

**BYLAWS
THE MINNESOTA CHAPTER
OF THE LEGAL MARKETING ASSOCIATION
(A NOT-FOR-PROFIT CORPORATION OF THE STATE OF ILLINOIS)**

**ARTICLE I.
NAME AND OFFICE**

1. **Name.** The name of the organization shall be the Minnesota Chapter of the Legal Marketing Association (“Chapter”).
2. **Location.** The principal office of the Chapter is located in Minneapolis.

**ARTICLE II.
PURPOSE AND RESTRICTIONS**

1. **Purpose.** The purpose of this Chapter is to function as a chapter of the Legal Marketing Association, Inc., an Illinois not-for-profit corporation (the “Association”) pursuant to a charter granted to it by the Association, and, as such as a professional association to (1) promote the interests of the Association on a local level, (2) coordinate and facilitate local educational programs for, and networking activities of, Chapter members in fulfillment of the purposes of the Association, and (3) coordinate such activities with those of other chapters of the Association.
2. **Restrictions.** The Chapter shall engage in such activities only so long as its charter from the Association remains in effect, and all its activities shall be conducted in conformity with the bylaws and the policies and procedures of the Association. All policies and activities of the Chapter shall be consistent with:
 - (a) applicable federal, state and local antitrust, trade regulation or other legal requirements;
 - (b) applicable tax-exemption requirements including the requirements that the Chapter not be organized for profit; and
 - (c) The Chapter shall be non-partisan and no part of its activities shall be devoted to influencing legislation. No funds of the Chapter shall be used or subscribed for any political purposes. However, the Chapter may conduct educational meetings and produce educational literature to inform members and others about relevant legislation.
3. **Rules.** The following rules shall conclusively bind the Chapter and all persons acting for or on behalf of it:
 - (a) No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Chapter

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for herein.

(b) Upon the dissolution of the Chapter, the Chapter Board of Directors (the “Board”) shall, after paying or making provision for the payment of all the liabilities of the Chapter, dispose of all the assets of the Chapter as directed by the Association Board of Directors.

4. **Registered Office and Agent.** The Chapter shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Association Board of Directors may from time to time determine.

ARTICLE III. **MEMBERSHIP**

1. **Membership.** Chapter membership may be granted to any individual who:
 - (a) agrees to support the Association’s purposes;
 - (b) agrees to abide by these bylaws and such other rules and regulations as the Association may adopt;
 - (c) meets the criteria set forth below for each category of membership in the Association and
 - (d) meets such additional criteria for each category of membership in LMA as the Association Board of Directors may establish from time to time.
 - (i) **Regular Members.** Regular membership may be granted to any individual who is interested in legal marketing.
 - (ii) **Affiliate Members.** Affiliate Membership may be granted to any individual who is a member in good standing of an organization recognized by the Association Board of Directors as an “affiliated association.”
2. **Election.** Except as provided in Article III, Section 6 of these bylaws, eligible persons may be elected into Chapter membership (and as a consequence of election into membership in the Association) by submitting an application for membership under criteria and procedures established from time to time by the Association Board of Directors.
3. **Voting Rights.** Except as may be otherwise provided in these bylaws, only Regular Members shall be entitled to vote on matters coming before the membership.
4. **Resignation.** Members may resign from the Chapter (and as a consequence from the Association) at any time by giving written notice to the Chapter President. In addition, any member who through the course of employment no longer meets the criteria of his

enrolled category of membership shall so notify the Chapter Membership Committee and may elect either to resign from the Association or change membership categories. Any members resigning from the Chapter and the Association shall continue to be responsible for all dues and charges until the end of their membership year.

5. **Termination of Membership.** Membership in the Chapter may be terminated for cause. Sufficient cause for such termination of membership shall be violation of the bylaws, the Code of Ethics, or any rule or practice of the Chapter or the Association. Expulsion shall be by two-thirds vote of the entire membership of the Chapter Board; provided that a statement of the charges shall have been mailed by certified or overnight mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Chapter Board at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Chapter Board. In addition, the membership of any member who becomes ineligible for membership or who shall be sixty (60) days in default in the payment of any dues or charges shall be terminated automatically in accordance with policies approved by the Association Board of Directors. In special circumstances, such termination may be delayed by the Association Board of Directors.
6. **Transfers.** A member of another chapter of the Association who, as a result of a change in his residence and/or principal place of business, is nearer to the Chapter than to the other chapter shall be permitted to transfer his membership to the Chapter, and no approval by the Chapter Membership Committee or, if applicable, the Chapter Board shall be required.

ARTICLE IV. CHAPTER ORGANIZATION

1. **Chapter Board of Directors:** The business and affairs of the Chapter shall be managed by the Board. The Board shall consist of such number of members as may be determined from time-to-time by resolution adopted by the Board, but not less than seven (7) directors. There shall be no limitation on the maximum number of directors. In addition to the elected directors of the Board, the Board shall consist of Ex Officio members of the Board (as described below). Elected directors of the Board shall be elected by plurality vote of the members at the annual meeting as described in Article V, Section 1 of these Bylaws (the “Annual Meeting”).

The Board shall be responsible for establishing guidelines and policies to govern the operation and administration of the Chapter and govern the conduct of its activities. These policies must be consistent with the provisions of these Bylaws, the bylaws of the Association, and the policies and procedures of the Association.

2. **Chapter Officers:** The officers of the Chapter (who shall, except to the extent the Chapter determines otherwise, be Ex Officio members of the Board) shall number not less than seven (7) and shall include a President, President-Elect, Secretary, Treasurer,

Immediate Past President, and two (2) Regular Members-at-Large and such other officers as shall be determined from time to time by the Board. There is no limitation on the number of Chapter officers. The officers shall be elected by the directors at the annual meeting of the Board as described in Article IV, Section 8(a) of these Bylaws.

Chapter officers shall submit such reports of their activities and the activities of the Chapter as the Board of Directors of the Association from time-to-time may request. The duties and responsibilities of the officers shall be as follows:

(a) **Chapter President**. The Chapter President shall be the chief executive officer of the Chapter and shall in general supervise and control the affairs of the Chapter. The President may sign, with the Secretary or any other proper officer of the Chapter authorized by the Chapter Board, any deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by the statute to some other officer or agent of the Chapter. The President shall preside at all meetings of the Chapter and the Board; shall appoint the Chair of all committees and, except as provided in these bylaws, shall recommend all committee appointments; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

(b) **President-Elect**. The President-Elect shall, in the absence of the President, preside at all meetings of the Chapter and the Board; shall automatically succeed to the office of President at the end of the presiding President's term; and shall perform all duties incident to the office of President-Elect and such other duties as may be prescribed by the President or by the Board.

(c) **Secretary**. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board in one or more books provided for that purpose or by electronic means; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; shall keep or cause to be kept an accurate census of the membership; and shall in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board. The duties of the Secretary may be assigned, in whole or in part, to the Executive Director, if applicable.

(d) **Treasurer**. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter; shall receive and give receipts for monies due and payable to the Chapter from any sources whatsoever, and shall deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to the Board at its regular meetings and to the membership at the Annual Meeting; and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. The duties of the Treasurer may be assigned, in whole or in part, to the Executive Director, if applicable.

(e) **Programming Chair:** The Programming Chair oversees the development and planning of activities associated with all official gatherings of the Association. Is responsible for planning topics and monthly programs for the Chapter in addition to locating speakers and venues for programs. Is responsible for creating and sending invitations for program events to Chapter members. The Programming Chair will serve as the primary liaison between the Programming Committee and the Board of Directors.

(f) **Members-at-Large (2):** The Members-at-Large serve as primary liaison between the Chapter membership and the Board of Directors; assist with the implementation of ongoing Board and committee projects as necessary; and take responsibility for special tasks as assigned.

(g) **Immediate Past President.** The most recent past president of the Chapter who is in good standing, as a member shall serve as Immediate Past President. The Immediate Past President shall be a voting member of the Board and shall have such other duties as may be specified by the President or by the Board.

3. **Term of Office:**

(a) **Term:** The term of office shall coincide with that of the Association's directors which commences January 1. Chapter directors shall hold office until December 31 (unless the Chapter adopts multi-year terms for members of the Board and Chapter officers).

(b) **Removal:** Any member of the Board and any Chapter officer elected by the Chapter members may be removed, with or without cause, by the Chapter members by majority vote at a meeting at which a quorum is present. Any Chapter officer elected by the Board may be removed, with or without cause, by majority vote at a meeting of the Board at which a quorum is present.

(c) **Limitation on Term:** There shall be no limitation on the number of terms that may be served by any member of the Board or any committee chair.

(d) **Vacancies on Board:** In the event of the death, resignation, removal or inability to serve of any member of the Board, the remaining members of the Board, regardless of their number, may elect a successor to serve out the unexpired terms of such member.

(e) **Vacancies in Chapter Offices:** In the event of the death, resignation, removal from office, or the inability of any Chapter officer other than the Chapter President to perform the duties of the office to which he was elected, the Chapter President, based on the recommendations of the Chapter Nominating Committee, shall appoint a successor to serve out the unexpired term of such officer and until the successor to such officer shall have been elected and shall have assumed the duties of his office. In the event of the death, resignation, removal from office or the inability of the Chapter President to perform the duties of his office, the board shall elect a successor.

4. **Chapter Committees**

- (a) **Permanent Committees:** This Chapter shall have the following permanent committees, which shall perform the functions indicated below and such additional functions as may be assigned to them from time to time by the Chapter President and such other permanent committees as may be established by the Board:
- (i) **Chapter Membership Committee:** The Chapter Membership Committee shall actively seek desirable candidates for Association membership, supervise the preparation and submission of membership applications, collect data regarding candidates (including the factual determination that each candidate meets the conditions of eligibility for membership), and facilitate the introduction of newly elected members to other members.
 - (ii) **Chapter Programs Committee:** The Chapter Programs Committee shall plan the business of Chapter meetings, including the assignment of discussion topics, and shall inform Chapter members on a regular basis of meeting schedules.
 - (iii) **Social Committee:** The Social Committee Plans the two-three Chapter social events for the year, including creating and sending invitations for the event. Committee members coordinate sponsors and venues, and also look into coordinating and creating special events to be hosted or sponsored by the Chapter.
 - (iv) **Sponsorship Committee:** The Sponsorship Committee contacts vendors to seek participation in sponsoring Chapter events. Committee members update LMA-MN sponsorship packet and also create/maintain a database of potential sponsors.
 - (v) **Communications Committee:** The Communications Committee is responsible for the monthly Chapter e-newsletter content, which includes a synopsis of Chapter programs and events. Committee members maintain the Chapter Web site and work with the Chapter Committees to keep the Web site current.
 - (vi) **Your Honor Awards Committee:** The YHA Committee is responsible for conducting the Chapter's annual Your Honor Awards. Committee members will coordinate with the Conference committee to implement during conference years.
- (b) **Other Chapter Committees:** In addition to the permanent committees, the Board may establish such other committees as the needs of the Chapter, from time to time, make requisite or desirable.
- (i) **Affiliates Liaison Committee**

- (ii) **Conference Committee**
 - (c) **Committee Appointments:** Members of the Chapter Committees shall annually be appointed on an annual basis by the Chapter President by and with the consent and advice of the other Chapter officers. Chapter Officers shall be eligible to serve on Committees.
5. **Board Meetings:** The Board shall establish a schedule of regular meetings each year and, in addition, may have one or more special meetings.
- (a) **Annual Meeting:** The first meeting of the Board each year shall be the annual meeting of the Board. The Annual Meeting shall be held as soon as practicable after the Annual Meeting of the Chapter members.
 - (b) **Other Regular Meetings:** The remaining regular meetings shall be held at such times and places as the Board shall determine.
 - (c) **Special Meetings:** Special meetings of the Board shall be held at such times and places as the Board may decide, or on the call of the Chapter President or on the written request of three or more Board members.
 - (d) **Telephonic Participation.** Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
 - (e) **Quorum:** No fewer than five (5) of the members of the Board then in office shall be necessary to constitute a quorum for the purpose of transacting business at any meeting of the Board.
 - (f) **Notice of Meetings of the Board:** Regular and special meetings of the Board shall be held upon not less than three (3) days' notice to the persons entitled to attend the meeting, said notice to be given either personally, by mail or by facsimile. The notice need not specify the purposes of any regular or special meeting of the Board, unless required by these Bylaws.
 - (g) **Action by the Board:** The Board shall be authorized to take any action required or permitted to be taken by the Board without a meeting if all of the voting members of the Board consent in writing to the adoption of the resolution authorizing the action.
6. **Compensation:** Upon request and receipt of supporting documentation, the Board may, as it determines appropriate, reimburse directors such amounts for reasonable and necessary costs and expenses actually incurred in their participation on the Board, to the extent such costs and expenses are not reimbursed by employers of the directors.

ARTICLE V.
MEETINGS OF CHAPTER MEMBERS

1. **Annual Meeting.** An Annual Meeting of the Chapter members for receiving reports, and for such other business as may properly come before the meeting, shall be held at such day, time, and place as may be determined by the Chapter Board. The Annual Meeting must be held within the seventeen (17) months following the preceding Annual Meeting.
2. **Special Meeting.** Special meetings of the members may be called by the President or ordered by the Board. All members may suggest in writing items to be placed on the agenda for such meetings. Special meetings may be used for the purpose of approving an action of the members by proxy.
3. **Notice.** Notice of annual or special meetings of the members shall state the time, date and place of the meeting and shall be given at least twenty (20) days prior to the date of such meeting, by written notice delivered in person or by mail, electronic mail “e-mail” or facsimile transmission, to each Regular Member at his or her address as shown in the Association records.
4. **Quorum.** Ten percent (10%) of the Regular Membership shall constitute a quorum for the transaction of business at any meeting of the members.
5. **Manner of Acting.** The act of a majority of the Regular Members present at a meeting at which a quorum is present shall be the act of the members, except where otherwise provided by law or these bylaws.
6. **Mail Vote.** Voting by mail shall be permitted for any item of business. For the election of officers and directors, the act of a majority of ten percent (10%) returning ballots by a date certain shall be an act of the members. For matters other than the election of officers and directors, the act of a majority of the Chapter Regular Members shall be an act of the members.
7. **Rules of Order.** The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Chapter in all applicable situations insofar as they are not inconsistent with these bylaws or any rule, regulation, policy, or procedure of the Association.

ARTICLE VI.
BUDGET, FISCAL YEAR, DUES

1. **Budget.** An annual budget for each new fiscal year shall be prepared under the direction of the Chapter board for Board approval as early as possible prior to the beginning of the new fiscal year. Thereafter, at any meeting of the Board, the Board may approve supplemental budget that may be necessary.
2. **Fiscal Year.** The fiscal year is established by the Association Board of Directors. Currently the fiscal year is the calendar year, January 1 through December 31.

3. **Dues.** Membership in the Association is a prerequisite of Chapter membership. The initiation fee for new members and the annual dues for members of the Association and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Association Board of Directors. Annual Chapter dues shall be established by the Chapter Board. Invoicing for annual Association and Chapter dues shall be combined and administered by the Association.

ARTICLE VII.
CONTRACTS, CHECKS, DEPOSITS AND BONDING

1. **Contracts.** The Chapter Board may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.
2. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chapter President.
3. **Deposits.** All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Board may select.
4. **Bonding.** The Board may provide for the bonding of such officers and employees of the Chapter as it may from time to time determine.

ARTICLE VIII.
BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board and any committees having the authority of the Board. The Chapter shall provide to the Association a financial report at year end in a form to be determined by the Association. The Association will file all necessary reports required by the U.S. Internal Revenue Service.

ARTICLE IX.
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Illinois or under the provisions of the Articles of Incorporation or by bylaws of the Chapter, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE X.
COMPENSATION

Neither directors nor officers of the Chapter shall receive salaries or other compensation for their services but by resolution of the Board, the reimbursement of expenses of attendance may be allowed for each regular and special meeting of the Board; provided that nothing herein contained shall be construed to preclude any director or officer from serving the Chapter in any other capacity and receiving reasonable compensation thereof.

ARTICLE XI.
LIMITATION OF LIABILITY

No officer, director or committee chair/member, member or employee thereof, agent, or employee of the Chapter shall be liable for the act or failure of any such person or organization.

ARTICLE XII.
INDEMNIFICATION

The Association shall indemnify all Chapter officers directors, committee members, employees, and agents of the Chapter to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Association Board of Directors.

ARTICLE XIII.
AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Regular Members voting in person or by proxy at any meeting of the members provided that the substance of the alteration, amendment, repeal or adoption has been submitted in writing to the membership, at least thirty (30) days prior to the date by which the same is to be considered. Copies of the amended Chapter bylaws shall be provided promptly to the Association headquarters for review to ensure conformity with the bylaws and the policies and procedures of the Association.

ARTICLE XIV.
USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Dated: May 14, 2008