

NEBRASKA LEGAL PROFESSIONALS ASSOCIATION

BYLAWS

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**BYLAWS OF THE
NEBRASKA LEGAL PROFESSIONALS ASSOCIATION**

**ARTICLE I
Name**

Section 1. **Name.** The name of this organization is **Nebraska Legal Professionals Association**, a Nebraska non-profit corporation, hereinafter referred to as **NLPA**.

**ARTICLE II
Policy**

Section 1. This association is nonunion, nonpartisan, nonsectarian, and nonprofit.

**ARTICLE III
Mission Statement**

To establish good fellowship among the members, all persons employed and/or interested in work of a legal nature, so that ideas may be exchanged and knowledge increased;

To establish a high order of business and professional attainment and to further our knowledge of the law and uphold its honor and dignity; and

To create a high standard of ethics among its members.

**ARTICLE IV
General Provisions**

Section 1. **Fiscal Year.** The fiscal year of this organization and all chartered local affiliations shall be April 1 through March 31. Deadline for charter membership is September 30, 1997.

Section 2. **Local Affiliations.** Any group of five or more individuals who meet the requirements of membership of the Nebraska Legal Professionals Associations in the same geographical location may form a local affiliation and carry on business meetings, programs, seminars, and other activities for its members in accordance with the NLPA, and elect officers and name committee chairs for its duties and activities. The dues of the local affiliation are determined by the members of that affiliation and are separate and not a part of the Nebraska Legal Professionals Association. The name of the local affiliation shall contain a descriptive word or words of the location and the words *Legal Professionals*, and such members of the affiliation shall be required to be members of the NLPA.

ARTICLE V

Dues

Dues for all members of the *Nebraska Legal Professionals Association* shall be in an amount as set out in the standing rules, and shall be due April 1, and paid to the elected chapter treasurer and forwarded to the NLPA treasurer, and are delinquent if not paid by May 1. Any member whose dues have lapsed for 60 days or more must pay an additional fee as set out in the standing rules as adopted. Members whose dues have lapsed for one year will be required to apply as a new member. Members who move and wish to transfer their membership may do so and the welcoming chapter dues shall be waived until the next fiscal year, or they may become a member-at-large.

ARTICLE VI

Membership

Section 1. **Qualification.** Individual members shall consist of those persons engaged in or interested in work of a legal nature, more specifically defined in Article XI of these bylaws.

Section 2. **Voting Membership.** The voting membership in this association shall be one qualified representative of each chapter (affiliate) of the **Nebraska Legal Professionals Association**, and each member of the Executive Committee of NLPA, which shall comprise the Board.

Section 3. **Members-at-Large.** A member-at-large, as defined in Article XII, Section 3, shall be represented by the Vice President, who will cast one vote on behalf of all members-at-large at the Board Meetings.

Section 4. **Students.** A student member, who is actively pursuing a certificate or a degree and as further defined in Standing Rule No. 2, shall not be eligible to hold office or chair committees but shall be eligible to co-chair committees and share in the benefits of a reduced membership fee, networking, and having access to information regarding seminars and legal education.

Section 5. **Honorary Members.** A member of the association for five years or longer and retired, shall have the option of honorary membership status and will not be assessed dues by the state association. Local chapters of the association shall have the discretion of assessing or not assessing dues from honorary members. An honorary member shall not be eligible to hold office or chair committees but shall be eligible to co-chair committees and share in the benefits of networking and having access to information regarding seminars and legal education.

Section 6. **Code of Ethics.** Members of this association shall adhere strictly to the accepted standards of legal ethics and general principles of professional conduct. The Board shall receive complaints as to violations of this code and shall investigate such complaints. In the event

the Board, by majority vote, finds that such violation has occurred, the member shall be removed according to Article X, Section 4.

ARTICLE VII Officers

Section 1. **Elected Officers.** The elected officers of this association shall be president, vice president, secretary, and treasurer, and the immediate past president will serve as an ex officio officer in an advisory capacity. Candidates for election must be members in good standing and cannot be student or honorary members.

Section 2. **Appointed Officers.** The appointed officers of this organization shall be parliamentarian and such other officers as are deemed necessary by the Executive Committee. Appointment shall be made by the President, subject to approval by the Executive Committee; student members and honorary members shall not be eligible for appointment to an office.

ARTICLE VIII Elections

Section 1. **President.** The president of the association shall be elected by the qualified voting members of the Board each year at the spring Board meeting. The nominee for president shall have been a Board member of this association within five (5) years or an officer in good standing of a local chapter within five (5) years prior to such nomination. Nominations shall be obtained as set out herein and in the standing rules to be adopted. At the regular spring meeting, ballots for president shall be cast and the results announced. If there is but one candidate, the ballot may be dispensed with and the vote may be by voice. In the event the spring meeting is canceled because of inclement weather or other unforeseen unavoidable circumstances, then ballots shall be cast by mail. The president shall be installed at the annual meeting and shall serve for a term of one year, but not more than two consecutive one-year terms or until the successor shall be elected and qualified.

Section 2. **Other Officers.** The vice president, secretary, and treasurer shall be elected at the annual meeting of this organization, nominations being obtained as set out in these bylaws and the standing rules as adopted. Each nominee shall be an elected officer or member in good standing. The officers shall be elected by majority written ballot; however, if there is but one candidate for an office, the ballot may be dispensed with and the vote may be by voice. Elected officers shall be installed at the annual meeting, and shall serve for a term of one year, but not more than two consecutive one-year terms or until their successors shall be elected and qualified.

Section 3. **Vacancies.** A vacancy in the office of the president shall be filled by the vice president. A vacancy in the other elected offices shall be filled by appointment by the president, subject to approval by the Executive Committee. A vacancy in any appointed office shall be filled by appointment by the president, subject to approval by the Executive Committee.

Section 4. Nominations. Procedures for nominations and for appointment of a nominations chairman and committee and its duties are as set forth in the standing rules as adopted.

ARTICLE IX
Duties of Officers

Duties of the officers shall be:

Section 1. **President.** The president:

- (a) shall preside at all regular and special meetings and the annual meeting of the organization, and at regular and special meetings of the Executive Committee; and shall be an ex officio member of all committees except the nominating committee;
- (b) shall appoint all appointed officers and committee chairs, subject to the approval of the Board; and in the event of a tie vote on any matter pending before the membership may cast the deciding vote;
- (c) may sign checks for authorized disbursements in the absence or inability of the treasurer, or when the check is made payable to the treasurer.

Section 2. **Vice President.** The vice president:

- (a) shall assume the duties of the president in the absence of the president.
- (b) shall be chair of the membership committee and assist in the organization of affiliates within the state;
- (c) shall correspond with and act as liaison between the state association and those members who are not members of an affiliate; including casting a vote on behalf of all members-at-large during board meetings and other official business.

Section 3. **Secretary.** The secretary:

- (a) shall record the minutes of the meetings of this association, including Executive Committee meetings, special meetings, the regular Board meetings, and the annual meeting;
- (b) shall provide copies of the approved minutes of the association to officers, representatives of the affiliates, and members-at-large within 30 days from the date of the meeting;

- (c) shall keep an inventory of all legal documents, records, and equipment;
- (d) shall give all notices in accordance with the bylaws and standing rules as adopted;
- (e) shall perform such other duties as may be assigned by the president, the Executive Committee, or the Board.

Section 4. **Treasurer.** The treasurer:

- (a) is custodian of all funds of this association;
- (b) shall sign checks for authorized disbursements as directed by the Board;
- (c) shall keep an itemized account of all monies received and disbursed, and make a report thereof to the Executive Committee and the Board at each meeting, and as hereinafter set forth;
- (d) shall give notice to all members-at-large and chapter representatives when dues are payable;
- (e) shall keep an up-to-date roster of all paid members and show the affiliation of each member if the member is indeed a member of an affiliation.

Section 5. **Parliamentarian.** The parliamentarian:

- (a) shall advise the president and members on procedures when required;
- (b) interpret bylaws, standing rules, and the adopted parliamentary authority when required;
- (c) maintain a current file of the bylaws and standing rules of this association and have them available at all meetings, and provide copies to all officers;
- (d) prepare and process all amendments to bylaws and standing rules in accordance with those procedures.

ARTICLE X
Management

Section 1. Executive Committee

- (a) The Executive Committee shall consist of the elected officers and the parliamentarian;
- (b) One-third of the Executive Committee shall constitute a quorum;
- (c) The Executive Committee may act in an emergency for the interest of this association;
- (d) The Executive Committee shall have power to authorize payment of obligations not exceeding \$100; approve appointments made by the president; call committee chairs to meetings of the Board; and dispose of emergency matters which arise between meetings of the Board.
- (e) The Executive Committee shall have no authority to dictate any policy of this association.

Section 2. **Board**

- (a) The governing body of this association shall be the Board, which is composed of the elected and appointed officers of the state association, and one representative from each chapter;
- (b) The Board shall exercise such powers as provided by these bylaws;
- (c) No member of the Board shall receive a salary;
- (d) The Board may authorize payment of travel and other expenses of the members of the Board which are deemed necessary to properly perform their duties;
- (e) In the event the chapter representative is unable to attend any Board meeting, the chapter may name a pro tem from its membership to act only in the absence of the elected representative;
- (l) The Board has the power to adopt and amend the bylaws and standing rules of this association;

- (g) Only Board members shall have the right to vote on any matter pending before the Board, except as provided in Section 3 of Article VI.
- (h) One-third of the Board shall constitute a quorum.

Section 3. Absences. If any officer of this association is absent from meetings of the Executive Committee or from Board meetings, without cause, on three consecutive occasions, the office may be deemed to be vacant by the Executive Committee, and it shall be filled as provided in these bylaws.

Section 4. **Removal and Resignation.** Any officer may be removed, either with or without cause, by a two-thirds vote of the Board at any time. Any officer may resign by giving written notice to the Board at any time. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein and the acceptance of such resignation shall not be necessary to make it effective. All documents, records, and property of the office and the association shall be turned over to the association upon removal or resignation.

ARTICLE XI Eligibility

Persons eligible for membership shall consist of any person engaged in or interested in work of a legal nature including, but not limited to, those persons engaged as a legal secretary, law office administrator, legal assistant, paralegal, stenographer, typist, or clerk in a law office, any person employed in a court, any person employed in a law enforcement agency, such as police department, sheriff department, state patrol; any person employed in a law enforcement training center; any person employed in the trust department or loan department of banks, trust companies, or lending agencies; anyone employed in a real estate office, in abstract and title companies, or in any public or private institution or office directly engaged in work of a legal nature, including the public offices of the United States government, states, counties, cities, or municipalities.

ARTICLE XII Affiliations

Section 1. **Name.** A chapter, comprised of five or more members, shall become affiliated with the state association, and shall be identified by incorporating either the name of one or more cities, counties, or the area thereof, together with the phrase "Legal Professionals."

Section 2. **Representation.** A chapter shall be represented on the Board of the state association by one member, elected by that chapter, to be known as the chapter representative. That representative will act as the liaison between the chapter and the state association, and report regularly to both associations. The chapter representative must be a member of both the chapter and state associations.

Section 3. **Member-at-Large.** A member must be a member of both a chapter and the state association, or if there is no chapter within a member's geographical location, then such member may join as a member-at-large. The Vice President will cast one vote on all business on behalf of all the members-at-large.

ARTICLE XIII Meetings

Section 1. **Number.** Each fiscal year, there shall be two meetings, one in the fall and one in the spring, composed of seminars and a short Board meeting; and one annual meeting with seminars in the approximate time frame of the end of each fiscal year, in late April or early May, and the first Board meeting of the new fiscal year to take place immediately after the annual meeting. Legal education is to be emphasized at all seminars.

Section 2. **Call to Annual Meeting.** At the request of the president, the secretary shall issue a call to the annual meeting to all officers, chapter representatives, and members-at-large 60 days prior to the annual meeting date.

Section 3. **Written Notice of Meeting.** The secretary shall issue a written notice to all officers, chapter representatives, and members-at-large of all state meetings at least 30 days prior to the day set for each meeting. The meeting dates and sites shall be announced at the first Board meeting of each fiscal year.

Section 4. **Board Meetings.** The Board shall meet once during June and once during January on dates and sites selected by the president to review, plan and establish goals for the organization and for such other business as may be brought before it, such dates and sites to be announced at the first Board meeting of the fiscal year. Written notice of the Board meetings shall be given by the secretary at least 30 days prior to the meeting.

Section 5. **Special Meetings.** Special meetings may be called by or at the request of the president, the Executive Committee, or a majority of the Board members. Written notice, setting forth the purpose of the meeting, shall be given by the secretary ten days prior to the date set.

ARTICLE XIV Committees

Section 1. **Standing.** The standing committees of this association shall include:

- Audit
- Educational Conference & Annual Meeting
- Historian
- Legal Professional of the Year
- Nominations & Elections
- Publication
- Scholarship

Seminar - Fall
Seminar - Spring
Ways & Means
Website

and any other temporary chairman or committee at the discretion of the current president.

Section 2. **Appointment.** The president shall appoint all committee chairs, subject to the approval of the Board, and shall report the appointments at the first meeting of the Board. The president is an ex officio member of all committees except the nominations and elections committee.

Section 3. **Duties.** The duties of the standing committees shall be as set forth in the standing rules as adopted.

ARTICLE XV Association Funds

The funds of this association shall be deposited in such banks, trust funds, or depositories as the Board may designate and shall be withdrawn upon the signature of the treasurer or upon the signatures of such other person or persons as the Board may authorize.

ARTICLE XVI Indemnification

Each officer of this association and Board member now or hereafter serving as such, shall be indemnified by the association against any and all claims and liabilities to which she has or shall become subject by reason of serving or having served as such officer or Board member, or by reason of any action alleged to have been taken, omitted, or neglected by her as such officer or Board member, and the association shall reimburse each such person for **all legal** expenses reasonably incurred by her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of her own willful misconduct or gross negligence.

ARTICLE XVII Dissolution

Upon the dissolution of this association, the Board shall, after paying or making provisions for the payment of all of the liabilities of the association, distribute all assets of the corporation exclusively to selected organizations which are described in Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986, and which at the time of dissolution qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), and if there are no such organizations so organized, operated and qualified at the time of the dissolution of this association, then the assets remaining after paying or making provisions for the payment of liabilities of the

association shall be distributed exclusively for the purposes of the association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), or the Internal Revenue Code of 1986 (or the corresponding provisions of any future United Internal Revenue law), as the Board shall determine.

ARTICLE XVIII
Waiver or Suspension of Bylaws

Any bylaw relating to procedural matters, which does not require prior notice to be given or a vote by ballot, may be waived or suspended for one meeting, by a two-thirds vote of the voting members present.

ARTICLE XIX
Amendments

Section 1. These bylaws may be amended by a two-thirds vote of the Board present at any annual meeting or Board meeting of the members; provided, the proposed amendment or amendments shall have been submitted to the parliamentarian at least 60 days prior to the date of such meeting, and to all officers, each chapter representative, and members-at-large at least 30 days prior to such meeting.

ARTICLE XX
Parliamentary Authority

The current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall be the parliamentary authority where applicable, and where there is no conflict between said rules, the bylaws of this association, and the articles of incorporation.

Bylaws of the
NEBRASKA LEGAL PROFESSIONALS ASSOCIATION

Adopted: September 20, 1997
Amended & Restated March 17, 2018

Signed by: /s/ Lori Chapman, President
 /s/ Teresa Hartwig, Secretary