

**BYLAWS
OF THE
TULSA AREA PARALEGAL ASSOCIATION**

**AMENDED AND RESTATED
SEPTEMBER 9, 2015**

MISSION STATEMENT

This Association exists to develop and promote professional excellence among paralegals in the Tulsa area through innovative, continuing legal education programs and a mutually supportive network.

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ARTICLE I

INCORPORATION; AFFILIATION

1.1 Incorporation. This Association is organized and operated as a not-for-profit corporation under the laws of the State of Oklahoma. The Articles of Incorporation of the Association, as amended from time to time, are hereby incorporated into and made a part of these Bylaws.

1.2 Affiliation. This Association shall be affiliated with the National Association of Legal Assistants, Inc. ("NALA") and shall support NALA's purposes, which are as follows: (a) To establish good fellowship among Association members, NALA and members of the legal community; (b) To encourage a high order of ethical and professional attainment; (c) To further education among members of the profession; (d) To cooperate with bar associations; and (e) To support and carry out the programs, purposes, aims and goals of NALA.

ARTICLE II

CODE OF ETHICS; POLICY; STANDING RULES

2.1 Code of Ethics. Every member of this Association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of NALA ("NALA Code") and any other code so adopted by the membership of this Association. Violations of the NALA Code shall be grounds for immediate expulsion from membership and/or removal from office; *provided that* parliamentary procedure for any such action must be followed.

2.2 Policy. 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 NALA or of the policies of that Association. No officer or member of this Association shall be compensated for Association duties.

2.3 Standing Rules. The Board of Directors of this Association may adopt such Standing Rules as the Board deems necessary or advisable to effect and support these Bylaws and to fulfill the purposes of this Association; *provided, however*, no Standing Rule shall conflict with these Bylaws or NALA Bylaws.

ARTICLE III

MEMBERSHIP

3.1 Classifications. Each member shall be classified as one of the following: (a) active, (b) associate, (c) student, (d) sustaining, or (e) emeritus.

3.2 Requirements for Membership.

3.2.1 Active Membership. Active Membership is open to any individual who meets one or more of the following qualifications:

(a) has successfully completed the Certified Legal Assistant/Certified Paralegal (CLA/CP) examination of NALA;

(b) has graduated from an ABA-approved program of study for paralegals;

(c) has graduated from a course of study for paralegals which is institutionally accredited but not ABA-approved, and which is in substantial compliance with the current ABA-approved guidelines;

(d) has obtained a post-baccalaureate, a baccalaureate or an associate degree in any field from an institutionally accredited school and either (i) has two years of work experience as a paralegal, or (ii) has successfully completed the same number of semester hours required by the ABA approval guidelines for legal specialty courses from a course of study set out in sub-paragraphs (b) and (c) above;

(e) has graduated from an institutionally accredited school for paralegals, other than those set out in sub-paragraphs (b) and (c) above, which requires at least 60 semester hours of study that includes at least the same number of semester hours required by the ABA approval guidelines for legal specialty courses and either (i) two years of work experience as a paralegal, or (ii) the completion of a baccalaureate or associate degree; or

(f) has a high school diploma or its equivalent, and has five or more years of work experience as a paralegal.

3.2.2 Associate Membership. Associate Membership is open to any individual who meets one or more of the following qualifications:

(a) is a member of a bar association that endorses or promotes the paralegal profession;

(b) is an educator of paralegals employed by an institution of higher learning; or

(c) is directly involved in the supervision of paralegals.

3.2.3 Student Membership. Student membership is open to any individual who meets both of the following qualifications:

(a) is a student enrolled and in good standing in any college, community college or other school, pursuing a course of study as a paralegal; and

(b) does not otherwise qualify for active member status.

3.2.4 Sustaining Membership. Sustaining membership is available to individuals, law firms, business entities and paralegal program representatives who

endorse the purposes of this Association as set forth in the Mission Statement or who are actively involved in the promotion of the paralegal profession.

3.2.5 Emeritus Membership. Emeritus membership is open to any individual, upon nomination by an officer or director and by approval of not less than 2/3 of the members present at a meeting of the Association, who has met all of the following qualifications:

- (a) has rendered distinguished service to TAPA over a substantial period of time;
- (b) has made significant contributions to the fulfillment of TAPA's purposes as set forth in the Mission Statement;
- (c) has been a member of TAPA in good standing for more than ten years; and
- (d) has retired from an active career as a paralegal.

3.3 Privileges and Restrictions of Certain Membership Classifications. Privileges and restrictions of certain membership classifications are distinguished as follows:

3.3.1 Active Members. Only active members may vote, hold office or serve on the Board of Directors;

3.3.2 Sustaining Members. Only sustaining members may be other than natural persons, and no sustaining member shall use membership status for solicitation of other members; and

3.3.3 Emeritus Members. Once elected, emeritus members automatically retain emeritus status for life, with no requirement for membership renewal or dues payment, unless such emeritus member returns to active-member status by application.

3.4 Membership Applications. Applications for membership shall be submitted to the Association on forms adopted by the Board of Directors. The forms should clearly state that the Association 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 the Association.

3.5 Dues and Assessments. The dues for all membership classifications shall be established by the Board of Directors. Renewal dues shall be due annually by January 31 of each year.

ARTICLE IV

MEETINGS

4.1 Regular Meetings. This Association shall meet at not less than quarterly intervals, such meetings to be set by the Board of Directors.

4.2 Annual Meeting. The annual meeting of the Association shall be held in November of each year for the purpose of electing officers and receiving officer reports. The annual meeting shall be set by the Board of Directors, and notice shall be given to all members of record at least thirty (30) days prior to the meeting. Notice of the annual meeting shall include the slate of officer candidates to be nominated by the Nominations and Elections Committee in accordance with Section 5.3 of these Bylaws.

4.3 Special Meetings. Special meetings may be called by the President upon seven (7) days' notice to all members of record.

4.4 Educational Events. It is required that this Association hold a minimum of four educational events, or a total of ten 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.

4.5 Quorum. One-eighth (1/8) of the active members of this Association, present either in person or by proxy at any meeting, shall constitute a quorum, except as otherwise provided in these Bylaws.

4.6 Voting; Proxies. At any meeting of the membership of this Association, all active members shall have the right to vote, either in person or by individual proxy. An active member may appoint from the active membership one (1) proxy and one (1) alternate by an appropriate written designation and proxy. Any such individual proxy shall be valid only for that single meeting for which it shall have been given, and not otherwise. No person may solicit proxies, and proxies obtained by solicitation shall not be valid. Any proxy shall be filed with the Parliamentarian or his/her designee at the meeting for which it has been given.

4.7 Notice. All requirements in these Bylaws for giving notice shall be deemed satisfied when notice is either (i) placed in the U.S. mail to the intended recipient's physical address of record, or (ii) sent via email to the intended recipient's email address of record.

4.8 Meeting Minutes. Association minutes of any meeting shall be available to the members of the Association and the NALA President upon request.

ARTICLE V

OFFICERS AND DIRECTORS

5.1 Officers Elected/Appointed. The following officers shall be elected in accordance with these Bylaws: President, First Vice President (Membership), Second Vice

President (Education), Secretary, Treasurer, Communications Officer and Director-at-Large. The following officers shall be appointed by the President prior to the first meeting of the new fiscal year: NALA Liaison and Parliamentarian.

5.2 Composition of Board. The Board of Directors shall be composed of the elected officers and the appointed officers. All members of the Board of Directors shall be voting members, except the Parliamentarian, who shall not vote.

5.3 Officer Election Procedure. The Nominations and Elections Committee shall prepare a slate of candidates, naming one candidate for each elected officer position. No member shall be included on the slate without the member's consent. At the annual meeting, the Nominations and Elections Committee shall place its slate of candidates into nomination; nomination of additional candidates for each office may be made from the floor, and election shall be accomplished by majority vote of active members present in person or by proxy, with a separate vote taken for each office.

5.4 Term of Office. The term of office shall be one (1) fiscal year. No officer shall serve more than two consecutive terms in the same office. In the event a member is appointed to fill an unexpired term, that term does not count for the purpose of the term limitation described in this Section.

5.5 Vacancies. Any office vacancy arising during the fiscal year shall be filled by appointment by the President and approved by the Board of Directors; provided, however, in the event the office of President becomes vacant during the year, the First Vice President shall assume the Presidency and shall appoint a new First Vice President to serve the remainder of the term.

5.6 Board Meetings. The Board of Directors shall meet at least quarterly and at other times as called by the President. Any meeting of the Board of Directors may be held by electronic means (such as e-mail or other Internet communication systems, telephone conferences, video conferences, facsimile, etc.) subject to procedural rules established by the Board of Directors. Such procedural rules shall provide for making a permanent record of any action taken during an electronic meeting.

5.7 Officer Responsibilities, Generally.

5.7.1 Attendance. All officers, in order to carry out their respective responsibilities to the Association, should attend all meetings of the Association and the Board of Directors. Any officer absent from two or more meetings shall be subject to review and recommendation by the Board of Directors. Any officer, elected or appointed, absent from three (3) consecutive meetings without good cause may be removed from office by the Board of Directors.

5.7.2 Records. Immediately upon the end of term or removal from office, each departing officer shall pass all Association records in his/her possession to such officer's successor.

5.8 Officer Responsibilities, Specific Offices

5.8.1 President. This officer shall lead the Association in fulfilling its purposes as set forth in the Mission Statement by performing all such duties applicable to the office as prescribed by the parliamentary authority. Specifically, this officer shall:

- (a) Preside over all Board meetings and membership meetings;
- (b) Make all appointments as provided in these Bylaws;
- (c) Work with the Treasurer to prepare and present a proposed budget for the ensuing fiscal year, for approval by the Board of Directors;
- (d) Serve as an ex-officio (nonvoting) member of all committees, except the Nominations and Elections Committee; and
- (e) Serve as the Association's liaison and primary point of contact with other law-related, professional associations in achieving common purposes.

5.8.2 First Vice President (Membership). This officer shall:

- (a) In the President's absence, preside at all meetings and assume all duties of the President;
- (b) Develop programs to encourage membership in this Association;
- (c) Receive, review and process all membership applications in accordance with the Standing Rules;
- (d) Work with the NALA counterpart to encourage membership in NALA;
- (e) Develop community outreach programs (in accordance with Section 6.1.1 of these Bylaws) and encourage the development of a mutually supportive network among the members of the Association; and
- (f) Perform such other duties applicable to the office as prescribed by the parliamentary authority or as may be assigned by the President.

5.8.3 Second Vice President (Education). This officer shall:

- (a) Serve as the chief educational officer of the Association through developing and administering its education and study programs;
- (b) Manage the Association's promotion of professional excellence of paralegals in the Tulsa area;
- (c) Oversee the scholarship programs of the Association; and

(d) Perform such other duties applicable to the office as prescribed by the parliamentary authority or as may be assigned by the President.

5.8.4 Secretary. This officer shall:

(a) Prepare minutes of all meetings;

(b) Maintain the minute book of the Association;

(c) Facilitate communications between the Board of Directors and the membership, including giving notice of meetings; and

(d) Perform such other duties applicable to the office as prescribed by the parliamentary authority or as may be assigned by the President.

5.8.5 Treasurer. This officer shall:

(a) Work with the President to prepare and present a proposed budget for the ensuing fiscal year, for approval by the Board of Directors;

(b) Maintain responsibility for depositing all Association funds and making all disbursements, subject always to acting in accordance with the Association budget or with the express approval of the Board of Directors;

(c) Submit a written financial report at each regular Board meeting to be attached to the official minutes as part of the permanent record; and

(d) Perform such other duties applicable to the office as prescribed by the parliamentary authority or as may be assigned by the President;

provided that, (i) the Treasurer may be bonded, with the applicable fees to be paid by the Association, and (ii) the President and First Vice President (in addition to the Treasurer) may be signatories on Association bank accounts.

5.8.6 Communications Officer. This officer shall:

(a) Serve as the Association's public relations spokesperson;

(b) Promote and maintain the Association's electronic media presence;

(c) Manage the Association's publications created for internal and external, educational purposes;

(d) Serve as the Association's historian by securing and maintaining the Association's archives; and

(e) Perform such other duties applicable to the office as prescribed by the parliamentary authority or as may be assigned by the President.

5.8.7 NALA Liaison. This officer shall fulfill the responsibilities designated by NALA, as follows:

- (a) be a NALA active member;
- (b) be familiar with the NALA Bylaws;
- (c) receive minutes of all NALA meetings;
- (d) represent the Association at the NALA annual meeting of Affiliated Associations;
- (e) report bi-annually on Association activities to the NALA Affiliated Associations Director on forms provided by NALA headquarters;
- (f) report all officers' names to NALA headquarters and the NALA Affiliated Associations Director;
- (g) participate in discussion sessions at NALA annual meetings;
- (h) report to Association members on the NALA annual meeting;
- (i) within sixty days of passage, notify the NALA Affiliated Associations Director of any changes in the Association's Bylaws; and
- (j) be a member of the governing body (Board of Directors) of this Association.

Further, (i) this officer may submit items the Association wishes discussed to the NALA Affiliated Associations Director, and (ii) in the event the NALA Liaison is unable to attend the NALA annual meeting of Affiliated Associates, the Association may designate another NALA active member to serve as its representative.

5.8.8 Parliamentarian. This officer shall:

- (a) Be familiar with NALA Bylaws and these Bylaws;
- (b) Attend all meetings and give opinions on parliamentary procedures upon request of the President;
- (c) Receive all proposed amendments to these Bylaws and prepare Standing Rules and amendments to Standing Rules and these Bylaws upon request of the Board of Directors;
- (d) Receive and administer all proxies, as provided in Section 4.6 of these Bylaws and the Standing Rules; and
- (e) Perform such other duties applicable to the office as prescribed by the parliamentary authority or as may be assigned by the President.

ARTICLE VI

COMMITTEES

6.1 Standing Committees.

6.1.1 Community Outreach Committee. On or before April 1 of each year, the First Vice President shall appoint one or more members of the Association to serve as the Community Outreach Committee. The First Vice President shall chair this committee, which shall develop and implement one or more community outreach programs during the fiscal year.

6.1.2 Audit Committee. On or before September 1 of each year, the President shall appoint two active members to serve as the Audit Committee, whose purpose is to audit the Treasurer's books after the close of the fiscal year, no later than March 31 of the new fiscal year.

6.1.3 Nominations and Elections Committee. On or before September 1 of each year, the President shall appoint an active member to serve as Nominations and Elections Committee chair, who shall work with the President in appointing two members of the Association to serve on this Committee with the Chair. This Committee shall act in accordance with Sections 4.2 and 5.3 of these Bylaws and the Standing Rules to facilitate the election of officers for the new fiscal year.

6.2 Board Committees. The Board of Directors shall form such committees as the Board deems necessary or advisable for the achievement of its goals and fulfillment of the Association's purposes. A member of the Board of Directors shall serve as the chair or co-chair of any such committee and shall retain primary responsibility to the Board for the committee's work. Each committee member shall be selected from the membership of the Association.

6.3 Special Committees. The President may appoint such special committees as the President or the Board of Directors may deem advisable from time to time, *provided that* each such committee will report directly to the President, and the President shall retain direct responsibility to the Board for the committee's work.

ARTICLE VII

PARLIAMENTARY AUTHORITY

The current edition of *Roberts Rules of Order, Newly Revised*, shall serve as parliamentary authority during all meetings for issues not covered by these Bylaws or the Standing Rules.

ARTICLE VIII

FISCAL YEAR

The fiscal year of this Association shall be from January 1 to December 31.

ARTICLE IX

AMENDMENTS TO BYLAWS

9.1 Amendment Procedure. These Bylaws may be amended by two-thirds (2/3) vote of the members present at any meeting; *provided that* notice (as provided in Section 4.7 of these Bylaws) of the proposed amendment shall be given at least thirty (30) days prior to such meeting.

9.2 No Conflict. No amendment to these Bylaws shall be adopted such that the amendment would create a conflict between these Bylaws and (i) the Association's Articles of Incorporation, (ii) NALA's Articles of Incorporation or (iii) NALA's Bylaws. Insofar as any such conflict is found to exist, these Bylaws are to be interpreted so as to remove any such conflict.

9.3 NALA Notification. The NALA Affiliated Associations Director must be advised of any amendments within sixty (60) days of passage of any such amendments.

ARTICLE X

DISSOLUTION

10.1 Vote to Dissolve. In the event of a vote of dissolution, a quorum shall consist of two-thirds (2/3) of the active members of the Association, notice having been given to members of the Association and NALA Affiliated Associations Director at least thirty (30) days prior to the meeting.

10.2 Distribution of Assets. In the event of dissolution of this Association, all property and assets shall be distributed to a nonprofit charitable association as defined by the Internal Revenue Code, to be selected by a majority vote of the members of the Association present at the vote of dissolution. In no event shall any of such property and assets be distributed to any member or private individual.

ARTICLE XI

RETENTION OF NALA AFFILIATION

11.1 Procedure. Affiliation with NALA 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 reaffiliate with NALA by submitting a new application with membership roster, bylaws, sample of educational programs, petition, and current initial fee.

11.2 Obligations. 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. In addition to the renewal fee, this Association must comply with the required reports and requested procedures as outlined in these Bylaws.

The foregoing Bylaws amend and restate Bylaws adopted by the Association in November 1989 and revised in October 1991, March 1992, November 1992, April 1993, November 1997, November 1998, November 2002, September 2002, September 2005, November 2008, and April 2014.