endeavors in any way possible. The Coordinator shall have served on the Continuing Educational Council for at least one year preceding appointment. No speaker or program shall be selected without the prior approval of the Educational Program Coordinator.

(f) Historian. The Historian shall: (1) prepare an appropriate book containing pictures and publicity relating to the activities of LSI during the current year, which shall be displayed at the Annual Conference and presented to the President presiding during the year; and, (2) be in charge of the History Book Contest and present such awards as may be determined by the Board of Governors.

(g) Legal Specialization Sections Coordinator. The Legal Specialization Sections Coordinator: (1) shall chair the Legal Specialization Sections Committee; and, (2) upon prior approval by the President, may enter into contracts on behalf of LSI as reasonable and necessary to conduct educational programs. The Legal Specialization Sections Coordinator shall

have served on the Legal Specialization Sections Committee at least one year preceding appointment.

ARTICLE X. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee shall consist of the: (a) President; (b) Vice President; (c) Executive Secretary; (d) Treasurer; (e) Executive Advisor; and, (f) Parliamentarian.

Section 2. Member May Not Serve as Governor, Delegate. A member of the Executive Committee may not serve simultaneously as a Governor, delegate or alternate delegate of a Local Association.

Section 3. Quorum. A majority of the Executive Committee shall constitute a quorum.

Section 4. Voting. In order to avoid “tie votes”, the Parliamentarian shall not be entitled to vote on any matters brought before the Executive Committee.

ARTICLE XI. POWERS. The Executive Committee shall have the following powers:

- (a) To authorize expenditures in an amount not to exceed \$250;
- (b) To call Committee Chairmen to LSI Conferences;
- (c) To ratify the action of the Parliamentarian in approving routine amendment to bylaws of Local Associations; and
- (d) To dispose of emergency matters which may arise between meetings of the Board of Governors.

ARTICLE XII. COMMITTEES

Section 1. Standing Committees. The Standing Committees and Committee Chairmen of LSI shall be:

- (a) Advertising
- (b) Annual Conference
- (c) California Certified Legal Secretary
- (d) Career Promotion and Scholarship
- (e) Continuing Education Council
- (f) Legal Procedure

- (g) Legal Secretarial Training/Seminar
- (h) Legal Specialization Sections
- (i) Marketing
- (j) Membership
- (k) Nominations and Elections
- (l) Professional Liaison/Day in Court
- (m) Publications Revision
- (n) Registrar/Assistant Registrar of Delegates
- (o) Social Media

Section 2. Duties of and Appointments to Standing Committees, Special Committees, Committee Guidelines.

(a) **Advertising.** The Chairman of this Committee shall (1) procure and collect payment for appropriate advertising in The Legal Secretary, at rates determined by the Board of Governors; and, (2) serve as liaison between LSI and the vendors with whom LSI conducts business.

(b) **Annual Conference.** The Chairman of this Committee shall be a member of and be recommended by the host association. Appointment shall be made by the LSI President as soon as possible after the Annual Conference site has been selected and announced at the August Conference. It shall be the duty of the Chairman to confer with the Local Association on plans for the Annual Conference and to advise all Local Associations, not later than March 1 of the year in which the Annual Conference is to be held: (1) dates of the Conference; (2) Conference site; (3) room rates, including taxes and fees; (4) location of nearest major airport; (5) distance and modes of transportation available from nearest major airport to Conference site; (6) parking fees at Conference site; (7) scrip ticket cost; and (8) other pertinent information. The Chairman shall prepare and transmit the original to the LSI Administrator and a copy to the LSI President, not later than 60 days after the Annual Conference, a report containing registration and financial information, in the form provided in Guidelines for Hosting LSI Conferences, which information shall be reported to the Board of Governors at the immediately following August Conference. The Chairman shall prepare and deliver to the Annual Conference Chairman for the ensuing year a file containing documents and information of assistance to the next Chairman.

(c) **California Certified Legal Secretary.** This Committee shall: (1) promote and encourage participation in the California Certified Legal Secretary ("CCLS") Program; (2) keep the members informed of when applications to take the examination must be received and the requirements that must be met by applicants to be eligible to take the

examination; and, (3) furnish to members application forms to take the examination. The Committee shall be aware of the requirements of the CCLS Certifying Board.

(d) Career Promotion and Scholarship. This Committee shall: (1) promote the career of legal secretary to those making a career choice; (2) present recommendations concerning proposed scholarship programs and amendments to the Board of Governors; (3) advise Local Association scholarship committee chairmen of the adopted LSI scholarship programs and amendments; and, (4) assist the Local Association committee chairmen with their respective scholarship programs. Disbursements for the LSI scholarship programs shall be made by the LSI Treasurer at such times and in such amounts as are set forth in the adopted scholarship programs.

(e) Continuing Education Council. This Committee shall consist of: (1) the Educational Program Coordinator, as Chairman; (2) Editor-in-Chief or designee; (3) Legal Procedure Committee Chairman; (4) Legal Secretarial Training Committee Chairman; (5) Legal Specialization Sections Coordinator; (6) California Certified Legal Secretary Committee Chairman; and, (7) the Executive Advisor. Each member shall serve for the term of the respective office or chairmanship and shall be subject to any further responsibilities the Council may direct. Two chairmen serving on the immediately preceding Continuing Education Council shall be reappointed by the LSI President to the Continuing Education Council, one to the position of Educational Program Coordinator.

(f) Legal Procedure. This Committee shall: (1) advise and recommend means of educating all members with respect to legal forms and procedures; and, (2) disseminate, as soon as available, information concerning any new procedure. The chairman shall act as liaison with the State Bar of California Judicial Council.

(g) Legal Secretarial Training/Seminar.

(1) This Committee shall, upon the request of the LSI Executive Committee or Local Association, present and coordinate not more than two LSI sponsored seminars per fiscal year, including the selection of topics and locations, arrangements for accommodations and speakers and preparation of a syllabus.

(2) The Committee shall produce and update materials for use by training course coordinators and instructors in conjunction with the publications edited by the Publications Revision Committee, which may be sold at a price to be determined by the Board of Governors. The Committee shall disseminate information to Local Associations regarding training courses and continuing education seminars of interest to members of LSI. Upon the Chairman's recommendation, the LSI President may appoint two LSI members to assist this Committee.

(h) Legal Specialization Sections. This Committee shall consist of the Legal Specialization Sections Coordinator and the respective leaders of the following Sections: (1) Criminal/Family Law; (2) Federal Law; (3) Law Office Administration; (4) Litigation; (5) Probate and Estate Planning; and, (6) Transactional Law. Upon the Coordinator's recommendation, the LSI President may appoint leaders of other Sections as deemed necessary.

Section Leaders shall: (1) conduct seminars, workshops or round table discussions at LSI Conferences on topics pertinent to the Sections; and, (2) may coordinate and present during each LSI fiscal year two legal educational seminars, in distinctly different locations, the dates, locations, topics, registration fees and other arrangements of which shall be approved by the Executive Committee. Two members of the immediately preceding Legal Specialization Sections Committee shall be reappointed by the LSI President to positions on the Legal Specialization Sections Committee.

(i) **Marketing.** This Committee shall consist of the LSI Vice-President as Chairman and not more than six members appointed by the LSI President, each of whom shall be approved by the elected officers. In addition to various marketing activities, this Committee shall coordinate and disseminate to the membership information pertaining to (1) insurance; (2) credit unions; and, (3) other benefits available to members of LSI.

(j) **Membership.** This Committee shall be composed of the LSI Vice President. Reports of Local Association membership committee chairmen shall be directed to the Vice President.

(k) **Nominations and Elections.** The Executive Advisor shall serve as Chairman of this Committee. The duties of the Committee shall be as follows:

(1) Prior to January 15 the Committee shall furnish to the Governor of each Local Association a form for the nomination of candidates for elective office in LSI, to be completed and returned to the Committee prior to March 5.

(2) At the February meeting of the Board of Governors, the Committee shall report the nominations received, following which nominations may be made from the floor. If a nomination is made from the floor, the member who makes such nomination shall, prior to March 5, furnish the Committee with a statement, signed by the president and secretary of the nominating member's Local Association, certifying that such nomination was authorized.

(3) To include a nominee on the slate of candidates, the Committee must receive by March 5:

- Written consent of the nominee to such nomination;
- A brief statement of the nominee's background and qualifications;
- A statement that the nominee meets the eligibility requirements for elective office, as set forth in the LSI Bylaws; and
- Certification, if a nomination was made from the floor at the February Board meeting, that such nomination was authorized by the Local Association of which the member making such nomination is a member.

(4) The Committee shall prepare a slate of candidates, including a brief biographical sketch of each nominee and a statement that each nominee has been properly nominated, has been found to be eligible to hold office and has filed a written consent to the nomination.

(5) Not less than 45 days prior to the Annual Conference, the Committee shall send the slate to the Governor of each Local Association, designating that a copy be provided for use by the Association and three additional copies be provided to the delegates of such Local Association.

If a special election is necessary to fill a vacancy in any elective office, the Committee shall secure nominations for the office and provide a slate of candidates to each Governor in a manner as nearly similar to that set forth above as time permits.

(l) Professional Liaison/Day in Court. This Committee shall: (1) promote harmonious relations and cooperation in professional development between the various organizations of the legal profession and LSI; and, (2) coordinate and disseminate information pertaining to Day in Court activities and assist the Local Association committee chairmen in planning Day in Court activities.

(m) Publications Revision. This Committee shall consist of: (1) the Editor-in-Chief, as Chairman; (2) Editor, LSI Legal Professional's Handbook, who shall be responsible for coordinating the revision of the Handbook; (3) Editor, Law Office Procedures Manual, who shall be responsible for coordinating the revision of the Manual; and, (4) six Assistant Editors. The duties of the Committee shall be to revise the LSI Legal Professional's Handbook and Law Office Procedures Manual as required by changes in legislation and Judicial Council forms, and revisions of the Law Office Procedures Manual Instructor's Guides. All appointments to the Publications Revision Committee shall be for three-year terms. The Editors of the Handbook and the Manual shall each have served on the Publications Revision Committee at least one year preceding their respective appointments. If the Editor of the Handbook or the Manual resigns, an Assistant Editor shall be appointed successor Editor, and a new Assistant Editor shall be appointed to complete the term of that Assistant Editor.

(n) Registrar/Assistant Registrar of Delegates. This Committee shall serve as Registrar of Annual Conference delegates and shall be in charge of credentials. An Assistant Registrar shall be appointed by the President to assist the Registrar of Delegates.

(o) Social Media. This Committee shall (1) maintain and update the LSI website, (2) ensure all directives and reports and conference changes are updated on the LSI website, (3) coordinate with the webmaster, (4) maintain and update all photographs of LSI items listed on the LSI website, and (5) maintain and update all other social media as needed.

Section 3. Vacancies in Appointive Offices or Chairmanships. The President, with the approval of the Executive Committee, shall have the authority to declare a vacancy in any LSI appointive office or committee chairmanship.

Section 4. Special Committees. The President may appoint a chairman and members of a Special Committee for any purpose necessary, subject to approval of the Elected Officers. The existence of a Special Committee shall be one year or other duration determined by the President.

ARTICLE XIII. LOCAL ASSOCIATIONS ORGANIZATION.

Section 1. Organization.

(a) **Responsibility.** The organization of Local Associations shall be under the direction of the Vice President.

(b) **Area.** There shall not be more than one Local Association in any county, unless such county has more than one city. If a new Local Association wishes to organize within a 15-mile radius of an existing Local Association, written approval must be obtained from said existing Local Association. The 15-mile radius may be measured from main post office to main post office or county seat, as applicable.

(c) **Minimum Number Members.** A charter shall not be granted for the formation of a Local Association with less than 12 members.

(d) **Name.** The name of each Local Association shall include a name descriptive of the city or county within which it is located, followed by the words "Legal Secretaries Association" or "Legal Professionals Association."

(e) **Application for Charter.** A Local Association applying for LSI charter shall submit to the LSI Parliamentarian: (1) application for charter; (2) proposed bylaws; (3) roster information; and, (4) fees and per capita taxes required by these Bylaws and the Standing Rules. The Parliamentarian shall approve such documents and, if in proper form, present the application for charter to the Executive Committee at the next Board of Governors meeting. If approved by the Board of Governors, a charter shall be issued and presented to the new Local Association.

Section 2. Withdrawal, Dissolution, Revocation of Charter.

(a) **Withdrawal, Dissolution Procedure.** If a Local Association wishes to withdraw from LSI or dissolve, a resolution to that effect, adopted by a majority vote of the Local Association's active members, certified by its secretary and president, shall be filed with the LSI Parliamentarian who shall present it to the Board of Governors at its next meeting. Said resolution shall set forth that all financial and other obligations of any dissolving Local Association have been fulfilled as of the date of the resolution and the charitable institution selected as the recipient of any balance remaining in the treasury of such dissolving Local Association. The withdrawing or dissolving Local Association shall then surrender its charter to the LSI Parliamentarian.

(b) **Membership Under Five.** If the membership of a Local Association falls below five, the Local Association may be asked to dissolve and surrender its charter to the LSI Parliamentarian in accordance with these Bylaws

(c) **Failure to Pay Per Capita Taxes.** The charter of a Local Association that has not paid per capita taxes to LSI for the period of one fiscal year shall be revoked.

(1) A Local Association that has not paid per capita taxes to LSI 90 days past the delinquent period as stated in Article VI, Section 6, may have its charter revoked for nonpayment.

(d) **Use of LSI Emblem, Badge.** Members of a Local Association whose charter has been surrendered or revoked shall not be entitled to use any emblem, badge, pin or insignia of LSI.

(e) **Revocation of Charter Procedure.** In the event a local association violates a provision of an LSI bylaw, which allows for a revocation of the local association's charter, and upon an Executive Committee recommendation, a local association's charter may be revoked upon a 2/3 vote of the governors voting. The revoked association shall then surrender its charter to the LSI Parliamentarian.

Section 3. Bylaw Amendments. If a Local Association desires to amend its bylaws, two copies of the proposed amendments shall be submitted to the LSI Parliamentarian for review. The first copy should be a redline of the proposed amendments and the second copy should be a clean unedited copy of the Local Association's bylaws as proposed. Both copies must be either mailed or electronically mailed to the LSI Parliamentarian for review prior to presenting the proposed amendments to the Local Association's members. Following approval of the LSI Parliamentarian, the Local Association must follow their local procedures for proper notice and adoption of its local bylaws. After the Local Association has adopted such amendments, the secretary of that Local Association shall provide the LSI Parliamentarian with a Certificate of Adoption of Amendment, in duplicate, signed by the Local Association's secretary, stating that after proper notice was given, such amendments were adopted at a meeting of its members at which a quorum was present along with a copy of the final approved local bylaws. The LSI Parliamentarian will sign the Certificate of Adoption of Amendment and shall return a signed original to the Local Association's secretary.

ARTICLE XIV. BOARD OF GOVERNORS

Section 1. Authority. Subject to limitations of the Articles of Incorporation, of these Bylaws, of the Standing Rules and of the California Non-Profit Mutual Benefit Corporation Law relating to action required to be approved by the members, or by a majority of members, the activities and affairs of LSI shall be conducted and all corporate powers shall be exercised under the direction of the Board of Governors. The Board may delegate the management of the activities of LSI to any person or persons, a management company or committees however composed, provided that the affairs and activities of LSI shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to these general powers, but subject to the same limitations, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws:

(a) To conduct, manage, and control the affairs and activities of LSI and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation, these Bylaws or the Standing Rules, as it may deem best.

(b) To adopt, make and use a corporate seal, and to prescribe the form of certificates for membership, and to alter the form of such seal and of such certificates.

(c) To borrow money and incur indebtedness for the purposes of LSI, and to cause to be executed and delivered therefor, in the name of LSI, promissory notes, bonds,

debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 2. Election, Term.

(a) Each Local Association shall elect one Governor, whose election shall be certified to the Executive Secretary of LSI.

(b) Governors shall be elected by the Local Associations prior to the Annual Conference. Each Governor shall serve until the next Annual Conference or until a successor has been elected and qualified.

Section 3. Vacancy. A vacancy in the Board because of the death, resignation or removal of a Governor elected by a Local Association shall be filled promptly by the Local Association.

Section 4. Meeting Dates and Sites. The Board of Governors shall meet during the Conferences in February, May, August and November of each year. The sites for the February and November Conferences and the August Conference of the next succeeding year shall be selected by the Board at the Post Annual Conference meeting. The Annual Conference and Post Annual Conference meetings shall be held at the Annual Conference site.

Section 5. Notice of Meetings. Except as otherwise provided by these Bylaws or the Standing Rules, no notice of the regular meeting of the Board shall be required if the time and place of such meeting is fixed at the prior meeting of the Board. If the time and place of such regular meeting is not set, each Governor shall receive at least seven days' notice by first class mail of the time and place of such meeting.

Section 6. Voting Rights. Only Governors shall have the right to vote at meetings of the Board; provided, however, that a Governor shall not be entitled to vote unless the required per capita taxes on all members of the Local Association, which elected such Governor have been paid. Local associations who have not complied with the annual reporting requirements of the Internal Revenue Service and Franchise Tax Board and have not provided proof of said filing to the LSI Treasurer shall not be entitled to vote unless the required proof has been submitted. No proxy may be given by any Governor.

Section 7. Quorum. A majority of Governors shall constitute a quorum for the transaction of business at a Board of Governors meeting.

Section 8. No Compensation. No Governor or Local Association officer shall receive any compensation from LSI.

ARTICLE XV. ANNUAL CONFERENCE

Section 1. Time and Location.

(a) The annual meeting of LSI, to be known as the Annual Conference, shall be held in May of each year at such place as determined by vote of the delegates at the Annual

Conference two years prior thereto. Written notice, setting forth the time, place and agenda, shall be given by the Executive Secretary to each LSI Officer, Committee Chairman, Governor, member-at-large and LSI Past President not less than 30 nor more than 90 days before each such Conference.

(b) The Board of Governors shall have the power to substitute another Annual Conference location for the one chosen by the delegates in the event such action is necessary.

Section 2. Delegates and Voting.

(a) **Voting Rights.** The voting rights of the members shall be exercised by delegates elected by each Local Association. Each Local Association shall be entitled to send to the Annual Conference three delegates, who shall represent the individual members of each Local Association and shall be entitled to vote upon any matter pending before the Annual Conference.

(b) **Election, Qualifications of Delegates.** Not less than 30 days before the commencement of the Annual Conference each Local Association shall elect or otherwise designate three delegates and three alternates, each of whom shall be an active member in good standing. The election or designation shall be evidenced by a certificate, duly authenticated by the president and secretary of the respective Local Association, and furnished to the LSI Executive Secretary and Conference Registrar.

(c) **Quorum.** A majority of the elected, certified and registered delegates shall constitute a quorum for the transaction of business at an Annual Conference.

(d) **Limits on Voting.** Each delegate present shall be entitled to one vote on each question submitted to the Annual Conference. There shall be no voting by other than delegates, except that in the event of the absence or disqualification of a delegate, a duly elected, certified and registered alternate from the Local Association may vote in the stead of said delegate. No proxy may be given by any delegate or alternate.

(e) **Caucus.** Delegates may confer with members of their Local Association present at the Annual Conference if they desire counsel with respect to the manner in which they shall vote. Should such a situation occur, one of the delegates shall rise and request the chair to grant a recess, not to exceed ten minutes, for a conference.

(f) **Voting for Officers.** Voting on the slate of candidates for elective office shall be by ballot only. A majority of the votes cast shall be required for the election of each Officer. In the event no nominee receives a majority of the votes cast, the nominee receiving the fewest votes shall be dropped from the succeeding ballot and the same procedure shall be followed until a nominee receives a majority of the votes cast. In announcing a majority vote, the count shall not be given. In case of a tie vote after two ballots have been taken, the election shall be governed by lot.

(g) **Election by Acclamation.** In the event there is but a single nominee for an office, the President shall declare the nominee elected by acclamation.

ARTICLE XVI. CALIFORNIA CERTIFIED LEGAL SECRETARY PROGRAM

This Program shall be administered by an autonomous board, consisting of five members of LSI who are California Certified Legal Secretaries and two attorneys and educators. The responsibilities and administrative duties of said board shall be as set forth in the LSI Standing Rules.

ARTICLE XVII. FISCAL YEAR

The fiscal year shall be from the first day of May to the last day of April of the following year, inclusive.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority where applicable and where there is no conflict between said rules and the Bylaws and Articles of Incorporation of LSI.

ARTICLE XIX. AMENDMENTS TO BYLAWS

Section 1. At Annual Conference. At the Annual Conference of LSI the Bylaws of LSI may be amended as follows:

(a) **With Prior Notice.** By a majority vote of the delegates voting, if not less than 30 days prior to such Annual Conference the Local Associations have been advised of the proposed amendment. Not less than 30 days prior to the Annual Conference, the Parliamentarian shall submit to the Governor of each Local Association a copy of the proposed amendment and notice stating in general terms the purpose of such amendment, together with the name of the person or the Local Association requesting such amendment.

(b) **Absent Prior Notice.** By a 2/3 vote of the delegates voting if the proposed amendment or notice thereof has not been submitted to the Local Associations pursuant to Section 1.(a) of this Article.

Section 2. At Board of Governors Meeting. At a Board of Governors Meeting the Bylaws of LSI may be amended as follows:

(a) **With Prior Notice.** By a 2/3 vote of the Governors voting, provided that not less than 45 days prior to such meeting each Local Association has been advised of such proposed amendment. Not less than 45 days prior to a regular meeting of the Board of Governors, the Parliamentarian shall submit to the Governor of each Local Association a copy of the proposed amendment and notice stating in general terms the purpose of such amendment, together with the name of the person or the Local Association requesting such amendment.

(b) **Absent Prior Notice.** At a regular meeting of the Board of Governors, an amendment to the Bylaws of LSI may be presented for consideration, without prior notice. Such proposed amendment shall be recommended for adoption by the Local Associations if it receives

a 2/3 affirmative vote of the Governors voting. Within 15 days following such action the Parliamentarian shall submit to the Governor of each Local Association a notice of such action, including a copy of the proposed amendment, which notice shall show the date of its mailing. The Governor shall submit such proposed amendment to the Governor's Local Association for action, and within 45 days after the date of mailing of such notice, shall notify the Executive Secretary of LSI whether such Local Association has accepted or rejected the proposed amendment. An affirmative vote of 2/3 of the Local Associations shall be required for the adoption of the proposed amendment. A Bylaw amendment adopted by the Local Associations shall become effective upon the expiration of the 45-day period following the date of mailing of the notice by the Parliamentarian unless the proposed amendment provides otherwise. Within ten days following the expiration of the 45-day period, the Executive Secretary shall inform the Governor of each Local Association whether the proposed amendment has been adopted or rejected.

ARTICLE XX. DISCIPLINARY ACTION

In the event of the expulsion of a member from a Local Association for violation of the LSI Code of Ethics, the Board of Governors shall act as a board of appeal and the procedure shall be as set forth below:

(a) If such member wishes to appeal the expulsion, the member shall so advise the LSI Vice President and the Governor of the Local Association in writing within 15 days after receipt from the Local Association of notice of the action and the reasons therefor. If such notice of appeal is not received, the expulsion shall become effective upon the expiration of the 15-day period.

(b) Upon receipt of notice of such appeal, the Vice President shall appoint a committee, the composition of which shall be subject to the approval of the Executive Committee, for the purpose of holding a hearing, and shall notify the expelled member and the Governor of the Local Association of the place, date and time of hearing on the appeal.

(c) Following the hearing, the Vice President shall report the decision of the committee to the Board of Governors for action at its next meeting. If the expulsion is upheld by the Board of Governors, such member shall have no further right of appeal.

(d) All notices required to be given hereunder shall be by certified mail, return receipt requested.

Amended: 11/13/99, 2/12/00 (effective 5/1/00), 8/12/00, 2/9/02, 5/1/02, 8/16/03, 11/22/03, 5/21/05, 2/10-11/07; 5/09; 5/10; 5/19/12; 8/18/12; 11/17/12; 2/23/13; 5/19/13; 11/16/13; 2/22/14; 5/16/15, 11/14/15; 2/27/16; 8/20/16.

