

Bylaws
of
Fort Worth Paralegal Association

ARTICLE 1-NAME AND PURPOSE

Section 1.1 Name. This organization shall be an incorporated non-profit organization and shall be called the FORT WORTH PARALEGAL ASSOCIATION (herein referred to as the Association").

Section 1.2 Purpose. The purpose for which the Association is formed is to promote the professional objectives and goals of paralegals, to encourage, promote and conduct programs of continuing education and professional development and to promote the advancement of high standards of integrity and professionalism for paralegals to the end that both the public and the legal profession are better served.

Section 1.3 Code of Ethics. To effect its purpose, Association members, by applying for membership, adopt as a guideline for professional conduct the Code of Ethics and Professional Responsibility of the Paralegal Division of the State Bar of Texas.

Section 1.4 Parliamentary Authority. The rules contained in the current version of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Association may adopt.

ARTICLE 2-MEMBERSHIP

Section 2.1 Classes of Members. There shall be seven (7) classes of members in the Association.

- (a) **Voting Member:** A person eligible for voting membership shall: (i) be currently employed full time as a paralegal; (ii) execute an affidavit of such employment verified by a supervising attorney on a form prescribed by the Board of Directors; (iii) meet the requirements set forth in Section 2.2 and meet one of the following additional requirements:
- (1) present valid proof of completion of a full course of studies prescribed for training as a paralegal at a college, university or other post-secondary school; or
 - (2) have been employed full time as a paralegal (as defined in Section 2.2) for a minimum of twelve (12) consecutive months, which employment shall be verified by affidavit executed by one or more attorneys on a form prescribed by the Board of Directors; or
 - (3) have obtained certification through the Texas Board of Legal Specialization; or
 - (4) have obtained the designation "CLA" or "CP" through the National Association of Legal Assistants (NALA); or
 - (5) have obtained the designation "RP" through the National Federation of Paralegal Associations (NFPA).

- (b) **Freelance Member:** A person eligible for Freelance Membership is a person eligible for Voting Membership, except that he or she works either as an independent contractor or through a company contracting paralegal services to the legal community and works an average of 35 hours per week or more. Applicants for Freelance Membership must submit letters of recommendation from two (2) Association Voting Members and a letter of recommendation from one practicing attorney from the Fort Worth/Dallas area. A Freelance Member has the same requirements and rights as a Voting Member.
- (c) **Sustaining Member:** A person eligible for Sustaining Membership shall be one who has met the requirements of paragraph (a)(iii), but who is not currently employed as a paralegal. A Sustaining Member in good standing may fully participate in the affairs of the Association, but shall not have the right to vote, hold office or serve as a Director or Chair of a committee.
- (d) **Emeritus Member:** A person eligible for Emeritus Membership shall be one who has been a Voting Member for a minimum of three consecutive years and is now retired from the paralegal profession. An Emeritus Member in good standing may fully participate in the affairs of the Association, but shall not have the right to vote, hold office or serve as a Director or Chair of a committee.
- (e) **Student Member:** A person eligible for Student Membership shall be one currently enrolled in a paralegal training program. A Student Member in good standing may fully participate in the affairs of the Association but shall not vote, hold office or serve as a Director or Chair of a committee. Upon completion of the training program, receiving a certificate therefore and becoming employed full time as a paralegal (as defined in Section 2.2), the student member may submit a Change of Status form, applying for Voting Membership in the Association.
- (f) **Associate Member:** A person eligible for associate membership shall be: (i) any person interested in the work of the Association, whether or not the person is a paralegal; or (ii) any person employed as a paralegal who has not yet met the requirements set forth in Section 2.1 (a)(iii); or (iii) any person working as a temporary or freelance paralegal, either as an independent contractor or through a company contracting paralegal services to the legal community, who works an average of less than 35 hours per week. An Associate Member in good standing may fully participate in the affairs of the Association, but shall not have the right to vote, hold office or serve as a Director or Chair of a committee.
- (g) **Patron Member:** A person or entity eligible for Patron Membership is a person or business entity interested in the Association's purpose. A Patron Member in good standing will be entitled to certain preferred sponsorship and advertising privileges as determined by the Board of Directors. Patron Members shall not have the right to vote, hold office or serve as a Director or Chair of a committee.

Section 2.2 Definition of Paralegal. A paralegal is a person, qualified through education, training or work experience, who is employed or retained by a lawyer, law office, governmental agency or other entity, in a capacity or function which involves the performance, under the ultimate direction and supervision of an attorney, of specifically delegated substantive legal work, which work, for the most part, requires a sufficient knowledge of legal concepts that, absent such assistant, the attorney would perform the task.

Section 2.3 Admission Procedure. Application to become a member shall be made on a form approved by the Board of Directors. Such application shall be submitted to the Membership Committee of the Board of Directors, together with the required application fee and annual dues. The Membership Committee may approve all applications, which act shall be subject to the Board's right to reverse, which must be exercised within sixty (60) days of approval. If the Board of Directors determines that an application does not meet the requirements for membership, the Board of Directors shall deny the application for membership. Notice of such denial shall be given by the Board of Directors to such applicant within thirty (30) days of the Board's review of the application. Any applicant who is denied membership shall have the right to a hearing before the Board of Directors within thirty (30) days after a written request for such a hearing. Any investigations into and determinations as to an applicant's or member's classification shall be made by the Board in accordance with procedures deemed appropriate by the Board.

Section 2.4 Resignation or Reclassification of Membership.

- (a) **Ineligibility:** Upon becoming ineligible for membership, a member shall, after a grace period of forty-five (45) days, notify the Board of Directors of such ineligibility and request an appropriate change of class or resign from the Association. Authorized leaves of absence granted to a voting member by his or her employer shall not be considered a termination of employment requiring a change of classification or resignation from the Association, provided such leave of absence is temporary.
- (b) **Other Classification Changes.** A member who, due to changes in circumstances, wishes to be reclassified, may make a written application for reclassification on a form approved by the Board of Directors, and if the application is approved upon payment of any difference in the amount of dues required, he or she shall be reclassified.

Section 2.5 Application Fee and Annual Dues. Each new member of the Association shall pay an application fee and annual dues to the Association in such an amount as shall be determined from time to time by the Board of Directors. Each member shall submit renewal forms approved by the Board and pay annual dues, in advance, on or before October 1st of each year. Any member whose dues have not been received by the Treasurer by 5:00 p.m. on the 1st day of November shall be notified in writing that he or she is in arrears. If such member's dues have not been received by the Treasurer by 5:00 p.m. on the 1st day of December, such member shall be automatically dropped from membership in the Association.

Section 2.6 Continuing Legal Education Requirement. Renewing voting members must complete six (6) hours of substantive continuing legal education by October 1 of each membership year, two (2) hours of which may be self-study. The Association will use the following criteria for approval of continuing education courses for credit toward mandatory CLE requirements for membership:

- (a) The Association will accept as "substantive law" CLE credits from seminars presented or approved by the State Bar of Texas, the Texas Board of Legal Specialization, the National Association for Legal Assistants, and the National Federation of Paralegal Associations.
- (b) A CLE course not accredited by any of the above-referenced groups will be accepted if it is a substantive law course offered by an individual or entity who/which would qualify for approval ("qualified presenter") if submitted to one of the organizations mentioned in (a) above. "Substantive Law Course" means an organized program of legal education dealing with:

- (1) substantive or procedural subjects of law;
- (2) legal skills and techniques;
- (3) legal ethics and/or legal professional responsibility; or
- (4) alternative dispute resolution.

Additionally, law office management programs accredited by the State Bar of Texas will be accepted.

A “qualified presenter” means an attorney, judge, or paralegal who is familiar with the topic presented, or an expert in the particular subject matter comprising the course.

- (c) Speaking and writing credit will be considered for approval under the same criteria as (a) and (b) above.

Section 2.7 Reinstatement. Any former member of the Association who has resigned or has been dropped from membership must apply to the Board of Directors for reinstatement of his or her membership on a form approved by the Board of Directors and pay, in addition to annual dues, a reinstatement fee to the Association, in such amount as shall be determined from time to time by the Board of Directors.

Section 2.8 Involuntary Reclassification of Members. Upon a two-thirds (2/3) affirmative vote by the Board of Directors, any member may be reclassified upon a determination by the Board. Such action shall be immediate, conclusive and final, but shall not be taken without notice to and opportunity for response by the member.

Section 2.9 Removal, Expulsion of Membership, Disciplinary Action or Denial of Membership. A member may be removed from office or expelled and membership thereby terminated or application for membership or for reinstatement of membership may be rejected for: (a) conviction of a felony involving moral turpitude; (b) revocation or suspension of a license or permit to practice or engage in a profession or occupation; (c) expulsion from or suspension of membership in a law-related professional association; (d) conviction of a misdemeanor involving theft, embezzlement or fraudulent misappropriation of money or other property; or (e) violation of the Code of Ethics adopted by the Association. Such action shall be in accordance with procedures deemed appropriate by the Board of Directors after review by an ad hoc Review Committee appointed by the Board, but shall not be taken without notice to and an opportunity for response by the member.

ARTICLE 3 - OFFICERS

Section 3.1 Number. The officers of the Association shall be President, President-Elect (Education), First Vice President (Programs), Second Vice President (Membership), Secretary and a Treasurer. The Board may also appoint such assistant officers as it deems appropriate; however, such assistant officers shall have no voting power.

Section 3.2 Term. Term of office shall be January 1 through December 31 of each year.

Section 3.3 Limitation. No officer shall serve in the same office for three (3) full years in succession, nor may any person hold two (2) elected offices at the same time.

Section 3.4 Vacancies. Except as more specifically set forth in this paragraph, any vacancy in any office for an unexpired term shall be filled by the Board of Directors. If the President-Elect

for the preceding fiscal year shall have succeeded to the office of president because of vacancy in the office during that year, he or she shall, nevertheless, be entitled to serve as President for the full year following the year for which he or she was elected President-Elect. If the President-Elect has resigned or has been removed from office before officer nominations for the following year have been taken from the floor in a regular meeting of the Association, an eligible member may declare candidacy or may be nominated by an eligible voting member and his or her name placed on the ballot for the office of President. If the President-Elect has resigned or has been removed from office after nominations for the following year have ceased, the vacancy shall be filled by the Board of Directors as a vacancy in an unexpired term.

Section 3.5 Records. Each officer shall be responsible for maintaining written records and procedure information of that office and shall convey these records to the successor. The retention periods for these records are as follows:

President - Records shall be kept for the current year and the preceding two years.

President-Elect - Records shall be kept for the current year and the preceding two years.

First Vice President (Programs) - Records shall be kept for the current year and the preceding two years.

Second Vice President (Membership) - Records shall be kept for the current year and the preceding four years.

Secretary - Records other than Minutes, shall be kept for the current year and the preceding two years. The Minutes of the Association must be kept in a permanent record.

Treasurer - Records, other than tax returns, shall be kept for the current year and the preceding five years. All tax returns must be kept in a permanent file.

Parliamentarian - Records shall be kept for the current year and the preceding two years.

Section 3.6 Attendance. It is expected that Board meetings shall be regularly attended by its officers and committee chairs. If at any time an officer or committee chair misses three (3) Board meetings, such person may be subject to removal upon discussion and approval by the Board.

Section 3.7 Resignation or Reclassification of Officers and Committee Chairmen. An officer or committee chairman, upon becoming ineligible pursuant to Section 2.4(a) and after the prescribed grace period, shall be appropriately reclassified and deemed to have immediately resigned and shall be replaced pursuant to Section 3.4.

ARTICLE 4 -DUTIES OF OFFICES

Duties of Offices. The duties of each officer shall be set forth in the Procedures Manual of the Association adopted by the Board of Directors, as amended from time to time. Any officer may be removed at any time pursuant to Section 2.7 hereof and shall be reclassified and removed under events requiring such action pursuant to Section 3.7.

Upon election of an officer, the elected officer shall inform the board at the January board meeting of any legal related associations or organizations in which he/she has board voting privileges. Any newly elected officer with board voting privileges with other legal related associations or organizations shall be excluded from voting on any issues which are in direct conflict with issues being voted upon by the FWPA Board.

ARTICLE 5 - BOARD OF DIRECTORS

Section 5.1 Membership and Authority. The Board of Directors shall consist of the six (6)

elected officers and the immediate past President. The Board of Directors shall conduct and manage all business affairs of the Association, shall administer the Bylaws and shall determine matters of policy not in conflict with the Bylaws of the Association. The presence in person of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business (voting issues) at all meetings of the Board of Directors. Voting by proxy shall not be permitted.

Section 5.2 Meetings/Quorum. Meetings of the Board of Directors shall be held as needed. The date of such meetings shall be set by the President. A quorum shall consist of a majority of the Directors.

Section 5.3 Notice. The Board members shall be notified at least three (3) days prior to the Board Meeting.

Section 5.4 Special Meetings. Special meetings of the Board of Directors may be called by the President or by notice to the President by two (2) members of the Board of Directors. Such a meeting may be held in executive session of the voting members of the Board if the topic of the meeting is of a time sensitive nature or of a confidential nature. Minutes will be recorded at special meetings. These special meetings may be conducted by mail, telephone, email, or facsimile, or any combination thereof.

Section 5.5 Past President. The immediate Past President shall be an ex-officio and voting member of the Board of Directors and shall serve as Parliamentarian of the Association.

Section 5.6 Director of State Bar Paralegal Division. The current Director representing the Tarrant County district, if available, shall be an ex-officio and non-voting member of the Board.

Section 5.7 Committee Chairmen. All Chairmen of standing and then-functioning ad hoc committees shall be ex-officio and non-voting members of the Board of Directors and are encouraged to attend all Board meetings or special meetings where issues will be addressed concerning the activities of their committee. Should a committee chairman be absent from a board meeting, a written report of that committee should be submitted to the President prior to the Board Meeting.

ARTICLE 6 - ELECTIONS

Section 6.1 Eligibility. Only voting members in good standing may be nominated for office in the Association.

Section 6.2 Procedure. The election procedure shall be set forth in the Procedure Manual for the Association adopted by the Board of Directors, as amended from time to time, and shall be carried out by the Elections Committee.

Section 6.3 Term. Officers shall be elected to serve for one (1) year, or until their successors are elected.

ARTICLE 7 - STANDING COMMITTEES

Section 7.1 Designation. The standing committees shall be established and their functions assigned by the President with the approval of the elected officers. Each committee chairman shall be an ex-officio and non-voting member of the Board of Directors and is encouraged to attend regular Board meetings. Each committee chairman shall appoint committee members as

necessary.

Section 7.2 Review. All committee actions will be subject to review by the Board of Directors. The President shall be an ex-officio and voting member of all committees.

Section 7.3 Standing Committees. The standing committees of the Association shall include, but not be limited to, the following:

- (a) **Program Committee:** The Program Committee shall be chaired by the First Vice President and shall be responsible for planning the programs and making arrangements for the membership meetings.
- (b) **Membership Committee:** The Membership Committee shall be chaired by the Second Vice President and shall be responsible for implementing a membership plan for the Association. This committee shall also be responsible for maintaining a current membership roster.
- (c) **Education Committee:** The Education Committee shall be chaired by the President-Elect and shall provide a means of continuing education relevant to the paralegal profession through seminars, assisting each Specialty Section Committee Chair in planning Specialty Section CLE as outlined in the procedure manual, and by submitting timely articles to the Publications Committee.
- (d) **Publications Committee:** The Publications Committee shall edit and publish the membership newsletter, flyers and other publications as designated by the Board of Directors.
- (e) **Professional Development Committee:** The Professional Development Committee shall be responsible for reviewing the developing status of the paralegal career, publishing an annual employment survey for the membership and submitting relevant articles to the Publications Committee for each newsletter of the Association.
- (f) **Placement Committee:** The Placement Committee shall be responsible for maintaining a source to which the Association's members and local attorneys and legal departments may exchange information regarding available positions. The procedures by which the committee operates shall be approved from time to time by the Board of Directors.
- (g) **Elections Committee:** The Elections Committee shall be responsible for carrying out the procedures approved by the Bylaws and the Board of Directors for the annual election of officers.
- (h) **Public Relations Committee:** The Public Relations Committee shall be responsible for organizing, or cooperating with other entities in the organization of, social and public relations functions for participation by the Association.
- (i) **Community Service Committee:** The Community Service Committee shall be responsible for organizing and overseeing all areas in which the Association becomes involved for service to the community, including, but not limited to, the cooperation with other legal entities in the delivering of pro bono services to the community.
- (j) **Paralegal of the Year Committee:** The Paralegal of the Year Committee shall be responsible for carrying out the procedure approved by the Board of Directors for the annual nominations and selection of the Paralegal of the Year.

- (k) **Advertising Committee:** The Advertising Committee shall be responsible for contacting potential vendors to advertise in the newsletter and other various publications. This committee shall be responsible for invoicing and collecting for this service and making the advertisement available to the publication editor in a timely manner.
- (l) **Ethics Committee:** The first objective of the Ethics Committee is to prevent professional misconduct by FWPA members and to promote professional, ethical behavior among paralegals through continuing education, participation, and discussion. The second objective is to receive complaints regarding professional misconduct of FWPA members and to act in an advisory capacity to the Board of Directors regarding complaints.
- (m) **Scholarship Committee:** The Scholarship Committee shall be responsible for coordinating with the schools to solicit scholarship applicants, evaluating the applicant, and awarding FWPA's scholarships.
- (n) **Website Committee:** The Website Committee shall be responsible for interfacing between the Association and a website provider to maintain the FWPA site.

ARTICLE 8 - MEETINGS

Section 8.1 Regular Meetings. Regular membership meetings of the Association shall be each month at a place and time designated by the Board of Directors, with appropriate notice given to the members.

Section 8.2 Special Meetings. Special meetings may be called by the President, the Board of Directors or one-fourth (1/4) of the membership, providing five (5) days' notice has been given to the members. Such a meeting may be held in executive session of the voting members of the Board if the topic of the meeting is of a time sensitive nature or of a confidential nature. Minutes will be recorded at special meetings.

Section 8.3 Open Meetings. All general membership meetings, CLE events, and FWPA sponsored socials are open to the public. All Board of Directors' meetings are open to members in good standing, unless otherwise specified by the Board of Directors. Those members in good standing shall be offered an opportunity to address the Board for discussion.

Section 8.4 Quorum. A Quorum shall consist of ten percent (10%) of the membership in good standing. If a quorum shall not be present at any meeting of the members, the members present and entitled to vote at such meeting may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

ARTICLE 9 - AMENDMENTS

The Association's Charter and/or these Bylaws can be amended by a two-thirds (2/3) ballot vote of the voting members present at any monthly meeting. All voting members shall be provided notice of the proposed ballot vote and a copy of the proposed amendment at least five (5) days prior to the vote.

Article 10 - INDEMNIFICATION

Section 10.1 Indemnification. The Association shall indemnify past and current directors, officers, and other persons participating in the activities of the Association for judgments,

penalties, fines, settlements, and reasonable expenses (including attorney's fees) incurred in connection with any threatened, pending, or completed action, suit, or proceeding relating to that person's activities on behalf of the Association.

Section 10.2 Limitation. The indemnification provided in Section 10.1 is allowed only if it is determined, as set forth in Section 10.4, that the person:

- (a) conducted himself in good faith;
- (b) reasonably believed:
 - (1) in the case of conduct in the official capacity as a director, that the conduct was in the best interest of the Association, and
 - (2) in all other cases, that the conduct was at least not opposed to the Association's best interests; and
 - (3) in the case of any criminal proceeding, that there was no reasonable cause to believe the conduct was unlawful.

Section 10.3 Prohibition. No indemnification shall be allowed in cases where personal benefits were improperly received or in which the indemnitee is found liable to the Association.

Section 10.4 Determination of Indemnification. A determination of indemnification under Section 10.1 must be made as set forth in the Texas Non-Profit Corporation Act.

Section 10.5 Advancement of Expenses. Reasonable expenses incurred by a director, officer, or other person may be paid or reimbursed by the Association in advance of the final disposition of the proceeding if the Association receives a written affirmation that the standard of conduct required by Section 10.2 has been met and a written agreement undertaking to repay such amount if it is ultimately determined that those requirements were not met and a determination is made that the facts as then known would not preclude such indemnification.

Section 10.6 Savings Clause. It is the intent of the Association to provide indemnity to its directors, officers, employees and agents to the fullest extent allowed by law. To the extent that these bylaws conflict with the Texas Non-Profit Corporation Act, that Act shall control, and to the extent that the Texas Non-Profit Corporation Act contains additional rights and preferences, those rights and preferences are hereby incorporated by reference.

ARTICLE 11 - GENERAL PROVISIONS

Section 11.1 Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors.

Section 11.2 Assets. The Association shall be authorized to raise funds by dues, fees, solicitation, benefits, lectures and other legitimate methods. The Association shall be authorized to receive gifts, legacies and bequests (for general or specific purposes), subject to approval of the Board of Directors. The Association shall accept no gifts which would disqualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code or its regulations as they now exist or as they may hereafter be amended.

Section 11.3 Expenses. At the beginning of each fiscal year, the Board of Directors shall

adopt a budget for the year. The Treasurer shall be authorized to make any expenditure provided for in the budget adopted. The procedures for determining the budget and making expenditures not provided for in the budget shall be set forth in the procedures manual.

Section 11.4 Annual Statement. The Board of Directors shall present at the end of each fiscal year, and when called for by vote of the members at any regular or special meeting of the members, a full and clear statement of the financial condition of the Association.

Section 11.5 Independent Audit. The Board of Directors shall have an independent audit performed on the Association's financial records by a certified public accountant as it deems necessary.

Section 11.6 Audit by FWPA Board. All FWPA bank accounts and transactions shall be reviewed by an officer of the Board other than the Treasurer twice per year. The Treasurer shall turn over all bank statements, canceled checks, checkbook registers, deposit slips, expense reimbursement requests, receipts, and any other documents or materials requested by the reviewing officer at the June and December board meetings for such review. The reviewing officer shall report the findings of such review at the following Board Meeting.

Section 11.7 Reconciliation of Accounts. All bank accounts must be reconciled on a monthly basis and evidence of such reconciliation shall be provided to the Board at each Board Meeting.

Section 11.8 Request for Reimbursements. All requests for expense reimbursements must be submitted in writing by any person requesting such reimbursement and no monies for reimbursement will be tendered without such written request and proper documentation and/or receipts.

Section 11.9 Construction. If any portion of these Bylaws shall be invalid or inoperative then, so far as is reasonable and possible, the remainder of the Bylaws, as amended from time to time, shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 11.10 Relation to Articles of Incorporation. The Bylaws, as amended from time to time, are subject to and governed by the Articles of Incorporation, as amended from time to time.

Section 11.11 Notice. Whenever under the law, the Articles of Incorporation or the Bylaws, notice is required to be given and no provision is made as to how such notice shall be given, notice may be by personal notice (including telephone notice) or written notice by hand delivery, mail, telegram, telephonic facsimile or other similar methods of communication, addressed to the person at such person's address as it appears on the records of the Association. Unless otherwise set forth herein, any notice required or permitted to be given by mail shall be deemed to be delivered when deposited in the United States mail, postage prepaid.

Section 11.12 Waiver of Notice. Whenever notice is required to be given to any member or person, a waiver thereof in writing signed by one entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE 12 - AFFILIATIONS

