

**FLORIDA ALLIANCE OF PARALEGAL ASSOCIATIONS, INC.**  
(A Not-for-Profit Corporation)

**BYLAWS**

**ARTICLE I**

**NAME, SEAL & PRINCIPAL OFFICE**

Section 1. Name. The name of this corporation is: Florida Alliance of Paralegal Associations, Inc. ("Corporation").

Section 2. Seal. The corporate seal shall have engraved between the circle "FLORIDA ALLIANCE OF PARALEGAL ASSOCIATIONS, INC." including the words "not-for-profit" and "Incorporated 2004".

Section 3. Principal Office. The principal place of business of this Corporation shall be as designated from time to time by the Board of Directors.

Section 4. Registered Office. This Corporation shall have and continuously maintain in this state a registered office and a registered agent.

**ARTICLE II**

**ARTICLES OF INCORPORATION, OBJECTIVES AND PURPOSE**

Section 1. Articles of Incorporation. The Articles of incorporation were filed with the Florida Department of State on September 23, 2004.

Section 2. Objective and Purpose. The objective and purpose of the Corporation is to:

- (a) orchestrate and maintain a statewide communications network among paralegal associations, individual paralegals and other members of the legal community;
- (b) promote and foster the paralegal profession ("Profession");
- (c) monitor developments in the legal field which impact the Profession; and
- (d) provide a unified voice for the Profession and its Association and Sustaining Members.

## **ARTICLE III**

### **POLICY**

Section 1. Policy. This Corporation shall be nonsectarian, nonpartisan, nonprofit, and nonunion. No standing rule, policy, resolution, action or program may be initiated or undertaken, now or in the future, in conflict with these Bylaws.

## **ARTICLE IV**

### **CODE OF ETHICS**

Every Association and Sustaining Member of this Corporation shall subscribe to and be bound by the Code of Ethics and/or Professional[ism] adopted by its respective Association Member organization and/or by the Code of Ethics and Responsibility found in the Rules Regulating The Florida Bar.

## **ARTICLE V**

### **MEMBERSHIP**

Section 1. Right to Membership. Only Paralegals, Paralegal Associations and Patrons who qualify for membership under these Bylaws shall be eligible for membership.

Section 2. Application for Membership. Application for membership shall be submitted on forms approved by the Corporation, and shall follow the application process as outlined in these Bylaws and with any standing rules.

Section 3. Class of Membership. There shall be three classes of membership.

- (a) Association Membership: Paralegal Associations
- (b) Sustaining Membership: Individual Paralegals
- (c) Patron Membership: Organizations and Individuals who support Paralegal Profession[alism].

Section 4. Eligibility for Association Membership. Association Membership shall be open to any paralegal association incorporated in the State of Florida whose members are substantially defined as persons qualified by education, training or work experience, who is employed or retained by an attorney, law office, corporation, governmental agency or other entity and who performs specifically delegated substantive legal work for which an attorney is responsible. Such association shall uphold the standards of education and/or experience which align with the requirements of either the National Association of Legal Assistants (“NALA”), the National Federation of Paralegal Associations (“NFPA”), The Florida Bar or the Association Member’s organization.

Section 5. Eligibility for Sustaining Membership. Sustaining Membership shall be open to any paralegal located in the State of Florida whose qualification is evidenced by confirmation of one of the following:

(a) Any individual who has earned and maintained the Certified Paralegal / Certified Legal Assistant (CP / CLA) designation as conferred by NALA.

(b) Any individual who has earned and maintained the Registered Paralegal (RP) designation as conferred by NFPA.

(c) Any individual who is a Florida Registered Paralegal (FRP) in good standing.

Section 6. Eligibility for Patron Membership. Open to those individuals, law firms, corporations and legal assistant program representatives who endorse the paralegal concept or are actively involved in the promotion of the paralegal profession.

Section 7. Voting Privileges

(a) Association Members shall be voting members of the Corporation.

(b) Only Delegates of Association Members may be elected to officer positions.

Section 8. Association Membership Procedure. The procedure for adding a new Association Member Association ("Prospective Association Member") is:

(a) The Prospective Association Member will submit a letter expressing its interest in joining.

(b) The Corporation will respond to the Prospective Association Member by letter setting forth current annual dues and assessments as set forth in Article VI ("Dues and Special Assessments") and provide current information about the Corporation, including a copy of the Articles of Incorporation and applicable Bylaws.

(c) The Prospective Association Member will advise the Corporation of its continued interest and shall provide the Corporation with a copy of its Articles of Incorporation, Bylaws and a current membership roster, including all voting and non-voting members.

(d) Upon receipt of the items set forth in Subparagraph (c) above, the Corporation will vote upon the admission of the Prospective Association Member at its next regularly scheduled meeting. In lieu of the next regularly scheduled meeting, the Corporation may vote upon the admission of the Prospective Association Member by telephone, electronic mail or facsimile, as circumstances dictate. A majority vote of the current Association Member Organizations shall be required to admit a Prospective Association Member.

(e) The Corporation will notify the Prospective Association Member of the result of the vote. Upon approval, the Prospective Association Member will be provided with an Acknowledgement and Receipt of Bylaws for signature by the Executive Officer of the Prospective Association Member, together with an invoice for Dues as herein defined.

(f) Upon receipt of the executed Acknowledgement and Receipt of Bylaws and payment of the Fees, the Prospective Association Member shall become an Association Member of this Corporation.

(g) Each Association Member Association shall designate two of its voting members as its Delegate(s) ("Delegate") to be present and officially represent the Association Member at any meeting, with the authority to cast vote(s) on issues that come before the Corporation. There shall be a primary Delegate to cast vote(s) on behalf of each Association Member and a secondary Delegate to cast vote(s) in such case the primary Delegate is unable.

#### Section 9. Sustaining and Patron Membership Procedure.

(a) The Prospective Sustaining Member will submit an application in a form approved by the Board of Directors, with documentation evidencing compliance with eligibility as required in Section 5, Article V, and dues payment.

(b) The Prospective Patron Member will submit an application in a form approved by the Board of Directors, and dues payment.

## ARTICLE VI

### DUES AND SPECIAL ASSESSMENTS

Section 1. Dues. Any Association, individual or entity qualified for membership shall pay such dues as the Board of Directors may from time to time determine and apply. The Board specifically reserves the right to determine whether an Association, individual or entity meets the requirements for membership. Dues from new applicants and reinstated members are not prorated. All dues shall entitle the member to receive a copy of all information disseminated by the Corporation.

Section 2. Payment of Dues. Payment of annual dues shall be made by the date of the first meeting of the new fiscal year as defined in Article VII or if no meeting is held, by March 1 of each year. Non-payment of dues by March 1<sup>st</sup> of each fiscal year shall be subject to a late fee as established by this Corporation and shall be the basis for suspension. Any Association Member, Sustaining Member or Patron Member that is suspended for nonpayment of dues may be reinstated by paying a late fee established by the Board of Directors and shall be set forth in the Corporation's standing rules.

Section 3. Special Assessments. Upon majority endorsement by the Association Members of any requirement for a special assessment, the amount of any special assessment to Association Members shall be determined by the Board of Directors and shall be pro rata based upon the number of voting members each Member Association at the end of its last fiscal year. Non-payment of any special assessment shall not be the basis for suspension of membership.

Section 4. Proration. Dues and Special Assessments shall not be subject to proration.

## ARTICLE VII

### MEETINGS

Section 1. Regular Meetings. Regular meetings of the Corporation shall be held at least quarterly, on the second Saturday of each February, May, August and November; or at such other time as may be established by the Board of Directors. Meetings shall be located at mutually agreed upon locations and times, and may be conducted by telephone or video conferencing when appropriate. Formal notice of regular meetings is hereby waived. In lieu of meetings, business of the Corporation may be conducted by telephone, electronic mail or facsimile and/or as set forth in the Corporation's standing rules.

Section 2. Special Meetings. Special meetings may be called by a majority of the Association Members with thirty (30) days advance written notice to all Association Members. Such notice shall be made in writing, shall include a description of the purpose(s) for which the meeting is being called and shall be transmitted by either electronic, or United States mail to the electronic mail or mailing address of record for each Associate Member's Delegate(s).

Section 3. Quorum Defined. A majority of the Association Member's Delegates shall constitute a quorum for the transaction of business at any corporate meeting and shall be necessary for the adoption of any matter under consideration by the Corporation.

Section 4. Voting Rights. Each Association Member Association shall be entitled to one vote by its Delegate upon each matter submitted for a vote at a meeting of the Corporation.

- (a) The current President shall only vote in case of a tie.
- (b) The Immediate Past President shall be entitled to one vote.

Section 5. Dissenting Votes. Actions taken in the name of and on behalf of the Corporation to which any Member Association(s) has dissented from the majority vote on such action, shall indicate in writing the name of such Member Association(s) having dissented.

## ARTICLE VIII

### OFFICERS, DUTIES AND BOARD OF DIRECTORS

Section 1. Election of Officers. The Board of Directors, by majority vote at its November meeting each year, shall elect a President, Vice President, Treasurer, and Recording Secretary as its officers to serve in their respective capacities for the fiscal year as defined in Article IX. The Immediate Past President shall be an appointed, ex-officio member of the Board of Directors and shall serve as Parliamentarian at all regular and Special Meetings..

(a) Not more than one (1) Delegate from each Association Member may hold an officer's position during each term, unless there are more positions for officers than Association Members.

(b) Elected Officers shall not serve for more than two (2) consecutive terms of office.

Section 2. Duties of Officers.

(a) President. The President will be the Chief Executive Officer of the Corporation and shall have the following duties:

(1) general supervision over the property, business, and affairs of the Corporation;

(2) preside at all meetings of the Corporation;

(3) have the authority to disburse funds of the Corporation in conjunction with the Treasurer;

(4) sign and execute all contracts on behalf of the Corporation, as approved by the Board of Directors; and

(b) Vice President. The Vice President shall have the following duties:

(1) preside and assume all duties of the President in the President's absence;

(2) prepare a proposed budget in conjunction with the Treasurer to be submitted and approved at each February meeting;

(3) perform other duties as assigned by the President of the Corporation;

(4) shall serve as chairman of the committee on bylaws revision and amendments when necessary; and

(5) shall automatically assume the office of President if the elected President is removed or resigns from office.

(c) Treasurer. The Treasurer shall have the following duties:

(1) open and maintain all Corporation bank accounts at a financial institution approved by the Board of Directors;

(2) deposit all funds and ensure all disbursements are approved by the Board of Directors;

(3) ensure that all checks issued in payment of expenses of the Corporation are approved by the Board of Directors; and

(4) submit written financial reports of the Corporation at all regular meetings.

(e) Recording Secretary. The Recording Secretary shall have the following duties:

(1) record the proceedings of the meetings of the Board of Directors;

(2) furnish a copy thereof promptly to the each Association Member of the Corporation.

(3) keep an updated membership roster;

(4) be responsible for maintaining a permanent file of the records of the Corporation which shall include, but not be limited to, the official minutes of all meetings, and the permanent files and records of the Treasurer, and all committees.

(f) Immediate Past President. The Immediate Past President shall serve as Parliamentarian of the Association.

Section 3. Board of Directors. The Board of Directors shall be comprised of two (2) Delegates appointed by each Association Member.

## **ARTICLE IX ELECTIONS, REMOVAL**

Section 1. Procedures for Election.

(a) Declaration for Candidacy. No later than thirty (30) days before the November meeting, any Delegate may declare themselves as candidate for officers of the Corporation by submitting such notice to the Recording Secretary.

(b) A sample ballot of all eligible candidates shall be prepared by the Recording Secretary or a designated appointee and distributed to the Association Members via email, U.S. Mail or facsimile no later than two (2) weeks prior to the November meeting.

(c) Nominations from the floor shall be accepted at the November meeting only in the event that no declaration for officer candidacy was submitted. The Delegate being nominated must be present at the time of nomination and accept the nomination and duties inherent to the position in which they are nominated.

(e) Written ballots will be used at the November meeting for all Delegates present and eligible to vote unless there is only one candidate nominated for each position. Each ballot shall contain the name of each candidate and the position to which he/she is seeking to be elected. Each voting Delegate shall cause the ballot to be marked to clearly define their intended vote. Election shall be by majority vote of eligible Delegates. If there is only one candidate for each position, then voting shall be by acclamation.

(f) Voting by Proxy is prohibited in all instances.

Section 2. Removal. Any Officer or Director of the Corporation may be removed from office, for cause, by the affirmative vote of a majority of two thirds (2/3) of the Board of Directors at any regular or Special Meeting called expressly for that purpose. Good cause shall be defined as having: (a) been convicted of a felony, or (b) violated the Code of Ethics of their respective Association Member's organization. Any Officer or Director whose removal is proposed shall be entitled to not less than fifteen (15) days notice in writing by mail of the meeting and the reasons for the removal.

(1) Notice and Procedure for Removal. In the event the Board of Directors finds good cause to remove an officer, that officer shall be notified in writing by certified and regular mail of such cause. Thereafter, such officer shall appear at the next regularly scheduled meeting or a special meeting of the Board of Directors to be held within 30 days from the date of mailing to justify why he or she shall not be removed from office. If such officer fails to appear, the Board of Directors shall, upon an affirmative majority vote, pronounce said officer duly removed, and fill said vacancy as provided in Section 3.

Section 3. Filling of Vacancies. Except as otherwise provided herein, any interim vacancies occasioned by the death, resignation or removal of any officer of the Corporation shall be filled as follows:

(1) In the event of a vacancy in the office of President, the Vice-President shall succeed to such office for the unexpired term. Assumption of duties of the office of President for an unexpired term shall not prevent that person from going on to serve a full term, as President.

(2) If any other office becomes vacant for any reason prior to the expiration of that officer's term, the Board of Directors shall fill such vacancy. Any officer so appointed by the Board of Directors to fill such vacancy shall serve for only the balance of the unexpired term, unless re-elected as set forth in Article IX.

## **ARTICLE X**

### **REIMBURSEMENT OF EXPENSES**

No Member Association or Delegate will be reimbursed or compensated for expenses or activities of the Corporation; however, such reimbursement may be made for out-of-pocket expenses duly approved and made in connection with authorized Corporation activities.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Corporation is from January 1<sup>st</sup> to December 31<sup>st</sup> of each calendar year.

## **ARTICLE XII**

### **AMENDMENT OF BYLAWS**

Amendment of the Bylaws may be adopted by a 2/3 majority of all Association Members. The Association Members will receive a minimum of forty-five (45) days' advance written notice of any meeting at which a proposed amendment to the Bylaws will be submitted for consideration.

## **ARTICLE XIII**

### **DISSOLUTION**

Section 1. Statutory Right of Dissolution. This Corporation may be dissolved in accordance with Chapter 617, Florida Statutes.

Section 2. Distribution of Property and Assets. Notice of any meeting to dissolve the Corporation must be made at least thirty (30) days prior to such meeting. In no event will any property or asset of the Corporation be distributed to any Association Member Association or private individual upon dissolution of the Corporation. In the event of the dissolution of the Corporation, all property and assets will be distributed to a non-profit, charitable organization (as defined by the Internal Revenue Code) selected by a majority vote of the remaining Association Members.