

# **TUCSON PARALEGAL ASSOCIATION**

## **REVISED AND RESTATED BYLAWS**

**Effective October 7, 2006**

### **ARTICLE I - Name**

1.1 The name of this corporation shall be TUCSON PARALEGAL ASSOCIATION (hereinafter "Association" or "TPA"). This Association shall be affiliated with the National Association of Legal Assistants, Inc. ("NALA").

### **ARTICLE II - Objects and Purposes**

- 2.1 To establish good fellowship among its members, NALA, and members of the legal community.
- 2.2 To encourage a high order of ethical and professional attainment.
- 2.3 To further education among members of the profession.
- 2.4 To cooperate with Bar associations.
- 2.5 To support and carry out the programs, purposes, aims, and goals of NALA.

### **ARTICLE III - Policy**

3.1 TPA 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 or policies of NALA.

### **ARTICLE IV - Membership**

4.1 Right to Membership. Only those persons who shall qualify for membership according to the provisions of these Bylaws shall become members.

4.2 Classes of Membership. There shall be five (5) classes of membership as follows:

1. Active Membership
2. Associate Membership
3. Student Membership
4. Affiliated Society
5. Individual Affiliate

4.3 Qualifications for Active Members. The following shall qualify for active membership:

- A. Any individual who has successfully completed the Certified Legal Assistant/Certified Paralegal examination of NALA;

- B. Any individual who has graduated from an ABA-approved program of study for legal assistants or paralegals;
- C. Any individual who has graduated from a course of study for legal assistants or paralegals which is institutionally accredited but not ABA-approved, and which requires not less than the equivalent of sixty (60) semester hours of classroom study;
- D. Any individual who has graduated from a course of study for legal assistants or paralegals other than those set forth in B and C above, plus not less than six (6) months of in-house training as a legal assistant or paralegal, whose attorney-employer attests that such person is qualified as a legal assistant or paralegal;
- E. Any individual who has received a baccalaureate degree in any field, plus not less than six (6) months in-house training as a legal assistant or paralegal, whose attorney-employer attests that such person is qualified as a legal assistant or paralegal.
- F. Any individual who has a minimum of 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 legal assistant or paralegal, whose attorney-employer attests that such person is qualified as a legal assistant or paralegal; or
- G. Any individual who has a minimum of two (2) years of in-house training as a legal assistant or paralegal, whose attorney-employer attests that such person is qualified as a legal assistant or paralegal.

4.4 Qualifications for Associate Members. The following shall qualify for associate membership:

- A. Those individuals who have seven (7) years of law-related experience under the supervision of a member of the Bar Association.
- B. Those individuals who have earned an advanced certification from NALS (PLS or PP).

4.5 Qualifications for Student Members. The following shall qualify for student membership:

Those individuals who are students in good standing in any university, college, junior college, or other school pursuing an approved course of studies as a legal assistant or paralegal or are currently law students, which course meets the standards of the provisions set forth in Section 4.3(B) and (C) above.

4.6 Qualifications for Affiliated Societies. The following shall qualify for affiliate membership:

Those local or state groups or societies, which by objects, aims, constitutions, bylaws, or practice are functioning in harmony with the objects and aims of TPA and NALA, subject, however, to the recommendation of the Board of Directors of TPA and to the majority vote of the active membership of TPA.

4.7 Qualifications for Individual Affiliates. The following shall qualify for individual affiliate membership:

B. Any individual currently employed in a legal assistant or paralegal capacity whose field of expertise requires specialized training in ancillary areas, including but not limited to accounting, nursing, real estate, etc. Membership under this category will be at the discretion of the Membership Committee.

C. Those members of Bar Associations endorsing the legal assistant and paralegal concept or involved in the promotion of the legal assistant and paralegal profession.

D. Those members of the educational field endorsing the legal assistant and paralegal concept or involved in the promotion of the legal assistant and paralegal profession.

4.10 Rejection of Membership. General conduct or character which is not in keeping with the ethical or professional standards of this Association shall be sufficient grounds for rejection of a membership application as submitted to TPA on an annual basis. Such conduct or character shall include:

A. Conviction of a felony without restoration of civil rights;

B. Conduct which would violate the American Bar Association “(ABA)” Code of Ethics had that person been a member of that association;

C. Conduct which would violate the NALA Code of Ethics and Professional Responsibility had the applicant been a member of that association;

D. Failure to meet the standards of professional ethics or personal conduct expected of members of TPA; or

E. Unethical or immoral conduct.

4.11 Right to Reapply for Membership. Any applicant shall have the right to reapply for membership after twelve (12) months from the date of rejection of the membership application unless otherwise provided in rules or policies adopted by TPA governing professional conduct, discipline, and reinstatement. If the applicant is rejected solely on

the basis of time qualifications, the applicant may reapply once the time qualifications are met. No individual, except an applicant rejected on the basis of time qualifications, shall have the right to reapply for membership more than once in a twelve (12) month period.

- 4.12 The Board of Directors of TPA may at any time or from time to time prescribe further rules and regulations defining and governing the admission of individuals to membership in this Association, which rules and regulations shall be set forth in the promulgated Standing Rules of TPA.

### **ARTICLE V - Voting**

- 5.1 **Members Qualified to Vote.** Active members, in good standing, shall be qualified to vote at all membership meetings or upon other matters coming to the membership for action. Only active members in good standing sixty (60) days prior to the election date will be allowed to vote in person or by proxy at such election. No active member who is delinquent in the payment of any dues or other assessments shall be qualified to vote. In no event shall associate, student, affiliated societies, or individual affiliate members be entitled to vote.
- 5.2 **Voting.** At any meeting of the membership of TPA, any active member shall have the right to vote as stated in 5.1.
- 5.3 **Quorum.** One-fifth (1/5) of the voting membership of this Association shall constitute a quorum.
- 5.4 Amendments to the Bylaws and disbursements in excess of \$100 of the annual budget allocation shall be approved by a majority vote of the active members present in person at such meeting.

### **ARTICLE VI - Application for Membership**

- 6.1 **Applications.**
- A. Upon receipt of dues, the initiation fee, and a completed membership application which satisfies the qualifications for membership in accordance with Article IV of the Bylaws of TPA the applicant will be automatically approved for membership by the Second Vice President.

Any application having questionable qualifications or requiring special consideration shall have his/her application presented to the Board of Directors at a duly-convened meeting of the Board of Directors.

The membership application forms should clearly state that TPA is an affiliated association of NALA and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by TPA.

- B. Any individual applying for active membership based on completion of a program of study as stated in Article 4.3(B), (C), (D), and (E), above, must submit a copy of a transcript from the ABA approved program with the application for membership.
- 6.2 Resignation of Members. A member may resign at will by submitting a written resignation to the Board of Directors of TPA. Such resignation shall be deemed to be effective when accepted by the Board of Directors if it has no effective date stated therein. Dues for the current year shall be forfeited.
- 6.3 Termination of Membership. The Board of Directors shall terminate the membership of any member by a majority vote at a duly-convened meeting, upon determining that such member has: (a) failed to pay the annual dues, (b) been convicted of a felony without restoration of civil rights, (c) violated the NALA Code of Ethics and Professional Responsibility, (d) been guilty of conduct which could injure the good name of TPA, or (e) failed to maintain a high standard of professional ethics. The right to appeal shall be as provided in these Bylaws.
- 6.5 Appeal from Termination of Membership. Any individual whose membership has been terminated may make written appeal for reinstatement as follows:
- A. To the Board of Directors, which written appeal shall be considered and voted upon at the next regular or special meeting of the Board of Directors held thirty (30) days or more after receipt of said written appeal. Appellant shall have the right to appear before the Board of Directors at said meeting.
  - B. To the membership, by forwarding written notice of appeal to the Secretary of TPA not less than thirty (30) days prior to the date of the next annual meeting. Such notice shall be placed upon the agenda of the next annual meeting as one of the items of regular business scheduled. Membership shall be reinstated only upon majority vote of the active members at such meeting.
  - C. No individual whose membership shall have been canceled as aforesaid shall have the right to apply for reinstatement more than one time.
  - D. No individual whose membership has been canceled and whose application for reinstatement is pending shall exercise any rights of membership, pending the determination of such application.

## **ARTICLE VII – Member Meetings**

- 7.1 Educational Programs. It is required that TPA hold a minimum of four (4) educational programs or ten (10) hours of educational programs during each fiscal year in order to maintain affiliation with NALA. These programs may be held in connection with the regular meetings of the membership.

7.2 Annual Meetings. Annual Meetings shall be held no sooner than thirty-one (31) days after the election meeting, and in no event later than October 31 for the purpose of installation of newly elected officers and receiving annual reports of officers and chairs. Notice of the annual meeting shall be provided in writing at least thirty (30) days prior to the meeting to all members of record.

7.3 Election Meetings. Election Meetings shall be held in September for the purpose of electing officers and adopting a budget for the ensuing fiscal year. Notice of the Election Meeting shall be provided in writing at least thirty (30) days prior to the meeting to all members of record. Notice shall also contain the slate of officers and a proxy form.

A member may appoint another voting member and one alternate as proxy. Any such individual proxy shall be valid only for that single meeting for which it shall have been given and not otherwise. No person shall solicit any proxies. Proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the Second Vice-President or Treasurer. All individual proxies shall be filed by members with the Second Vice-President or Treasurer no later than thirty (30) minutes prior to the call to order of any membership meeting. No voting member shall vote more than five (5) proxies.

7.4 Regular Meetings. At any regular meeting where amendments to Bylaws are to be considered, notice of such amendments shall be provided in writing at least thirty (30) days prior to the meeting, to all active members of record.

### **ARTICLE VIII - Dues and Assessments**

8.1 Dues. The annual dues for all classes of membership shall be fixed by the Board of Directors and approved as set forth in Section 8.5 below.

8.2 Initiation Fee. An initiation fee shall be set for all classes of membership and such fee shall be fixed by the Board of Directors and approved as set forth in Section 8.5 below. However, no initiation fee will be required when changing the status of membership.

8.3 Delinquent Dues. Members whose dues have not been paid annually by November 1, the date when dues are delinquent, may be reinstated during the current fiscal year upon the payment of a reinstatement fee together with dues for the current fiscal year. Such reinstatement fee shall be fixed by the Board of Directors and approved as set forth in Section 8.5 below.

8.4 Members whose dues are unpaid for more than one (1) year shall reapply for membership in compliance with Article VI of these Bylaws.

8.5 Changes in Dues or Initiation Fees. Any increase or decrease in the amount of annual dues for all classifications of membership, initiation fees, and reinstatement fees found to be necessary by the Board of Directors shall be presented to the active membership for approval at the annual meeting or any other meeting, upon notice to the membership.

## **ARTICLE IX - Officers, Board of Directors, and Chairs**

- 9.1 Elected Officers. The elected officers shall be the President, First Vice-President, Second Vice-President, Treasurer, Secretary, and NALA Liaison.
- 9.2 Appointed Officer. The appointed officer shall be the Parliamentarian.
- 9.3 Board of Directors. The Board of Directors shall be comprised of the elected and appointed officers, and four (4) elected directors. The Board of Directors shall act as a planning committee, and shall bring recommendations to the membership for vote. The Board of Directors shall meet at least monthly and at other times as called by the President.
- Each year the Board of Directors, on an as-needed basis, may nominate and appoint up to four (4) individuals who shall act as advisors to the Ethics Committee. The individuals so nominated must be licensed to practice law in the State of Arizona.
- 9.4 Quorum. Two-thirds (2/3) of the Board of Directors shall constitute a quorum. A quorum must be present in order to transact any business for TPA at any regular or special meeting of the Board of Directors.
- 9.5 Term. Term of office for elected officers shall be for one (1) year commencing October 1. Successive terms shall be limited to one (1) year. Term of office for elected Directors shall be two (2) years.

## **ARTICLE X - Election of Officers**

- 10.1 Nominations and Elections. The President shall appoint a Nominations and Elections Chair at least sixty (60) days prior to the Election Meeting to enable the Association to present a slate of officers/directors to the membership at least thirty (30) days prior to election. No candidate shall be on the slate without the consent of such candidate. Nominations from the floor shall be accepted and election shall be by a majority vote of qualified active members present in person or by proxy. If there is a full slate, one candidate per entry, the Chair shall ask for approval of the voting membership that no nominations be made from the floor.
- 10.2 Appointed Officer. The name of the appointed officer must be presented by the President at the first meeting of the new fiscal year.
- 10.3 Submission to NALA. Names of newly elected or appointed officers/directors shall be submitted to NALA Headquarters and its Affiliated Association Director at least thirty (30) days after election and/or appointment.
- 10.4 Requirement for Office. With the exception of the NALA Liaison, officers/ directors of TPA are not required to be NALA members. Only active members may hold office.

10.5 Removal from Office. Any officer/director shall be removed from office for good cause by the majority vote of the active members of this Association. Good cause shall be defined as:

- A. Conviction of a felony without restoration of civil rights;
- B. Conduct which would violate the NALA Code of Ethics and Professional Responsibility;
- C. Been guilty of conduct which could injure the good name of this Association;
- D. Failure to maintain a high standard of professional ethics or personal conduct which in either case would have been deemed sufficient for a rejection of membership application;
- E. Such unethical or immoral conduct which together with the attendant publicity or anticipated publicity will reflect unfavorably upon this Association; or
- F. Any officer/director (elected or appointed) absent for three (3) consecutive meetings without good cause may be removed from office by the Board of Directors.

10.6 Resignation. An officer/director may resign at any time by delivering written notice thereof to this Association. Such resignation shall take effect at the time specified therein, or if the time is not specified, then upon receipt of such notice.

10.7 Unexpired Terms. Unexpired terms of office shall be filled by appointment by the Board of Directors.

#### **ARTICLE XI - Fiscal Year**

11.1 The fiscal year of this Association shall be from October 1 to September 30.

#### **ARTICLE XII - Committee Chairs**

12.1 Committees. The President shall appoint an Audit Committee Chair and two other members of the Association for the purpose of conducting an audit of the Treasurer's records upon turnover. The Audit Committee Chair shall take possession of the Treasurer's records by September 30 for the purpose of conducting a fiscal year-end audit prior to the installation of the incoming Treasurer.

The President may appoint the following Committee Chairs:

- A. Ethics Committee
- B. Nominations and Elections Committee
- C. Public Relations Committee
- D. Official Publications Committee
- E. CLA Study Group Committee
- F. Seminar Committee

Special committee chairs may be appointed by the President, as needed, with the approval of the Board of Directors.

### **ARTICLE XIII - Duties of Elected and Appointed Officers and Directors**

- 13.1 President. The President shall preside over all Board of Directors meetings and membership meetings. The President shall appoint a Parliamentarian, and may appoint committee chairs as provided by these Bylaws. The President's files shall be passed to the successor immediately upon installation. The President shall instruct all officers and chairs to pass files to their respective successors. The President shall be an ex-officio (non-voting) member of all committees, except the Nominations and Elections Committee.
- 13.2 First Vice-President. The First Vice-President shall preside and shall assume all duties assigned to the President in the President's absence. This officer's duties may include planning seminars and workshops and working with NALA in the event of co-sponsorship of any programs. The First Vice-President shall also be responsible for planning the educational requirements under Article VII, Section 7.1 of these Bylaws, including notifying members of meetings.
- 13.3 Second Vice-President. The Second Vice-President shall be responsible for developing programs to encourage membership in the Association. This officer shall receive applications for membership. Upon approval of membership, applications shall be signed by this officer and delivered to the Treasurer with dues payments
- 13.4 Secretary. The Secretary shall record the minutes of all meetings and keep permanent records of the minutes of the Association. The minutes of any meeting shall be available to the NALA President upon request.
- 13.5 Treasurer. The Treasurer shall deposit all funds and make all disbursements, subject to approval of the Board of Directors and as provided in the budget. Any unbudgeted expenses exceeding \$100.00 and any expenses exceeding the budgeted amounts must be

approved by the membership before obligation to pay. The Treasurer shall prepare a budget for the ensuing fiscal year to be adopted by the membership at the Election Meeting. The budget shall be submitted to the Board of Directors prior to presentation at the Election Meeting. The Treasurer may be bonded (premium to be paid by the Association). All disbursements of TPA funds must be by Association check, signed by the Treasurer. This officer shall submit a written financial report at each Board meeting to be attached to official minutes as part of the permanent record.

13.6 NALA Liaison.

- A. This officer shall be 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 TPA 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.
- B. This officer 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 the Association members on the NALA Annual Meeting shall be required.
- C. This officer shall, within sixty (60) days of passage, notify the NALA Affiliated Associations Director of any changes in the Association's Bylaws. This officer shall be the main contact between NALA and the Association. This officer shall be a member of the governing body of this Association.

13.7 Directors. The Directors shall be assigned duties at the discretion of the President.

13.8 Parliamentarian. The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with the Bylaws of the Association and the bylaws of NALA, shall receive all proposed Bylaw amendments, and shall prepare Standing Rule and Bylaw amendments upon request of the Board of Directors.

**ARTICLE XIV - Code of Ethics**

14.1 Every member of this Association shall subscribe to and be bound by the NALA Code of Ethics and Professional Responsibility and any other code adopted by the membership of this Association. Violations of the NALA Code of Ethics and Professional Responsibility shall be grounds for immediate dismissal from membership and/or removal from office.

**ARTICLE XV - Amendments to Bylaws**

- 15.1 Bylaw amendments not in conflict with the Bylaws of NALA shall be made in accordance with Article 5.4 herein. The NALA Affiliated Associations Director must be advised of any amendment within sixty (60) days of passage.

**ARTICLE XVI - Dissolution**

- 16.1 In the event of the dissolution of this Association, all property and assets shall be distributed to a non-profit charitable organization as defined by the Internal Revenue Code. In no event shall any property and assets be distributed to any member or private individual.

**ARTICLE XVII - Retention of Affiliation**

- 17.1 Affiliation with NALA is renewable each year by payment of an affiliation fee, attached to a current 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 educational programs, petition, and current initial fee.
- 17.2 In addition to payment of the renewal fee, this Association must comply with the required reports and requested procedures as outlined in these Bylaws.
- 17.3 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.

**ARTICLE XVIII - Parliamentary Authority**

- 18.1 *Roberts Rules of Order, Newly Revised*, shall be the parliamentary authority where applicable, and where there is no conflict between said rules and the Bylaws of this Association.

Adopted effective October 7, 2006.

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President  
Tucson Paralegal Association

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Secretary