

**LEGAL ASSISTANTS/PARALEGALS OF
SOUTHERN WEST VIRGINIA
(LAPSWV)**

BYLAWS

*Adopted by the Membership on October 26, 2010 and
by Resolution of the Bylaws Task Force Committee on January 13, 2011
Approved by NALA via January 24, 2011 email from
Debbie Overstreet, ACP NALA Affiliated Associations Director*

**Legal Assistants/Paralegals of Southern West Virginia
P. O. Box 11488
Charleston, West Virginia 25339
www.lapswv.org**

**BYLAWS
LEGAL ASSISTANTS/PARALEGALS OF SOUTHERN WEST VIRGINIA
(LAPSWV)**

ARTICLE I. NAME

The name of this Association shall be Legal Assistants/Paralegals of Southern West Virginia (hereinafter referred to as “LAPSWV” or “this Association”). This Association shall be affiliated with the National Association of Legal Assistants, Inc. (hereinafter referred to as “NALA”).

ARTICLE II. OBJECTIVES & PURPOSES

The objectives and purposes of this association are:

Section 1. To further education among members of the paralegal profession.

Section 2. To provide a forum for the exchange of ideas and information relevant to the paralegal profession.

Section 3. To promote and involve the participation of legal assistants and paralegals in the development of professional standards and guidelines.

Section 4. To establish good fellowship among association members, NALA, and members of the legal community.

Section 5. To encourage a high order of ethical and professional attainment.

Section 6. To cooperate with bar associations and other organizations within the legal community.

Section 7. To support and carry out the programs, purposes, aims and goals of NALA.

ARTICLE III. POLICY

This Association shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) to conflict with the bylaws of NALA, or of the policies of that association.

ARTICLE IV. MEMBERSHIP

Membership in this Association shall be open to legal assistants/paralegals, students in legal assistant/paralegal programs, individuals who have successfully completed the NALA Certified Legal Assistant (CLA) examination, individuals who are graduates of a course of study for legal assistants/paralegals, and attorneys, law firms or corporate entities, or legal assistants/paralegal educators, based on requirements approved by Association members, as set forth in the membership application.

Membership categories shall include active, provisional, student, and sustaining. Qualifications for each membership category set forth in the membership application adopted by this Association. Membership shall be available for a one-year term, renewable annually by the payment of dues as outlined in Article VII.

All active members may vote and hold office in this Association. Provisional, student and sustaining members, as defined in the membership application, are not eligible to vote or to hold office. (amended July 1, 2007)

ARTICLE V. APPLICATION FOR MEMBERSHIP

Application for membership shall be submitted to LAPSWV on forms approved by the Association's membership. The membership form clearly states that LAPSWV is an affiliated association of NALA and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by this Association. Approval of membership shall be noted on the form in accordance with Standing rules adopted by this Association, and the applicant shall be notified by the chair of the Membership Committee.

ARTICLE VI. MEETINGS

Section 1. Meetings. This Association shall meet not less than in quarterly intervals, which may include Association sponsored seminars or workshops. In the event of a vote at a meeting, a quorum shall consist of a simple majority of the voting members present, in person, or by proxy, as defined in Sections 7 and 8 of this Article.

Section 2. Special Meetings. Special meetings may be called by the President upon seven (7) days written notice to all members of record. Written notice shall include electronic media (e-mail).

Section 3. Educational Meetings. It is required that this Association hold a minimum of four educational events or a total of 10 hours of education during each fiscal year in order to maintain affiliation with NALA. These programs may be held in connection with a regular meeting of the membership.

Section 4. Annual Meetings. Annual programs shall be held in May or June for the purpose of electing officers, hearing reports of officers and chairpersons, and adopting a budget for the ensuing fiscal year. Notice of the annual meeting shall be in writing to all members of record at least sixty (60) days prior to the meeting. Notice may contain the slate of officers and proposed amendments to the Bylaws and/or Standing rules.

Section 5. Notice. Notice of the time, place, and purpose of any meeting, any vote of the Executive Committee, or vote of a committee, shall be deemed given if delivered by electronic transmission (email) or by written notice.

Section 6. Committee Meetings. Members of the Executive Committee and/or meetings of standing or special committees may participate in a meeting or via conference call, video

conference, or communications by which all persons participating in the meeting can communicate with each other.

Section 7. Quorum. A quorum shall consist of a simple majority of voting members present, in person or by proxy, at any meeting. Proxies shall be submitted on a form approved by the Executive Committee.

Section 8. Proxy Vote. Any **active** member in good standing may appoint another **active** member, by written authority to vote his/her proxy at any meeting. Such proxy shall be on the form approved by the Executive Committee and shall be valid only for the item(s) to be voted on at the meeting for which it is given. Such proxy shall become invalid if the signed member attends the meeting. Proxies shall be filed with the Secretary no less than thirty (30) days before the annual meeting is called to order. Proxies shall be filed with the Secretary no less than fifteen (15) days before a special meeting is called to order.

ARTICLE VII. MEMBERSHIP FEES

The annual fee for membership in this association shall be \$30 per year for active (voting) members, \$20 per year for student (non-voting) members, and \$50 per year for sustaining (non-voting) members, all fees due and payable by July 1 of each year. Dues shall not be prorated. (Original)

The annual fee for membership in this association shall be \$30 per year for active (voting) members, \$30 per year for provision (non-voting) members, \$20 per year for student (non-voting) members, and \$50 per year for sustaining (non-voting) members, all fees due and payable July 1 of each year. Dues shall not be prorated. (amended July 1, 2007)

The annual fee for membership in this association shall be \$40 per year for active (voting) members, \$10 of which shall be designated to the educational scholarship program; \$30 per year for provisional (non-voting) members; \$20 per year for student (non-voting) members; and, \$50 per year for sustaining (non-voting) members. All fees due and payable July 1 of each year. Dues shall not be prorated. (amended July 1, 2010)

ARTICLE VIII.

OFFICERS, EXECUTIVE COMMITTEE AND CHAIRPERSONS

The Executive Committee shall be composed of elected and appointed officers. The Executive Committee shall act as a planning committee bringing recommendations to the membership for a vote. This committee shall meet monthly and at other times as called by the President. The President-elect shall, prior to July 1, conduct a Long Range Planning Meeting with the incoming Executive Committee to establish goals for the ensuing year.

The elected officers shall be voting members in good standing, and consist of the President, First Vice President, Second Vice President, Treasurer, Secretary, and NALA Liaison.

The appointed officer shall be the Parliamentarian/Historian.

Term of an elected office shall be one year. Successive terms shall be limited to one year. No person shall hold any one office for more than two (2) consecutive terms.

No officer or member shall be compensated for Association duties. However, upon majority vote of the Executive Committee, reimbursement may be made for out-of-pocket expenses in connection with Association related activities, provided the expenses have been authorized expenditures.

ARTICLE IX. ELECTION OF OFFICERS

Section 1. Nominations and Elections Committee. The President shall appoint a Nominations and Elections Committee consisting of a chairperson and three active members at least ninety (90) days prior to the annual meeting of the Association. The Nominations and Elections Chair shall present a slate of officers to the membership no less than sixty (60) days prior to election. No name shall be on the slate without consent of the candidate. Nominations from the floor will be accepted. Officers must be active members of LAPSWV for one year prior to declaring or being nominated for any elected office and must be actively employed as a legal assistant/paralegal.

Section 2. Election Procedures. Election of officers shall be by majority vote of the active members present, in person or by proxy, which shall be by ballot prepared by the Nominations and Elections Committee. In the event there is only one nominee for an office, the Committee Chair shall declare the nominee elected. If no candidate receives a majority vote on the first ballot, all but the two highest for such office shall be eliminated and the balloting continued. If no candidate receives a majority of the vote after the second ballot, the election shall be decided by lot.

Section 3. NALA Notification. Names of newly elected or appointed officers shall be submitted by the NALA Liaison to NALA and the Affiliated Associations Director at least thirty (30) days after the election or appointment. With the exception of the NALA Liaison, LAPSWV officers are not required to be NALA members.

Section 4. Vacancies in Office. In the event of a vacancy in the office of President, the First Vice President shall succeed to the office for the unexpired term.

In that event, or for any other reason where the office of First Vice President shall be vacant, the Second Vice President shall succeed to the office for the unexpired term.

In the event, or for any reason where the office of Second Vice President shall become vacant, a Second Vice President shall be appointed by the Executive Committee to serve until the next annual election, and shall be eligible to seek election to that office the following year.

Should a vacancy occur in the office of Secretary, Treasurer, or NALA Liaison, the Executive Committee shall appoint a member to fill the vacancy for the unexpired term, who shall be eligible to seek election to the office the following year.

Should the unexpired term of the aforementioned offices be less than six (6) months, it shall not be included in the limitations of officers set forth in Article VIII of these Bylaws.

Section 5. Removal From Office. Any officer (elected or appointed) absent from two (2) consecutive meetings without good cause, may be removed from office by the Executive Committee.

ARTICLE X. STANDING AND SPECIAL COMMITTEE CHAIRS

The President shall appoint chairs of those standing and special committees established by the Executive Committee. The Standing Committee designated by these bylaws shall include, but not be limited to:

- Continuing Legal Education (First Vice President and NALA Liaison)
- Membership (Second Vice President)
- Finance/Fund Raising (Treasurer)
- Nominations & Election (Appointed by the President)
- Audit Committee (Appointed by the President)
- Paralegal Regulations/Legislative Liaison (NALA Liaison, and Parliamentarian)
- Ethics (President, NALA Liaison, and Parliamentarian)
- Public Relations/Community Services
- Newsletter
- Website Committee
- Annual Meeting/Seminar Planning Committee (Executive Committee)

ARTICLE XI. DUTIES OF ELECTED AND APPOINTED OFFICERS AND CHAIRS

President. The President shall be the chief executive and administrative officer, presiding over all Executive Committee and membership meetings. This officer shall ensure that all orders and resolutions, as well as these bylaws, are enforced and put into effect. The President shall be an ex-officio (non-voting) member of all committees except the nominations and elections committee. The President shall appoint a Parliamentarian/Historian, and special and standing committee chairs as provided in these bylaws. The President shall pass all files and materials to his or her successor immediately upon installation and shall cause all other officers' and chairs' files to be passed to respective successors.

First Vice President. In the absence of the President, or in the event of the President's death, inability, or refusal to act, the First Vice President shall perform the duties of the President. When so acting, the First Vice President shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall perform such other duties as may be assigned by the President or the full Executive Committee. This officer shall be chair of the Continuing Legal Education Committee. These duties shall include planning seminars, workshops, other educational events, and working with NALA in the event of co-sponsorship of

any programs. The First Vice President shall also be responsible for fulfilling the educational requirements under Article VI of these bylaws and shall report such educational meetings to the NALA Liaison.

Second Vice President. The Second Vice President shall assume all duties assigned to the President in the absence of the President and the First Vice President. The Second Vice President shall be chair of the Membership Committee and shall be charged with the responsibility of developing programs to encourage membership in this Association. This officer shall receive applications for membership and present names of applicants to the Association members for acceptance or rejection. Upon approval of membership, application forms shall be approved by this officer and delivered to the treasurer with dues payment. The Second Vice President is also responsible for keeping a current roster of membership and reporting the membership annually to the NALA Liaison.

Secretary. The Secretary shall attend all Executive Committee meetings and membership meetings and prepare and keep the minutes of those meetings, see that all notices are given in accordance with the provisions of these bylaws, have custody of LAPSWV's Minute Book(s), perform all other duties incident to the office of Secretary, and shall perform such other duties as may be assigned by the President or the full Executive Committee. The Secretary shall make minutes of any meeting available to the NALA President upon request. The Secretary shall also maintain the Association's Articles of Incorporation and/or Certificate of Unincorporated Non-Profit Association.

Treasurer. The Treasurer shall deposit all funds and make all disbursements, subject to the approval of the Executive Committee and as provided in the budget. All obligations for payment must be presented for payment within six (6) months after being incurred. Invoices not submitted within six (6) months may be subject to rejection. Any extraordinary expenses, which shall be deemed to be an expense greater than \$75.00 that was not projected in the approved budget for the given fiscal year, must be approved by a quorum of the membership before obligation to pay.

The Treasurer shall be bonded (premium paid by LAPSWV). All disbursements of Association funds shall be by Association check, signed by the Treasurer; or, in the alternative, by use of the Association's debit card. All disbursements greater than \$99.99 must be paid by Association check and shall require the signatures of the President and the Treasurer. This officer shall submit a written financial report at each regular meeting to be attached to the official minutes as part of the permanent record. This officer shall be responsible for completing all forms required by the State of West Virginia and the Internal Revenue Service.

The Treasurer (or other affiliate officer) is also responsible for keeping a current roster of membership and reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.¹

¹ This paragraph was adopted by resolution by the Bylaws Task Force Committee on January 13, 2011 in compliance with the requirements for affiliation as adopted by the NALA Board of Directors.

The Treasurer shall be chair of the Finance Committee, which shall prepare a budget for the ensuing fiscal year, to be adopted by the membership at the annual meeting. Prior to the presentation at the annual meeting, the budget shall be submitted to the Executive Committee for review.

NALA Liaison. This officer shall be a member of the governing body of this Association. This officer shall be the main contact between NALA and the Association. This officer shall be a NALA active member, shall be familiar with the NALA bylaws, shall receive minutes of all NALA meetings, and shall represent the Association at the NALA annual meeting of affiliated associations. This officer shall report quarterly on Association activities to the NALA Affiliated Associations Director on forms provided by NALA and shall report all officers' names to NALA and the NALA Affiliated Associations Director.

This officer may submit items the Association wishes discussed to the NALA Affiliated Association Director and shall participate in discussion sessions at NALA annual meetings. A report to Association members on the NALA annual meeting will be required. This officer shall, within 60 days of passage, submit to NALA and the NALA Affiliated Associations Director, any changes in the Association's bylaws for approval.

In the event any proposed bylaws amendment is rejected by NALA, the NALA Liaison shall report to the Executive Committee the rejection and the reason(s) given. The Executive Committee shall proceed in accordance with Article XIV of these bylaws.

The NALA Liaison, in conjunction with the Parliamentarian/Historian, shall keep abreast of and inform the Executive Committee and membership of all legislative or regulatory matters affecting the legal assistant/paralegal profession or the Association, and shall serve as liaison to other paralegal organizations and law related organizations such as bar associations.

The NALA Liaison shall be a member of the Continuing Legal Education Committee and assist the First Vice President with educational events.

Parliamentarian/Historian. The Parliamentarian/Historian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with the Association bylaws, NALA bylaws, and Robert's Rules of Order Newly Revised. He or she shall receive all proposed bylaws amendments and shall prepare standing rules and amendments to standing rules and bylaws upon request of the Executive Committee. The Parliamentarian/Historian shall also maintain bylaws, Standing rules and all other rules or regulations of the Association, and shall consult with the Executive Committee, as necessary, concerning any matter involving applicable procedural requirements.

In addition, the Parliamentarian/Historian, in conjunction with the NALA Liaison, shall keep abreast of and inform the Executive Committee and membership of all legislative or regulatory matters affecting the legal assistant/paralegal profession or the Association, and shall serve as liaison to other paralegal organizations and law-related organizations, such as Bar Associations. Robert's Rules of Order Newly Revised serves as parliamentary authority for items not covered

by these bylaws or the Association's Standing rules. The Parliamentarian/Historian shall maintain the Association's archive files and compile a history of the Association.

Audit Committee. The Audit Committee will be composed of a past treasurer and two members selected by the President whose purpose is to audit the treasurer's books at the close of the fiscal year prior to the transfer of accounts to the newly elected treasurer. In the event the incumbent treasurer is elected to a second term, the audit will be performed following the annual meeting and prior to the first regular meeting of the membership.

Nominations and Elections. See Article IX.

ARTICLE XII. FISCAL YEAR

The fiscal year of this association shall be from July 1 to June 30.

ARTICLE XIII. CODE OF ETHICS

Section 1. **Code of Ethics.** 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., and any other code so adopted by the membership of this association. Violations of the NALA Code shall be grounds for immediate dismissal from membership and/or removal from office.

Section 2. **Removal from Membership.** The Executive Committee shall cancel the membership of any member by a majority vote determining that such member has: (1) been convicted of a felony, or (2) violated the Code of Ethics of this Association. Additionally, the Executive Committee may cancel the membership of any member by majority vote upon determining that such member has (a) been found guilty of conduct actually and substantially to injure the good name of this Association, of (b) failed to maintain a high standard of professional ethics, which in either case would have been deemed sufficient for a rejection of a membership application. Right to appeal shall be as provided in these Bylaws or as hereafter provided for in the Standing Rules of this Association and not otherwise.

Section 3. **Appeal from Cancellation of Membership.** Any individual whose membership shall have been cancelled may make written appeal for reinstatement as follows:

A. To the Executive Committee, which appeal shall be considered and passed upon at the next annual, regular, or special meeting of the Executive Committee held thirty (30) days or more thereafter. Appellant shall have the right to appear before the Executive Committee at said meeting.

B. To the membership, by forwarding written notice of appeal to the Secretary at the principal office of the Association not less than ninety (90) days prior to the date of the next annual meeting. Such notice shall be placed upon the agenda of the next annual meeting as one of the items of regular business scheduled. The membership will be reinstated only upon majority vote at such meeting.

C. No individual whose membership shall have been cancelled as aforesaid shall have the right to apply for reinstatement more than one time.

D. No individual whose membership shall have been cancelled and whose application for reinstatement shall be pending shall exercise any rights of membership pending the determination of such application.

Section 2. Removal from Membership. Upon notification of a potential ethics violation, the Ethics Committee will investigate and report to the Executive Committee. The member involved shall be given adequate notice and an opportunity to be heard by the committee. The Ethics Committee shall report its findings to the Executive Committee within forty-five (45) days, unless extension of time is granted by the President for just cause. All such investigations shall be private, and the name of the member under investigation shall not be disclosed to any person other than to the Executive Committee or to persons whose testimony is necessary in connection with the investigation. All communications concerning such proceedings shall be marked "Confidential" and all files are to be maintained in strict confidence. The Secretary shall, by certified mail to addressee only/return receipt requested, notify the member within fourteen (14) days of the action of the Executive Committee.

The Executive Committee may cancel the membership of any member by a majority vote if it is determined that such member has: (1) been convicted of a felony, (2) violated the Code of Ethics of this Association, (3) been found guilty of conduct which damages the reputation of this Association, or (4) failed to maintain a high standard of professional ethics. Any member whose membership has been cancelled has the right to appeal this decision in accordance with these bylaws and the standing rules of this Association.

Section. 3 Appeal from Cancellation of Membership. Any individual whose membership has been cancelled may make written appeal for reinstatement as follows:

A. To the Executive Committee, which appeal shall be considered at a special meeting of the Executive Committee held within 30 days of receipt of the appeal. The Appellant shall have the right to appear before the Executive Committee at said meeting.

B. No individual whose membership shall have been cancelled as aforesaid shall have the right to apply for reinstatement more than one time.

C. No individual whose membership shall have been cancelled and whose application for reinstatement shall be pending shall exercise any rights of membership pending the determination of such application.

ARTICLE XIV. AMENDMENTS TO BYLAWS

Bylaws amendments (not in conflict with NALA bylaws) may be adopted by a quorum as defined in Article VI, Sections 7 and 8. NALA and the NALA Affiliated Associations Director must be advised of any amendments within sixty days of passage. In the event any bylaws amendment is rejected by NALA, the Executive Committee shall address the rejection and revise

the bylaws amendment to comply with NALA bylaws and present the revised bylaws amendment to the membership at its next regular meeting for vote.

ARTICLE XV. DISSOLUTION

In the event of dissolution of this Association, all property and assets, after payment of all debts and obligations, 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 such property and assets be distributed to any member or private individual.

ARTICLE XVI. RETENTION OF AFFILIATION

Affiliation with NALA, is renewable each year by payment of an affiliation fee, together with 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, and a 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.

ARTICLE XVII. ENACTMENT

These bylaws and/or amendments thereto shall become effective at the close of the meeting at which adopted, unless otherwise specified, subject to review and approval by NALA.

Adopted by the Membership on October 26, 2010 and by Resolution of the Bylaws Task Force Committee on January 13, 2011. Approved by NALA via January 24, 2011 email from Debbie Overstreet, ACP NALA Affiliated Associations Director.