

BY-LAWS
OF THE
NEW ENGLAND ASSOCIATION
OF LITIGATION SUPPORT MANAGERS

As adopted by the Executive Committee, April, 1994
(Amended March, 2005)

**ARTICLE I
NAME AND OFFICE**

- A. The name of the organization is the New England Association of Litigation Support Managers (NEALSM).
- B. The mailing address of the Association is:

NEALSM
c/o Patrick Paar
Nutter, McClennen & Fish LLP
155 Seaport Blvd.
Boston, MA 02110
(617) 439-2641 (617) 310-9641 (fax)
ppaar@nutter.com

**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, and other local chapters, in order to advance the common purposes and objectives of the National Association and NEALSM.
- C. To be a primary educational resource for members, 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 MEMBERSHIP**

A. To qualify for membership in NEALSM, a person must be a full-time employee of a New England 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 regular membership in NEALSM, a person must be responsible for duties related to litigation support, and the use of organized systems to assist in the analysis of facts and issues involved in the practice of law. Such duties must represent a substantial portion of the member's total job responsibilities.

**ARTICLE IV
MEMBERSHIP**

A. General

1. Any person who markets or supplies products or services to the legal profession is expressly prohibited from membership in NEALSM except as provided in sub-section E of this Article.
2. Any dispute regarding the application or denial of membership shall be resolved by a vote of the NEALSM Executive Committee after consideration. The decision of the Executive Committee is final.
3. Membership is the property of the person or organization who pays membership fees to the Association, and may not be transferred.
4. Membership shall be valid until such time that the membership qualifications are no longer met.

B. Membership Fee

1. The annual membership fee shall be \$100.00 per firm/company's primary member and any additional member may be added at \$25/each.
- C. 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, upon approval, and paying such regular or special dues as the Executive Committee may from time to time determine.
- D. Members have full voting privileges and are eligible for elective office.
- E. Anyone who does not meet the Regular Membership requirements as per Article IV of the NEALSM By-Laws, can be nominated by the Executive Committee, and elected by a majority vote of the general membership, as per Article VI section E of the By-Laws, may be awarded an Honorary Membership in NEALSM. An Honorary Member can attend NEALSM general meetings and participate on a committee or task force at the discretion of the committee chair, but cannot vote, cannot be elected to any NEALSM office, and cannot chair any committee or task force. The annual membership fee for a Honorary Member is waived. An Honorary Membership may be revoked by a majority vote of the Executive Committee.

ARTICLE V EXECUTIVE COMMITTEE

- A. General
1. General control and administration of the activities, funds, membership property and programs of NEALSM shall be vested in the Executive Committee (the "Committee") composed as specified in this article.
 2. The officers of the Association shall be elected by mail or email ballot each year prior to the end of each calendar year, the first election to be held at the end of the first full year of the Association's

existence. The presentation of all new officers shall take place at the regular meeting next following the election.

3. The President may only serve for two consecutive terms. The President may then run for re-election after waiting a period of one year but may serve as a Vice President at any time after their term as President is completed.
4. The Executive Committee consists of up to 6 NEALSM members.
5. The officers of the Executive Committee are the President and Vice Presidents. The Executive Committee is open to any member who is nominated by a member and elected by ballot by the members.
6. The officers shall serve a one-year term beginning on January 1st and ending on December 31st.
7. Following the first full year of existence of NEALSM, candidates for the office of President must have served one term of office on the Executive Committee, unless all such eligible people refuse nomination.
8. If the President is unable to complete his/her elected term of office, for any reason, the Vice Presidents shall choose among themselves to fill the vacancy for the balance of the unexpired term of office.
9. Any other vacancy occurring on the Committee shall be filled by a member approved by a majority vote of the remaining members of the Committee within ninety (90) days for the remaining period of the unexpired term.
10. Elected Committee members shall serve without payment or salary.
11. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any Committee meeting.
12. The Executive Committee shall meet no less frequently than semi-monthly. These meetings may be conducted by conference call.

Notice of a meeting must be given by a member of the Executive Committee at least seven (7) days prior to the date of a meeting.

13. The President shall serve as chair of meetings of the Executive Committee. In the President's absence, one of the Vice Presidents shall preside. The presiding officer does not vote except in the event of a tie.
14. In addition to its regularly scheduled meetings, the Executive Committee may, at its discretion, call a special Executive Committee meeting.
15. An Executive Committee member may be removed from the Executive Committee if he/she fails to attend three consecutive meetings of the Executive Committee or the Association, or for other cause, upon the unanimous vote of all the members of the Executive Committee, excluding the vote of the Committee member whose removal has been proposed. Such removal shall be effective at such time as the Executive Committee may determine. The notice of any Committee meeting at which such action is contemplated shall contain a notice of proposed termination, and the Committee member whose status is being challenged shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meeting.

B. The Duties of the Committee Members

The officers perform those duties that are usual to their position and that are assigned to them by the Executive Committee, and may include:

1. President:
 - a. Coordinate the activities of NEALSM;
 - b. Chair all Association and Executive Committee meetings;
 - c. Serve as chief representative of the Association at other meetings;
 - d. Serve as chief spokesperson for the Association;

- e. Maintain NEALSM's administrative records;
- f. Coordinate communication with other regional Associations and NALSM;
- g. Maintain a NEALSM membership directory.

The following responsibilities will be shared among all the Vice Presidents:

2. Vice Presidents:

- a. Serve as assistants to the President;
- b. If the President is unable to complete his/her elected term of office, for any reason, the Vice Presidents shall choose among themselves to fill the vacancy for the balance of the unexpired term of office;
- c. Act as editors of the NEALSM newsletter;
- d. Coordinate Executive Committee activities;
- e. Coordinate efforts to establish membership;
- f. Schedule all NEALSM meetings and special events;
- g. Coordinate speakers for NEALSM meetings.
- h. Keep minutes of all Association and Executive Committee meetings;
- i. Issue notices of meetings of NEALSM and the Executive Committee to all members as specified in Article V, Section A, and Article VI of these By-Laws;
- j. Coordinate with Committee members and others designated by the Committee to produce and process Association mailings;

- k. Coordinate the election process;
- l. Receive, deposit, and record all funds belonging to NEALSM
- m. Prepare and sign checks in payment of bills authorized for payment on behalf of NEALSM;
- n. Maintain the financial records of NEALSM;
- o. Other duties as assigned by 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 may be held at the discretion of the Executive Committee.
- B. Special Meetings: Special meetings of the members of the Association may be called at any time by the President. A meeting must be called upon the written request to the President of twenty-five percent (25%) of the Association members. At such special meetings, no business shall be transacted except that which is specified in the notice of such meeting.
- C. Notice of Meetings: Written notice of all meetings shall state the agenda, date, place, and hour of such meetings, and shall be delivered, either personally, electronically, or by mail, to each member. Unless otherwise stated herein, notices shall be given no less than five (5) days before the date of the meeting.
- D. Quorum: Members of the Association holding twenty-five percent (25%) of the vote, represented in person or by proxy, shall constitute a quorum.
- E. Voting: A majority vote of those members who attend the meeting in person or by proxy is required to approve any action.

- F. Proxies: Voting by written proxy shall be allowed at any meeting of the members of the Association. No proxy dated more than thirty (30) days prior to a meeting shall be valid.

ARTICLE VII COMMITTEES

- A. The Executive Committee may from time to time, by majority vote, appoint regular or special committees, or discontinue any such committee.
- B. The Executive Committee shall appoint regular or special committee chairs by majority vote. Regular or special committee members shall be chosen by the committee chair.
- C. An Executive Committee member shall be an ex-officio member of each committee.

ARTICLE VIII ELECTIONS

- A. Elections shall be the responsibility of the Executive Committee.
- B. Nominations for Executive Committee Membership, both President and Vice-Presidents, shall be made at the last Regular Meeting before November 1 or written notice received by the President no later than November 1.
- C. The Executive Committee shall prepare ballots containing the report of the nominations. Ballots shall be mailed to the membership at least thirty (30) days before the election. Such ballots may be returned by 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 Executive Committee shall tabulate the results of an election with the assistance of two members who are not running for office.

**ARTICLE IX
FISCAL YEAR**

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

**ARTICLE X
AMENDMENTS**

- A. Amendments to these By-Laws must be recommended to the membership by a majority vote of the Executive Committee. Members must be given fifteen (15) days notice to vote to adopt or to repeal any amendment presented by the Executive Committee.

**ARTICLE XI
DISSOLUTION**

- A. The Executive Committee may adopt a resolution recommending the Association be dissolved and direct the question of such dissolution to a vote of a meeting of Association members. The Association may be dissolved upon receiving at least two-thirds of the votes cast by members present at such meeting in person or by proxy. 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 Executive Committee shall be responsible for its liquidation.
- C. In case of dissolution of the Association, the Executive Committee shall authorize the payment of the 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 Executive Committee.

**ARTICLE XII
LAW TO APPLY**

- A. In the event of any dispute as to the meaning of any term or phrase contained herein, Massachusetts law shall be held to apply.
- B. These By-Laws are intended to be liberally construed.
- C. All policies and activities of the Association shall be consistent with:
 - 1. Applicable federal, state, and local antitrust, trade regulation or other legal requirements; and
 - 2. Applicable tax-exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

**ARTICLE XIII
SEVERABILITY**

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

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