

HOUSTON PARALEGAL ASSOCIATION

BYLAWS

(Last Amended and restated 08/09/2012)

I. Name and Mission Statement

The name of the association shall be Houston Paralegal Association (HPA). This association shall be affiliated with the National Association of Legal Assistants, Inc. (NALA).

The Association adopts the following Mission Statement:

HPA pledges to provide programs of education and professional development to advance the professional development, objectives, and goals of paralegals.

HPA will promote the paralegal profession by maintaining ethical conduct and the highest standards of integrity for governing its members.

HPA is dedicated to promoting the education and understanding of legal professionals and the general public, regarding the utilization of paralegals to assist attorneys in providing effective legal services.

II. Purpose

The purpose of this Association shall be as follows:

- 2.1 To establish good fellowship among association members, the National Association of Legal Assistants, Inc., and the legal community;
- 2.2 To encourage high ethical and professional attainment;
- 2.3 To further education among members of the profession;
- 2.4 To provide opportunities for membership involvement in pro-bono and charitable activities;
- 2.5 To cooperate with state and local bar associations and other law-related professional associations;
- 2.6 To support and carry out the programs, purposes, aims, and goals of the National Association of Legal Assistants, Inc.;
- 2.7 To promote the professional development and acceptance of paralegals in the legal community.

III. Policy and Definition

- 3.1 This Association shall be non-partisan, non-sectarian, non-profit, and non-union.
- 3.2 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.
- 3.3 For purposes of these bylaws, the term "paralegal" and "legal assistant" are interchangeable. The Association hereby adopts the definition of legal assistant/paralegal as defined by the American Bar Association.

IV. Membership

- 4.1 Only those persons or entities who shall qualify for membership according to the provisions of these Bylaws shall become members.
- 4.2 Membership in this Association shall be open to paralegals/legal assistants (as defined in Section 3.3 of the bylaws), students in paralegal programs, and paralegal trainees employed by an attorney, law firm, legal department, government, judicial or legal agency or other organization devoted to the practice of law.
- 4.3 There shall be four classes of members: Active, Associate, Sustaining, and Honorary. Only Active members may vote and hold an elected or appointed office in this Association.

- (A) Active Members shall be voting members who meet the definition of paralegal/legal assistant adopted by this association. Any individual who has successfully completed the Certified Legal Assistant/Certified Paralegal Exam may be an Active member.

- 1. A paralegal, who is currently an Active Member and is temporarily unemployed during the same year of said active membership, shall continue to retain Active Member status and all rights and privileges for the remainder of the same year following such unemployment. If such person remains unemployed after expiration of active membership, his/her membership status will be renewed as an Associate Member. Determination of continued active membership in HPA shall be based upon verification of previous active membership status and signature of an attorney attached to the membership renewal form.

- (B) Associate Members shall be non-voting members who are employed as paralegal trainees and/or students enrolled in a paralegal program, and paralegals meeting the criteria for Active members, but who are not currently employed under the direct supervision of an attorney.

- (C) Sustaining Members shall be non-voting members and shall be any firm, agency, corporation or other entity interested in supporting the legal assistant profession and this Association.

- (D) Honorary Members shall be non-voting members and shall be paralegal institutions with certified or degreed programs and/or representatives thereof.

Any current Active Member, who has been a member for five (5) years and has retired from the paralegal profession, may also be reclassified as an Honorary member upon written request to the Membership Chair, and approval by the Executive Committee.

- 4.4 Application for membership of this association shall be submitted to the Second Vice-President. The application forms should clearly state that the association is an affiliated association of the National Association of Legal Assistants, Inc. 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 forms in accordance with Standing Rules/Policy adopted by this association.

- 4.5 The Executive Committee shall cancel the membership of any member by a majority vote upon determining that such member has (1) been convicted of a

felony, or (2) violated the Code of Ethics and Professional Responsibility of this Association. Additionally, the Executive Committee may cancel the membership of any member by majority vote upon determining that such member has (a) been found guilty of conduct which would substantially injure the good name of this Association, or (b) failed to maintain a high standard of professional ethics, which in either case would have been deemed sufficient for rejection of a membership application. Any member whose membership is canceled shall forfeit their dues for the current year. Right to appeal shall be provided in these bylaws or as hereafter provided for in the Standing Rules/Policy of this Association and not otherwise.

- 4.6 A member may resign at will by submitting their resignation to the President or a member of the Executive Committee. Such resignation shall be deemed to be effective when accepted by the Executive Committee if it has no effective date stated therein, and dues for the current year will be forfeited.
- 4.7 Membership in this Association may not be transferred or assigned.

V. Dues and Assessment

The Association membership year is January 1st through December 31st. The dues of the Association shall be set by the Executive Committee, and shall be due before January 1st of each year and payable amid September 1st and December 31st of each year. If any member shall be in default after **January 31st** ~~December 31st~~, such membership shall be terminated. Membership so terminated may be reinstated upon reapplication and payment of dues.

VI. Meetings

- 6.1 Meetings of the Association for educational, social and/or business purposes shall be held no less than ten (10) times per year monthly; such date, place, and hour to be determined by the Executive Committee.
- 6.2 Special meetings of the Association may be called by the President or by a majority of the Executive Committee or by 10% of the Active Membership. Special meetings may be called and fifteen (15) days notice must be given to all members of the association.
- 6.3 One-fourth (1/4) of the voting membership shall constitute a quorum, which shall consist of attending voting members and verified proxies, in accordance with the Standing Rules/Policy adopted by this association. In the event of a vote for dissolution of the association, a quorum shall consist of two-thirds (2/3) of the voting membership of the association.
- 6.4 An annual meeting shall be held in August for the purposes of **swearing in** ~~electing~~ officers, hearing reports of officers and chairpersons, and adopting a budget for the ensuing fiscal year. Notice of the annual meeting shall be in writing to all members, at least 30 days prior to the meeting. Notice will also include the slate of candidates for elected officers.
- 6.5 It is required that this association hold a minimum of four education 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 business meeting of the membership.

- 6.6 The Officers, Committee members, and Association members may participate in a meeting by means of **remote** ~~telephone conference or similar~~ communication ~~equipment~~ whereby all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting. Unless otherwise restricted by the authority documents or these bylaws, a meeting as specified in this section may be conducted solely by means of remote communication.

VII. Officers and Executive Committee

- 7.1 The elected officers of this Association shall be chosen by the voting members of the Association at an election **held prior to the annual meeting.** ~~at the annual meeting.~~
- 7.2 The elected officers shall be the President, President-Elect, First Vice-President, Second Vice-President, Third Vice-President, Treasurer, Secretary, Parliamentarian, and a NALA Liaison.
- 7.3 Terms of Elected Officers and Chairpersons shall begin on the day of installation at the Annual meeting to the day of installation of the succeeding elected officers at the next Annual Meeting. Term limitations shall be two (2) successive terms per person per office. No one officer may hold more than two (2) positions, whether elected or appointed, on the Executive Committee during the same term of office. No member shall serve as President for more than two (2) terms, whether or not consecutive, within a five year period.
- 7.3 The Executive Committee shall be composed of elected and appointed officers. The Executive Committee shall act as the governing body for the Association and shall manage, control, and direct the affairs and property of the Association.
- 7.4 The President and one additional officer, approved by the Executive Committee, shall represent the Association at meetings of the Texas Alliance of Paralegal Associations.
- 7.5 The Executive Committee shall meet no less than ten (10) times per fiscal year and meetings shall be at a time, date, and place determined by the President.
- 7.6 At the discretion of the President, a special vote of the Executive Committee may be called.
- 7.7 An elected officer must be legally competent to enter into contracts and an Active Member.
- 7.8 Officers, both elected and appointed, will evidence their good faith and fiduciary obligations to the association by executing in the presence of a notary public a non-compete agreement as described in the Standing Rules/Policy of this association, which shall be binding upon the officer during the officer's term of office. If such agreement is not received by the President and Parliamentarian within thirty (30) days of the effective date of these Bylaws, the President shall declare the officer's position to be vacant and it shall be filled in accordance with the Bylaws.

VIII. Election of Officers

- 8.1 The Parliamentarian shall chair the Election Committee which shall be comprised of ~~two~~ Active members and the Parliamentarian. The Election Committee shall

- present a slate of candidates to the membership 30 days prior to the annual meeting. Members in good standing will be allowed to vote by proxy. No name shall be on the ballot without the consent of the candidate.
- 8.2 Only Active members may hold an elected office. Only Active or Associate members may hold an appointed office.
 - 8.3 An un-expired term in the office of President-Elect shall be filled by a special election. Such special election can be held by electronic means or by a special meeting. Un-expired terms of office for other elected or appointed officers shall be filled by appointment by the President, subject to approval by the Executive Committee.
 - 8.4 Any officer (elected or appointed) absent from three consecutive meetings without good cause, may be removed from office by the Executive Committee.
 - 8.5 Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director, at least thirty (30) days after election and/or appointment.
 - 8.6 Upon demand of any officer, the vote in question, proposition or motion shall be taken by secret ballot.
 - 8.7 Officers shall not receive any fee for attendance at meetings or for serving in such capacity; provided however that the officer may be reimbursed for actual travel or other like expenses paid or incurred by an officer in the performance of any proper duty or function in accordance with allowable expenses, as set forth in the Standing Rules/Policy.
 - 8.8 An officer shall have no personal liability for any claims or damage that may result from acts in the discharge of any duty imposed or exercise of any powers conferred upon such officer by the association if, in good faith, such officer shall have acted with ordinary care and prudence or alternatively shall have relied upon the opinion of an attorney, accountant or other professional consultant of the association.
 - 8.9 An Officer may resign at any time by delivering written notice to the Executive Committee. Such resignation shall take effect at the time specified in the notice, or, if the time is not specified, then upon receipt of such notice.
 - 8.10 The Executive Committee may authorize such expenditures as it shall deem to be in the best interest of the association for the investigation and defense of claims or suits brought by any persons whomsoever either against the association, its officers without regard to the nature of the alleged claim or suit.

IX. Duties of Elected and Appointed Officers

- 9.1 President – This officer shall preside over all Executive Committee meetings and membership meetings. The President shall pass on files to his/her successor immediately upon the installation of a newly elected Executive Committee and shall cause all other officers and chairpersons files to be passed on to their respective successors. The President shall not cast a vote on any matters that require a vote by the Executive Committee. However, the President may be called upon by the Executive Committee to vote in order to break a tie. For the purposes to meet quorum requirements, the President shall be considered a voting member of the board.

- 9.2 President-Elect – This officer shall preside and shall assume all duties assigned to the President-Elect in the President’s absence. This officer shall serve on the following committees: (i) Continuing Legal Education Committee, (ii) Membership Committee; (iii) Finance Committee; and (iv) Election Committee.
- 9.3 First Vice-President – This officer shall automatically be chairperson of the Continuing Legal Education Committee. This officer shall be responsible for planning CLE meetings, seminars, and workshops.
- 9.4 Second Vice-President – This officer shall automatically be the chairperson of the Membership Committee and shall be charged with the responsibility of developing programs to encourage membership in the association. This officer shall receive applications for membership and present names of applicants to the membership committee members for acceptance or rejection. Upon approval of membership, approved application forms shall be signed by this officer and delivered to the Treasurer with due payments. This officer is also responsible for keeping a current roster of membership and reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.
- 9.5 Third Vice-President – This officer shall automatically be the chairperson of the Public Relations Committee and shall be charged with the responsibility of promoting and marketing the Association at events by advertising and other means on a local, state-wide, and national level. This officer shall also be responsible for promotional items of the Association.
- 9.6 Secretary – This officer shall be responsible for taking minutes at all meetings and keeping permanent minutes. This officer 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.
- 9.7 Treasurer – This officer shall deposit all funds and make all disbursements, subject to the approval of the Executive Committee and as provided in the budget. The Executive Committee must approve any expenses greater than \$200.00 before there is an obligation to pay. The Treasurer shall be chairperson 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 presented to the Executive Committee prior to presentation at the annual meeting.) The Treasurer may be bonded (premium paid by the Association). All disbursements of the association funds must be by association check and signed by the Treasurer or other signatory, as indicated on bank records. This officer shall submit a written financial report at each Executive Committee meeting to be attached to the official minutes as part of the permanent record of the Association.
- 9.8 Parliamentarian – This officer shall attend all meetings and give opinions on parliamentary process upon request of the President. This officer shall be familiar with association bylaws, NALA bylaws, shall receive all proposed bylaw amendments, and prepare Standing Rules/Policy and amendments to Standing Rules/Policy and bylaws at the request of the Executive Committee. Robert’s Rules of Order (latest edition) shall serve as parliamentary authority for items not covered by these bylaws or the Association standing rules.

- 9.9 NALA Liaison – This officer shall be ~~the immediate past president of this association,~~ a NALA Active member, shall be familiar with the NALA Bylaws, 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. This officer may submit items the Association wishes to be 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. This officer shall, within sixty (60) days of passage, notify the NALA Affiliates Associations Director of any changes in the Association's bylaws. This officer shall be the **primary main** contact between NALA and the Association. This officer shall be a member of the governing body of this Association.

X. Committees

10.1 Standing Committees shall be as follows:

- A. Continuing Legal Education (First Vice-President as chair)
- B. Membership (Second Vice-President as chair)
- C. Public Relations (Third Vice-President as chair)
- D. Finance (Treasurer as chair)
- E. Election (Parliamentarian as chair)
- F. Social (The chair of this committee shall automatically be a member of the Public Relations Committee)
- G. Website (The chair of this committee shall automatically be a member of the Public Relations Committee)

The duties and responsibilities of each committee are further expanded in the Standing Rules/Policy of this association.

Excepting the chairs of the Continuing Legal Education, Membership, Public Relations, and Election committees, the chairperson shall be appointed by the President. The Executive Committee, as shall be deemed advisable, may authorize additional standing committees.

10.2 The Executive Committee shall have the authority to create such special committees as may be deemed necessary for specific purposes. The chairperson of special committees shall be an Active member appointed by the President, subject to the approval of the Executive Committee. The chairperson shall furnish reports and may attend Executive Committee meetings when requested by the Executive Committee, but shall not have voting rights unless they also hold an elected position.

XI. Fiscal Year

The fiscal year of this association shall begin on September 1 and end on the last day of the following August.

XII. Code of Ethics

- 12.1 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.
- 12.2 Any member whose membership has been dismissed due to a violation of this Association's and NALA's Code of Ethics may appeal to the Executive Committee upon written request to the President of the Association. The member must agree to be bound by the majority decision of the Executive Committee.

XIII. Dissolution

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 at least fifteen (15) days prior to the meeting. In no event shall any of such property and assets be distributed to any member or private individual.

XIV. Amendment to Bylaws

These bylaws, not in conflict with NALA bylaws, may be amended by a majority vote of Active members. The NALA Affiliated Associations Director must be advised of any amendments within sixty (60) days of passage.

XV. Retention of Affiliation

- 15.1 Affiliation with the National Association of Legal Assistants, Inc. is renewable each year by payment of an affiliation fee and submission of a current Association membership roster. In the event of suspension of affiliation, this Association may re-affiliate with NALA by submitting a new application with membership roster, bylaws, sample of education programs, petition, and current initial fee.
- 15.2 In addition to the renewal fee, this Association must comply with the required reports and requested procedures as outlined in these bylaws.
- 15.3 The annual renewal fee is payable on October 1 and delinquent November 1. Payment received after the due date must be accompanied by a late fee penalty established by NALA.