

**AMENDED AND RESTATED  
BYLAWS OF THE  
DALLAS AREA PARALEGAL ASSOCIATION  
(A Texas Non-Profit Corporation)**

**ARTICLE I**

The Dallas Area Paralegal Association may hereinafter be referred to as the “Association” or “DAPA”.

The purposes for which this Association is formed are set forth in Article IV of the Articles of Incorporation of the Association.

**ARTICLE II  
OFFICES**

**2.1 Principal Office.** The principal office of the Association shall be in the city of Dallas, Dallas County, Texas.

**2.2 Other Offices.** The Association may have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Association may require.

**ARTICLE III  
MEMBERS**

**3.1 Members.** There shall be five (5) categories of members of the Association:

(a) **Voting Member.** A person eligible for voting membership shall be a person employed as a paralegal<sup>1</sup> under the ultimate direction and supervision of an attorney or a person who contracts with a lawyer, law office, governmental agency or other entity to perform substantive legal work under the ultimate direction and supervision of an attorney, and:

- (1) Who has obtained a four-year degree in paralegal studies from an institutionally accredited college or university; or
- (2) Who has obtained a four-year degree from an institutionally accredited college or university and paralegal certificate from an

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<sup>1</sup> The person must meet the definition of a paralegal as adopted by the National Federation of Paralegal Associations (“NFPA”), which reads as follows: “a Paralegal is a person, qualified through education, training or work experience to perform substantive legal work that requires knowledge of legal concepts and is customarily, but not exclusively, performed by a lawyer. This person may be retained or employed by a lawyer, law office, governmental agency or other entity or may be authorized by administrative, statutory or court authority to perform this work. Substantive shall mean work requiring recognition, evaluation, organization, analysis, and communication of relevant facts and legal concepts.” However, it is not the intent of DAPA to exclude any member of the legal profession whose job duties fit the definition of paralegal but whose job title remains “legal assistant” or some other title.

- ABA-approved program; or
- (3) Who has obtained a four-year degree and paralegal certificate from an institutionally accredited college or university or other post-secondary school; or
  - (4) Who has obtained a four-year degree from an institutionally accredited college or university and has at least one (1) year of experience as a paralegal; or
  - (5) Who has obtained an associate degree in paralegal studies from an institutionally accredited college or university and has at least two (2) years of experience as a paralegal; or
  - (6) Who has obtained an associate degree from an institutionally accredited college or university and has at least five (5) years of experience as a paralegal; or
  - (7) Who has successfully completed the Paralegal Advanced Competency Exam (“PACE”) and has valid proof of such certification; or
  - (8) Who has successfully completed one of the Texas Board of Legal Specialization (“TBLS”) examinations, has valid proof of board certification; or
  - (9) Who has successfully completed the Certified Legal Assistant (“CLA”) or Certified Paralegal (“CP”) examination, has valid proof of such certification and has at least three (3) years of subsequent experience as a paralegal; or
  - (10) Who has successfully completed the Paralegal Core Competency Exam (“PCCE”), has valid proof of such certification and has at least three (3) years of subsequent experience as a paralegal; or
  - (11) Who has at least ten (10) consecutive years of experience as a paralegal immediately preceding such application for membership.

(b) **Non-Voting Member**. A person eligible for non-voting membership shall be a person who (1) has met the requirements of subparagraph (a)(1), (2), (3), (4), (5), (6), (7), (8), (9), (10) or (11) above but who is not currently employed as a paralegal, or (2) has not met either the experiential or educational requirements set forth above, or (3) has not met the CLE Requirements for voting membership, as set forth in Article III, Section 3.6. A non-voting member in good standing may fully participate in the affairs of the Association, but shall not have the right to vote, hold any office set forth in Article IV, Section 4.1, or serve as officer/director, section chair or committee chair, as set forth in Article VII, Section 7.3.

(c) **Student Member (Non-Voting)**. A person eligible for student membership shall be any person who is enrolled and actively participating in an accredited baccalaureate, post-baccalaureate or associate degree paralegal education program. However, it is not

the intent of DAPA to exclude any potential student member who is enrolled in any aforementioned level degree program which bears the title of "Legal Studies", "Pre-Law", "Criminal Justice" or some other program title, provided that such program has attained ABA approval or shall be institutionally accredited or shall be in substantial compliance with the ABA guidelines for a paralegal studies program. Student members in good standing may participate in the affairs of the Association, but shall not have the right to vote, hold any office set forth in Article IV, Section 4.1, or Article VII or serve as an officer/director, section chair or committee chair. Student members may not serve as members of the following standing committees: Rules and Bylaws, Ethics, Election, CLE Audit, Financial Audit or Scholarship. Student members are required to notify the Director-at-Large of any change in their educational status which directly affects membership requirements.

(d) **Sustaining Member (Non-Voting)**. A person eligible for sustaining membership shall be any person or entity who has an interest in the paralegal profession and who supports the purposes of DAPA. An individual sustaining member in good standing or representatives designated by an entity may attend Association meetings, seminars and other activities at fees charged to voting members and serve as a non-voting member of the following standing committees: Entertainment, NFPA and other committees, including ad-hoc committees, as approved from time to time by the Board of Directors. Neither sustaining members, nor their designees, shall have the right to vote, hold any office set forth in Article IV, Section 4.1 or Article VII or serve as an officer/director, section chair or committee chair.

(e) **Emeritus Member (Non-Voting)**. A person eligible for emeritus membership shall be any person who is a former voting member of the Association, who is no longer working as a paralegal and who has either retired from the profession, moved out of the area, taken a leave of absence, or changed careers. Mandatory CLE requirements shall not apply. An emeritus member in good standing may fully participate in the affairs of the Association, but shall not have the right to vote, hold any office set forth in Article IV, Section 4.1 or serve as officer/director, section chair or committee chair, as set forth in Article VII, Section 7.3. An emeritus member may re-apply for voting membership (if he/she returns to the paralegal profession) at such time that he/she satisfies the criteria for voting membership by completing and submitting the then-current voting membership application.

Notwithstanding the provisions of Section 3.1 above, any potential member may petition the Membership Committee to accept his or her application based on special circumstances. The Membership Committee shall consider all circumstances surrounding such application and submit the application with its recommendation to the Board of Directors for a vote.

**3.2 Admission Procedure**. Application to become a member shall be made on a form or forms approved by the Board of Directors for this purpose. Applications for voting, non-voting, sustaining and emeritus membership shall be submitted to the Membership Vice President. Applications for student membership shall be submitted to the Director-at-Large. All applications must be accompanied by the required

nonrefundable application fee and annual dues described in Section 3.5. If the Membership Committee or the Student Membership Committee, as appropriate, determines that an applicant does not meet the requirements for membership, the committee shall deny the application for respective membership.

Notice of denial of voting, non-voting, sustaining or emeritus membership shall be given by the Membership Vice President. Notice of denial of student membership shall be given by the Director-at-Large. All such notices shall be sent to such applicant via certified or registered mail, return receipt requested, within thirty (30) days of submission of the application. Any applicant who is denied membership shall have the right within ten (10) days after receipt of the notice of denial to request a hearing before the Board of Directors. Such hearing must be held within fifteen (15) days of the receipt of the applicant's notice of appeal by the Membership Vice President or, for students, by the Director-at-Large. The Membership Vice President, or the Director-at-Large, as appropriate, shall notify the applicant of the date, time and place of the hearing. The applicant shall have the right, at his or her expense, to be represented by counsel at such hearing. The decision of the Board of Directors in such matters shall be final.

### **3.3 Resignation or Reclassification of Membership.**

(a) **Voting to Non-Voting.** A voting member, as described in Section 3.1(a)(1), (2), (3), (4), (5), (6), (7), (8), (9) or (10) who becomes unemployed shall retain voting membership status for a period of up to nine (9) months following such unemployment.

A member who remains unemployed for more than nine (9) months, or who is no longer working as a paralegal, due to a change in job description, or otherwise becomes ineligible for voting membership, shall either (1) notify the Membership Vice President of such ineligibility and request status as a non-voting or emeritus member, or (2) resign from the Association. If it is determined by the Membership Committee that a voting member has been unemployed for more than nine (9) months, or is no longer working as a paralegal, due to a change in job description, or has otherwise become ineligible for voting membership and such member has not requested a change of membership status, then within sixty (60) days from the date on which the Membership Vice President received notice of such ineligibility, the Membership Vice President shall notify the member in writing of the proposed reclassification. The member shall then have fifteen (15) days from the date of receipt of such notice in which to respond to the Membership Vice President. If a response is not received by the Membership Vice President within this fifteen (15) day period, the Membership Vice President shall advise the member, the President and the Treasurer of the member's reclassification to non-voting status. Any member who has been reclassified has the right to request a hearing before the Board of Directors within ten (10) days of receipt of the reclassification. The decision of the Board of Directors shall be final. Leave of absence granted by an employer shall not be considered termination of employment for the purpose of this Section 3.3.

(b) **Non-Voting or Emeritus to Voting.** A non-voting or emeritus member who has satisfactorily completed the requirements for voting membership may make a written

application for re-classification as a voting member, and if his or her application for reclassification is approved, upon payment of the difference in the amount of dues between voting and non-voting or emeritus members, he or she shall be reclassified as a voting member.

(c) **Student to Voting or Non-Voting.** A student member who meets the requirements for becoming a voting or non-voting member may make a written application to the Membership Vice President for reclassification of membership status, and if his or her application for reclassification is approved, reclassification shall become effective upon receipt of payment for the difference, if any, in the amount of dues between student membership and the category of membership to which reclassification is sought.

**3.4 Involuntary Termination or Rejection of Membership.** A member may be expelled and membership may thereby be terminated, or an application for membership or for reinstatement of membership may be rejected, for: (a) conviction of a felony; (b) conviction of a misdemeanor involving the unauthorized practice of law (“UPL”); (c) expulsion from or suspension of membership in a law-related professional organization; (d) revocation or suspension of a license or permit to practice or engage in a profession or occupation; (e) being found by the Association to have engaged in conduct detrimental to the profession and/or the Association; or (f) violation of the Code of Ethics adopted by the Association.

**3.5 Application Fee and Annual Dues.** Each applicant for membership in the Association shall, at the time of application submission, submit a nonrefundable application fee and annual dues, in such amounts as shall be determined from time to time by resolution of the Board of Directors, such dues may be pro-rated, depending upon the date of approval of the application, as follows: January 1<sup>st</sup> through May 31<sup>st</sup>, 100%, July 1<sup>st</sup> through September 30<sup>th</sup>, 75%, there will be no pro-ration of dues after October 1<sup>st</sup>. Any member joining the Association on or after October 1<sup>st</sup> shall be considered a member for the remainder of such membership year as well as the immediately subsequent membership year. No later than December 26th of each year, the Membership Vice President shall cause renewal notices to be mailed, via United States Postal Service, first class postage prepaid, to all then-current members. Annual dues shall be payable, in advance, on or before the 1st day of February of each year. Any member whose dues have not been received by the Treasurer by 5:00 P.M. on the 5th day of February shall be notified that such member is in arrears. If such member's dues have not been received by the Treasurer by 5:00 P.M. on the last day of February, then on the first day of March such member shall be automatically dropped, without further notice to the member, from membership in the Association.

**3.6 Mandatory Continuing Legal Education for Voting Members.** Renewing voting members must complete a minimum of six (6) hours of substantive continuing legal education (“CLE”), at least one (1) hour of which must be in the area of Ethics. Notwithstanding the immediately preceding sentence, renewing voting members who joined the Association in the immediately preceding membership year shall be required to complete at least one half (0.5) hour of CLE for each month which he or she was a

member during the immediately preceding membership year, of which at least one half (0.5) hour must be in the area of Ethics. All CLE requirements must be completed by December 31<sup>st</sup> of the immediately preceding membership year. No carry-over of CLE hours shall be allowed from year to year. Non-participatory CLE, or self-study CLE hours shall be allowed from year to year. Non-participatory CLE, or self-study CLE, may account for no more than two (2) CLE hours of the six (6) required CLE hours each membership year. Renewing voting members must report their CLE on a form promulgated by the Board of Directors and such completed forms shall be subject to audit by the Board of Directors, in its discretion. The Board of Directors shall use the following criteria for approval of continuing education courses for credit towards mandatory CLE requirements for renewing voting members:

(a) CLE seminars or courses presented or approved by (1) DAPA, (2) NFPA, (3) the Paralegal Division of the State Bar of Texas, (4) the State Bar of Texas, (5) the Texas Board of Legal Specialization, (6) the National Association of Legal Assistants and (7) the local bar or other paralegal association.

(b) In the event a CLE course presented has not been approved by any of the organizations set forth in Section 3.6(a), DAPA will accept, as credit towards mandatory CLE requirements, a substantive law course offered by a qualified presenter, that would, in the opinion of the Board of Directors, qualify for approval if submitted to one of the organizations set forth in Section 3.6(a). "Substantive Law Course" shall mean an organized program of legal education addressing:

- (1) substantive or procedural subjects of law;
- (2) legal skills and techniques;
- (3) legal ethics and/or legal professional responsibility; or
- (4) alternative dispute resolution.

A "Qualified Presenter" shall mean an attorney, judge or paralegal who is familiar with the topic presented or an expert in the particular subject matter comprising the course.

(c) Requests for speaking and/or writing CLE credit towards mandatory CLE requirements will be considered for approval by the Board of Directors.

**3.7 Reinstatement.** Any former member of the Association who has either (a) resigned or (b) been dropped from membership for nonpayment of dues shall have the right, until June 1st immediately following such resignation or termination of membership for nonpayment of dues, to apply to the Membership Vice President and petition the Board of Directors for reinstatement of membership on a form approved by the Board of Directors for this purpose. At the time of submitting the application for reinstatement, the former member shall pay annual dues and a nonrefundable reinstatement fee, the amount of such fee being determined from time to time by resolution of the Board of Directors. A former member who does not apply for reinstatement on or prior to June

1st immediately following such resignation or termination of membership for nonpayment of dues shall not have such reinstatement right, and must apply for membership in the Association as provided in Section 3.2 and Section 3.5 hereof, and at the time of submission of the application for membership, must meet the membership criteria set out in Section 3.1 hereof.

**3.8 Code of Ethics for Members.** The members of the Association shall be governed by a Code of Ethics adopted by the membership, as amended from time to time. Adoption and amendment of a Code of Ethics shall be effected by a two-thirds (2/3) vote at any meeting of the members at which a quorum is present, provided written notice of the proposed adoption or amendment is contained in the notice of the meeting.

**3.9 Violation of Code of Ethics.** Allegations concerning a violation of the Code of Ethics shall be considered by the Ethics Committee. A determination that violation of any provision of such Code of Ethics has occurred shall result in a private reprimand or suspension or termination of such member's membership in the Association. A private reprimand shall be delivered by the Chair of the Ethics Committee; however, suspension or termination of a member's membership shall be effected only by a two-thirds (2/3) vote of the entire Board of Directors at a meeting of the Board of Directors called to consider the matter, with the member having been given, by certified or registered mail, return receipt requested, not less than fourteen (14) days prior to the date of such meeting, notice of the meeting and the charges against such member. The member shall have the right to be present at the meeting and, at such member's expense, to be represented by counsel. Termination or suspension of membership in the Association shall not operate to discharge any debt which such member owes the Association nor obligate the Association to refund any part of any dues paid by such member.

## **ARTICLE IV OFFICERS/DIRECTORS**

**4.1 Officers/Directors.** The officers of the Association shall include a President, a President-Elect, a Programs Vice President, a Membership Vice President, an Education Vice President, a Secretary, a Treasurer, a Professional Development Director, a NFPA Primary Representative, a Communications Director (who shall fulfill the duties of the Newsletter Editor, the Weekly Communications Manager or the Website Administrator) and a Director-at-Large. These officers shall constitute the Board of Directors. All officers except the President shall be elected by the voting members except as set forth in Article IV, Sections 4.7 and 4.8. The President shall be the person who has served as President-Elect during the preceding fiscal year if he or she is still a voting member of the Association. If the President-Elect for the preceding fiscal year shall have succeeded to the office of President because of a vacancy in the office during that year, he or she shall, nevertheless, be entitled to serve as President for the full year following the year for which he or she was elected President-Elect. If the President-Elect for the preceding year has resigned or has been removed from office and the vacancy has not been filled, or if the President-Elect is ineligible or unwilling

to serve, the President shall be elected by the voting members.

**4.2 Officer/Director Qualifications.** Any candidate for elected office must have been either (a) a voting member for a minimum of twelve (12) consecutive months immediately prior to the first day of January of the year in which the candidate would take office if elected, or (b) appointed to the same office for which he or she intends to run on or before September 1<sup>st</sup> of the calendar year immediately prior to the first day of January of the year in which the candidate would take office if elected.

Each elected officer/director must:

(a) be a voting member of the Association on January 1st in order to assume office; and

(b) not have abandoned a position on the Board of Directors (as determined by the Board of Directors) or been removed from a position on the Board of Directors within the immediately preceding five (5) years. Additionally, the candidate for President-Elect must have served (1) for at least one (1) year, at any time, (i) as a Standing Committee Chair (as set forth in Article VII, Section 7.1), (ii) in an appointed position (as set forth in Article VII, Section 7.2), or (iii) as a Section Chair (as set forth in Article VII, Section 7.3) and (2) as an officer/director for at least one (1) year in the immediately-preceding three (3) years as of January 1st of the year in which the candidate for President-Elect would take office if elected. In the event that a statement of candidacy for the position of President-Elect is not received from a voting member who meets all the criteria for the position, the Election Committee shall solicit and consider any voting member meeting as many of the criteria for the position as practicable and recommend such member(s) to the Board of Directors. Upon approval of the majority of the members of the Board of Directors of such voting member(s) for the position of President-Elect, such voting member(s) may be nominated for the position of President-Elect in the same manner as set forth in Article IV, Section 4.5(b)(1). Each appointed officer/director must be a voting member of the Association in good standing on the date of his or her appointment by the Board of Directors, may not have abandoned a position on the Board of Directors (as determined by the Board of Directors) or been removed from a position on the Board of Directors within the immediately-preceding five (5) years. Any ineligible officer/director candidate may submit a request of the then-current Board of Directors for reinstatement of eligibility. The then-current Board of Directors has discretion to reinstate eligibility; and

(c) be a voting member in good standing on the last day of February (having paid their dues), in order to maintain such position.

Each officer/director must remain a voting member in good standing (subject to the provisions of the Bylaws, as amended from time to time) during his or her term of office. An officer/director may serve concurrently as a voting officer/director for another paralegal/legal assistant association provided the officer/director: (a) notifies the Board of Directors, in writing, of their voting position on another paralegal/legal assistant association's board, the term of that position and the duties of that position; and (b) the officer/director will voluntarily abstain from voting on any/all

issues which are in direct conflict with any/all issues of DAPA. Should any officer/director cease to be a voting member and/or become not in good standing during his or her term office, or should any officer/director not be a voting member and/or not be in good standing on the date he or she is to assume his or her duties, the remaining members of the Board of Directors shall immediately declare that office vacant, and with the exception of the offices of President and President-Elect, a new officer/director to fill the vacancy shall be appointed as provided in this Article IV.

**4.3 Term of Office.** Each newly elected officer/director shall assume his or her duties on January 1st. Each person appointed to fill an unexpired term of office shall assume his or her duties on the date his or her appointment is approved by a majority of the members of the Board of Directors. Each officer/director shall serve through the last day of December, or until his or her successor is elected, appointed or assumes office, or until his or her earlier resignation, removal or death.

**4.4 Duties.** The duties of each officer/director shall be as set forth in the Procedures Manual for the Association adopted by the Board of Directors, as amended from time to time.

**4.5 Election Procedure.** The officer/directors of the Association shall be elected in the following manner:

(a) **Declaration of Candidacy.** A voting member may declare as a candidate for any office by submitting to the Chair of the Election Committee a statement of candidacy containing his or her name and qualifications for office. Such statement of candidacy must be received seven (7) days prior to the deadline for publication of the August or September Newsletter in order to be published. Prior to publication of such statement of candidacy, the Election Committee shall determine if the potential candidate was a voting member of the Association for at least twelve (12) consecutive months prior to the first day of January of the year in which the candidate would take office if elected. If the potential candidate meets or will meet the twelve-month (12-month) membership requirement, the Chair of the Election Committee shall submit the Statement of Candidacy to the Newsletter Editor for publication in either the August or September Newsletter, as appropriate. However, the fact that a statement of candidacy is not published in the Association's Newsletter shall not preclude a voting member who meets the twelve-month (12-month) membership requirement from being nominated for an office at the October General Membership Meeting.

(b) **October General Membership Meeting Procedure for Nominations.**

(1) If a quorum is present, nominations for each office, including those for which statements of candidacy have been published in the Newsletter, shall be made from the floor.

(2) (i) In the event a quorum is not present at this meeting, the President or, if the President is not in attendance, the Chair of the Election Committee shall announce to the meeting the fact that a quorum is not

present, but that nominations will proceed subject to the right of any voting member to protest to the nominations and shall inform the members of the manner in which notice of protest is to be made.

- (ii) The protest must (A) be in writing, (B) state the reason or reasons therefor and (C) be received by the Chair of the Election Committee within five (5) days following the October meeting, with a copy of such letter being mailed or otherwise delivered to the President. Upon receipt by the Chair of the Election Committee of the letter lodging the protest, the Chair shall immediately notify the President of the protest. Within three (3) days after receipt of the letter lodging the protest by the Chair, a special meeting of the Election Committee, the Board of Directors and the Parliamentarian shall be convened to consider the protest presented. The member lodging the protest shall be notified by telephone of the date, time and place of the special meeting, and shall have the right to be present and, at his or her expense, to be represented by counsel. Only members of the Board of Directors shall be entitled to vote on the disposition of the protest. The decision reached by the Board of Directors shall be final. If the protest is upheld, a special general membership meeting shall be called for the purpose of nominating officer/directors. If the protest is dismissed, the nominations made at the October General Membership Meeting shall stand.

- (3) If there are no nominees for a particular office, the Election Committee Chair shall declare such position vacant.

(c) **Publication of List of Candidates**. In the event of a contested election, the Election Committee shall cause the names and qualifications of each candidate for elective office to be published in the Association's November Newsletter, which shall be made available to the members no later than the Tuesday preceding the first Monday in November.

(d) **Contested Election**. Within ten (10) business days following the October General Membership Meeting at which nominations were made, the Election Committee Chair shall cause to be mailed, by United States Postal Service, first class postage prepaid, to each voting member, the names of the candidates for contested offices and an official ballot containing the names of the candidates for office and an official envelope, marked "Ballot", in which the ballot is to be mailed back to the Election Committee. The official ballot shall be a secret ballot, but shall be consecutively numbered to insure only one ballot per voting member is counted. In order to be counted, marked ballots must be received by the Election Committee, in the official envelope, marked "Ballot", no later than 5:00 P.M. on the third (3<sup>rd</sup>) Friday in November. As soon as possible after 5:00 P.M. on the third (3<sup>rd</sup>) Friday in November, at a place to be announced by the Chair of the Election Committee, ballots shall be opened and counted by members of the Election Committee. Each candidate for contested office shall be

entitled to be present or to have his or her representative present when the ballots are counted. After the votes have been counted, the Chair of the Election Committee shall (1) declare the person receiving the highest number of votes for each contested office to have been elected, and (2) cause to have the Association's ballots destroyed as soon as practicable thereafter. Such declaration shall be final and binding upon all persons and shall be published in the next regular edition of the Newsletter.

(e) **Non-Contested Election.** In the event the election is not contested, the Chair of the Election Committee shall declare the person running for each office to be elected, or declare an office to be vacant. Such declaration shall be made by announcement by the Chair of the Election Committee at the October General Membership Meeting.

(f) **Disqualification of Candidate.** No candidate running for office may campaign or otherwise advertise his or her candidacy for office by any means. Violation of this provision will be presented to the Board of Directors for approval of disqualification of such candidate.

**4.6 Removal.** Any officer/director may be removed from such position by a two-thirds (2/3) vote at a meeting of the Board of Directors at which there is a quorum, whenever in the judgment of the Board of Directors, the best interests of the Association will be served. The person sought to be removed shall be given, not less than fourteen (14) days prior to the date of such meeting via certified or registered mail, return receipt requested, notice of the meeting and the charges against him or her, and he or she shall have the right, at his or her expense, to be represented by counsel at the meeting.

**4.7 Vacancy in Offices Other Than President-Elect.** In the event of a vacancy in the office of President, the unexpired term shall be filled by the President-Elect. If a President-Elect is not then serving, and a vacancy in the office of the President occurs on or before July 1st, the duties of the office of the President shall be assumed by the Programs Vice President, the Membership Vice President, or the Education Vice President, in the order named, until a President-Elect is elected, at which time the President-Elect shall assume the duties of the office of President. If a President-Elect is not then serving, and a vacancy in the office of President occurs after July 1st, the unexpired term of the President shall be filled by a voting member elected by a majority vote of the Board of Directors. In the event of a vacancy in the office of any officer/director elected by the membership except President-Elect, the unexpired term shall be filled by a voting member elected by a majority vote of the members of the Board of Directors.

**4.8 Vacancy in Office of President-Elect.** If a vacancy occurs in the office of President-Elect after September 1st, the office shall remain vacant until the next regularly scheduled election. If a vacancy occurs in the office of President-Elect on or before September 1st, a meeting of the Association shall be held within thirty (30) days after the occurrence of such vacancy, upon fourteen (14) days notice being given to all voting members of the Association by the President, at which meeting nominations shall be made from the floor for candidates to fill the office of President-Elect. If

there is only one nominee, or if there are only two nominees for the office of President-Elect, that person or those persons shall be the candidate or candidates to fill the office. If there are more than two nominees, a written ballot shall be taken at the nominating meeting, with each voting member present at that meeting being entitled to vote for two (2) nominees. The two people receiving the highest number of votes shall be the candidates for the office of President-Elect. In the event a quorum is not present at the nominating meeting, the procedures set forth in Section 4.5(b)(2) hereof shall be followed. Within three (3) days after the nomination of the candidate(s), the Chair of the Election Committee shall mail to all voting members, by United States Postal Service, first class postage prepaid, a statement of the qualifications of the candidate(s) for office, together with an official ballot containing the name(s) of the candidate(s) and an official envelope marked "Ballot", in which the ballot is to be mailed back to the Election Committee. In order to be counted, marked ballots must be received by the Election Committee, in the official envelope, marked "Ballot", no later than 5:00 P.M. on the tenth (10<sup>th</sup>) day after the mailing of the ballots. At 5:00 P.M. on the tenth (10<sup>th</sup>) day after the mailing of the ballots, at a place to be announced by the Chair of the Election Committee, ballots shall be opened and counted by the members of the Election Committee. Each candidate for the office of President-Elect shall be entitled to be present or to have his or her representative present when the ballots are counted. After the votes have been counted, the Chair of the Election Committee shall (a) declare the person receiving the highest number of votes to have been elected President-Elect, (b) cause to have the Association's ballots destroyed as soon as practicable thereafter. Such declaration shall be final and binding upon all persons and shall be published in the next regular edition of the Association's Newsletter. The newly-elected President-Elect shall assume the duties of the office immediately upon election.

## **ARTICLE V MEETINGS OF THE MEMBERSHIP**

**5.1 Regular Meetings.** A regular meeting of the members shall be held each month of the year. The Board of Directors shall adopt a resolution fixing the day on which, and the time and place at which, all such regular meetings shall be held until changed by further action of the Board of Directors.

**5.2 Special Meetings.** Special meetings of the members may be called by the President and shall be called upon the written request of a majority of the members of the Board of Directors or upon the written request of ten percent (10%) of the voting members of the Association. Written notice of the place, date, time and purpose of each special meeting of members shall be given to each person entitled to notice of such meeting not less than ten (10) nor more than fifty (50) days prior to the date thereof. Matters to be considered shall be limited to those mentioned in the call of the meeting.

**5.3 Annual Meetings.** The regular meeting held in December of each year shall be designated as the Annual Meeting for the purpose of receiving annual reports of the officers and committees and transacting such other business as may be properly brought before the meeting.

**5.4 Notice.** Unless otherwise provided by law, the Articles of Incorporation, as amended from time to time, or the Bylaws, as amended from time to time, no notice shall be required for any regular or annual meeting of members held in accordance with the resolution fixing the day, time and place of such meetings, but if the day, time or place for a particular regular or annual meeting or for all future regular or annual meetings of members shall be changed, written notice of such change shall be given to all persons entitled to notice of the particular meeting, or the first of such future meetings to which such change is applicable, not less than ten (10) nor more than fifty (50) days prior to the date of such meeting. Unless otherwise required by law, the Articles of Incorporation, as amended from time to time, or the Bylaws, as amended from time to time, no notice of any regular or annual meeting of members shall be required to specify the matters to be considered at such meeting.

**5.5 Persons Entitled to Notice.** The only persons who shall be entitled to receive notice of any regular, special or annual meeting of members shall be those persons who are members in good standing on the date immediately prior to the date on which notice is mailed or otherwise delivered.

**5.6 Quorum.** The presence in person of one-tenth (1/10) of the members entitled to vote at a meeting of members held in accordance with the Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business at any regular or special meeting. If a quorum shall not be present at any meeting of the members, the voting members present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**5.7 Voting.** When a quorum is present at any meeting, the vote of a majority of the members present and entitled to vote shall be the act of the members, unless the vote of a different number is required by law, the Articles of Incorporation, as amended from time to time, or the Bylaws, as amended from time to time. Any vote, except for the election of officers, may be taken by voice or by show of hands. Each voting member shall be entitled to one vote. Voting by proxy shall not be permitted.

## **ARTICLE VI THE BOARD OF DIRECTORS**

**6.1 Directors.** The Board of Directors shall consist of the officers, as stated in Section 4.1. Each officer shall be entitled to one vote at meetings of the Board of Directors at which he or she is present. The President is entitled to vote only in the case of a tie vote.

**6.2 General Powers.** The business and affairs of the Association shall be managed by its Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things as are not otherwise directed or required to be exercised or done by the members under the terms of the law, the Articles of Incorporation, as amended from time to time, or the Bylaws, as amended from time to time. The Board of Directors shall issue policies directing the Association as necessary, in accordance with the Articles of Incorporation, as amended from time to time, and the Bylaws, as amended from time to time. Any policies issued shall be numbered in sequential order reflecting the number of

the policy and the year, and the membership shall be given notice of such policy. Notice shall be given in accordance with Article III, Section 8.7 of the Bylaws, as amended from time to time.

**6.3 Regular Meetings.** Regularly scheduled meetings of the Board of Directors shall be held at least bi-monthly each year, without notice, on such day and time, and at such place as shall be determined by the Board of Directors from time to time.

**6.4 Special Meetings.** Upon two (2) days' notice to each Director, special meetings of the Board of Directors may be called by the President, and shall be called by the President upon the written request of any three (3) Directors. The matters to be considered shall be only those listed in the notice and call of the meeting.

**6.5 Board of Directors Retreat.** The regular meeting of the Board of Directors held in January of each year may be designated as the Board of Directors Retreat for the purpose of exchanging materials, reporting projections, setting the budget and transacting such other business as may be properly brought before the meeting.

**6.6 Quorum and Voting.** The presence of a majority of the officers is necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board of Directors. Officers may attend any meeting of the Board of Directors or any committee thereof via telephone, radio, television or similar means of communication by means of which all persons participating in the meeting can hear each other, and all officers so attending shall be deemed present at the meeting for all purposes including the determination of whether a quorum is present. Voting by proxy shall not be permitted. Except as may be otherwise specifically provided by law, the Articles of Incorporation, as amended from time to time, or the Bylaws, as amended from time to time, at any meeting at which there is a quorum, the affirmative vote of a majority of the officers present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the officers, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

**6.7 Actions by the Board of Directors Without a Meeting.** Unless otherwise restricted by statute, the Articles of Incorporation, as amended from time to time, or the Bylaws, as amended from time to time, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto is signed by all officers of the Board of Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors.

## **ARTICLE VII COMMITTEES AND APPOINTED OFFICERS**

### **7.1 Standing Committees.**

(a) The Association shall have the following standing committees: Membership, CLE Audit, Financial Audit, Student Membership, Programs, Education, NFPA,

Newsletter, Website, Professional Development, Entertainment, Pro-Bono, Scholarship, Rules and Bylaws, Ethics, Strategic Long Range Planning and Election. The function of each committee shall be as defined in the Procedures Manual, as amended from time to time.

(b) The Membership Committee and the CLE Audit Committee shall be chaired by the Membership Vice President. The Student Membership Committee shall be chaired by the Director-at-Large. The Programs Committee shall be chaired by the Programs Vice President. The Education Committee shall be chaired by the Education Vice President. The NFPA Committee shall be chaired by the NFPA Primary Representative. The Newsletter Committee and the Website Committee shall be chaired by the Communications Director. The Professional Development Committee shall be chaired by the Professional Development Director. The Financial Audit Committee shall be chaired by the Secretary. All other committee chairs shall be recommended by the respective officer responsible for such committee, with the approval of a majority of the members of the Board of Directors. The President shall be an *ex officio* member of all committees except the Election Committee and the Ethics Committee. The President may not serve as an *ex officio* member of any committee when a conflict of interest appears to exist.

(c) The members of each committee shall be chosen by the respective chairs, with the exception of the Education Committee, which shall consist of section chairs appointed by the Education Vice-President with the approval of a majority of the members of the Board of Directors. Student members may not serve as members of the following standing committees: Rules and Bylaws, Ethics, Election, CLE Audit, Financial Audit or Scholarship.

**7.2 Parliamentarian, NFPA Secondary Representative, NFPA Certification Ambassador, Job Bank Administrator, Weekly Communications Manager, Newsletter Editor, Website Administrator, Assistant Officers and Board Advisory Positions.** A Parliamentarian may be appointed by the President with the approval of a majority of the members of the Board of Directors. The NFPA Secondary Representative shall be, and the NFPA Certification Ambassador may be, recommended by the NFPA Primary Representative, with approval of a majority of the members of the Board of Directors. A Job Bank Administrator, Weekly Communications Manager, Newsletter Editor and Website Administrator may be appointed by the Communications Director with the approval of a majority of the members of the Board of Directors. The assistant officers shall be recommended by the respective officer, with the approval of a majority of the members of the Board of Directors. Additionally, at the discretion of the President, and with the approval of a majority of the members of the Board of Directors, board advisory positions may be created for (a) a past president who completed his or her term as president or a past member of the Board of Directors who has completed a minimum of three terms on the Board of Directors, (b) an attorney, (c) an administrator, (d) a paralegal educator and/or (e) a vendor. The board advisory positions shall have no voting rights.

**7.3 Qualifications of Appointees.** All committee and section chairs must be voting

members in good standing of the Association. An officer may serve concurrently as a voting officer for another paralegal/legal assistant association provided the officer: (a) notifies the Board of Directors, in writing, of their voting position on another paralegal/legal assistant association, the term of that position and the duties of that position; and (b) the officer will voluntarily abstain from voting on any/all issues which are in direct conflict with any/all issues of DAPA. The Parliamentarian, NFPA Certification Ambassador and Assistant Officers may be either: (a) Voting, (b) Non-Voting, (c) Emeritus or (d) except as otherwise limited by Article VII, Section 7.1 or Section 7.6, student members, in good standing. The NFPA Secondary Representative shall be a voting member in good standing. Committee members may be either: (a) Voting, (b) Non-Voting or Emeritus, (c) except as otherwise limited by Section 7.1 or Section 7.6, student members, or (d) as stated in Article III, Section 3.1(d), sustaining members in good standing.

**7.4 Removal of Appointees.** Any person appointed with the approval of the members of the Board of Directors may be removed from such position by two-thirds (2/3) vote of the members of the Board of Directors at a meeting of the Board of Directors at which there is a quorum present whenever in the judgment of the Board of Directors the best interest of the Association will be served by such removal.

**7.5 Removal of Sections.** Any section formed with the approval of the Board of Directors may be dissolved by two-thirds (2/3) vote of the members of the Board of Directors at a meeting of the Board of Directors at which there is a quorum present whenever in the judgment of the Board of Directors the best interest of the Association will be served by such dissolution.

**7.6 Function.** The function of each standing committee and the duties of the Parliamentarian, NFPA Secondary Representative, NFPA Certification Ambassador, Job Bank Administrator, Weekly Communications Manager, Newsletter Editor, Website Administrator and any board advisory position shall be as set forth in the Association's Procedures Manual, as amended from time to time.

**7.7 Special Committees.** Other committees may be appointed by the President, and shall be appointed by the President upon the request of a majority of the members of the Board of Directors. The Board of Directors may, by appropriate resolution, restrict membership on a special committee to voting or non-voting members, if in the sole discretion of the Board of Directors, inclusion of student members, sustaining or emeritus members would result in a conflict of interest.

## **ARTICLE VIII GENERAL PROVISIONS**

**8.1 Fiscal Year.** The fiscal year of the Association shall begin January 1<sup>st</sup> and end on the 31<sup>st</sup> day of December of each year.

**8.2 Assets.** The Association shall be authorized to raise funds by fees, dues, solicitations, benefits, lectures and other legitimate methods. The Association shall be authorized to

receive gifts, legacies and bequests (for general or specific purposes), subject to approval of a majority of the members of the Board of Directors. The Board of Directors may create reserves for such purposes as it shall deem beneficial to the Association and may, if it deems it beneficial to the Association, abolish the reserves.

**8.3 Expenses.** At the beginning of each fiscal year, the Board of Directors shall adopt a budget for the year. The Treasurer shall be authorized to make any expenditure provided for in the adopted budget, provided the expenditure has been authorized by the supervising Board Member. The procedures for determining the budget and for making expenditures not provided for in the budget shall be set forth in the Association's Procedures Manual, as amended from time to time.

**8.4 Annual Statement.** The Board of Directors shall present at each Annual Meeting or by publication in the Association's January Newsletter, and when called for by vote of the members at any regular or special meeting of the members, a full and clear statement of the financial condition of the Association.

**8.5 Construction.** If any portion of the Bylaws shall be invalid or inoperative, then so far as is reasonable and possible, the remainder of the Bylaws, as amended from time to time, shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

**8.6 Relation to Articles of Incorporation.** The Bylaws, as amended from time to time, are subject to, and governed by, the Articles of Incorporation, as amended from time to time.

**8.7 Notice.** Whenever under the law, the Articles of Incorporation, as amended from time to time, or the Bylaws, as amended from time to time, notice is required to be given to any member, officer or committee member, and no provision is made as to how such notice shall be given, notice may be personal notice (including telephone notice), or written notice by first-class mail, or other similar method of communication, including facsimile transmission or electronic mail transmission, addressed to the member, director, or committee member at such person's address as it appears on the books of the Association. Unless otherwise set forth herein, any notice required or permitted to be given by first-class mail shall be deemed to be delivered when deposited in the U.S. Mail, postage prepaid.

**8.8 Waiver.** Whenever any notice is required to be given to any member, director or committee member under law, the Articles of Incorporation, as amended from time to time, or the Bylaws, as amended from time to time, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**8.9 Indemnification.** The Association shall indemnify any officer or former officer of

the Association for expenses and costs (including attorneys' fees) actually and necessarily incurred by him or her in connection with any claim asserted against him or her, by action in court or otherwise, by reason of his or her being or having been such director or officer, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

## **ARTICLE IX**

The Bylaws may be amended, including this provision, at any of the following times: (a) by a two-thirds (2/3) vote at any meeting of the voting members at which a quorum is present, or (b) by an affirmative vote of thirty-three percent (33%) of the voting members responding in a mail referendum vote, as authorized in the Association procedures manual. Written notice of the proposed amendment will be contained in the notice of the meeting. If after notice to the members: (a) a quorum is not present at the meeting at which an amendment is proposed or (b) a thirty-three percent (33%) response vote is not received by mail referendum, the proposed amendment to the Bylaws, excluding this provision, can be approved by a two-thirds (2/3) vote of the entire Board of Directors.

ADOPTED the 16<sup>th</sup> day of August 2011.