

**AMENDED AND RESTATED BYLAWS OF THE
NORTHEAST FLORIDA PARALEGAL ASSOCIATION, INC.**

ARTICLE I - NAME

1.1 The name of the corporation shall be Northeast Florida Paralegal Association, Inc. (the "Association"). The association shall be affiliated with the National Association of Legal Assistants, Inc. ("NALA").

ARTICLE II - OBJECTS AND PURPOSES

- 2.1 To encourage a high order of ethical and professional attainment.
- 2.2 To further education among members of the profession.
- 2.3 To cooperate with local, state, and national bar associations.
- 2.4 To establish good fellowship among its members and members of the legal community.
- 2.5 To support and carry out the programs, purposes, aims and goals of NALA.

ARTICLE III – POLICY

3.1 The 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 NALA bylaws or the policies of NALA nor with the rules and regulations of the Florida Bar.

ARTICLE IV - MEMBERSHIP

4.1 **Active Membership.** Active membership in the association shall be open to individuals who, at the time of applying for initial membership, meet one or more of the following criteria:

- (a) Any individual who has successfully completed the Certified Legal Assistant/Paralegal ("CLA" or "CP") examination of NALA for paralegals/legal assistants;
- (b) Any individual who has graduated from an American Bar Association ("ABA") approved program of study for paralegals/legal assistants;
- (c) Any individual who has graduated from a course of study for paralegals/legal assistants which is institutionally accredited but not ABA approved and which requires not less than the equivalent of sixty (60) semester hours of classroom study;
- (d) Any individual who has graduated from a course of study for paralegals/legal assistants, other than those set forth in (b) and (c) (in this Section) (of Section 4.1) plus not less than six (6) months of in-house training and/or experience solely as a paralegal/legal assistant, whose

attorney-employer attests that such person is qualified as a paralegal/legal assistant;

- (e) Any individual who has received a baccalaureate degree in any field, plus not less than six (6) months of in-house training and/or experience solely as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant;
- (f) Any individual who has a high school diploma or equivalency and a minimum of three (3) years of law-related experience under the direct supervision of an attorney, plus not less than six (6) months of in-house training and/or experience solely as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant; or
- (g) Any individual who has a high school diploma or equivalency and a minimum of two (2) years of in-house training and/or experience solely as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant.

For purposes of these criteria, "in-house training as a paralegal/legal assistant" means attorney education of the employee solely as a paralegal/legal assistant, including review and analysis of assignments and a reasonable amount of instruction directly related to the duties and obligations of the paralegal/legal assistant.

Active membership may be renewed on a yearly basis upon application by members who meet one or more of the above criteria.

Only active members may vote and serve as officers and/or committee chairpersons in the association.

4.2 **Associate Membership.** Associate membership is open to individuals who meet at least one of the following qualifications:

- (a) Any individual who is an Attorney member of a bar association, a Legal Administrator who is involved in the supervision of paralegals, or an educator and/or educational institution with a legal studies educational program, involved in endorsing and/or promoting the growth and development of the paralegal profession; or
- (b) Any individual who was at any time in the past an Active member of the Association, or another Association affiliated with the National Association of Legal Assistants, under qualification as a Certified Paralegal and who maintains such certification through continuing legal education but is not currently employed as a paralegal; or
- (c) Any individual who was at any time in the past an Active member of the Association and who has retired from employment as a paralegal but continues to endorse and promote the paralegal profession and the ideals and purposes of NEFPA.

4.3 **Student Membership.** Student membership shall be open to currently enrolled students in good standing in a paralegal/legal assistant program who do not meet the qualifications for active membership. Student members are entitled to all benefits of active membership with the exceptions of voting privileges and serving as officers and/or committee chairpersons but may participate on any committee or sub-committee. Individuals may be admitted as student members up to one year after graduation from a paralegal/legal assistant program.

4.4 **Sustaining Member.** Those law firms, title companies, banking companies, business individuals and corporations who endorse the paralegal/legal assistant concept and are actively involved in the promotion of the paralegal/legal assistant profession and who contribute dues of \$100.

ARTICLE V - APPLICATION FOR MEMBERSHIP

5.1 Applications for membership shall be submitted to the association on forms approved by the association's active membership. The forms should clearly state that the association is an affiliated association of the National Association of Legal Assistants and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by the association. Approval of membership shall be noted on the forms in accordance with the association's bylaws and any applicable standing rules.

ARTICLE VI - MEMBERS' MEETINGS

6.1 The members of the association shall meet at not less than quarterly intervals which may include attendance at association sponsored seminars or workshops.

6.2 Except as otherwise specifically provided in these bylaws, a quorum for the transaction of business shall be deemed to exist at any meeting of the membership with presence, either in person or by individual proxy, of 18% of the voting members. In the absence of a quorum, a majority of the voting members present, either in person or by individual proxy, may adjourn the meeting. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum.

6.3 In the event of a vote of dissolution, a quorum shall consist of two-thirds (2/3) of the voting members of the association.

6.4 At any meeting of the membership of the association, any Active member shall have the right to vote either in person or by individual proxy. A member may appoint another member and one alternate as proxy 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 shall solicit any proxies and proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the Secretary.

Individual proxies shall be deemed filed with the secretary when postmarked thirty (30) days before the annual meeting shall have been called to order and received within ten (10) days after the postmark date.

6.5 Special meetings may be called by the President upon fifteen (15) days' written notice to all members of record. Individual proxies shall be deemed filed with the Secretary when postmarked fifteen (15) days before a special meeting shall have been called to order and received within ten (10) days of the postmark date.

6.6 It is required that the association holds a minimum of four (4) educational events or a total of ten (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.

6.7 An annual meeting shall be held in September 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 given in writing to all members of record at least thirty (30) days prior to the meeting. Such notice shall also contain the slate of officers.

ARTICLE VII - DUES AND ASSESSMENTS

7.1 The dues for membership in the association shall be determined by the Board of Directors and shall be due October 1 of each year, payable by November.

7.2 Applications and Membership dues received after March 31 and before October 1 shall be prorated accordingly.

7.3 Student members who qualify for active membership prior to March 1 are eligible to transfer to active membership status upon receipt of a new application and membership dues in the amount of \$15.00.

ARTICLE VIII - OFFICERS AND BOARD OF DIRECTORS

8.1 The officers of the association shall consist of a President, a First Vice President, a Second Vice President, a Vice President- Committee Liaison, a Secretary, a Treasurer, a NALA Liaison, and a Parliamentarian.

8.2 All officers shall be elected by the voting members of the association as hereinafter provided, except for the Parliamentarian, who shall be elected by the Board of Directors at its first meeting following the annual meeting of the membership. The term of office shall be one (1) year. Successive terms shall be limited to one (1) year for the position of the President, and two-one (1) year terms for all other office positions. Officers shall serve until the next annual meeting of the membership or until their successors are duly elected and qualified.

8.3 The Board of Directors shall consist of all the officers. The Board shall act as a planning committee and bring recommendations to the active membership for a vote. The Board shall meet at least quarterly and at other times as called by the President.

8.4 All officers and directors shall be compensated by waiver of their yearly membership dues, and proper duly invoiced expenses may be reimbursed. Reimbursement of expenses that exceed an approved amount, which amount shall be determined by the Board of Directors in its sole discretion, must be first authorized by the President and the Treasurer.

8.5 Any officer absent from two (2) consecutive Board of Directors meetings or three (3) consecutive membership meetings without good cause may be removed from office by the Board of Directors.

8.6 The Board of Directors from the outgoing Board shall meet with the incoming Board no later than two (2) weeks following the annual election. The purpose of this meeting is to provide an orientation for new Board members by passing officer handbooks, discussion of procedures of office, and to ensure continuity of long range planning.

ARTICLE IX - ELECTION OF OFFICERS

9.1 The President shall appoint a nominations and elections chairperson prior to the annual meeting of the membership, who shall appoint a committee to present a slate of officers to the membership at least thirty (30) days prior to the annual meeting. No name shall be on the slate without consent of the candidate. Nominations from the floor shall be accepted and election will occur at the annual meeting in September. In the event that no nominations and election committee exists, a slate of officers shall be selected by the Board and presented to the membership thirty (30) days prior to the annual meeting.

9.2 Candidates for the office of President must have previously served a minimum of two (2) years as a member of the Board of Directors, or one (1) year as a member of the Board of Directors and one (1) year as a Committee Chairperson, which service on the Board of Directors shall have occurred the year immediately prior to the year in which they intend to hold office as President.

9.3 Candidates for the office of Second Vice President must have previously served a minimum of one (1) year on the Board of Directors within three (3) years prior to the year in which they intend to hold office as Second Vice President.

9.4 Names of newly elected officers shall be submitted to NALA headquarters and NALA's Affiliated Associations Director within thirty (30) days after election and/or appointment.

9.5 With the exception of the NALA Liaison, officers are not required to be NALA members.

9.6 A vacancy created in any office shall be filled by appointment of the Board of Directors.

ARTICLE X - DUTIES OF OFFICERS AND CHAIRPERSONS

10.1 **President.** The President shall be the general manager of the association, shall have general supervision of the business, shall see that all orders and resolutions of the Board of Directors are put into effect and enforced, shall be its principal officer and agent, and shall be and serve as chairperson of its Board of Directors. The President shall preside over all Board of Directors meetings and membership meetings. Special and standing committee chairpersons may be appointed by the President with the approval of the Board of Directors. The President shall pass files to his/her successor immediately upon installation and shall cause the files of all other officers and chairpersons to be passed to respective successors. The President shall be an ex-officio (non-voting) member of all committees except the nominations and elections committee. The President shall perform such other duties as may be directed by the Board of Directors and shall have such other and further authority, power and discretion as shall be reasonably necessary, except as shall be prohibited under the laws of the State of Florida.

10.2 **First Vice President.** The First Vice President shall preside and shall assume all duties assigned to the President in the President's absence. This officer shall be responsible for the coordination of membership meetings, seminars and workshops. The First Vice President shall also be responsible for fulfilling the educational requirements under Article VI of these bylaws and for coordinating the CLE speaker information to the NALA Liaison for NALA approval. This officer shall perform such other duties as from time to time may be assigned by the Board of Directors or the President and duties that are incidental to this office.

10.3 **Second Vice President.** The Second Vice President shall be charged with the responsibility of developing programs to encourage membership in the association. This officer shall receive applications for membership and present such applications to one or more other members of the Board of Directors for acceptance or rejection. Upon acceptance or rejection of an application for membership, the Second Vice President shall indicate on the face of the application whether it has been accepted or rejected, the date of such acceptance or rejection and, in the case of a rejection, the reason therefor. This officer shall submit a report at each regularly scheduled meeting of the Board of Directors of new applications for membership which have been accepted. The Second Vice President shall maintain a current roster of membership, shall be responsible for mailing dues statements to all members, and shall perform such other duties that are incidental to this office.

10.4 **THIS SECTION INTENTIONALLY LEFT BLANK.**

10.5 **Vice President-Committee Liaison.** The Vice President-Committee Liaison shall manage and coordinate activities of all committees of the association to ensure the timely completion of all committee assignments and/ or projects. This officer shall provide a report to

and advise the President and Board of Directors on all aspects of the activities of each committee. This officer shall perform such other duties that are incidental to this office.

10.6 **Secretary.** The Secretary shall attend all meetings of the membership and of the Board of Directors and shall keep full and accurate accounts of the proceedings thereof. The Secretary shall have charge of the permanent minutes, keep the seal of the association and coordinate the banking resolutions for the association upon election to office. Association minutes of any meeting shall be available to NALA's President upon request. This officer shall assist the President and First Vice President in any way, including giving notice of meetings and assisting in the planning of meetings and educational programs, and perform such other duties that are incidental to this office.

10.7 **Treasurer.** The Treasurer shall keep a full and accurate account of the receipts and disbursements for the association and shall deposit all funds and make all disbursements, subject to approval of the Board of Directors and as provided in the budget. All non-budgeted expenses must be approved by the Board of Directors before obligation to pay. The Treasurer shall prepare a budget for the ensuing fiscal year which shall be adopted by the membership at the annual meeting. (The budget shall be submitted to the Board of Directors prior to presentation at the annual meeting.) The Treasurer must obtain a fidelity bond (premium to be paid by the association). All disbursements of association funds must be by association check, signed by the Treasurer or the President, and such disbursements must be approved by the President; provided, however, that any check made payable to the persons then serving as Treasurer or President shall not be signed by the Treasurer or President, respectively, but shall be signed by the other of them. The Treasurer shall not advance association funds to any officer without prior approval of the Board of Directors. This officer shall make a report of the association's accounts at each regular meeting. The Treasurer shall perform such other duties that are incidental to this office.

10.8 **NALA Liaison.** This officer shall be a CLA/CP and an active NALA member, shall be familiar with NALA bylaws and standing rules, shall receive minutes of all NALA meetings and shall represent the association at NALA's annual meetings of affiliated associations. In the event the NALA Liaison is unable to attend the NALA annual meeting of affiliated associations, the association may designate another NALA active member to serve as its' representative. This officer shall report bi-annually on association activities to NALA's Affiliated Associations Director on forms provided by NALA headquarters and shall report all officers' names to NALA headquarters and NALA's Affiliated Associations Director. This officer shall be responsible for the coordination of any CLA/CP Review Courses or CLA/CP Study Groups the association may sponsor. This officer may submit items the association wishes discussed to NALA's Affiliated Associations Director and shall participate in discussion sessions at NALA Annual Meetings (conventions) (specifically, this includes all NALA meetings/sessions at the NALA Annual Meeting (convention) including all afternoon and pre-institute functions). A report to association members on the NALA annual meeting will be required. This officer shall, within sixty (60) days of passage, notify NALA's Affiliated Associations Director of any changes in the association's bylaws. This officer shall be the main contact between NALA and the association. This officer shall be a member of the governing

body of this association and perform such other duties that are incidental to this including submitting CLE forms to NALA for approval and confirming all educational requirements have been met under Article VI, Section VI of the bylaws. The CLE approval form should be sent, if possible, six (6) weeks before the NEFPA CLE, to be placed on NALA's website to invite additional attendees. The NALA Liaison shall obtain a current roster of membership from the Second Vice President and notify/arrange payment of the renewal fee with the Treasurer and submit both to NALA for continued affiliation with NALA and perform such other duties that are incidental to this office.

This officer shall be the delegate to the Florida Alliance of Paralegal Associations, Inc. (FAPA) as long as NEFPA maintains its membership with FAPA. This delegate will serve as an officer on the FAPA board as necessary to meet NEFPA's commitment to the organization. As such this delegate will attend phone and in-person meetings as called by the FAPA President and report on FAPA activity to the NEFPA Board. Where necessary the delegate should consult the NEFPA Board prior to voting on substantial motions affecting or related to the regulation of the Florida paralegal.

10.9 **Parliamentarian.** The Parliamentarian shall supervise and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with association bylaws and NALA bylaws, receive all proposed bylaw amendments and prepare standing rules and amendments to standing rules and bylaws upon request of the Board of Directors. The Parliamentarian shall be familiar with Robert's Rules of Order Newly Revised which shall serve as parliamentary authority for items not covered by these bylaws or the association's standing rules. This officer shall perform such other duties that are incidental to this office.

10.10 **Committees** shall be established by the Board of Directors as is necessary and proper to aid in carrying out the affairs of NEFPA and its objectives. A Committee Chairperson shall be appointed by the Board for each committee and the Chairperson shall provide a committee update directly to the Vice President-Committee Liaison who in turn will provide committee updates to the Board of Directors at each board meeting. Committees shall not incur expenses over and above those provided in the budget without prior approval of the Board of Directors. Committee Chairpersons shall submit to the Board of Directors written requests for authorization of such extraordinary expenses and approval by the Board of Directors shall be noted on the request forms. In the case of an emergency, oral requests may be made, and oral approvals given **provided** subsequent written approval is noted in the association's records.

10.11 **Job Bank Coordinator** information will be posted to the website under Job Bank listings and an email shall be sent to all members notifying them of the updates. The Job Bank Coordinator shall be in charge of updating and keeping the positions current. Nonmembers requesting job opening information will be given information on how to join the association. Only the resumes and names of members will be given out to law firms or businesses that contact the Job Bank.

ARTICLE XI- FISCAL YEAR

11.1 The fiscal year of the association shall be from October 1 to September 30.

ARTICLE XII - CODE OF ETHICS

12.1 Every member of the association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of NALA and any other code so adopted by the active membership of the association. Violations of such codes shall be grounds for immediate dismissal from membership and/or removal from office.

ARTICLE XIII - AMENDMENTS TO BYLAWS

13.1 Bylaw amendments (not in conflict with NALA bylaws) may be adopted by two-thirds (2/3) of the voting members present at any regular meeting of the membership. NALA's Affiliated Associations Director must be advised of any amendments with sixty (60) days of passage.

ARTICLE XIV – DISSOLUTION

14.1 In the event of a dissolution of the 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 active membership, notice having been given to members of the association 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 XV - RETENTION OF AFFILIATION

15.1 Affiliation with NALA is renewable each year by payment of an affiliation fee submitted with a current membership roster. In the event of suspension of affiliation, the association may re-affiliate with NALA by submitting a new application with membership roster, bylaws, sample of educational programs, petition and current initial fee.

15.2 In addition to the renewal fee, the association must comply with the required reports and requested procedures as outlined in these bylaws.

15.3 The annual affiliation renewal fee is payable on October 1 and delinquent December 31. Payment received after the due date must be accompanied by a late fee penalty established by NALA.

15.4 This affiliation agreement shall be reviewed periodically by the President and Affiliate Director of NALA and the President and NALA Liaison of NEFPA, at the request of either party. Each party agrees that this agreement may from time to time be amended by

attachment executed by the President and Secretary of each party, subject to the approval of the Board of Directors of each of the parties hereto.

ARTICLE XVI - REMOTE COMMUNICATION AND ELECTRONIC TRANSMISSION

16.1 Any notice of the time, place if any, and purpose of any meeting as specified in these bylaws; any proxy given by a member; or any vote of the Board of Directors, or a vote of a committee as specified in these bylaws shall be deemed given if delivered by electronic transmission. If notice, proxy, or vote is given by electronic transmission, the notice, proxy, or vote is given when electronically transmitted to the individual entitled to receive the same in a manner authorized by the Board of Directors. Electronic transmission shall be defined in the *Florida Business Corporation Act*, as amended.

16.2 If an individual or proxy holder may be present and vote at a meeting by remote communication, the individual or proxy holder shall be given notice of the means of remote communication allowed.

16.3 The Board of Directors, committee members as specified in the bylaws, and members may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. All participants shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Participation in a meeting pursuant to this Article shall constitute presence in person at the meeting. Unless otherwise restricted by these bylaws, a meeting as specified in this Article may be conducted solely by means of remote communication.

ARTICLE XVII – ELECTRONIC VOTING

17.1 Only Active members in good standing may vote at meetings of members.

17.2 Adoption of motions, including voting for elected positions, shall be decided by a majority of those eligible members present and voting except where otherwise specified in the Bylaws or Robert’s Rules of Order, Newly Revised. Voting for elected positions or other association business may be done by proxy or an online voting platform.

NORTHEAST FLORIDA PARALEGAL ASSOCIATION, INC. STANDING RULES

The hiring procedure for miscellaneous services, which from time to time may be necessary in order to carry on the normal day-to-day business of the association, shall exclude

the hiring of a NEFPA member or members of their immediate family including, but not limited to a spouse, child or parent, individually or in a corporate capacity. In the interest of preserving harmony and good relations among NEFPA members, all contracts for services to be rendered for and on behalf of the association will be outsourced.

Adopted June 16, 2004

Any NEFPA Delegate or Alternate appointed to the Florida Alliance of Paralegal Associations (FAPA) shall, when elected to a FAPA officer position, serve this term to coincide with the calendar year in which their term began regardless of their status on the NEFPA Board.

Adopted September 11, 2014

The Treasurer of the organization will be responsible for ensuring that the organization files its annual tax returns/statements in compliance with the IRS and its associated deadline(s) with the help and assistance of a Certified Public Accountant that the organization has retained. The Treasurer is also responsible for any annual filings required for the State of Florida and updating the State on any board member changes, etc. This position is also required to update the Registered Agent with any changes, etc.

Adopted July 28, 2015