

**BYLAWS OF THE**  
**ALLIANCE OF LEGAL DOCUMENT ASSISTANT PROFESSIONALS**

*A California Nonprofit Mutual Benefit Corporation*

ARTICLE I  
Name

The name of this Corporation is the  
ALLIANCE OF LEGAL DOCUMENT ASSISTANT PROFESSIONALS  
(hereinafter, "Corporation")

ARTICLE II  
Principal Office

The principal office of the Corporation is:  
1017 L Street, Suite 563  
Sacramento, CA 95814

The Board of Directors (hereinafter, "Board") is authorized to change the Corporation's principal office. In the event the principal office location is changed, these Bylaws shall be amended to reflect such change. The Board may, at any time, establish branch or subordinate offices at any place where the Corporation is qualified to conduct its activities.

ARTICLE III  
Purpose

The specific purpose of this Corporation is to promote and advance the Legal Document Assistant profession in California. The Corporation intends to accomplish that purpose by providing education for its members, strengthening professional status by establishing and promoting support for professional standards, and communicating with the legal community and general public. Any and all activities of the Corporation are for educational purposes only.

ARTICLE IV  
Membership

4.1 **Classification of Members.** This Corporation shall have the following classifications of members: Active, Advisory/Honorary, and Student as well as such other classes as the Board may from time to time establish. The designation of each class and the qualifications and rights of each class shall be as follows:

4.2 **Active.** Active members are those members who are interested in the purposes of the Corporation and wish to help further its goals and who contribute annual dues to the

Corporation. Active members shall have such rights and privileges as shall from time to time be determined by the Board.

4.3 **Student Members.** Student members are individuals presently enrolled in an accredited paralegal program. Student members may serve on committees but cannot vote or hold office.

4.4 **Advisory/Honorary.** The Board may from time to time appoint Advisory or Honorary members to the Corporation, who shall be persons with expertise in areas of knowledge which affect the objectives and purposes of the Corporation. Advisory and Honorary members may receive certificates honoring their participation and shall be entitled to attend the duly held meetings of the Board, but shall not be entitled to vote at those meetings. Advisory and Honorary members may serve on committees.

4.5 **Annual Membership Requirements.** In order to qualify for Active membership, all members must submit payment for the annual contribution required for membership. Active members must also: be a registered Legal Document Assistant in accordance with California Business and Professions Code section 6400, et seq.; meet the minimum educational requirement of the California Business and Professions Code Section 6450, or possess a current CLA/CP credential awarded by the National Association of Legal Assistants; be of "good moral character," never having been convicted of a felony or misdemeanor involving moral turpitude; and pass an examination.

4.6 **Membership Certificates.** The certificates for membership in the Corporation shall be in a form not inconsistent with the Articles of Incorporation and shall be prepared or be approved by the Board. The certificates shall be signed by the President of the Corporation.

4.7 **Membership Records.** A membership register shall be kept by the Director of Fundraising & Membership, in which shall be accurately recorded the issuance of each certificate of membership, the date of issuance thereof, and the name and postal address of the member to whom issued.

4.8 **Transfer of Membership.** Membership in this Corporation is not transferable or assignable.

4.9 **Election of Advisory/Honorary Members.** Advisory and Honorary members shall be elected by the Board. An affirmative vote of two-thirds of the Directors shall be required for election.

4.10 **Other Persons Associated With the Corporation.** The Corporation may refer to Honorary and Advisory members as "Members," even though such persons and entities are not Active members as set forth in the Bylaws. No such reference shall award an Honorary or Advisory member the rights and privileges reserved for Active members, including, but not limited to, voting rights.

4.11 **Dues/Fees.** All members shall pay annual membership dues to the Membership Director. The membership year is from May 1 to April 30 of each year. A majority vote of the Board shall establish all dues and fees amounts. Dues and fees amounts shall be equal for all members of each class. The Board, however, may set different dues and fees amounts for each class.

4.12 **Meetings of the Members.**

a. General Meeting. The Corporation shall hold at least one general meeting of the

members during the year. The meeting shall be held in May at a date, time and location determined by the Board. During each general meeting the affairs of the Corporation shall be reported and any other business may be transacted which is properly brought before the membership. Directors shall be elected during a general meeting.

- b. Special Meetings. The President may call a special meeting of the members for any purpose at any time. The President shall call a special meeting upon request of either: 10% of the Active Members, plus one (1) Director; or 20% of the Active Members. Such a request shall be submitted to the Secretary via email or U.S. Mail, and a special meeting requested under this section shall take place no later than thirty (30) days after the date of the request, at a date, time and location determined by the Board. The notice of any special meeting shall designate the date, time and location of the meeting and the purpose for which it is called.
- c. Notice. Notice of all meetings, general or special, shall be distributed to the membership no less than seven days in advance of the date of such meetings.
- d. Quorum. One-third of the Active members shall constitute a quorum for any general or special meeting, in person or by proxy.

#### **4.13 Reservation of Rights, Powers and Privileges.**

The following rights, powers and privileges are preserved to the Active Membership:

- a. To amend the Corporation's Articles of Incorporation in the manner hereinafter provided.
- b. To amend these Bylaws in the manner hereinafter provided.
- c. To recall any Officer or Director at a regular or special meeting of the membership. Such recall shall not be effective unless placed upon the agenda by a petition signed by not less the twenty percent (20%) of the Active members setting forth the alleged reasons for the recall of the named Officer or Director, which petition shall be published to the entire membership at least seven (7) days before the meeting at which the petition is to be heard. The person whose recall is sought shall have the right, either in writing or in person, to defend him/herself against the allegations within the petition. No person shall be recalled except by a two-thirds (2/3) majority vote of the Active members present at the meeting. Such a vote shall be taken by secret ballots at the meeting at which the allegations are heard.
- d. Hold and maintain elected and appointed offices.
- e. Receive a discount on professional event registration fees.
- f. Receive mailings and membership directories.
- g. Propose and second motions.
- h. Serve on special committees.
- i. Other privileges as designated by the Board.

#### **4.14 Termination of Membership.**

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- a. The voluntary resignation of a member;
- b. Where a membership is issued for a period of time, the expiration of such period of time;
- c. The death of a member;
- d. The dissolution of corporate members;
- e. The nonpayment of dues or fees subject to the limitations set forth in Section 4.2 of this Article;

- f. The termination of all memberships or any class of members upon the amendment of these Bylaws permitting the termination, pursuant to these Bylaws permitting the termination, pursuant to Section 4342 of the California Corporations Code;
- g. Any conviction or civil judgment resulting from a fraudulent act, unauthorized practice of law, or a crime of moral turpitude;
- h. A lapse in Legal Document Assistant registration; or
- i. Any violation of these Bylaws or any of the organization's Canons of Ethics.

#### **4.15 Notice of Termination.**

The Membership Director shall provide fifteen (15) days prior written notice of any termination pursuant to subsections e through i of section 4.14. This notice shall state the reason for termination, and offer such member the opportunity to request a hearing on the issues. The notice shall be given personally to such member or sent by first-class certified mail to the last address of such member as shown on the records of the Corporation. In the event the member desires to be heard, such member must submit, in writing, a request to be heard, within fifteen (15) days of receiving a notice of termination from the Corporation. Any request for a hearing must be sent via first class certified mail addressed to the Secretary of the Corporation and mailed to the Corporation's address indicated in Article II of these Bylaws. In the event the member submits a request to be heard, such opportunity shall be provided by the Corporation with thirty (30) days of receipt of the request to be heard.

#### **4.16 Membership Eligibility to Vote.**

Subject to the California Nonprofit Corporation Law, members in good standing on the record date as determined under sections 4.1-4.15 of these Bylaws shall be entitled to vote at any meeting of the members.

#### **4.17 Manner of Voting.**

Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members (unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law or any provision of these Bylaws).

Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than an adjournment) is approved by at least a majority of the members required to constitute a quorum.

One-third of the voting power shall constitute a quorum for the transaction of business at any meeting of members.

## ARTICLE V Board of Directors

#### **5.1 Powers, Standard of Care.**

- a. Powers: Subject to the provisions of the Mutual Benefit Corporation Law of California, and subject to any limitation in the Articles of Incorporation and these Bylaws relating to action required to be approved by the membership, the business and affairs of this

Corporation shall be managed by and all corporate powers shall be exercised by or under the discretion of the Board.

- b. Standard of Care/Liability: Each Director shall exercise such powers and otherwise perform such duties in good faith, in the manner such Director believes to be in the best interests of the Corporation and its membership, and using ordinary prudence, as a person in a like position would use under similar circumstances.
- c. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in which case prepared or presented by:
  1. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
  2. Counsel, independent accountants or other such persons as to matters which the Director believes to be within such person's professional or expert competence; or
  3. A Committee of the Board upon which the Director does not serve, as to matters within its delegated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

#### **5.2 Number of Directors/Qualifications/Elections.**

- a. The Officers and Directors of the Corporation shall be elected by the Active members, and shall serve as the Board of Directors of the Corporation. There shall be no less than two (2) and no more than ten (10) Directors at any one time. The exact number of Directors shall be fixed by a majority vote of the Active members, and shall be registered Legal Document Assistant professionals, interested in advancing the goals and purposes of the Corporation.
- b. The Officers and Directors of the Corporation shall be elected at the annual general meeting of members in even numbered years.

**5.3 Power of Directors.** Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the performance of any duties or the exercise of any such powers to such officers or agents as may from time to time be designated by resolution.

**5.4 Selection and Term of Office.** At the organizational meeting of the Board following the adoption of the Bylaws, the Board shall vote its Officers for one year until the first annual meeting of the members. Thereafter, the terms of Officers and Directors shall be for two years, with elections taking place in even numbered years. The results shall be announced at the annual general meeting. The change of authority shall take place at the June meeting of the Board.

- a. The President shall automatically accede to Past President. The Vice President shall automatically accede to the office of President. All other Officers and Directors shall be elected by ballot in even numbered years.
- b. All interim Officers and Directors selected by the Board pursuant to section 6.2 shall serve until the next election. All elected Directors shall serve a term of two (2) years. Nominations for Officers and Directors shall be made by a Nominating Committee. This committee shall be responsible for distributing, collecting and counting ballots. It shall be chaired by the Past President and consist of at least two (2) other members in good

standing. If the Past President is unable to serve as chair of the Nominating Committee, the Vice President shall chair the committee.

- c. This committee shall provide nominees for each elective position and deliver its nominations in writing to the Board no later than March.

5.5 **Voting**. Each member of the Board shall have one vote

5.6 **Annual Meeting**. The Board shall hold a meeting the same day as and following the Corporation's annual meeting of members, for the purposes of organization and the transaction of other business properly brought before the Board. Notice of the Corporation's annual meeting shall constitute notice of the Board of Director's meeting immediately following the Corporation's annual meeting.

5.7 **Regular Meetings**. The President may call meetings of the Board for any purpose at any time. The President shall call a meeting upon the request of two (2) members of the Board.

5.8 **Meetings by Telephone**. Any regular meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another and communicate with all other Directors concurrently.

5.9 **Place of Meetings**. Meetings of the Board shall be held at any place within the State of California, which has been designated from time to time by resolution of the Board or written consent of all members of the Board. In the absence of such designation, any noticed meeting shall be held at the principal office of the Corporation.

5.10 **Notice of Meetings**.

- a. Notice of every regular meeting shall be given to each Director at least 48 hours before each meeting. Notice may be oral or written and may be communicated personally, by telephone, by Email, or by mail to the last known address of the addressee and, if mailed, notice is complete upon mailing. The notice shall specify the place, date, and hour of the meeting and the general nature of business to be transacted.
- b. An agenda listing the matters to be considered at each meeting shall be given to each Director on or before the date and time of the meeting.
- c. Notwithstanding anything in this section to the contrary, the President may call an emergency meeting of the Board without giving the normal notice if such a meeting is necessary to discuss an unforeseen emergency condition. Notice of any emergency meeting may be delivered personally, by telephone, Email or mail, and shall be received at least one (1) hour before the time of such meeting. An emergency condition for the purpose of this subsection is any condition that, if not addressed by the Board within this emergency time frame, may result in a detriment to this Corporation.
- d. The transactions of the Board at any meeting, however called and noticed or whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if: (a) a quorum (as discussed below) is present, and (b) either before or after the meeting each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice and consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records.
- e. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting, before or at its commencement, concerning a lack of adequate notice.

5.11 **Attendance at Meetings**. All Directors are expected to regularly attend Board meetings. All other persons invited by the Board shall be permitted to attend any meeting of the Board, provided, however, that the Board may hold closed sessions during any Board meeting.

5.12 **Quorum**. A fifty percent (50%) majority of the total number of voting Board shall constitute a quorum for the transaction of business at every meeting.

5.13 **Removal of Directors and Officers**. Removal of Directors and Officers without cause requires membership approval and two-thirds (2/3) majority vote of the total number of Active members. Removal of Directors and Officers by the Board for cause may be for actions defined in the Corporations Code Section 5221. Removal of a Director or Officer for cause requires two-thirds (2/3) majority vote of the total Board.

5.14 **Committees**. The Board, by resolution adopted by a fifty percent (50%) majority of the Directors then in office, may create one or more committees to serve at the pleasure of the Board for any purpose authorized by the Articles of Incorporation, these Bylaws and the California Nonprofit Mutual Benefit Corporation Law.

5.15 **Rules**. All meetings of the Board shall be governed by Robert's Rules of Order as revised from time to time, except insofar as such rules are inconsistent with these Bylaws, with the Articles of Incorporation, or with the California Nonprofit Mutual Benefit Corporation Law.

5.16 **Compensation**. No Director shall, receive, directly or indirectly, any compensation for his or her service as Director. The Board may authorize reimbursement of actual and necessary expenses incurred by Directors in attending meetings or for expenses incurred in the performance of duties on behalf of the Corporation.

5.17 **Action Without Meeting**. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

5.18 **Order of Business**. The order of business at meetings shall be as follows:

- a. Call to order
- b. Reading of minutes of previous meeting
- c. Receiving communications
- d. Reports of Officers
- e. Reports of committee chairs and committee members
- f. Other reports
- g. Unfinished business
- h. New business
- i. Election of Directors
- j. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members present.

ARTICLE VI  
Officers and Directors

6.1 **Officers and Directors.** The Officers of this Corporation shall be the President, Vice President, Secretary and Treasurer. The Board of Directors shall be comprised of the Officers plus the following Directors: Past President, Communications Director, Education Director, Director of Fundraising & Membership, Legislation Director and the Director of Compliance & Ethics.

6.2 **Selection.** The Active members shall elect all Officers and Directors of this Corporation for terms of two years, or until their successors are elected and qualified. All Officers and Directors shall be Active members. When a vacancy occurs, the Board shall notify the membership for interest in filling the vacancy. The Board shall select an interim replacement at the next meeting from the interested candidates.

6.3 **President.** The President shall preside at all meetings of the Board, and shall have such other power and duties as may be prescribed from time to time by the Board. The President shall prepare and disseminate an agenda for each Board meeting.

6.4 **Past President.** In the absence or disability of the President and the Vice President, the Past President shall perform all the duties of the President. The Past President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

6.5 **Vice-President.** The Vice President shall be the Corporation's President-Elect. In the absence or disability of the President, the Vice President shall perform all the duties of the President. The President- Elect shall have such powers and perform such other duties as may be prescribed from time to time by the Board.

6.6 **Secretary.** The Secretary shall assist the President in the preparation of agendas for the meetings, shall keep a full and complete record of the proceedings of all meetings of the Board and all committees thereof, shall keep any seal acquired by this Corporation and affix the same to such papers and instruments as may be necessary or proper, prepare and keep on file a correct and updated membership directory and mailing labels, coordinate outgoing communications and shall discharge such other duties as pertain to the office or as prescribed by the Board. In addition to the items discussed and resolutions, the minutes of meetings shall include the time and place the meeting was held, the type of meeting, annual or otherwise, the means of notification and the names of those present and absent at the meeting. The Secretary shall keep or cause to be kept, at the Corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

6.7 **Treasurer.** The Treasurer shall be the Chief Financial Officer of this Corporation, and shall keep and maintain adequate and correct books of accounts of the Corporation's transactions. The Treasurer shall collect membership fees and handle all income and disbursements of the Corporation. If so required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety as the Board shall deem appropriate. The Treasurer shall submit an annual report to the Board no later than forty-five (45) days after the end of the Corporation's fiscal year. The Treasurer shall serve on event planning committees, collect fees, present a financial statement to the general membership during the annual meeting of members, and chair a committee of the Board which shall prepare an annual budget to be

presented to the Board for approval. In case of the absence or disability of the Treasurer, or his or her refusal or neglect to act, such duties may be assumed by the President or by the Vice President or by any Officer appointed and authorized by the Board.

6.8 **Communications Director**. The Communications Director shall be responsible for the production and distribution of a minimum of four newsletters each year, establish their contents, establish copy deadlines for each newsletter and collect articles from contributors. The Communications Director shall be responsible for all public relations for the Corporation and shall be the media contact for any news related item.

6.9 **Education Director**. The Education Director shall serve as a liaison to all State courts and act as a regional advisor to chapters throughout the state. The Education Director shall organize all educational events.

6.10 **Director of Fundraising & Membership**. The Director of Fundraising & Membership shall be responsible for administering membership activities including collecting annual dues, assigning membership numbers pursuant to section 13.6, and preparing the membership directory. The Director of Fundraising & Membership shall supervise fundraising chairs, acting as their main resource and leader to develop fundraising projects.

6.11 **Director of Compliance & Ethics**. The Director of Compliance & Ethics shall maintain a standard of professionalism and responsibility on behalf of members and consumers. The Director of Compliance & Ethics shall handle complaints in such a manner to ensure compliance pursuant to Business and Professions Code section 6400 *et seq.* Duties shall include receipt and acknowledgment of complaints and transmission of complaints to the appropriate officials for action. The Director of Compliance & Ethics shall also report findings and results to the membership and shall maintain a binder of record. It is the intent of this Corporation that its members maintain the highest standards of professional integrity. Therefore, it is the duty of the Director of Compliance & Ethics to create informational resources for use by members and consumers.

6.12 **Legislation Director**. The Legislation Director shall be responsible for coordinating the Corporation's involvement in state legislation changes and/or amendments for the Legal Document Assistant Profession. The Legislation Director shall also be responsible for tracking state legislation that may impact the membership and will also interact with statewide and nationwide organizations committed to the same cause.

## ARTICLE VII Committees

7.1 **Executive Committee**. There shall be an Executive Committee that may meet from time to time and conduct business prescribed by the Board. The Executive Committee shall be composed of the President, the Past President, the Vice President, the Communications Director, the Secretary, and the Treasurer.

7.2 **Standing Committee**. The Board shall establish the following standing committees and may establish such other, functional, standing and special committees, as it deems desirable. All members shall be eligible to serve on any of these committees.

- a. Special Committees. Special committees shall be appointed by the President with the consent of the Board at such times and for such purposes and to serve such terms as may be designated in the resolution creating the special committees, and in reference to authority granted by the Board and these Bylaws. All committees shall report and be responsible to the Board. The combined reports shall become part of the official records of the Corporation, shall be properly filed by the Secretary, and be available for reference by any member.
- b. Nominating Committee. The Nominating Committee shall be a special committee. The Nominating Committee shall recommend candidates for all elected positions, pursuant to section 5.4 of these Bylaws. The Nominating Committee shall encourage a diverse selection of candidates to run for the Board.
- c. Education Committee. The Education Committee shall be chaired by the Education Director. This committee shall be responsible for creating any educational material for the membership. The Education Committee shall also organize the Corporation's educational seminars and annual meeting of members.

## ARTICLE VIII Fiscal Year

8.1 The fiscal year of this Corporation shall be May 1 through April 30.

## ARTICLE IX Defense and Indemnification

9.1 The Corporation shall have the power to indemnify, defend and hold harmless any Person who was or is a party, or who is threatened to be made a party, to any Proceeding by reason of the fact that such Person was or is a member, director, manager, officer, employee, or other agent of the Corporation, or was or is serving at the request of the Corporation as a director, officer, employee, or other agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against claims, damages, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such Person in connection with such proceeding, if such Person acted in good faith and in a manner that such Person reasonably believed to be in the best interests of the Corporation, and, in the case of a criminal proceeding, such Person had no reasonable cause to believe that the Person's conduct was unlawful. The termination of any such proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the Person did not act in good faith and in a manner that such Person reasonably believed to be in the best interests of the Corporation, or that the Person had reasonable cause to believe that the Person's conduct was unlawful.

9.2 To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding, or in defense of any claim, issue, or matter in any such proceeding, the agent shall be indemnified against expenses actually and reasonably incurred in connection with the proceeding. In all other cases, indemnification shall be provided by the Corporation only if authorized in the specific case by the Board.

9.3 "Agent," as used in this Article, shall include a trustee or other fiduciary of a plan, trust, or other entity or arrangement described in Corporations Code section 207 (f). "Proceeding" as

used in this Article, means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

9.4 Expenses of each Person indemnified under this Agreement actually and reasonably incurred in connection with the defense or settlement of a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding, as authorized by the Board who are not seeking indemnification or, if there are none, by a majority of the Active members, upon receipt of an undertaking by such Person to repay such amount unless it shall ultimately be determined that such Person is entitled to be indemnified by the Corporation. "Expenses," as used in this Article, includes, without limitation, attorney fees, costs, and expenses of establishing a right to indemnification, if any, under this Article.

## ARTICLE X

### Execution of Instruments, Deposits and Funds

10.1 **Execution of Instruments.** The Board, except as otherwise provided in the Bylaws, the Articles of Incorporation, and the California Nonprofit Mutual Benefit Corporation Law, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific circumstance. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

10.2 **Checks and Notes.** Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, draft, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer, President or Secretary. Only one signature is required for checks in an amount not to exceed \$500. Two signatures are required for checks written in an amount over \$500.

10.3 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

10.4 **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of this Corporation.

## ARTICLE XI

### Corporate Records and Reports

11.1 **Maintenance of Corporate Records.** The Corporation shall keep at its principal office in the State of California:

- a. Minutes of all meetings of Directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present, absent and the proceedings thereof.
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. Upon request, every member shall have the absolute right to inspect all official

documents referenced in sections (a) and (b), above. Such request must be made in writing, addressed to the President of the Corporation and mailed to the Corporation's address indicated in Article II of these Bylaws. Upon receipt of a written request by a member, the President shall cause copies of the requested documents to be provided to the member within thirty (30) days. The Corporation shall be entitled to charge the member for reimbursement of reasonable costs for copies and postage in connection with any request made under this section.

11.2 **Annual Report**. The Board shall cause an annual report to be presented to the members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. Each Director shall submit information regarding the status of his or her projects and committees for inclusion in the annual report.

11.3 **Annual Statement of Certain Transactions and Indemnifications**. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporation Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 2 of this Article.

## ARTICLE XII Conflict of Interest

12.1 No Officer or Director may vote on any contract or transaction entered into by the Board, in which that Officer or Director has a financial interest. Any such vote will be void. No Officer or Director may utilize information obtained by reason of Board membership for personal gain, and any such gain realized shall be deemed a corporate opportunity and shall be returned to the Corporation.

## ARTICLE XIII Amendment of Bylaws

13.1 **Amendments to these Bylaws**. Amendments to these Bylaws may be presented to the Board by any member in good standing. They shall be presented in writing and shall be offered to the Directors present at that meeting on a motion for submission to the membership. A simple majority shall be necessary to pass the motion. Proposed amendments shall be circulated with a ballot to the Active Members in good standing. A two-thirds (2/3) affirmative vote of the ballots returned within thirty (30) days shall be necessary for adoption of any amendment.

13.2. **Approval of Bylaw Amendments**. Amendments to these Bylaws must be ratified by the Board of Directors before they become effective.

ARTICLE XIV  
Amendment of Articles of Incorporation

14.1 Any amendment of the Articles of Incorporation of the Corporation may be adopted by approval of the Active Members by means of a two-thirds (2/3) majority vote of the Active Members.

**CERTIFICATION**

We, the undersigned, the duly elected and acting Directors of Alliance of Legal Document Assistant Professionals, a non-profit California Corporation, do hereby certify that the within and foregoing Bylaws were adopted as the Bylaws of that Corporation on [DATE], and that the same do now constitute the Bylaws of that Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of the Corporation this date: April 17, 2009.

\_\_\_\_\_  
KATHLEEN MOUNTJOY

\_\_\_\_\_  
SUZANNE ERVINE

\_\_\_\_\_  
CARA GOULD

\_\_\_\_\_  
ANDREW VOLLER

\_\_\_\_\_  
JEFFREY CORCORAN