

Bylaws For The Legal Marketing Association

ARTICLE I – NAME

The name of the organization shall be “Legal Marketing Association” (LMA).

ARTICLE II – MISSION AND OBJECTIVES

1. **Not for Profit.** LMA is organized under and shall operate as an Illinois not-for-profit corporation and shall have such powers as are now or as may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.
2. **Mission.** LMA’s mission is to serve the needs and maintain the professional standards of those involved in marketing for the legal profession.
3. **Objectives.** The objectives of LMA are:
 - 3.1 to establish and maintain an international organization to assist in establishing professional standards of performance;
 - 3.2 to encourage and provide continuing education and professional development in the field;
 - 3.3 to use the knowledge and experience of the members to promote the marketing profession in the legal community; and
 - 3.4 to provide a forum for the sharing of ideas and experiences among its members taking into consideration the competitive position of the members’ firms and the confidential nature of certain issues.
 - 3.5 To effect the foregoing, LMA shall endeavor:
 - 3.5.1 to encourage active and organized communication and cooperation among members;
 - 3.5.2 to foster and provide training and research in the field;
 - 3.5.3 to foster professional and ethical conduct in the field;
 - 3.5.4 to enhance the growth and stature of the profession; and
 - 3.5.5 to perform any and all such other acts as are necessary, convenient and proper to the attainment of these objectives.
4. **Rules.** The following rules shall conclusively bind LMA and all persons acting for or on behalf of it:
 - 4.1 No part of the net earnings of LMA shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that LMA 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.

4.2 Upon the dissolution of LMA, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of LMA, dispose of all the assets of LMA exclusively for the purposes of LMA in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c) (3) or 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of LMA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III – REGISTERED OFFICE AND AGENT

LMA 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 Board of Directors may from time to time determine.

ARTICLE IV – MEMBERS

1. **Membership.** Membership may be granted to any individual who:
 - (i) agrees to support LMA’s purposes;
 - (ii) agrees to abide by these bylaws and such other rules and regulations as LMA may adopt;
 - (iii) meets the criteria set forth below for each category of membership in LMA; and
 - (iv) meets such additional criteria for each category of membership in LMA as the Board of Directors may establish from time to time.
 - 1.1 **Regular Members.** Regular membership may be granted to any individual who is interested in legal marketing.
 - 1.2 **Affiliate Members.** Affiliate Membership may be granted to any individual who is a member in good standing of an organization recognized by the Board of Directors as an “affiliated association.”
2. **Election.** Any person submitting an application for membership shall be approved for membership under criteria and procedures established from time to time by the 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 LMA at any time by giving written notice to the President. In addition, any member who through the course of employment no

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

5. **Termination of Membership.** Membership in LMA 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 LMA. Expulsion shall be by two-thirds vote of the entire membership of the Board of Directors; 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 Board of Directors 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 Board of Directors. 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 Board of Directors. In special circumstances, such termination may be delayed by the Board of Directors.

ARTICLE V – DUES AND ASSESSMENTS

The initial and annual dues for members of LMA, the time for paying such dues and other assessments, if any, shall be determined from time to time by the Board of Directors.

ARTICLE VI- MEMBERSHIP MEETINGS

1. **Annual Meetings.** An Annual Meeting of the 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 Board of Directors. 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 of Directors. 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 LMA 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 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 LMA in all applicable situations insofar as they are not inconsistent with these bylaws or any rule or regulation of LMA.

ARTICLE VII – BOARD OF DIRECTORS

1. **General Powers.** The affairs of LMA shall be managed by the Board of Directors, which shall have supervision, control, and direction of the affairs of LMA; shall determine that the policies or changes therein are within the limits of these bylaws; and shall actively promote its purposes and have discretion in the disbursement of its funds. The Board of Directors may direct such rules and regulations for the conduct of its business as shall be deemed advisable and may in the execution of the powers granted, appoint such agents as it may consider necessary.
2. **Composition, Election and Term.**
 - 2.1 The Board of Directors shall be comprised of the President, the President- Elect, the Secretary, the Treasurer, the Treasurer-elect, the Immediate Past President and five (5) Regular Members-at-Large. In addition, the Executive Director shall be a non-voting, ex-officio, member of the Board of Directors.
 - 2.2 No person may serve as director unless they have been a member of LMA for at least one year.
 - 2.3 The Board's Regular Members-at-Large shall be members in good standing, elected from among the Regular Members for a two-year term. Each Regular Member-at-Large shall hold office until his or her successor is duly elected and takes office. Three (3) Regular Members-at-Large shall be elected in even numbered years and two (2) Regular Members-at-Large shall be elected in odd numbered years so as to create staggered terms on the Board of Directors.
 - 2.4 The Board's Regular Members-at-Large shall
 - 2.4.1 assist with the implementation of on-going Board and committee projects as necessary; and
 - 2.4.2 take responsibility for special tasks as assigned.
 - 2.5 The term of office for each director shall begin on the first day of the Association's fiscal year following their election.

3. **Resignation and Removal.** Any Director of the Board of Directors may resign at any time by giving written notice to the President. In addition, any Director may be removed by a two-thirds vote of Regular Members whenever in their judgment the best interests of LMA would be served by such removal. Any director who misses three (3) consecutive Board meetings shall automatically be removed from the Board; provided that in special circumstances, such removal may be waived by a majority vote of the Board of Directors.
4. **Vacancies.** If a vacancy on the Board of Directors occurs among one of its Regular Members-at-Large, the President may appoint a qualified successor to serve from among the Regular Members for the unexpired term.
5. **Regular Meetings.** A meeting of the Board of Directors shall be held in conjunction with the LMA Annual Meeting, and another Board meeting shall be held at least ninety (90) days preceding the Annual Meeting. The Board of Directors may provide by resolution the time, date, and place for the holding of additional regular meetings of the Board without other notice than such resolution.
6. **Special Meetings.** Special meetings of the Board may be called by or at the request of the President, upon the written request of a majority of the Regular Members, or upon the written request of a majority of the Board of directors.
7. **Notice.** Notice of any special meeting of the Board shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting; provided that notice of any special meeting to be held by telephone conference call or other electronic equipment may be given at least twenty-four (24) hours prior to the call. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
8. **Quorum.** Six (6) members of the Board of Directors, including at least one (1) Regular Member-at-Large, shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a quorum are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
9. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.
10. **Telecommunications Conferences.** Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by these bylaws pursuant to meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in a meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.
11. **Action by Written Consent.** Any action requiring a vote of the Board may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all of the Board members.

**ARTICLE VIII – OFFICERS, IMMEDIATE PAST PRESIDENT AND CHIEF
STAFF OFFICER**

1. **Officers.** The officers of Association shall be a President, President-Elect, Secretary, Treasurer, Treasurer-Elect and such other officers as may be determined by the Board of Directors.
2. **Composition, Election and Tenure.** The officers of LMA shall be Regular Members of LMA, in good standing, elected by a majority vote for one (1) year terms, except the Secretary whose term shall be two (2) years, commencing January 1, 2009, and shall serve until their successors have been duly elected and qualified. No individual may hold more than one (1) office simultaneously. Any individual who has previously held an office is eligible for re-election to the same office after a one-year period has elapsed.
3. **Removal.** An officer may be removed by a two-thirds vote of the Board of Directors whenever in their judgment the best interests of LMA would be served thereby.
4. **Vacancies.** Should a vacancy in any office of LMA occur because of death, resignation, removal, disqualification or otherwise, the procedure for filling that vacancy shall be as follows:
 - 4.1 In the event of a vacancy in the office of President, the duties, powers and responsibilities of the President shall be assumed immediately by the next officer in the line of succession in the following order: President-Elect, Secretary, Treasurer, who will serve the remaining term of office and the succeeding term.
 - 4.2 In the event of a vacancy in the office of President-Elect, the Nominating Committee that served for the prior election shall nominate, and the members shall elect by special election, a qualified member to fill the vacancy for the remaining term and the succeeding term.
 - 4.3 In the event a vacancy occurs in the offices of Secretary, Treasurer or Treasurer Elect, such vacancies shall be filled as soon thereafter as practicable in the following manner:
 - (i) The Nominating Committee that served for the prior election shall nominate, and the Board of Directors shall confirm a qualified member to fill the vacancy for the remainder of the term.
5. **President.** The President shall be the chief executive officer of LMA and shall in general supervise and control the affairs of the Association. The President may sign, with the Secretary or any other proper officer of LMA authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by the statute to some other officer or agent of the Association. The President shall preside at all meetings of LMA and the Board of Directors; 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 of Directors.

6. **President-Elect.** The President-Elect shall, in the absence of the President, preside at all meetings of LMA and the Board of Directors; 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 of Directors.
7. **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; 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 of Directors. The duties of the Secretary may be assigned, in whole or in part, to the Executive Director.
8. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of LMA; shall receive and give receipts for monies due and payable to LMA from any sources whatsoever, and shall deposit all such monies in the name of LMA 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 of Directors 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 of Directors. The duties of the Treasurer may be assigned, in whole or in part, to the Executive Director.
9. **Treasurer-Elect.** The Treasurer-Elect shall be responsible for assisting the Treasurer in the financial affairs of LMA; shall assume the duties of the Treasurer at meetings of LMA and Board of Directors in the absence of or upon request of the Treasurer; assume the duties of Treasurer in the event of incapacity of the Treasurer; be a voting member of the board of Directors; shall automatically succeed to the office of Treasurer at the end of the presiding Treasurer's term.
10. **Immediate Past President.** The most recent past president of LMA 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 of Directors and shall have such other duties as may be specified by the President or by the Board of Directors.
11. **Executive Director.** The administrative and day-to-day operations of LMA shall be the responsibility of the salaried staff head for the firm employed or appointed by the Board of Directors. The chief staff officer shall have the title of Executive Director and shall have the authority to execute contracts on behalf of LMA and as approved by the Board of Directors. The chief staff officer shall perform such other duties as may be specified by the President or by the Board of Directors.

ARTICLE IX – COMMITTEES

1. **Board Committees.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of LMA; but the designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon them by law.
2. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of LMA may be designated by the President. Members of each such committee need not be directors of LMA, and the President shall appoint the Chair and the members thereof.
3. **Nominating Committee.** Established by the President as a standing committee, the Nominating Committee shall solicit nominations for officers and directors of LMA and shall submit to the membership in writing a list of qualified candidates and their platform proposals; provided, however, that the Nominating Committee may not submit any candidate or candidates that, if elected, would result in more than one director being employed by the same person or firm. The Immediate Past President shall preside as Chair of the Nominating Committee. Members of the Nominating Committee are not eligible to run for office or Board position in the year or years in which they are members of the Nominating Committee.
4. **Removal.** Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of LMA would be served by such removal.
5. **Term of Office.** Each member of a committee shall continue as such until the end of the fiscal year during which appointment was made and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors or President designating a committee, a majority of the whole committee shall constitute a quorum and the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the committee.
7. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
8. **Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE X – CHAPTERS

1. **Formation.** Chapters of LMA may be established by charter whenever the Board of Directors may approve, subject to such requirements as to membership, organization, procedures and financial responsibility that the Board of Directors may from time to time prescribe.
2. **Organization.** Each Chapter shall be governed by bylaws adopted in such form and manner as approved by the Board of Directors.
3. **Revocation.** Charters for the operation of Chapters may be revoked at any time and in such manner and after investigation, as the Board of Directors may deem necessary. Upon revocation of the Chapter charter, all funds in the Chapter and all Chapter records shall be returned to LMA.
4. **Representation.** No Chapter or entity shall use the name of LMA in any manner whatsoever unless duly authorized to do so by the Board of Directors.
5. **Meetings.** Each Chapter may hold such meetings, as it deems appropriate.

ARTICLE XI – CONTRACTS, CHECKS, DEPOSITS AND BONDING

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of LMA, 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 LMA 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 LMA, shall be signed by such officer or officers, agent or agents of LMA and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of LMA.
3. **Deposits.** All funds of LMA shall be deposited from time to time to the credit of LMA in such banks, trust companies, or other depositories as the Board of Directors may select.
4. **Bonding.** The Board of Directors may provide for the bonding of such officers and employees of LMA as it may from time to time determine.

ARTICLE XII – BOOKS AND RECORDS

LMA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors and any committees having the authority of the Board.

ARTICLE XIII – FISCAL YEAR

The fiscal year of LMA shall be determined from time to time by the Board of Directors.

ARTICLE XIV – 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 LMA, 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 XV – COMPENSATION

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

ARTICLE XVI – INDEMNIFICATION

LMA shall indemnify all officers, directors, committee members, employees, and agents of LMA 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 Board of Directors of LMA.

ARTICLE XVII – 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.

ARTICLE XVIII – 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.

Last amended September 11, 2006