

SOUTHWEST FLORIDA PARALEGAL ASSOCIATION, INC.

a Florida non-profit corporation

JOINT DOCUMENT OF BYLAWS AND STANDING RULES

Note: The current Bylaws are left justified and shown as **BL.x.x**. Standing Rules that relate to a Bylaw are right indented below the corresponding Bylaw and shown as **SR.x.x**

Procedures for amending Bylaws require membership approval in accordance with **Article XIV**. Amendments to Standing Rules may be approved by the Executive Committee in accordance with **SR.9.4**.

ARTICLE I. NAME

BL.1.1 The name of this Association shall be SOUTHWEST FLORIDA PARALEGAL ASSOCIATION, INC., a Florida non-profit corporation (the "Association"). This Association shall be affiliated with the National Association of Legal Assistants, Inc.

ARTICLE II. OBJECT & PURPOSE

BL. 2.1 The object and purpose of this Association shall be: (a) to establish good fellowship among association members, the National Association of Legal Assistants, Inc., and members of the legal community; (b) to encourage a high order of ethical and professional attainment; (c) to further education among members of the legal assistant profession; (d) to cooperate with bar associations; and (e) to support and carry out the programs, purposes, aims and goals of the National Association of Legal Assistants, Inc.

ARTICLE III. POLICY

BL. 3.1. This Association shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of the National Association of Legal Assistants, Inc., or of the policies of NALA.

ARTICLE IV. MEMBERSHIP AND VOTING RIGHTS

BL.4.1 Membership in this Association shall be open to legal assistants, students in legal assistant programs and attorneys or paralegal educators, based on requirements approved by the Association's Executive Committee.

BL.4.2 The Association shall have five (5) classes of membership: (a) Active Membership; (b) Student Membership; (c) Associate Membership; (d) Sustaining Membership; and (e) Honorary Membership.

BL.4.3 The requirements for membership shall be set forth in the Standing Rules of the Association.

BL.4.4 Only Active Members may vote and hold office in this Association.

BL.4.5 Upon request of any Active Member in good standing, a vote shall be held by secret ballot.

BL.4.6 At any meeting of the Association; any active Member shall have the right to vote by individual proxy, and may appoint another Active Member as proxy by an appropriate written designation. Any such individual proxy shall be valid only for that single meeting for which it shall have been given.

BL.4.7 The Executive Board may cancel the membership of any Member by a majority vote, upon determining that such member has: (a) been convicted of a felony; (b) violated the NALA Code of Ethics; (c) been guilty of conduct tending actually and substantially to injure the good name of this Association; or (d) failed to maintain a high standard of professional ethics or personal conduct, which in either case would have been deemed sufficient for the rejection of a membership application.

BL.4.8 Any individual whose membership shall have been canceled may make written appeal for reinstatement to the Executive Committee, by forwarding written notice of such appeal to the Secretary of the Association not less than thirty (30) days after receipt by the member of the notice of cancellation. Such appeal shall be placed upon the agenda of the next scheduled meeting of the Executive Committee as one of the items of regular business. The membership will be reinstated only upon majority vote of the Executive Committee at such meeting. If the Executive Committee denies the appeal, such member may appeal directly to the membership of the Association by forwarding written notice of such appeal to the President of the Chapter not less than thirty (30) days after receipt by the member of notice that the appeal was denied by the Executive Committee. Such appeal to the membership shall be placed upon the agenda of the next scheduled Annual Meeting of the Association as one of the items of regular business. The canceled membership will be reinstated only upon majority vote of the Active Members at such meeting, and shall not be subject to further appeal.

BL.4.9 No individual whose membership shall have been canceled and whose appeal is pending shall exercise any rights of membership;

BL.4.10 A Member may resign at will by submitting a written resignation to the Executive Board of the Chapter. Such resignation shall be deemed to be effective when accepted by the Executive Board. Such resignation shall be deemed effective, when accepted by the Executive Board, if no effective date is stated therein, and membership dues for the current year shall be forfeited by the resigning Member.

ARTICLE V. APPLICATION FOR MEMBERSHIP

BL. 5.1 Application for membership shall be submitted to the Association on forms approved by the Association's Executive Committee. The forms should clearly state that the Association is an affiliated association of the National Association of Legal Assistants and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by the Association. Approval of membership shall be noted on the forms in accordance with Standing Rules adopted by this Association.

SR. 1.1 Qualification for Membership.

Any individual who meets the qualifications herein for the appropriate category of membership is eligible to apply for such classification of membership, except as provided below:

(a) **Active:** To qualify as an Active member, an individual must meet one (1) of the following criteria:

- (1) Successful completion of the National Association of Legal Assistant, Inc.'s (NALA) Certified Legal Assistant (CLA) exam;
- (2) Graduation from an ABA approved program of study for paralegals;
- (3) Graduation from an institutionally accredited paralegal program, which is not ABA approved but requires the equivalent of 60 semester hours of classroom study;
- (4) Graduation from a course of study for paralegals other than those set forth in items (ii) and (iii) above, plus six (6) months of in-house training as a paralegal (note: an attorney/employer must attest that such person is qualified as a paralegal);
- (5) A baccalaureate degree in any field, plus six (6) months of in-house training as a paralegal (note: an attorney/employer must attest that such person is qualified as a paralegal);
- (6) Three (3) years of law-related experience, under the supervision of an attorney, including at least six (6) months of in-house training as a paralegal (note: an attorney/employer must attest that such person is qualified as a paralegal);
- (7) Two (2) years of in-house training as a paralegal (note: an attorney/employer must attest that such person is qualified as a paralegal).
- (8) Obtained the designation of Florida Registered Paralegal (FRP) as identified by Chapter 20 of the Rules Regulating the Florida Bar

(b) **Associate:** Associate membership is open to any individual who meets at least one of the following requirements:

- (1) Membership in a bar association that endorses the concept or is involved in the promotion of the paralegal profession;
- (2) Employment in an educational field that endorses the concept or is involved in the promotion of the paralegal profession;
- (3) Involvement in the direct supervision of paralegals.

(c) **Student:** Student membership is open to any individual who is currently enrolled in a paralegal course of study at a college, junior college, or other school; however, student membership is not available to any individual who has successfully completed NALA's CLA exam.

(d) **Sustaining:** Sustaining membership is open to any individual, law firm, corporation, or paralegal program representative who endorses the concept or is actively involved in the promotion of the paralegal profession.

- (e) **Honorary:** An Honorary member need not be a Member of Southwest Florida Paralegal Association, Inc. An individual shall qualify for Honorary membership in accordance with the procedures outlined below:
- (1) Any individual who has made an outstanding contribution in service to this Association or in furtherance of the paralegal profession, to be determined by the Executive Committee of this Association;
 - (2) Any Active member seeking to recommend someone as an honorary member should submit to the Executive Committee a recommendation in writing for the consideration of the Committee;
 - (3) A majority vote of the Executive Committee shall qualify said individual as an Honorary member; and
 - (4) Honorary Members shall not be required to pay dues nor have voting rights.
- (f) **Charter.** Any member who shall have submitted a membership application on or before December 31, 1997, shall be designated as a Charter Member of the Association.

ARTICLE VI. MEETINGS

BL.6.1 This Association shall meet at not less than quarterly intervals which may include attendance at Association sponsored dinner meetings, seminars or workshops.

Ten percent (10%) of the membership of this Association shall constitute a quorum. In the event of a vote of dissolution, a quorum shall consist of two-thirds (2/3) of the voting members of the Association.

SR6.1 **Regular Meetings of Association Membership.** Regular Association Meetings shall be held on a bimonthly basis at a time and location to be designated by the Executive Committee. The annual meeting of the Association shall be held in December. Regularly scheduled meetings, which fall on traditional holidays, shall be rescheduled at the discretion of the Executive Committee. Additional meetings shall be scheduled as needed.

BL.6.2 Special meetings may be called by the President or upon a majority vote of the Executive Committee upon thirty (30) days written notice to all members of record.

BL.6.3 It is required that this Association hold a minimum of four educational events or a total of 10 hours of education during each fiscal year in order to maintain affiliation with the National Association of Legal Assistants, Inc. These programs may be held in connection with a regular meeting of the membership.

BL.6.4 The Annual Meeting of the Association shall be held in December for the purpose of electing officers, hearing reports of officers and chairmen, and adopting a budget for the ensuing fiscal year. Notice of the annual meeting shall be in writing to all members of record at least thirty (30) days prior to the meeting. Notice will also contain the slate of officers.

SR.6.2 Designated as Non-Smoking. All Association seminars, workshops, regular membership and Executive Committee meetings shall be designated as non-smoking.

SR.6.3 Refunds. Request for cancellation of seminar registration and/or monthly meeting reservations must be received at least three (3) days prior to the seminar and/or monthly meeting in order to receive a refund, less any out-of-pocket expenses already incurred by the Association relating to the registration. This policy shall be set forth on registration materials.

ARTICLE VII. DUES AND ASSESSMENTS

BL.7.1 The dues of this Association are set forth in the Standing Rules of the Association, and shall be due and payable on a calendar year basis, and shall be delinquent if not paid by March 1st of each year.

SR.4. DUES AND EXPENSES

SR.4.1 Membership dues shall be due and payable in accordance with the Bylaws of the Association.

SR.4.2 Any Member whose membership status becomes delinquent will be deleted from the membership roster and will lose all rights of membership, including the right to receive the Association newsletter and notification of Association meetings.

SR.4.3 Any Member whose membership status has become delinquent may reinstate their membership status upon payment of the annual dues applicable to their current membership category, together with a \$10.00 reinstatement fee.

Any Member whose membership status remains delinquent for a period of more than one year may be required, after review by the Executive Board, to complete a new application for membership and/or provide satisfactory evidence that the Member qualifies for membership.

SR.4.4 Amount of Annual Dues. Association Members shall pay the following annual dues:

Active Members – \$45.00

Associate Members – \$60.00

Student Members – \$15.00

Sustaining Member – \$60.00

Reinstatement Fee -- \$10.00

Honorary Members – no dues required

In addition to the annual dues, Members (except for Honorary Members) shall pay a one-time enrollment fee of \$10.00.

At the Board's discretion membership, application or reinstatement fees may be prorated or waived.

Any proration or waiver of fees requires Board approval, and a record of said approval shall be made a part of the minutes.

SR.4.5 Assessment for Returned Checks. There shall be a ten dollar (\$10.00) charge assessed to any person or business entity tendering a check returned uncollected for the amount of the check, plus any related bank charges incurred by the Association.

SR.4.6 Approval of Expenditures. An expenditure in excess of \$100.00, other than an expenditure to pay for the cost of the monthly meetings or the printing of the bi-monthly newsletter, must first be approved by the Executive Committee.

All checks in excess of \$100.00, except for payment of printing the bi-monthly newsletter, shall require the signature of two voting Members of the Executive Committee for payment.

SR.4.7 Expense Vouchers and Receipts. Expense vouchers, with receipts attached, shall be provided to the Treasurer, unless such receipts are not available, prior to the reimbursement of any expenses and shall, if available, be maintained as a part of the permanent record of the Association.

SR.4.8 Checking Account. The checking account for the Association shall be maintained by the Treasurer. The voting Members of the Executive Committee shall be authorized to sign on the account.

SR.4.9 Travel Expenses of Officers. Travel expenses for the Executive Committee or any Member representing the Association may be reimbursed, upon authorization of the Executive Committee. Any expenses which are reimbursable by a Member's employer, another organization or otherwise actually reimbursed to a Member shall not be subject to reimbursement by the Association.

ARTICLE VIII. OFFICERS AND EXECUTIVE COMMITTEE

BL.8.1 The elected officers of this Association shall be the President, Vice President, Treasurer, Secretary and NALA Liaison.

BL.8.2 The Parliamentarian and Newsletter Editor of this Association shall be officers appointed by the President of the Association.

BL.8.3 The Executive Committee of the Association shall be composed of the elected and appointed officers, and shall serve as the Board of Directors of the Association. The Executive Committee shall also act as a planning committee bringing recommendations to the membership for a vote. The Executive Committee shall meet at least quarterly and at other times as called by the President.

SR3.3 Conduct of Executive Committee Meetings. Executive Committee meetings shall be held at a time and place to be determined by the President. All Executive Committee meetings shall be open to the general membership of the Association.

BL.8.4 The term of office for all elected and appointed officers shall be one year, or until their successors are duly elected or qualified by appointment. Successive terms for the same elected office

shall be limited to one year. Appointed officers may be reappointed to successive terms without limit.

S.R.3.1 Term of the Executive Committee. The term of the Executive Committee shall be concurrent with the term of the office held.

BL.8.5 No Member (including officers) shall be compensated for Association duties. However, upon majority vote of the Executive Committee, Members may be reimbursed for out-of-pocket expenses in accordance with the Standing Rules of the Association.

ARTICLE IX. ELECTION OF OFFICERS

BL.9.1 The President shall appoint a nominations and elections Chairman at least sixty (60) days prior to the Annual Meeting of the Association to present a slate of officers to the membership thirty (30) days prior to election. No name shall be on the slate without consent of the candidate. Nominations from the floor shall be accepted and election shall be by majority vote of members present in person or by proxy.

BL.9.2 No candidate for the office of President shall be nominated without having served on the Executive Committee, or as a Committee Chairman, for a minimum of one (1) year immediately prior to nomination for the office of President.

BL.9.3 Names of appointed officers must be presented by the President within thirty (30) days after the date of the Annual Meeting.

BL.9.4 Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director within thirty (30) days after the date of election and/or appointment.

BL.9.5 Unexpired terms of office shall be filled by majority vote of the Executive Committee.

BL.9.6 Any officer (elected or appointed) absent from three consecutive meetings without good cause, may be removed from office by a majority vote of the Executive Committee.

ARTICLE X. STANDING AND SPECIAL COMMITTEE CHAIRMEN

BL.10.1 The President shall appoint the chairman of the following Standing Committees: (a) Educational Programs, as described in SR 5.2 (a); (b) Nominations & Elections; (c) Audit; and (d) Public Relations.

SR5.1 Committees and their Duties. All committees shall make recommendations to the Executive Committee toward fulfilling their assigned duties and shall implement any recommendations approved by the Executive Committee. The Executive Committee, at its discretion, may designate additional standing or special committees for such term and purpose as may be deemed appropriate. Each Chair of a Committee shall be an active member of the Association.

SR5.2 Standing Committees. The duties of the standing committees shall be as follows:

(a) **Education Programs**. The Education Programs are divided into the following four committees:

1. **Dinner Meetings**: Shall coordinate and organize dinner meetings, which provide educational speakers for continuing legal education, and shall be responsible for the dissemination of dinner meeting reservation forms to Association Members, the public, and local educational institutions.
2. **Seminar**: Shall develop and implement a half or full day seminar at least once in a calendar year and shall be responsible for the dissemination of all information regarding the seminar to Association Members, the public, and local educational institutions. The Executive Board may, at its discretion and only on a year-to-year basis, suspend the development and implementation of a half or full day seminar; however, in no event shall the combined number of hours offered by SWFPA for CLE credit be less than the minimum continuing legal education requirements for NALA affiliation, as set forth in BL6.3.
3. **CLA Review Course**: Shall develop and implement a CLA Review Course, following NALA guidelines, at least once a calendar year, if feasible. It shall be responsible for the dissemination of all information regarding the Review Course to Association Members, the public, and local educational institutions.
4. **Scholarship**: Shall be responsible to disseminate all information regarding the Association and its scholarship programs to and keep in contact with the educational institutions offering legal assistant/paralegal programs in the Sarasota and Manatee Counties. It shall review all applications received for the various scholarship programs and narrow the recipients down to three that will then be voted on by the Executive Committee.

(b) **Newsletter**: The Newsletter Committee shall include as many Members as necessary to adequately perform the duties of the Committee. A newsletter shall be mailed to all Association Members bi-monthly no later than the 30th of the months of January, March, May, July, September and November. The Newsletter shall contain the names, telephone and fax numbers of all the Association officers and any Standing Committee members.

The bi-monthly newsletter will be mailed to all Association Members. Submission deadlines and publication dates shall be designated by the Newsletter Editor upon approval by the Association President.

(c) **Audit**: The Audit Committee shall perform all audits of the financial records of the Association in accordance with the Bylaws and these Standing Rules.

(d) **Nominations and Elections**: The Nominations and Elections Committee shall perform all functions of said Committee in accordance with the Bylaws and these Standing Rules.

(e) **Public Relations**: Public Relations is divided into the following four Committees:

1. **Bar Liaison/Activities**: The Liaisons appointed to this committee shall be responsible for obtaining current information on their respective bar associations regarding changes in procedures, laws, addresses, judicial assignments, or any other issues that are pertinent to disseminate to Association Members.

2. **Job Bank**: The coordinator shall be responsible for receiving and disseminating information on job openings received by the Association.
3. **Publicity**: The chair of this committee shall be responsible for disseminating all press releases regarding monthly dinner meetings, the annual seminar, CLA Review Course, and outcome of the election of officers to the local and state bar associations, newspapers and publications as are appropriate.
4. **Website**: Shall maintain and upgrade the Association's website. The Committee shall include as many members as necessary to perform these duties. The Committee may utilize a non-member to administer the website.

BL.10.2 The Vice President shall serve as the chairman of the Membership Committee; the Treasurer shall serve as the chairman of the Finance Committee; and the Newsletter Editor shall serve as the chairman of the Newsletter Committee.

BL.10.3 Special committee chairmen may be appointed by the President, as needed, with the approval of the Executive Committee.

SR.5.3 Special Committees/Assignments. The Executive Board may designate an individual or a special committee to handle specific assignments, including but not limited to, email communications to members.

ARTICLE XI. DUTIES OF OFFICERS AND CHAIRMEN

BL.11.1 President. The President shall preside over all Executive Committee and membership meetings. The President shall appoint a Parliamentarian, special and standing committee chairmen as provided in these bylaws: The President shall pass files to successor immediately upon installation and shall cause all other officers and chairmen files to be passed to respective successors. The President shall be a non-voting member of all committees except the committee on Nominations and Elections.

The President shall appoint a Registered Agent, said Registered Agent to be a current member of the Executive Board.

SR.2.1.

- (a) **President**. The President shall be the general manager for the Association; shall have the supervision of the business; shall conduct all of the regular business of the Association; shall see that all orders and resolutions of the Executive Committee are enforced and put into effect; shall be its principal officer and agent of the Association; shall be Chair of the Executive Committee; shall preside at all meetings (unless unable to do so and then the Vice President shall chair said meetings); shall negotiate and execute all documents incidental to the business of the Association; and shall have such other further authority, power, and discretion as shall be reasonably necessary, incidental to or convenient for the accomplishment of all of the business of the Association whatsoever nature, except as shall be prohibited under the laws of Florida, or reserved to the Executive Committee in the Bylaws of the Association or these Standing Rules.

BL. 11.2 Vice President. The Vice President shall preside and shall assume all duties assigned to the President in the president's absence. The Vice President shall automatically be chairman of the Membership Committee and shall be charged with the responsibility of developing programs to encourage membership in this Association. The Vice President shall receive and approve applications for membership, and shall also be responsible for keeping a current roster of membership. The membership roster shall be submitted with the annual NALA renewal fee.

SR. 2.1

(b) **Vice President.** The Vice President shall serve in the absence of the President and shall have all the powers of the President in the absence of the President. The Vice President shall assist the President in all endeavors. The Vice President shall be the designated officer in charge of membership, and shall encourage membership in the Association and receive and review all membership applications, and shall maintain the name, address, phone number and category of membership for inclusion in the Association roster. All membership dues shall be forwarded by the Vice President to the Treasurer. The Vice President may have such further powers and duties as may be provided in the Bylaws of the Association or these Standing Rules. The Vice President shall supervise the mailing or delivery of notices or correspondence to the Association membership and/or the community, including new membership packets and renewal membership packets.

SR.8.1 Update of Roster. The membership roster of the Association shall be maintained in a current status with respect to members and related information.

SR.8.2 Copies to Members. A copy of the membership roster of the Association shall be provided to Members on a quarterly basis, or upon written request.

SR.8.3 Limitations of Use. Under no circumstances shall the membership roster be provided or sold to any entity as a mailing list or for other commercial purposes in violation of the Association Bylaws and these Standing Rules without the express consent of the Executive Committee.

BL. 11.3 Secretary. The Secretary shall be responsible for keeping the minutes of all meetings and keeping the permanent minutes of this Association. The Secretary shall assist the President in any way including giving notice of meetings. Association minutes of any meeting shall be available to the NALA President upon request.

S.R. 2.1

(c) **Secretary.** The Secretary shall conduct the general correspondence of the Association as may be requested by the President or the Executive Committee and shall record the proceedings of all business meetings of the Association. A copy of the minutes of all meetings shall be provided to the Executive Committee for review and approval. The Secretary shall: (1) keep the official minutes of all business meetings of the Association; (2) maintain the corporate minute book of the Association; (3) keep copies of all official correspondence; and (4) maintain official copies of the treasurer's reports, audit committee reports, and membership rosters. A document inventory checklist shall be provided to the incoming Executive Board.

BL.11.4 Treasurer. The Treasurer shall deposit all funds and make all disbursements, subject to approval of the Executive Committee and as provided in the budget. Any extraordinary, expenses must be approved by the Executive Committee before obligation to pay. The Treasurer shall be chairman of the Finance Committee which committee shall prepare a budget for the ensuing fiscal year, which shall be adopted by the membership at the Annual Meeting. (The Budget shall be submitted to the Executive Committee prior to presentation at annual meeting.) The Treasurer may be bonded (premium paid by the Association). All disbursements of Association funds must be by Association check and, if over \$100.00, signed by two (2) elected members of the Executive Committee, with the exception of newsletter printing costs. The Treasurer shall submit a written financial report at each regular meeting of the Executive Committee, which shall be attached to the official minutes as part of permanent record.

S.R. 4.6

Approval of Expenditures. An expenditure in excess of \$100.00, other than an expenditure to pay for the cost of the monthly meetings or the printing of the bi-monthly newsletter, must first be approved by the Executive Committee. All checks, except for payment of printing the bi-monthly newsletter, shall require the signature of two voting Members of the Executive Committee for payment.

S.R. 2.1

(d) Treasurer. The Treasurer shall keep a full and accurate account of the receipts and disbursements of the Association and shall deposit all funds in such a depository as designated by the Executive Committee. The Treasurer shall keep permanent files and records of the financial transactions conducted by the Association for each year the Association is in existence. These permanent files and records shall include an accurate list of Members, amount of dues paid, and classification of membership. All financial records of the Association shall be maintained for a minimum of seven (7) years after reviews and approval by a majority of the Executive Committee. In no event shall the financial records of the Association be destroyed without the prior written approval of the Executive Committee. A business checking account shall be maintained in the name of Southwest Florida Paralegal Association, Inc., together with such other accounts as may be authorized from time to time by the Executive Committee. A performance bond shall not be necessary. The Treasurer shall make a written report on the finances of the Association to the Executive Committee on a monthly basis.

An expenditure in excess of \$100.00, other than an expenditure to pay for the cost of the monthly meetings or the printing of the bi-monthly newsletter, must first be approved by the Executive Committee. All checks, except for payment of printing the bi-monthly newsletter, shall require the signature of two voting Members of the Executive Committee for payment. (duplicative of SR 4.6)

The Treasurer shall have such further powers and duties as may be provided in these Standing Rules.

BL.11.5 NALA Liaison. The NALA Liaison shall be a NALA member, shall be familiar with the NALA Bylaws and Standing Rules, shall receive minutes of all NALA meetings and shall represent the association at the NALA annual meeting of affiliated associations. This officer shall report quarterly on Association activities to the NALA Affiliated Associations Director on forms provided by NALA headquarters, and shall report all officers' names to NALA headquarters and the NALA Affiliated

Associations Director. The NALA Liaison may submit items the Association wishes discussed to the NALA Affiliated Associations Director and shall participate in discussion sessions at NALA Annual Meetings. A report to Association members on the NALA annual meeting will be required. The NALA Liaison shall, within sixty (60) days of passage, notify the NALA Parliamentarian and Affiliated Associations Director of any changes in the Association's bylaws. The NALA Liaison shall be the main contact between NALA and the Association. This officer shall be a member of the governing body (i.e. Executive Committee) of this Association.

S.R. 2.1

(e) NALA Liaison

Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director within thirty (30) days after the date of election and/or appointment.

BL.11.6 Parliamentarian. The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. The Parliamentarian shall be familiar with these Association Bylaws and the NALA bylaws, shall receive all proposed bylaw amendments, and shall prepare standing rules and amendments to standing rules and bylaws upon request of the Executive Committee. Robert's Rules of Order Newly Revised serves as parliamentary authority for items not covered by these bylaws or the Association standing rules. The Parliamentarian shall be a non-voting member of the Executive Committee. An elected officer of the Association may also serve as Parliamentarian for the Association.

S.R.3.2 Duties of Parliamentarian. The President shall appoint a Parliamentarian who shall supervise the parliamentary procedures of all meetings. The parliamentarian shall have no vote. This officer shall be familiar with the Bylaws and Standing Rules of this Association and with the Bylaws and Standing Rules of NALA. A Member of the Executive Committee shall not be prohibited from serving as parliamentarian.

BL.11.7 Newsletter Committee Chairman. The Newsletter Editor shall serve as the Chairman of the Newsletter Committee, and shall be responsible for the preparation of the monthly newsletter of the Association. The Newsletter Editor shall be a non-voting member of the Executive Committee. An elected officer of the Association may also serve as Newsletter Editor for the Association.

Also see S.R. 5.2(b)

BL.11.8 Audit Committee Chairman. The Audit Committee will be composed of a Chairman and two (2) additional Members selected by the President (including a past Treasurer of the Association, if possible). The purpose of the Audit Committee shall be to audit the Treasurer's books at the close of the fiscal year, and within sixty (60) days after the transfer of accounts to a new Treasurer. In the event the incumbent Treasurer is elected to a second term, the audit will be within sixty (60) days after the Annual Meeting. A written, report of the Audit Committee shall be submitted to the Executive Committee within fifteen (15) days after completion of an audit.

Also see S.R. 5.2 (c)

BL.11.9 Education Programs. The various committees comprising the Education Programs shall be responsible for planning seminars, workshops and working with NALA in the event of the co-

sponsorship of any programs.

The Dinner Committee and the Seminar Committee shall be responsible for fulfilling the educational requirements under Article VI of these bylaws and shall report such educational meetings to the NALA Liaison.

Also see S.R. 5.2(a)

BL.11.10 Nominations and Elections Chairman. See Article IX.

ARTICLE XII. FISCAL YEAR

BL.12.1 The fiscal year of this association shall be from January 1 to December 31

ARTICLE XIII. CODE OF ETHICS

BL.13.1 Every member of this Association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of the National Association of Legal Assistants, Inc., and any other code so adopted by the membership of this Association. Violations of the NALA Code shall be grounds for immediate dismissal from membership and/or removal from office.

ARTICLE XIV. AMENDMENTS TO BYLAWS

BL.14.1 Bylaw amendments (not in conflict with NALA bylaws) may be adopted by two-thirds (2/3) of members present, in person or by proxy, at any regular meeting, notice having been given to members of the Association at least thirty (30) days prior to the meeting. The NALA Parliamentarian must be advised of any amendments within sixty days of passage.

BL.14.2 Any active member in good standing may propose an amendment to these Bylaws by delivering a copy of the proposed amendment to the Secretary of the Association at least sixty (60) days prior to the Annual Meeting. The Executive Committee shall have the right to recommend approval or disapproval of the proposed amendment to the Membership of the Association.

SR.9.4 Amendment of Standing Rules. Any standing rule may be amended:

- (a) Upon written motion, accompanied by a statement as to the purpose for the amendment, by an Active Member in good standing of the Association. The Executive Committee, after notice of the proposed amendment, shall consider the proposal and may amend the standing rule upon a majority vote of the Executive Committee.

OR

- (b) Upon motion of a Member of the Executive Committee, upon a majority vote of the Executive Committee.

ARTICLE XV. DISSOLUTION

BL. 15.1 In the event of dissolution of this Association, all property and assets shall be distributed to

a nonprofit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining members of the Association, notice having been given to members of the Association and the NALA Affiliated Associations Director at least thirty (30) days prior to the meeting. In no event shall any of such property and assets be distributed to any member or private individual.

ARTICLE XVI. RETENTION OF AFFILIATION

BL.16.1 Affiliation with the National Association of Legal Assistants, Inc. is renewable each year by payment of the annual affiliation fee, submitted with a current membership roster. In the event of suspension of affiliation, the Association may reaffiliate with NALA by submitting a new application with membership roster, bylaws, sample of educational programs, petition and current initial fee.

BL.16.2 In addition to the renewal fee, this Association must comply with the required reports and requested procedures as outlined in these bylaws.

BL.16.3 The annual renewal fee to NALA is payable on October 1 and delinquent November 1. Payments received after the delinquent due date must be accompanied by a late fee penalty established by NALA.

S.R. 7.1 Intentionally deleted.

SR.9. MISCELLANEOUS

SR.9.1 Access to Financial Records. Inspection of the financial records, accounts, and related records of the Association by its Members shall be limited to legitimate purposes at those times and places which the Executive Committee may fix by appropriate resolution. The request to inspect Association records must be in writing and must be presented to the Association President.

SR.9.2 Ratification of Acts. Any transaction of business by the Members at any meeting, which was through inadvertence invalidly noticed, convened, or conducted shall be treated as though fully valid if such business is subsequently approved and ratified at any meeting of the membership.

SR.9.3 Adoption of Standing Rules. At the time these Standing Rules are adopted, the provisions herein will not in any way invalidate any prior action of the membership or officers prior to the adoption of these Standing Rules.

SR.9.4 Amendment of Standing Rules. Any standing rule may be amended:

- (a) Upon written motion, accompanied by a statement as to the purpose for the amendment, by an Active Member in good standing of the Association. The Executive Committee, after notice of the proposed amendment, shall consider the proposal and may amend the standing rule upon a majority vote of the Executive Committee.

OR

- (b) Upon motion of a Member of the Executive Committee, upon a majority vote of the Executive Committee.

BYLAWS

Adopted January 27, 1998

Section 11.8 rev. 12/13/2000

Revised for Name Change 12/12/2001

Revised as part of Joint Doc project 12/12/2007

Approved at Annual Meeting 12/12/07

STANDING RULES

Adopted 2/24/1998

Rev. 6/3/2002

Rev. 4/26/2004

Rev. 3/13/2005

Rev. 4/18/2007 – Section 5.2 (a).1

Rev. 5/15/2007 – Section 6.1

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Rev. 7/14/2008 – Section 5.2 (a) 2

Rev. 01/18/2012 - SR. 1.1