

ALABAMA ASSOCIATION OF PARALEGALS, INC.
BYLAWS

**AMENDED AND RESTATED BYLAWS
OF
ALABAMA ASSOCIATION OF PARALEGALS, INC.**

ARTICLE 1

NAME

The name of this Association shall be ALABAMA ASSOCIATION OF PARALEGALS, INC. This Association shall be affiliated with the National Association of Legal Assistants, Inc. (NALA).

ARTICLE 2

OBJECTS AND PURPOSES

- 2.1 To establish good fellowship among Association members, the National Association of Legal Assistants, Inc., 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 the National Association of Legal Assistants, Inc.

ARTICLE 3

ASSOCIATION STATUS

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

ARTICLE 4

MEMBERSHIP AND QUALIFICATIONS

4.1 CLASSIFICATIONS OF MEMBERSHIP. There shall be five (5) classifications of membership in this Association, namely, Active, Associate/Institutional, Sustaining, Lifetime, and Student.

4.1.A **ACTIVE MEMBERS.** Active membership is open to any individual who resides in or is actively employed as a paralegal in the State of Alabama and who works under the supervision of a licensed, practicing attorney and who meets at least one of the following requirements. (This is the only membership classification which carries full voting privileges.)

- (1) Any individual who has successfully completed the Certified Legal Assistant (CLA) or Certified Paralegal (CP) examination of NALA.
- (2) Any individual who holds a bachelor's or associate's degree in Paralegal Studies from an ABA approved paralegal program.
- (3) Any individual who holds a bachelor's or associate's degree in Paralegal Studies from a paralegal program which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of sixty (60) semester hours of classroom study of which at least 15 semester hours are substantive legal courses PLUS at least six (6) month's work experience as a paralegal performing substantive legal tasks.
- (4) Any individual who has graduated from a paralegal certificate program requiring a minimum of 24 credit hours for completion, PLUS at least one (1) year's work experience as a paralegal performing substantive legal tasks.
- (5) Any individual who has received a baccalaureate degree in any field, PLUS at least two (2) year's work experience as a paralegal performing substantive legal tasks.
- (6) Any individual who has a minimum of five (5) year's work experience as a paralegal performing substantive legal tasks under the supervision of a licensed, practicing attorney, whose attorney-employer attests that such person is qualified as a paralegal.

4.1.B ASSOCIATE MEMBERS. Associate membership is open to any individual who meets at least one of the following qualifications.

- (1) Individuals currently employed as a paralegal but who have not yet

satisfied the requirements of Active Members.

- (2) Individuals who meet the requirements of Active Members but who are not employed at the time of application or who have retired from work as a paralegal.
- (3) Individuals who have graduated from a paralegal studies program but who have not yet satisfied the work experience requirements of Active Members.
- (4) Individuals directly involved in the supervision of paralegals, including law office managers and administrators.

4.1.C STUDENT MEMBERS. Student membership is open to any individual who is a student in good standing in any university, college, junior college or other post-secondary, institutionally accredited school pursuing a course of study as a paralegal attested by the director of such school, provided that the student is not employed on a full-time basis as a paralegal.

4.1.D SUSTAINING MEMBERS. Sustaining membership is open to any individual who was previously an active member of the Alabama Association of Paralegals, Inc., but who is no longer actively employed as a paralegal as defined in Standing Rule 6.2(1)(a).

4.1.E. LIFETIME MEMBERS: Lifetime membership is open to any individual who meets all the following qualifications.

- (1) Individual shall be a retired paralegal;
- (2) Individual shall have been a voting member at the time of retirement – with a minimum of 10 years as a member;
- (3) Individual shall have served at least two terms on the Board;
- (4) Application for Lifetime Membership must be approved by the Board of Directors.

4.2 MISCELLANEOUS:

- (1) Only Active members may vote and hold office in the Association. No Active Member who is delinquent in the payment of dues or assessments shall be qualified to vote.
- (2) Student members shall not vote, hold office or be appointed as a committee chairperson; however, they may serve on a committee.
- (3) Associate/Institutional members shall not vote, hold office or be appointed as a committee chairperson; however, they may serve on a committee.
- (4) Sustaining members shall not vote, hold office or be appointed as a committee chairperson; however, they may serve on a committee.
- (5) No member shall hold office or be appointed as a committee chairperson until such member has sustained his/her classification of membership for at least one (1) year.

4.3 ATTENDANCE AT MEETINGS. All Active, Student, Sustaining, Associate/Institutional and Lifetime members will be entitled to attend all membership meetings, both annual and special.

ARTICLE 5

MEMBERSHIP APPROVAL, REJECTION, RESIGNATION, AND REMOVAL

- 5.1 MEMBERSHIP APPLICATION FORMS. Applications for membership shall be submitted to the Association on forms approved by the Board of Directors and which state that members of AAPi are bound by the Code of Ethics of the National Association of Legal Assistants, Inc. AAPi is an affiliated association of the National Association of Legal Assistants, Inc.
- 5.2 REJECTION OF MEMBERSHIP APPLICATIONS. An application for any class of membership shall be rejected by the Second Vice President—Membership if the applicant has (a) not met the qualifications as set out in Section 4.1 herein or (b) been convicted of a felony.
- 5.3 MEMBERSHIP REGISTER. Not more than fifteen (15) days before the annual meeting shall have been called to order and not more than seven (7) days before a special meeting is called to order, the Second Vice President-Membership shall prepare a list with the names of all Active, Student, Sustaining, Associate/Institutional and Lifetime members. This list shall constitute the membership register of the Association and shall be available for use at membership meetings and for other purposes described in these Bylaws or the Standing Rules.

- 5.4 RESIGNATION OF MEMBERS. A member may resign at will by submitting a written resignation to the Association directed to its President or Second Vice President-Membership. The resignation shall be effective when accepted either by the Board of Directors or the Executive Committee if it has no stated effective date. Dues or assessments previously paid for the current year shall be forfeited.
- 5.5 REMOVAL FROM MEMBERSHIP. The Board of Directors shall cancel the membership of any member by a majority vote upon determining that such member has: (a) been convicted of a felony, or (b) violated the Code of Ethics of the Association, or (c) been guilty of conduct actually and substantially injuring the good name of the Association, or (d) falsified information on the membership application. The Second Vice President-Membership shall give any member whose membership is canceled written notice of such cancellation by certified mail directed to said member's last known address, setting out his or her right to appeal as set out in Section 5.6 herein. Dues or assessments previously paid for the current year shall be forfeited.
- 5.6 APPEAL FROM CANCELLATION OF MEMBERSHIP. Any individual whose membership has been canceled may make written appeal for reinstatement within thirty (30) days of notice of cancellation as given according to Section 5.5 herein directed to the Second Vice President-Membership. Such appeal shall be considered at the next meeting of the Board of Directors. Appellant shall have the right to appear before the Board of Directors at said meeting for purposes of this appeal only but shall not have the right to attend the entire Board meeting. Any individual whose membership has been canceled can appeal for reinstatement only once. No individual making an appeal under this section shall exercise any rights of membership while the determination of their appeal is pending.

ARTICLE 6

MEMBERSHIP MEETINGS

- 6.1 PLACE OF MEETING. All meetings of the membership shall be held in such place as designated by the Board of Directors.
- 6.2 REGULAR MEETINGS. Regular meetings of the membership shall be held not less than annually. A quorum shall be deemed to exist at any duly called meeting of the membership at which 13% of the members entitled to vote are present either in person or by individual proxy. In the event of a vote of dissolution, a quorum shall consist of two-thirds (2/3) of the voting membership of the Association.
- 6.3 ANNUAL MEETING. The annual meeting of the membership shall be held in August of each year for the purpose of electing officers, with the exception of the President (see Section 10.1.A herein), hearing reports of officers and committee chairpersons, and adopting a budget for the ensuing fiscal year. Notice of annual meeting shall be in writing at least thirty (30) days prior to the meeting. Notice will also contain the slate of candidates for office.

- 6.4 SPECIAL MEETINGS. Special meetings of the membership may be called by the President or a majority of the Executive Committee upon fifteen (15) days' written notice to all members.
- 6.5 SEMINARS. It is required that this Association hold a minimum of four (4) educational events or seminars or a minimum of ten (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 any meeting of the membership.
- 6.6 VOTING BY INDIVIDUAL PROXY. At any meeting of the membership, any active member shall have the right to vote either in person or by individual proxy. A member shall appoint the Secretary or in the Secretary's absence, the Nominations and Election Chairman and one alternate as proxy by an appropriate written designation on such proxy form as provided by the Association. No member shall authorize the proxy holder to vote at his or her discretion for any candidate or issue. Any such individual proxy shall be valid only for that single meeting for which it shall be given. No person shall solicit any proxy. Proxies obtained by solicitation may not be used at any membership meeting nor shall the same be accepted by the Secretary. Any individual proxy must be filed by such member with the Secretary. A proxy shall be timely filed if received by the Secretary postmarked or faxed fifteen (15) days before the annual meeting is called to order, and seven (7) days before a special meeting is called to order.
- 6.7 MAJORITY DEFINED. At any meeting of the membership, all questions properly before such meeting shall be determined by a simple majority vote of the quorum present except as shall otherwise be contrary to any specific provision of these Bylaws. Voting by individual proxy shall be included in determining majority vote.

ARTICLE 7

DUES AND ASSESSMENTS

- 7.1 The dues of this Association shall be due September 1 of each year, becoming delinquent on October 15. Annual Dues shall not be prorated, except when authorized by the Board of Directors.
- 7.2 Dues and initiation fees shall be set by the Board of Directors and set out in the Standing Rules of the Association.
- 7.3 Members whose dues have not been paid by October 15 may be reinstated during the current fiscal year upon the payment of such reinstatement fee as may be fixed by the Board of Directors, together with dues for the current fiscal year.
- 7.4 Members whose dues are unpaid for more than one (1) fiscal year must re-apply for membership in compliance with Article 4 of these Bylaws.

ARTICLE 8

OFFICERS, EXECUTIVE COMMITTEE, BOARD OF DIRECTORS AND CHAIRPERSONS

- 8.1 ELECTED OFFICERS. The elected officers shall be: President, First Vice President, Second Vice President-Membership, Second Vice President-Seminars, Treasurer, Secretary and NALA Liaison. These officers must be active members of this Association and actively employed as a paralegal.
- 8.2 APPOINTED OFFICER. The appointed officer shall be the Parliamentarian (see Section 12.8 herein).
- 8.3 EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the elected officers (see Section 8.1 herein) and the Parliamentarian. The Executive Committee shall act as a planning committee, bringing recommendations to the membership and the Board for a vote. This committee shall meet at such times as called by the President or two (2) or more members of the Executive Committee.
- 8.4 REGION DIRECTORS. This Association shall be divided into such geographical regions within the State of Alabama as approved by the Board of Directors from time to time. Each geographical region shall be represented on the Board of Directors by a person designated as a director from each region. Each designated director must reside and work in the region represented, except as otherwise permitted by the Board. Election of the region directors will take place at the same time as election of officers. Geographical breakdown of each region shall be as set out in the Standing Rules of the Association. One (1) Director shall be elected from each of the geographical regions by the membership.
- 8.5 TERM OF OFFICE. Term of office for each officer and region director shall be one (1) year. Additional terms shall be limited to two (2) consecutive years for a total of three (3) consecutive years for a term of office. No Board member shall hold more than one office; however a committee chairperson may chair more than one committee.
- 8.6 BOARD OF DIRECTORS. The Board of Directors shall be composed of the elected officers, (see Section 8.1 herein), the Parliamentarian, the Region Directors (see Section 8.4 herein), the Communications Chairperson, Professional Relations Chairperson, and the Ways and Means Chairperson. All have a vote with the exception of the Parliamentarian.
- 8.7 COMPENSATION. No officer, director, chairperson or member shall be compensated for Association duties. However, upon approval by the Board of Directors, persons may be reimbursed for out-of-pocket expenses in connection with Association-related activities, provided the expenses have been authorized prior to expenditure.

ARTICLE 9

BOARD OF DIRECTORS

- 9.1 **GENERAL POWERS.** Except as otherwise hereinafter provided, the business of this Association shall be managed and controlled by its Board of Directors. The Board may exercise all of the powers, authority and discretion which may be exercised by the members unless specifically reserved to the membership or delegated to the officers by these Bylaws.
- 9.2 **SPECIFIC POWERS.** By way of extension rather than limitation, the Board of Directors shall be vested with the following authority, discretion and powers:
- 9.2.A To purchase or otherwise acquire, deal in, sell, hold or dispose of for this Association such property, rights, interests or privileges (whether real, personal or mixed) of whatsoever nature which this Association is authorized or may legally do and upon such terms and conditions and for such consideration as it, in its discretion, shall deem fit and to the best interests of this Association; the Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended;
- 9.2.B To appoint, hire, contract with, suspend, discharge, remove or otherwise deal with such subordinates, managers, assistants, agents, servants or employees, either permanently or temporarily and to determine and fix their duties and compensation and to require security from them, to determine their fitness, all upon such terms and conditions and for such consideration as it may in its discretion deem fit and to the best interest of this Association;
- 9.2.C To confer by appropriate resolution upon any officer or agent the right to choose, hire, contract with, remove, suspend, discharge or otherwise deal with subordinate agents, employees or servants as it may in its discretion deem fit and to the best interests of this Association;
- 9.2.D To appoint any person or persons to accept, acquire, hold in trust, dispose of any property (real, personal or mixed) for or belonging to this Association or in which it shall or may be interested, and to otherwise act for any purpose and to execute and do such other duties and things which may be requisite or incident or convenient in relation to such trust;

- 9.2.E To create, make or authorize the creation or issuance of such checks, drafts, notes, bonds, debentures, mortgages, leases, trust agreements, instruments, contracts or agreements of whatsoever nature and type and to do each and every other act and thing necessary, incident or convenient in effectuating the same;
- 9.2.F Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c) (6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- 9.3 QUALIFICATIONS OF MEMBERS OF BOARD OF DIRECTORS. A member of the Board of Directors must be legally competent to enter into contracts, must be a citizen of the United States of America, and must be an active member of this Association.
- 9.4 VOTING REQUIREMENTS. The President, First Vice President, Second Vice President-Membership, Second Vice President-Seminars, Secretary, Treasurer, NALA Liaison/CP Coordinator, Communications Chairperson, Professional Relations Chairperson, Ways and Means Chairperson, and Region Directors shall constitute the official voting members of the Board of Directors. The Parliamentarian shall be a non-voting member of the Board.

ARTICLE 10

ELECTION OF OFFICERS

10.1 ELECTION OF OFFICERS.

10.1.A ELECTION OF PRESIDENT. The President shall be elected by the Board at its next meeting following the close of nominations for President. This candidate shall be a member of the Board and shall have missed no more than one Board meeting during the immediately preceding fiscal year and the current fiscal year without reasonable cause.

10.1.B ELECTION OF OFFICERS OTHER THAN PRESIDENT. The President shall appoint a Nominations and Elections Chairperson at least ninety (90) days prior to the annual meeting of the Association. Candidates shall declare candidacy for offices and region directors in accordance with the Standing Rules at least sixty (60) days prior to the date of the annual meeting. No name shall be on the slate without consent of the candidate. Nominations from the floor shall be accepted and election shall be by majority vote of the members present. Any member may declare himself or herself a candidate for any office except the office of President by advising the Nominations and Elections Chairperson at least sixty (60) days prior to the annual meeting. If no individual is elected to an office or regional

directorship, then such vacant office or regional directorship shall be filled pursuant to Section 10.5 herein.

10.1.C TIE VOTE. In the event of a tie vote, the voting members shall immediately proceed to vote by ballot to dissolve such tie. Should a third ballot fail to break the tie, the winner shall be determined by lot.

10.1.D RESTRICTION OF CANDIDACY. Any voting board member who vacates their position is not eligible to run for or hold a voting position on the AAPi Board for the following three (3) fiscal years. This restriction is lifted if the Advisory Committee sitting at the time of the resignation determined that the person left the position with just cause. The decision of the Advisory Committee shall be reported to the Board at the Board meeting immediately following the resignation and/or withdrawal from office. The person shall be notified in writing by the President of the decision of the Advisory Committee within ten (10) business days of the decision. Said notification will include the next date of eligibility if the resignation is determined to be without just cause.

10.2 PRESENTATION OF OFFICERS, BOARD MEMBERS AND COMMITTEE CHAIRPERSONS TO BOARD. Names of appointed members of the Board of Directors and Committee Chairpersons must be presented by the President to the Board at the first Board meeting of the new fiscal year.

10.3 SUBMISSION OF NAMES OF OFFICERS TO NALA. Names of the newly elected and/or appointed officers shall be submitted to the NALA Headquarters and Affiliated Associations Director by the NALA Liaison at least thirty (30) days after election and/or appointment.

10.4 NALA MEMBERSHIP. With the exception of the NALA Liaison, Association officers and Board members are not required to be NALA members.

10.5 UNEXPIRED TERMS OR VACANT OFFICES. Unexpired terms of officers and region directors or vacant offices or region directorships shall be filled by the Board of Directors at its next meeting, except the unexpired term of office of the President (See Standing Rules). The President, upon advisement from a majority of the Executive Committee may appoint someone to fill such unexpired term or vacant office or region directorship until the next meeting of the Board of Directors. Candidates to be considered for any unexpired term or vacant office or directorship shall be presented by the President to the Board under advisement from the Executive Committee.

10.6 REMOVAL FROM OFFICE. Any officer, region director or committee chairperson (elected or appointed) absent from two (2) consecutive Board meetings without good cause (as determined by the Executive Committee), or who shall not have fulfilled the obligations of such office, may be removed from his or her position as such officer, region director or committee chairperson, by the Executive Committee at the next Board meeting or by unanimous consent, at which time a successor shall also be appointed, subject to approval by the Board of Directors at its next meeting. Upon determination

that a person should be removed from office, the President shall send written notice to such person (i) advising that the Executive Committee has made this determination and (ii) allowing such person forty-eight (48) hours from receipt of said notice to respond to the President as to why such person should not be removed from office. If the President determines that the person has sufficiently responded to such notice and that the removal should be reconsidered, the President shall consult with the Executive Committee. In the event it is determined, after such reconsideration, that the party is to be removed, a majority of the Executive Committee may appoint or elect a replacement until the next Board meeting.

ARTICLE 11

STANDING AND SPECIAL COMMITTEE CHAIRPERSONS

11.1 STANDING COMMITTEES. The President shall appoint the following Standing Committee Chairpersons:

Communications Chairperson
Professional Relations Chairperson
Nominations & Elections (Non-voting)
Ways and Means Chairperson

11.2 SPECIAL COMMITTEES. The President may appoint Special Committee Chairpersons, as needed, with the approval of the Board, including Educational Programs (First Vice President), Membership (Second Vice President-Membership), Seminars (Second Vice President-Seminars), Finance (Treasurer), Region Committee (respective Region Director).

11.3 ADVISORY COMMITTEE. The President may appoint, with the approval of the Board of Directors, at least two (2) members of the Board of Directors to serve on one or more Advisory Committees and at any time the Board may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board of Directors. Such advisory committee(s) shall advise with and aid the officers of the Association upon request, subject to the restrictions imposed by Code of Alabama 1975, Section 10-3A-38. The members of any advisory committee shall not have any stated salary for their services, but may be reimbursed for any actual expenses incurred in the performance of duties on behalf of the Association.

ARTICLE 12

DUTIES OF ELECTED AND APPOINTED OFFICERS, REGION DIRECTORS AND CHAIRPERSONS

- 12.1 PRESIDENT. The President shall preside over all Board of Directors, Executive Committee and membership meetings. The President shall appoint a parliamentarian and standing and special committee chairpersons as provided in these Bylaws. The President shall pass files to successor immediately upon installation and shall cause all other officers and chairpersons' files to be passed to respective successors. The President shall be an ex-officio (nonvoting) member of all committees except the committee on nominations and elections.
- 12.2 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 shall automatically be Chairperson of the Committee on Educational Programs (if such Committee is established pursuant to Section 11.2 herein). The First Vice President's duties shall include assisting the Second Vice President-Seminars in planning seminars, workshops and working with NALA in the event of co-sponsorship of any programs. This officer shall promote and publicize the NALA Code of Ethics adopted by AAPi, assemble information regarding possible changes in the NALA Code of Ethics and submit to the Board of Directors, and report any alleged violation of the NALA Code of Ethics to the President for action
- 12.3 SECOND VICE PRESIDENT-MEMBERSHIP. The Second Vice President-Membership shall automatically be Chairperson of the Membership Committee (if such Committee is established pursuant to Section 11.2 herein) 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 Board of Directors for acceptance or rejection in the event the Second Vice President-Membership has any question as to whether the applicant is eligible for membership. Upon approval of membership in the Association, the Second Vice President-Membership shall cause the dues to be delivered to the Treasurer, and advise the new member of acceptance into membership, transmitting membership card and any other pertinent information as set out in the Standing Rules or as approved by the Board.
- 12.4 SECOND VICE PRESIDENT—SEMINARS. The Second Vice President—Seminars shall supervise the planning and presentation of the Association's seminars for paralegals as the Board of Directors may designate, including obtaining speakers and sponsors. The Second Vice President-Seminars shall also be responsible for fulfilling the educational requirements under Section 6.5 of these Bylaws.
- 12.5 SECRETARY. The Secretary shall be responsible for:
- (1) minutes for all meetings of Board, Executive Committee and Membership and maintaining permanent minutes;

- (2) assist the President in any way, including giving notice of meetings;
- (3) make available the Association minutes of any meeting to the NALA President upon request;
- (4) assemble and maintain an organized and properly dated continuing historical register of activities and special projects of AAPi, including, but not limited to, seminars, fundraisers, special events, or any other activities as may be directed by the Board;
- (5) maintain in the historical register all AAPi pictures, special events, news media and magazine articles and any other information relating to projects or accomplishments of AAPi;
- (6) maintain historical register for availability to the membership at each Annual Meeting of the membership, seminars, or any other special meetings as may be directed by the Board; and
- (7) not be responsible for maintaining copies of AAPi materials required to be maintained by another Board member or Committee Chairperson as directed by the **Bylaws** or **Standing Rules**;

12.6 TREASURER. The Treasurer shall deposit all funds and make all disbursements, subject to approval of the Board and as provided in the budget. Any extraordinary expenses must be approved by the Board before obligation to pay. The Treasurer shall be Chairperson of the Finance Committee (if such Committee is established pursuant to Section 11.2 herein). The Treasurer shall prepare a budget for the ensuing fiscal year which shall be adopted by the membership at the annual meeting. The budget shall be submitted to the Executive Committee prior to presentation at the annual meeting. The Treasurer and the President shall be bonded, with the premium paid by the Association. All disbursements of Association funds must be by Association check and/or debit card, signed by the Treasurer or the President. The Treasurer shall submit written quarterly financial reports at each regular Board meeting to be attached to the official minutes as part of the permanent record. Annual financial reports shall be furnished by the Treasurer at the annual meeting; provided, however, that such requirement shall be suspended by appropriate resolution of the membership at any annual or special meeting.

12.7 NALA LIAISON. The NALA Liaison shall have the following duties:

- (1) be a NALA member;
- (2) be familiar with the NALA Bylaws and Standing Rules;
- (3) receive minutes of all NALA meetings;
- (4) represent the Association at the NALA annual meeting, unless one or more other representatives are approved by the Board;

- (5) vote on behalf of the Association at all NALA Affiliates' meetings, unless another representative is approved to vote by the Board;
- (6) file reports on Association activities to the NALA Affiliated Associations Director on forms provided by NALA Headquarters, as required by NALA and shall report all officers' names and all Association educational meetings and seminars to NALA Headquarters and the NALA Affiliated Associations Director;
- (7) submit items the Association wishes discussed to the NALA Affiliated Associations Director, and shall participate in discussion sessions at NALA annual meetings, unless another representative is approved by the Board;
- (8) prepare a report to Association members on the NALA annual meeting unless another representative attends the NALA annual meeting, which representative shall be required to prepare a report to Association members on the NALA annual meeting;
- (9) within sixty (60) days of passage, notify the NALA Parliamentarian and Affiliated Associations Director of any changes in the Association's Bylaws;
- (10) be the main contact between NALA and the Association and shall be empowered to bind the Association;
- (11) be a member of the governing body of this Association;
- (12) assist all qualified paralegals to obtain CLA/CP or ACP status;
- (13) coordinate the CLA/CP exam with NALA;
- (14) promote CLA/CP study groups or educational forums and mock examinations at seminars and workshops;
- (15) maintain a list of current CLAs, CPs and ACPs within the State of Alabama; and
- (16) maintain the CLA/CP application and study materials.

12.8 PARLIAMENTARIAN. The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with Association Bylaws and Standing Rules, NALA Bylaws and Standing Rules, shall receive all proposed bylaw amendments and standing rule amendments at least thirty (30) days prior to submission to the Board for review and approval.

12.9 NOMINATIONS AND ELECTIONS CHAIRPERSON. See Article 10 of these Bylaws.

12.10 This section was intentionally deleted.

12.11 This section was intentionally deleted.

12.12 This section was intentionally deleted.

12.13 REGION DIRECTORS. The Region Directors shall have the following duties:

- (1) work to develop AAPi in their respective regions;
- (2) make contact with new members of their respective regions advising of functions and activities of AAPi in the region;
- (3) organize functions such as luncheons and other gatherings (education optional) of paralegals/legal assistants in their respective regions, working within that region's designated budget, if possible;
- (4) assist the Second Vice President-Seminars in soliciting sponsors for seminars held within their regions, as well as speakers, if requested by the Second Vice President-Seminars;
- (5) execute all contracts in connection with region functions or activities upon approval of President; and
- (6) may appoint a committee to hold a Region Fundraiser. The Region Director must chair such a committee and such committee must seek the advice, assistance and approval of the Ways and Means Chair and keep the Ways and Means Chair informed of the progress of such Region Fundraiser.

12.14 STANDING COMMITTEE CHAIRPERSONS. The Standing Committee Chairpersons shall act at the pleasure of the Board and as further set out by the Standing Rules of this Association.

ARTICLE 13

FISCAL YEAR AND AUDIT

13.1 FISCAL YEAR. The fiscal year of this Association shall be from September 1 through August 31.

13.2 AUDIT. An audit of the Association's financial records shall be conducted immediately following the end of each fiscal year. The audit shall be done by an independent accountant selected by the Treasurer and approved by the Board of Directors at a charge to be approved by the Board of Directors.

ARTICLE 14

CODE OF ETHICS

- 14.1 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. Violations of the NALA Code of Ethics and Professional Responsibility shall be grounds for immediate dismissal from membership and/or removal from office.
- 14.2 Removal or cancellation from membership and appeal thereof. See Sections 5.5 and 5.6 herein.

ARTICLE 15

INDEMNIFICATION

15.1 INDEMNIFICATION IN ACTIONS ARISING OUT OF CAPACITY AS OFFICER OR DIRECTOR ON BEHALF OF THE ASSOCIATION. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Association), by reason of the fact that the person is or was a director or officer, acting in a managerial capacity on behalf of the Association, or is or was serving at the request of the Association as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided he is not adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- 15.2 INDEMNIFICATION IN ACTIONS BY OR IN RIGHT OF ASSOCIATION. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer acting in a managerial capacity on behalf of the Association, or is or was serving at the request of the Association as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- 15.3 INDEMNIFICATION WHEN SUCCESSFUL. To the extent that a director or officer acting in a managerial capacity on behalf of the Association has been successful in defense of any action, suit or proceeding referred to in Sections 15.1 and 15.2 of this ARTICLE 15, or in defense of any claim, issue or matter therein, he or she shall be indemnified against any and all expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, notwithstanding that he or she has not been successful on any other claim, issue or matter in any such action, suit or proceeding.
- 15.4 DETERMINATION OF MEETING APPLICABLE STANDARD. Any indemnification under Sections 15.1 and 15.2 of this ARTICLE 15 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 15.1 and 15.2 of this ARTICLE 15. Such determination shall be made either:
- 15.4.A by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful with respect to, such claim, action, suit or proceeding; or
- 15.4.B if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- 15.5 PAYMENT OF EXPENSES IN ADVANCE OF DISPOSITION OF ACTION. Any and all expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding shall be paid by the Association in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided

in Section 15.4 of this ARTICLE 15 upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the Association as authorized in this ARTICLE 15.

- 15.6 NON-EXCLUSIVITY OF ARTICLE 15. The indemnification authorized in and provided by this Article 15 shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of articles of incorporation, bylaw, agreement, or vote of the Board of Directors, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.
- 15.7 INSURANCE. The Association may purchase and/or maintain insurance on behalf of any person who is or was a director, officer, or employee acting in a managerial capacity on behalf of the Association, or is or was serving at the request of the Association as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association is required or permitted to indemnify him or her against such liability under the provisions of this Article 15 or any statute.

ARTICLE 16

AMENDMENTS TO BYLAWS

Bylaw amendments (not in conflict with NALA Bylaws) shall be adopted by two-thirds (2/3) of the Association's members present in person or by proxy at any annual or special meeting. The NALA Parliamentarian must be advised of any amendments at least sixty (60) days prior to voting by the membership on such Amendment(s).

ARTICLE 17

DISSOLUTION

In the event of dissolution of this Association, all property and assets shall be distributed to a non-profit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining members of the Association, notice having been given to members of the Association and the NALA Affiliated Associations Director at least 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.

ARTICLE 18

NALA AFFILIATION

- 18.1 Affiliation with the National Association of Legal Assistants, Inc. is renewable each year by payment of an affiliation fee and 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 a membership roster, Bylaws, sample of educational programs, petition and current initiation fee.
- 18.2 In addition to the renewal fee, this Association must comply with the required reports and requested procedures as outlined in these Bylaws.
- 18.3 The annual NALA renewal fee is payable as established by NALA. Payment received after due date must be accompanied by a late fee penalty established by NALA.

ARTICLE 19

ORGANIZATIONAL DIVISION

The Board of Directors in performing its duties with respect to the management of this Association shall have the power and authority to establish sections or divisions for its membership pursuant to such rules and regulations and qualifications as the Board of Directors may adopt consistent with the Bylaws.

ARTICLE 20

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall be the parliamentary authority where applicable and where there is no conflict between the Bylaws of this Association and the National Association of Legal Assistants, Inc.