

**BY-LAWS OF THE**

**CHICAGO ASSOCIATION OF LITIGATION SUPPORT MANAGERS**

**AS ADOPTED BY THE CHARTER MEMBERS, DECEMBER 1989.**

**AS AMENDED BY THE BOARD OF DIRECTORS, NOVEMBER 1991.**

**AS FURTHER AMENDED BY THE BOARD OF DIRECTORS, OCTOBER 2002.**

**AS FURTHER AMENDED BY THE BOARD OF DIRECTORS, DECEMBER 2007.**

**AS FURTHER AMENDED BY THE BOARD OF DIRECTORS, NOVEMBER 2009.**

**AS FURTHER AMENDED BY THE BOARD OF DIRECTORS, FEBRUARY, 2011**

**Article I.**  
**Name and Office**

- A. The name of the organization is the Chicago Association of Litigation Support Managers ("CALSM") (hereinafter also referred to as the "Association").
- B. The mailing address of the Association is the business address of the current CALSM Secretary.

**Article II.**  
**Purposes of the Association**

The purposes of the Association are:

- A. To function as an advocate for the development of the profession of litigation support management, and to encourage the highest levels of professionalism and technical competence within the membership.
- B. To serve as liaison to the National Association of Litigation Support Managers ("NALSM"), and other local chapters, in order to advance the common purposes and objectives of the National Association and the CALSM.
- C. To be a primary educational resource for member law firms and agencies, and to further the understanding of litigation support technology and services within the legal community as a whole.
- D. To contribute, within the scope of the profession, to the quality and efficiency of the delivery of legal services.
- E. To provide a forum in which members can exchange personal viewpoints and experiences relating to litigation support.

**Article III.**  
**Criteria for Regular Membership**

- A. Membership in CALSM is open to any person who is employed, either full or part-time on a permanent or temporary basis during the calendar year, by a law firm, corporate legal department, government, judicial or legal agency, or any other organization devoted primarily to the practice of law, regardless of the title by which the person is classified within the organization. To qualify for membership, a person must be responsible for managerial duties related to litigation support or use litigation support technology to assist in the analysis of facts and issues, the management of documents, and presentation of evidence involved in the practice of law.

- B. Membership is also open to Regular members whose change in employment status no longer makes them eligible for Regular membership.

**Article IV.**  
**Membership**

A. General

1. Any dispute regarding application or denial of membership based on these by-laws shall be resolved by a vote of the Board of Directors after consideration of all relevant material. The decision of the Board is final.
2. The Association has two classes of members, and no others: Regular and Vendor.
3. Membership shall be valid until such time that the qualifications are no longer met.

B. Regular Membership

1. Members shall include those persons whose current employment includes specific responsibility for performing the duties defined in the membership criteria found in Article III herein. Any person so employed may become a member upon making application and paying such regular or special dues as the Board may from time to time determine.
2. Members whose employment circumstances have changed but who still wish to remain active in the field may remain as active members.
3. Membership is the property of the person for whom the membership is paid. Membership may not be transferred.
4. Members shall have full voting privileges and are eligible for elective office after a minimum of 12 months of membership and attending a minimum of 3 of the educational meetings during that calendar year.

C. Vendor Membership

1. Vendor membership shall be available to those persons currently employed by an entity ("Company") whose business is the marketing or supplying of products or services to the legal profession within the

State of Illinois who do not meet the criteria for Regular membership and are not expressly prohibited from membership pursuant to these by-laws.

2. Vendors may become members upon making application and paying such regular or special dues as the Board may from time to time determine.
3. Vendor members must adhere to the educational forum of CALSM.
4. Membership is the property of the person for whom the membership is paid. Membership may not be transferred.
5. Vendor members shall have full voting privileges and are eligible for elective office after a minimum of 12 months of membership and attending a minimum of 3 of the educational meetings during that calendar year.
6. The Board may set a maximum number of vendor members.
7. The Board may set a maximum number of vendor members per vendor organization.
11. The Board may schedule meetings for regular members that exclude vendor members.

#### **Article V.**

#### **Board of Directors and Officers**

- A. General control and administration of the activities, funds, membership property and programs of the Association shall be vested in the Board of Directors composed as specified in this Article.
- B. The officers of the Association shall be elected by vote at a meeting called for such purpose, by U.S. mail ballot, or by e-mail ballot each year prior to the end of each calendar year. The presentation of all new officers shall take place at the regular meeting next following the election.
- C. The officers of the Association are the President, the Vice President - Newsletter, the Vice President-Membership, Vice President Vendor Membership, the Vice President-Programming, the Treasurer, and the Secretary. Board membership is open to any member who is nominated by a member and elected by ballot by the members. No person shall hold more than one office concurrently.
- D. The Board of Directors consists of the officers of the Association who are voting members, plus the immediate Past President, who serves as a non-

voting member. At the discretion of the Board of Directors, other members may be invited to attend Board meetings as non-voting members.

- E. The President shall serve a one-year term beginning on January 1st and ending on December 31st. Following the first year of existence of the Association, candidates for President must have served one term of office on the Board of Directors, unless all such eligible people refuse nomination.
- F. The Vice President shall serve as a voting member of the Board of Directors for a one-year term beginning on January 1st and ending on December 31st.
- G. If the President is unable to complete his/her elected term of office, for any reason, the Vice President shall fill the vacancy for the balance of the unexpired term of office.
- H. Any other vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors within ninety (90) days for the remaining period of the unexpired term. Any director selected by this method will stand for election at the next contested election only if nominated by a member, not a member of the Board of Directors.
- I. Elected Board members shall serve without payment of salary.
- J. A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any Board meeting.
- K. The President shall serve as chair of meetings of the Board. In the President's absence, the Vice president shall preside. In the event of a tie vote, the president officer's vote shall be counted to break the ties and his/her presence shall be counted toward a quorum.
- L. Board meetings may be conducted by conference call or via e-mail. Notice of a conference call or a personal meeting must be given by the President or Secretary to all Board members at least seven (7) days prior to the date of a meeting.
- M. A Board member may be removed from the Board if he/she fails to attend three consecutive meetings of the Board or the Association, or for other cause, upon the unanimous vote of all the members of the Board, excluding the vote of the Board member whose removal has been proposed. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of proposed termination, and the Board member whose status is being challenged shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meeting.

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N. The duties of the officers are as follows:

1. President. Responsibilities include:
  - (a) Coordinate the activities of the Association;
  - (b) Chair of all Association and Board of Director's meetings.
  - (c) Serve as chief representative of the Association at other meetings.
  - (d) Serve as chief spokesperson for the Association.
  - (e) Serve as a member of the NALSM Board.
2. Vice President - Newsletter. Responsibilities include:
  - (a) Coordinates contributions to the NALSM newsletter.
  - (b) Act as editor of the CALSM newsletter which shall be issued two times per year.
  - (c) Serve as assistant to the President.
  - (d) If the President is unable to complete his/her elected term of office, for any reason, the Vice President shall fill the vacancy for the balance of the unexpired term of office.
3. Vice President-Membership. Responsibilities include:
  - (a) Maintain Association membership roster.
  - (b) Coordinate efforts to establish membership, including the designation of Association members to serve as assistants.
  - (c) Coordinate attendance of Association members at national meetings.
  - (d) Coordinate with other regional Associations in order to create and maintain a National Association membership roster.
  - (e) Oversee membership drive initiatives, including marketing.
  - (g) Serve as assistant to the President.

4. Vice President-Vendor Membership – Responsibilities Include:
  - (a) Assist VP membership with maintaining Association membership roster.
  - (b) Coordinate efforts to establish membership, particularly among qualified vendors.
  - (c) Coordinate attendance of Association members, particularly vendor members at national meetings.
  - (d) Coordinate with other regional Associations in order to create and maintain a National Association membership roster.
  - (e) Oversee membership drive initiatives, including marketing.
  - (f) Serve as assistant to the President.
5. Vice President-Programming. Responsibilities include:
  - (a) Schedule all CALSM meetings and special events.
  - (b) Coordinate speakers for CALSM meetings.
  - (c) Coordinate participation of CALSM in national meetings and programs.
  - (d) Serve as assistant to the President.
6. Treasurer. Responsibilities include:
  - (a) Receive, deposit, and record all funds belonging to the Association.
  - (b) Prepare and sign checks in payment of bills authorized for payment on behalf of the Association.
  - (c) Maintain the financial records of the Association.  
Serve as assistant to the President.
7. Secretary. Responsibilities include:
  - (a) Keep minutes of all Association and Board of Directors' meetings.

- (b) Keep minutes of all votes taken and decisions made via email.
- (c) Issue notices of meetings of the Association and of the Board of Directors to all members as specified in Articles V and VI of these by-laws.
- (d) Maintain the Association's administrative records.
- (e) Coordinate with Board members and others designated by the Board to produce and process Association mailings.
- (f) Coordinate with the Treasurer to process and pay invoices and monitor the Association's bank accounts.
- (g) Coordinate the election process with the Webmaster and report to the Board.
- (h) Serve as assistant to the President.

**Article VI .**  
**Meetings of Members**

- A. Regular Meetings. There shall be a meeting of the members of the Association at least four times each year. Additional meetings, as frequently as once a month, may be held at the discretion of the Board.
- B. Special Meetings. Special meetings of the members of the Association may be called at any time by the President, and a meeting must be called upon the written request to the President of twenty-five percent (25%) of the regular members. At such special meetings, no business shall be transacted except that which is specified in the notice of such meeting. Notices of special meetings may be in the form of e-mail. Written requests for special meetings may be in the form of e-mail.
- C. Notice of Meetings. Written notice of all meetings shall state the place, date, and hour of such meetings, and shall be delivered, either personally or by mail or email, to each member. Unless otherwise stated herein, notices shall be given no less than five (5) days before the date of such meetings. A notice of a meeting shall be deemed delivered when deposited in the United States mail with postage prepaid or sent via e-mail, addressed to the member at the address specified on the records of the Association.
- D. Quorum. All members of the Association holding twenty five percent (25%) of the vote entitled to be cast, represented in person, by proxy, or by e-mail, shall constitute a quorum.
- E. Voting. The majority vote of those members of any type who cast a vote (whether in person, via electronic means, or by proxy, whether regular or

vendor member) is required to approve any action, provided that a quorum (see VI.D above) has been attained by the end of the voting period.

- F. Proxies. Voting by written proxy shall be allowed at any meeting of the members of the Association. No proxy dated more than sixty (60) days prior to a meeting shall be valid.

#### **Article VII. Committees**

- A. The Board may from time to time, by majority vote, appoint regular or special committees, or discontinue any such committee. The Board shall appoint committee Chairs by majority vote. Committee members shall be chosen by the Committee Chair.
- B. The President and Vice Presidents shall be ex-officio members of all committees.

#### **Article VIII. Elections**

- A. Elections shall be the responsibility of the Secretary.
- B. The Secretary shall prepare ballots containing the report of the nominations. Ballots shall be sent to the membership at least thirty (30) days before the election via U.S. mail or e-mail. Such ballots may be returned by U.S. mail or e-mail or delivered at an election meeting. Any ballots not in conformity with the rules for voting as stated on the ballot shall not be counted. The Secretary shall tabulate the results of an election with the assistance of two members who are not running for office.

#### **Article IX. Fiscal Year**

The fiscal year of the Association shall begin on the 1st of January and end on the 31st of December.

#### **Article X. Amendments**

Amendments to these by-laws must be recommended to the membership by:

- A. Majority vote of the Board of Directors. Members must be given fifteen (15) days notice to vote to adopt or to repeal any amendment presented by the Board.

#### **Article XI.**

## **Dissolution**

- A. The Board of Directors may adopt a resolution recommending the Association be dissolved and direct the question of such dissolution to a vote of a meeting of members having voting rights. The Association may be dissolved upon receiving at least two-thirds of the votes which members present at such meeting in person or by proxy are entitled to cast. Thirty (30) days' prior written notice must be provided to the membership before adoption of the resolution.
- B. In the event of dissolution of the Association, the Board or committee appointed by the Board shall be responsible for its liquidation.
- C. In case of dissolution of the Association, the Board shall authorize the payment of all indebtedness of the Association.
- D. In case of dissolution of the Association, any funds remaining in the Treasury after payment of all indebtedness shall be distributed to a local non-profit charity organization determined by the serving Treasurer.

## **Article XII. Law to Apply**

In the event of any dispute as to the meaning of any term or phrase contained herein, Illinois law shall be held to apply.

These by-laws are intended to be liberally construed.

## **Article XIII. Severability**

If any paragraph or portion thereof shall be held to be invalid, all of the paragraphs hereof shall continue in force and effect.