

BYLAWS

TYLER AREA ASSOCIATION OF LEGAL PROFESSIONALS

(Adopted August 13, 1983, under "Tyler Area Association of Legal Assistants")

(Amended May 14, 2009, and May 9, 2013, and Ratified June 2, 2021)

ARTICLE I

Name

The name of this Association shall be TYLER AREA ASSOCIATION OF LEGAL PROFESSIONALS (TAALP) (hereinafter referred to in these Bylaws as "Association"). This name represents a change approved by the membership from TYLER AREA ASSOCIATION OF LEGAL ASSISTANTS. This Association shall be affiliated with the National Association of Legal Assistants, Inc.

ARTICLE II

Objectives, Goals, and Purposes

- Section 1:** The objectives, goals, and purposes of this Association shall be:
- (a) To establish good fellowship among association members, national and state legal associations, and members of the legal community;
 - (b) To encourage a high order of ethical and professional attainment;
 - (c) To advance high standards of integrity and professionalism for legal professionals to the end that the public and the legal profession may be better served;
 - (d) To further education among members of the legal profession;
 - (e) To cooperate with state and local bar associations;
 - (f) To further the interests of legal support staff and professionals through this Association; and
 - (g) To support and carry out the programs, purposes, aims and goals of the National Association of Legal Assistants, Inc.

Section 2: This Association shall be organized for educational purposes and shall be non-profit. 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 this Association.

ARTICLE III

Membership

Section 1: This Association shall have three (3) classes of Membership, as follows:

(a) **Active:** A person eligible for active membership shall have met one of the following criteria:

- (1) Any individual who has been engaged as a legal secretary, law office administrator, legal assistant, stenographer, typist, or clerk in any law office or any person employed in the court, the trust department of banks or trust companies, or in any public or private institution or office directly engaged in work of a legal nature, including the public offices of the United States Government, states, cities, counties, or municipalities, for a period of more than one (1) year; or
- (2) Any individual who has successfully completed a curriculum or full course of studies from an American Bar Association (ABA) approved or institutionally accredited school or a curriculum or full course of studies specifically prescribed for training as a legal professional from a non-ABA approved non-institutionally accredited school; or
- (3) Any individual who has successfully completed the voluntary certification examination given by NALA, who shall prove that certification, or certification renewal, by providing documentation of the same to the membership committee, and is entitled to the use of the designation "CLA"; or
- (4) Any individual who has successfully completed the voluntary certification examination given by the Professional Legal Secretary Association, who shall prove that certification, or certification renewal, by providing documentation of the same to the membership committee, and is entitled to the use of the designation "PLS"; or
- (5) Any individual who has been a member in good standing of any organized legal professional association for a period of one (1) year or more.

To maintain "active" membership status in this Association, the member shall not miss attendance at one meeting (either regular or board) per month for three (3) consecutive months during any fiscal year. If a member misses attendance at one meeting (either regular or board) per month for three (3) consecutive months during any fiscal year, then the member will be placed on "associate" status, without refund of dues, for the remainder of the fiscal year in which the violation occurred or until the said member has attended one meeting (either regular or

board) per month for two (2) consecutive months, at which time the member may be reinstated as an "active" member under Article III, Section 1.

(b) **Associate:** A person eligible for associate membership shall have met one of the following criteria:

- (1) Any educator, judge, attorney, or a university or college student in good standing, who has an interest in the legal profession.
- (2) Any individual who has been engaged as a legal secretary, law office administrator, legal assistant, stenographer, typist, or clerk in any law office or any person employed in the court, the trust department of banks or trust companies, or in any public or private institution or office directly engaged in work of a legal nature, including the public offices of the United States Government, states, cities, counties, or municipalities, for a period of less than one (1) year; or
- (3) Any individual who is employed in some type of legal capacity and who is interested in supporting the profession but who may not otherwise qualify at present as an active member or may elect to join as an Associate rather than an Active member.

Individuals qualifying for an associate membership may change from "associate" status membership to an "active" status membership when they meet one of the following criteria:

- (1) Upon graduation from a curriculum or full course of studies from an American Bar Association (ABA) approved or institutionally accredited school or a curriculum or full course of studies specifically prescribed for training as a legal professional from a non-ABA approved non-institutionally accredited school or a curriculum; or
- (2) Upon the completion of one (1) year employment of any individual engaged as a legal secretary, law office administrator, legal assistant, stenographer, typist, or clerk in any law office or any person employed in the court, the trust department of banks or trust companies, or in any public or private institution or office directly engaged in work of a legal nature, including the public offices of the United States Government, states, cities, counties, or municipalities; or
- (3) Upon completion of one (1) year membership as an associate member of this organization.

(c) **Sustaining:** A sustaining membership shall be granted to any individual, firm, or organization who has rendered some special or distinguished service to this Association and who is not a member of this Association or who subscribes to the goals of this Association and shares the common interest of promoting legal assistants the legal professional; and, in addition

contributes annually to the Association an amount equal to or in excess of the current annual active membership dues.

Section 2: Only active members in good standing are eligible to vote, hold office, serve as a chairperson of a committee, or otherwise participate in the business affairs of this Association.

Section 3: Any application for membership, on the form prescribed by this Association, accompanied by, membership dues as set out in these Bylaws, shall be presented to a representative of the membership committee who shall review the application to determine that the applicant meets membership requirements for the class of membership for which they are applying. Upon determining that the applicant meets the membership requirements for the class of membership for which he or she is applying, the applicant shall be advised of acceptance into membership. Any willful misstatement in the application shall be grounds for rejection of the application or for expulsion if the member has been granted membership.

Section 4: Non-renewing members whose dues have lapsed for more than one year must comply with Article III, Section 1 of these Bylaws. No reinstated member shall be liable for dues for the years he or she did not retain their membership.

ARTICLE IV

Dues

Section 1: Annual membership dues shall be determined by the Executive Board.

Section 2: Dues for renewing members shall be payable on or before July 1 of each calendar year and shall be considered delinquent if not paid by the following August 1. Any new member joining after January 1 will pay one-half of the membership dues.

Section 3: Any member who has not submitted proper application for renewal and paid the appropriate dues by August 1 shall be deleted from the membership roles of the Association. Individuals so terminated may be reinstated within the one year period immediately following such lapse upon re-application and payment of the required dues. Members who have not submitted proper application and paid the appropriate dues for more than one year must comply with Article III, Section 4 of these Bylaws.

Section 4: Dues for new members shall be due and payable at the time an application for membership is submitted for membership.

Section 5: For the purposes of voting or running for office at the annual meeting, only those active members in good standing on or before May 1 of the fiscal year immediately prior to the annual meeting shall be entitled to vote or run for office at the annual meeting.

Section 6: For the purposes of running for office, only those active members who meet the criteria for the position they are being nominated for and are members in good standing on or

before May 1 of the fiscal year immediately prior to the annual meeting, shall be entitled to run for office at the annual meeting.

ARTICLE V

Meetings

Section 1: Regular meetings of the Association shall be held at a time and place to be designated by the Executive Board.

Section 2: Special meetings of the Association may be called by the President or by a majority of the Executive Board, and/or shall be called upon the written request of five (5) active members. The purpose of the meeting shall be stated in the written notice mailed to all members a minimum of ten days prior to the date set for such meeting.

Section 3: Executive Board meetings shall be held at a time and place to be determined by the President.

Section 4: The regular meeting held in June shall be designated as the Annual Meeting for the purpose of receiving annual reports, and electing and installing officers. In the event that this Annual Meeting cannot be held in June for reasons beyond anyone's control, the Executive Board shall be authorized to designate the July meeting of the same year to be the Annual Meeting. The Executive Board shall make this decision on or before June 1 and notice shall be mailed to all members of the Association no later than June 5 of the same year.

Section 5: One-fourth of the voting members of the Association in good standing shall constitute a quorum for the transaction of business at a regular or special meeting of the Association.

Section 6: A majority of the voting members of the Executive Board shall constitute a quorum for the transaction of business at an Executive Board meeting.

Section 7: It is required that this Association offer a minimum of ten (10) hours of continuing legal education during each fiscal year in order to maintain affiliation with the National Association of Legal Assistants, Inc. These continuing legal education (CLE) hours must be approved by NALA and NALS for acceptance by these organizations as CLE credit. These programs may be held in connection with a regular meeting of the membership.

ARTICLE VI

Officers and Executive Board

Section 1: The officers of this Association are as follows:

- (a) President
- (b) President-Elect
- (c) First Vice-President

- (d) Second Vice-President
- (e) Recording Secretary
- (f) Corresponding Secretary
- (g) Treasurer
- (h) Executive Advisor

The office of President shall be held by the immediate past President-Elect unless the President is nominated and elected by a quorum of the membership to serve as President for a second term. Should the President not be nominated or refuse to serve as President for a second term, or should the President have served for two (2) consecutive terms, then the office of President will automatically be filled by the President-Elect.

Should the current President be nominated and voted by the membership to serve as President for a second term, and the President-Elect agrees to serve as President-Elect for a second term, then there shall be no election for the office of President-Elect for that year and the current President-Elect shall remain in that office for a second term. In the event the current President serves as President for a second term and the current President-Elect is unable or refuses to serve as President-Elect for a second term, the office of President-Elect shall be elected by a quorum of the voting membership of this Association. In no event, however, shall a person serve in the office of President-Elect for more than two (2) consecutive terms. A member of the presiding Executive Board who has served on the Board for at least one term shall be eligible to serve as President-Elect. In the event there is no member of the Executive Board who will accept the nomination of President-Elect, then an active member in good standing who has served on the Executive Board for at least one year within the preceding four years is eligible to serve as President-Elect.

Should the office of President be open and the immediate past President-Elect be unable or refuses to serve as President, the President shall be elected by a quorum of the voting membership of this Association. In the event there is no member of the Executive Board who will accept the nomination of President, then an active member in good standing who has served on the Executive Board for at least one (1) year within the preceding four (4) years is eligible to serve as President.

The President-Elect shall be responsible for assisting the President with duties of the President as agreed upon by and between the President and President-Elect. The President-Elect shall also serve as the official NALA Liaison. As NALA Liaison, the President-Elect shall be a NALA member, shall be familiar with the NALA Bylaws and Standing Rules, shall receive minutes of all NALA meetings, and shall represent the association at the NALA Annual Meeting at the discretion of the executive board. The NALA Liaison shall report quarterly on association activities to the NALA Affiliated Associations Director on forms provided by NALA Headquarters and shall report all Officers' names to NALA Headquarters and the NALA Affiliated Associations Director. The NALA Liaison may submit items this association wishes discussed to the NALA Affiliated Associations Director and shall participate in discussion sessions at NALA annual meetings. A report to this association on the NALA Annual Meeting will be required. The NALA Liaison shall, within sixty (60) days of passage, notify the NALA

Parliamentarian and Affiliated Associations Director of any changes in this association's Bylaws, and shall be the main contact between NALA and this association and is empowered to bind this association. The NALA Liaison shall be a member of the governing body of this association. The NALA Liaison shall be responsible for forwarding a copy of the current membership roster and Bylaws annually to NALA with the renewal fee for continued affiliation with NALA.

The First Vice-President, Second Vice-President, Recording Secretary, and Corresponding Secretary shall annually be elected by a quorum of the voting membership of this Association.

The Treasurer shall annually be elected by a quorum of the voting membership of this Association. A member of the presiding Executive Board who has served on the Board for at least one (1) term shall be eligible to serve as Treasurer. In the event there is no member of the Executive Board who will accept the nomination of Treasurer, then an active member in good standing who has served on the Executive Board for at least one year of the preceding four (4) years is eligible to serve as Treasurer.

The office of Executive Advisor shall be held by the immediate past President. In the absence of an immediate past President, the President shall appoint an active member in good standing to serve as Executive Advisor. The office of Parliamentarian shall be appointed by the Executive Board and shall be a non-voting office, and may be held by the Executive Advisor.

The Recording Secretary shall be responsible for making the Association minutes of any meeting available to the NALA President upon request.

The First Vice-President shall be responsible for keeping a current roster of membership.

The Second Vice-President shall be responsible for scheduling the speakers or activities for the regular-scheduled meetings.

The Treasurer shall be responsible for forwarding a copy of the current membership roster and Bylaws annually to NALA with the renewal fee for continued affiliation with NALA.

All of the above listed officers shall compose the Executive Board. The duties of each officer shall be set out in Standing Rules adopted by the Executive Board.

Section 2: The Executive Board shall be the governing body of the Association and shall manage, control and direct all affairs necessary to carry out the purposes of the Association, except for those expressly reserved to the membership.

Section 3: A term of office shall be one year from the date of election or appointment, or until their successors shall be elected or appointed. No officer shall serve in any one office more than two (2) consecutive terms of one year each.

Section 4: Each elected officer shall have previously served one (1) year as an active member in good standing of the Association. The President, President-Elect and Treasurer, in

addition to the qualifications described in Article VI, Section I above, shall have previously served a full term as an officer of this Association.

Section 5: A vacancy in the office of President shall be filled by the President-Elect. Vacancies occurring in all other elected offices shall be filled through an election made by the Executive Board for the unexpired term, pursuant to the eligibility requirements described in Article VI, Section 1 above.

Section 6: The Executive Board of this Association shall have the power to declare a vacancy in any office or chairmanship of this Association if any officer or chairperson does not perform the duties of the office or chairmanship. Any officer or chairperson of this Association who shall be absent from three (3) consecutive meetings of the Executive Board shall forfeit the office, unless, in the opinion of the Executive Board, absence was unavoidable. Vacancies occurring by reason of this provision shall be filled in accordance with Section 5 of this Article.

ARTICLE VII

Nomination and Election of Officers

Section 1: A nominating Committee of three active members who are not members of the Executive Board shall be appointed by the President, one of whom shall be named as Chairperson.

Section 2: The Committee shall meet at the call of the Chairperson. On or before May 15 of each year (unless the Executive Board has elected for the Annual Meeting to be held in July of that year, at which time the deadline shall be June 15), the Nominations Chairperson shall solicit nominations from the membership by submitting a list of all eligible voting members of the Association to the membership and requesting that nominations be returned to the Nominations Committee on or before June 1 (or July 1 in the event of a "special" Annual Meeting. The form used for soliciting nomination may be published timely in the newsletter or mailed under separate cover to the membership and shall include a statement that nominations may also be made from the floor prior to the election at the Annual Meeting. After receiving the nomination forms back from the membership, the Nominations Chairperson shall contact each nominee and inform them of which office or offices for which they have been nominated in order to ascertain their agreement to accept such nomination(s). Thereafter, the Nominations Chairperson shall compile a sample ballot to be presented to the membership, inclusive of all persons who have accepted nominations. Any nominee's name may appear on the ballot for one or more offices. The Nominations Chairperson shall present the nominations for vote of the membership at the annual meeting in June (or July in the event of a "special" Annual Meeting).

Section 3: All members shall receive at least ten (10) days' written notice of the upcoming election, setting out the time and place of the election and setting out the slate of nominations for office. The notice shall state that additional nominations from the floor shall be permitted with prior consent of the nominee. Such notices shall be delivered to the membership either through publication in, and mailing of, the Association newsletter, or by mailing such notice, under

separate cover, on or before May 25; or by hand delivery at least ten (10) days prior to the Annual Meeting.

Section 4: Voting shall be by written ballot of the active members in good standing and for one office at a time in the following order: President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 5: A majority of the votes cast shall be necessary for the election of any office. In the event any ballot cast does not show a majority for any one nominee for any office listed, the person having the lowest number of votes for the particular office nominated on the first ballot, or on any necessary succeeding ballot, shall be eliminated from the ballot until a majority vote is shown for one nominee for the particular office.

Section 6: The newly elected officers' term of office shall begin on July 1 following the Annual Meeting at which they are elected.

ARTICLE VIII

Committees

Within thirty (30) days after election of officers, the President shall appoint the chairmen and committee members, subject to the approval of the Executive Board, of the following committees to carry out the purposes, business, and programs of this Association.

Section 1: Standing Committees shall be as follows:

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| (a) Membership | (k) Community Services |
| (b) Program | (l) Joint Luncheon |
| (c) Newsletter | (m) Employment |
| (d) Finance | (n) Audit |
| (e) Professional Development and Continuing Education | (o) Law Day |
| (f) Public Relations | (p) CLA/PLS Development |
| (g) Professional Ethics | (q) Handbook |
| (h) Nominations | (r) Legal Professional of the Year |
| (i) Sunshine | (s) Ways and Means |
| (j) Scholarship | (t) Procedures Manual |

Section 2:

- (a) The Membership Committee shall be chaired by the First Vice-President.
- (b) The Program Committee shall be chaired by the Second Vice-President.
- (c) The Newsletter Committee shall be chaired by the Corresponding Secretary; and
- (d) The Finance Committee shall be chaired by the Treasurer.

The Chairpersons of the remaining standing committees shall be appointed by the President, subject to the approval of the Executive Board, who shall be an ex-officio member of all standing committees except the Nominations and Audit Committees.

Section 3: Special committees may be appointed by the President, subject to approval of the Executive Board, when necessary to carry out specific projects of this Association.

Section 4: Duties of each standing committee shall be set forth in the Standing Rules of this Association.

ARTICLE IX

Fiscal Year

The fiscal year for the Association shall begin on July 1, and end on June 30 of each year.

ARTICLE X

Bylaws

Section 1: Amendment. These Bylaws may be amended, including this provision, by a two-thirds (2/3) vote at any meeting of the members at which there is a quorum, provided ten (10) days' written notice of the meeting and of the proposed amendment is given to all members. For the purposes of this Article, a quorum shall be defined as set out under Article V, Section 5.

Section 2: Any proposed amendment must be submitted to the Bylaws and Standing Rules Committee in writing and signed by no less than three (3) active members in good standing.

Section 3: Certification. After adoption by the members of any amendment to the Bylaws, the Recording Secretary shall prepare a Certificate of Adoption, which certificate shall certify the date such amendment was adopted, set out the basic content of such amendment, and that such amendment was not in conflict with any other Bylaw of this Association. This Certificate shall be submitted to the membership by inclusion in the newsletter of this Association mailed to the membership immediately after the adoption of said amendment.

Section 4: Suspension. Any Bylaw of this Association may be suspended in case of emergency by a two-thirds vote of the active members present at a meeting where a quorum is present. Any such suspension shall only be effective for a single meeting. Any actions taken by this Association pursuant to this Section shall be binding on the Association.

All Certificates of Adoption and Bylaws adopted by the membership shall be maintained in the permanent Association minute records, to be held in the possession of the current Recording Secretary, for a period of no less than seven (7) years.

ARTICLE XI

Code of Ethics

Every member of this Association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of this Association as adopted by the Executive Board.

The Ethics Committee shall receive complaints as to violations by any member of any codes and shall present them to the Executive Board who shall direct such action thereon as it may deem necessary.

In the event the Executive Board determines that any member has violated any of the rules of this Association, the following action shall be taken:

The Executive Board will schedule a special meeting to review the actions of the member. At least fifteen (15) days prior to such meeting, the President shall send, by certified mail return receipt requested, to said member's last known address, a notice of the pending action and meeting date, together with a copy of the charges.

Violations found to be valid by the Executive Board shall be grounds for immediate dismissal from membership and/or removal from office. Expulsion or removal of a member shall require a majority vote of the Executive Board present at the noticed meeting. Any member subject to disciplinary proceedings under this Article shall have the right to be present at the noticed Executive Board meeting and orally argue or submit a written statement as to why and how such violation allegedly occurred. In the event such expulsion is upheld by the Executive Board, such member's name shall then be stricken from the membership roster and the member shall not be allowed to rejoin this Association for a period of at least three {3} years.

ARTICLE XII

Dissolution

In the event of dissolution of this Association, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining members of this Association, notice having been given to all members of the association and the NALA affiliated association's 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 XIII

Retention of Affiliation

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 membership roster, bylaws, sample of educational programs, petition and

current initial fee. In addition to the renewal fee, this Association must comply with the required reports and requested procedures as outlined in these Bylaws. The annual renewal fee is payable on October 1 and delinquent November 1. Payment received after due date must be accompanied by a late fee penalty established by NALA.

RATIFIED BY THE MEMBERSHIP OF TYLER AREA ASSOCIATION OF LEGAL PROFESSIONALS ON THE 2ND DAY OF JUNE, 2021.

Dated: 6/2/21 _____
Melissa Wallace
Melissa Wallace, First Vice President

Dated: 6-2-21 _____
Lisa Betts
Lisa Betts, Treasurer

Dated: 6-2-21 _____
Leatha Kopech
Leatha Kopech, President

Dated: 6-2-21 _____
Tina Knighton
Tina Knighton, Second Vice President

Dated: 6/2/21 _____
Brandi Turchi
Brandi Turchi, Corresponding Secretary