

**ASSOCIATION OF MILITARY LEGAL ADMINISTRATORS
BOARD OF DIRECTORS**

**RESOLUTION NO. 21-01
Bylaw Amendments**

WHEREAS, the Association of Military Legal Administrators, hereafter “Association” desires to amend its bylaws to adapt to the current environment during the Coronavirus-19 Pandemic; and

WHEREAS, the Association believes it to be in the best interests of both the Association and its membership to amend its current bylaws to streamline operations and increase effectiveness of the delivery of services; and

WHEREAS, the Association believes it to be in the best interests of both the Association and its membership to amend its current bylaws to reflect best practices going forward in a post-pandemic environment; and

THEREFORE, BE IT RESOLVED, that the Board of Directors of the Association, by a unanimous vote, does hereby amends and adopts the following amendments, in their entirety, to the Original Bylaws which were duly signed into effect on the 11th of June, 2016.

Article V – Board of Directors

Number and Qualifications

The Board shall have no fewer than five (5) Board members. A Board member need not be a resident of the State of Virginia. Regular Board members must be life members of the Association at the time of the election.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to appoint, shall be appointed as Ex-Officio Board Members, who shall carry out assigned duties under the authority of the Board of Directors, but will not have voting authority.

The Executive Director, the agent of the Board of Directors, carries out the business of the association at the discretion of the Board and under the supervision of the President. The Board of Directors may place the Executive Director under a contract of employment where proper; however, the Executive Director role is not a member of the Board nor may the Executive Director vote nor be a proxy for votes. The Executive Director may be a person concurrently serving as a member of the Board of Directors in another role other than Treasurer/Chief Financial Officer.

Board Elections

The Governance Committee shall present nominations for new Board members. Recommendations from the Governance Committee shall be made known to the Board in writing and approved by a quorum of the Board before ballots are presented to the general membership

for election. Members of the Association in good standing will elect members of the Board of Directors by majority vote. The ballot will list all candidates running for Board membership. The candidates with the most “Yes” votes are accepted as board members until all vacancies are filled. The Election will be electronically conducted through the AMLA website; ballots available for voting for at least 21 days from the date submitted to the active membership; and the announcement of the elected officers will be made within seven (7) days of certification by the Board.

Term of Board

All elected Directors shall serve on the Board for a term of three years. There are no other term limitations.

Removal

A Board member may be removed at any duly constituted meeting of the Board, by the affirmative vote of all of then-serving Board members. Such a vote shall be taken by request by any active members of the Association, with or without cause.

I, the undersigned, as Chief Administrative Officer of the Association of Military Legal Administrators Board of Directors, do hereby certify the foregoing resolution (21-01) was adopted by the Association of Military Legal Administrators Board of Directors at a public meeting held on the 15th of April 2021, with a vote of

5 for,
0 opposed, and
0 abstaining.

By: *Jim Steddum*
Jim Steddum,
Chief Administrative Officer