

VIRGINIA PENINSULA PARALEGAL ASSOCIATION

BYLAWS

**ARTICLE I**

NAME

The name of this association shall be VIRGINIA PENINSULA PARALEGAL ASSOCIATION. This association shall be affiliated with the National Association of Legal Assistants, Inc. (NAIA).

**ARTICLE II**

OBJECTS AND PURPOSES

The objects and purposes of this association are as follows:

- A. To establish good fellowship among association members, the National Association of Legal Assistants, Inc., 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.
- E. To support and carry out the programs, purposes, aims and goals of the National Association of Legal Assistants, Inc.

**ARTICLE III**

POLICY

This association shall be non-sectarian, non-partisan, non-profit and non-union. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of the National Association of Legal Assistants, Inc., or of the policies of that association.

## ARTICLE IV

### MEMBERSHIP

Section One. Generally. Membership in this association shall be open to those persons who shall qualify for membership according to the provisions of these bylaws, which qualifications shall be verified by the executive committee as set forth herein, and who fulfill the membership requirements as defined in each membership class.

Section Two. Classes of Membership. This association shall have five (5) classes of members, i.e., (i) active members, who shall be voting members; (ii) sustaining members, who shall be non-voting members; (iii) student members, who shall be non-voting members; (iv) associate members, who shall be non-voting members; and (v) life members, who shall be voting members. The qualifications for each class of membership shall be as follows:

#### A. Qualifications for Active Membership:

Active membership is open to any individual who meets at least one of the following qualifications and meets the active membership requirements as set forth in these bylaws. Active members are also the only members who may serve as association officers, members of the executive committee, or committee chairmen.

Active (voting) membership is open to:

- (1) Any individual who has successfully completed the Certified Legal Assistant (CIA) Examination of NAIA.
- (2) Any individual who has graduated from an ABA approved program of study for paralegals.
- (3) Any individual who has graduated from a course of study for paralegals which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of 60 semester hours of classroom study.
- (4) Any individual who has graduated from a course of study for paralegals other than those set forth in (2) and (3) above, plus not less than six (6) months of in-house training as a paralegal, whose attorney-employer attests that such

person is qualified as a paralegal.

(5) Any individual who has received a baccalaureate degree in any field, plus not less than six (6) months in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal.

(6) Any individual who has a minimum of three (3) years of law-related experience under the supervision of an attorney, including at least six (6) months of in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal.

(7) Any individual who has a minimum of two (2) years of in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal.

#### B. Requirements for Active Membership:

(1) Every active member shall be required to attend a minimum of four (4) business meetings during a fiscal year of this association.

(2) Every active member who is not serving in another capacity shall either serve as a committee chairman or serve as a committee member.

(3) In the event an active member does not attend a minimum of four (4) business meetings during a fiscal year of this association, or does not participate as specified in paragraph (2) above, his/her active membership renewal will not be accepted for the following fiscal year; however, said member will have the option to renew as a sustaining member. Exceptions will be allowed due to serious illness or extenuating circumstances as decided upon by the Executive Committee. Any member seeking relief of the active membership requirements must notify the Executive Committee in writing.

#### C. Qualifications for Sustaining Membership

Sustaining (non-voting) membership is open to all paralegals and legal assistants who meet the qualifications for active membership under paragraph A, but are not in a position to fulfill the active membership requirements as set forth in these bylaws, and who pay dues as fixed at the annual meeting of this association.

#### D. Qualifications for Student Membership:

Student (non-voting) membership is open to:

(1) Any individual who is a full-time student or a part-time student in good standing in any college pursuing a course of study as a paralegal. Good standing is defined as a student who has paid all fees to the college and has met the required minimum grade average. Certification of good standing should be obtained from the school's registrar.

(2) A student member who has completed his or her course of study and meets the qualifications for active (voting) membership shall, upon producing satisfactory evidence of completion or graduation to the membership committee chairman, become an active (voting) member of this association for the remainder of the fiscal year with no increase in dues for that fiscal year.

(3) A student member who has completed his or her course of study but does not meet the qualifications for active (voting) membership shall, upon producing satisfactory evidence of completion or graduation to the membership committee chairman, become an associate member of this association for the remainder of the fiscal year, and for so long as such individual's dues remain current.

#### E. Qualifications for Associate Membership:

Associate (non-voting) membership is open to:

(1) Those members of bar associations endorsing the paralegal concept or involved in the promotion of the paralegal profession.

(2) Those members of the educational field endorsing the paralegal concept or involved in the promotion of the paralegal profession.

(3) Those persons directly involved in the supervision of paralegals.

(4) Any individual who is actively employed as a paralegal, but who does not meet any of the qualifications for active membership. Attached to the application shall be a letter from the attorney-employer of the applicant setting forth the length of time the applicant has been employed, **and** describing in detail the duties performed by the applicant which define the applicant as

being a paralegal, even though the applicant may not be designated as a paralegal.

(5) Those persons in law-related fields interested in the paralegal profession.

E. Qualifications for Life Membership:

(1) Life members (voting members) are selected by the membership because of outstanding or devoted service to this association.

(2) Will not be required to pay membership dues to this association.

(3) Will have voting privileges.

(4) Will not be required to serve as a committee chairman or member or attend meetings of this association.

Section Three. Cancellation of Membership. The executive committee shall cancel the membership of any member who is more than sixty (60) days delinquent in payment of dues. The executive committee shall cancel the membership of any member by a majority vote upon determining that such member has (i) been convicted of a felony, or (ii) violated the Code of Ethics of this association. Additionally, the executive committee may cancel the membership of any member by a majority vote upon determining that such member has (i) been guilty of conduct actually or substantially to injure the good name of this association, or (ii) failed to maintain a high standard of professional ethics, which in either case would have been deemed sufficient for a rejection of 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 Four. 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, Business, 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 this 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 business scheduled. 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.

## **ARTICLE V**

### **APPLICATION FOR MEMBERSHIP**

Applications for membership shall be submitted to this association on forms approved by the membership of this association. Approval for membership shall be noted on the forms in accordance with standing rules adopted by this association.

Membership application forms shall clearly state that this association is an affiliated association of the National Association of Legal Assistants, Inc. and that all members are bound by the NAIA Code of Ethics and Professional Responsibility, in addition to any code adopted by this association.

## **ARTICLE VI**

### **MEETINGS**

#### **Section One. Business Meetings.**

A. This association shall meet a minimum of six (6) times annually, at such location and on such dates as may be fixed by the executive committee. Association-sponsored seminars or workshops, at the discretion of the executive committee, may be substituted for and in the place of any Business meeting.

B. One-fourth (1/4) of the voting membership of this association shall

constitute a quorum, except that in the event of a vote of dissolution, a quorum shall consist of two-thirds (2/3) of the voting membership.

Section Two. Special Meetings. Special meetings may be called by the president or the executive committee upon fifteen (15) days' written notice to all members of record, or by verbal notice to all members of record not more than seven (7) days prior to such meeting.

Section Three. Educational Events. It is required that this association hold 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 the National Association of Legal Assistants, Inc. These programs may be held in connection with a Business meeting of the membership.

Section Four. Annual Meeting.

A. The annual meeting shall be held in April of each year, at such place and on such date as determined by the executive committee, for the purpose of (i) hearing annual reports from officers and standing committee chairmen; (ii) electing officers for the coming year; (iii) adopting a budget for the coming year; and (iv) any other business which may properly come before the meeting.

B. Notice of the annual meeting shall be given in writing by the recording secretary to each member of this association not less than thirty (30) days prior to the date fixed for the annual meeting, which notice shall include the slate of officers for the coming year as compiled by the nominations and elections committee.

## **ARTICLE VII**

### **DUES AND ASSESSMENTS**

Section One. Dues. The annual dues for all membership categories shall be fixed by the membership at the annual meeting, shall be payable on or before May 1 of each year, and shall be delinquent if unpaid by July 1 of each year. Members whose dues remain unpaid after July 1 of each year shall be dropped from the roster of membership. Dues shall not be prorated, except that at the option of new members, dues paid in March of any year may be applied as payment of dues for the following fiscal year; provided, however, that such member (if an active member) shall not have voting privileges until the

beginning of the following fiscal year.

**Section Two. Reinstatement.**

- A. Non-renewing members whose dues shall not have been paid by July 1 of any year may be reinstated during the one-year period immediately following such lapse upon payment of such delinquent dues and a \$5 reinstatement fee.
- B. Non-renewing members whose dues have lapsed for more than one(1) year must submit a new application for membership and comply with the applicable section of Article IV of these bylaws.
- C. No reinstated member whose dues have lapsed for more than one(1) year shall be subject to penalty payment of dues for the years intervening.

**ARTICLE VIII**

**OFFICERS , DIRECTORS, EXECUTIVE COMMITTEE, AND CHAIRMEN**

**Section One. Officers and Directors.**

- A. Any active member of this association in good standing shall be eligible for nomination and election as an officer, except that for the office of president, the nominee (i) shall be an active member of this association in good standing, and (ii) shall have been a member of the executive committee of this association for a minimum of one (1) year immediately prior to nomination for the office of president.
- B. The elected officers shall be the president, vice president, treasurer, recording secretary, NALA liaison, and corresponding secretary.
- C. The directors shall be comprised of the president, vice president, recording secretary, treasurer, NALA liaison, and corresponding secretary, who shall be elected at the annual membership meeting, and shall serve until their successors are duly elected. The directors shall serve without compensation.
- D. The appointed officer, who shall be appointed by the president at the next Business meeting following the annual meeting, shall be the



parliamentarian.

Section Two. Executive Committee.

- A. The executive committee shall be composed of the directors, president, vice president, recording secretary, treasurer, parliamentarian, NALA liaison, corresponding secretary, all standing committee chairmen, director to the Virginia Alliance, and special committee chairmen during the period of the function of such special committees.
- B. The executive committee shall have the powers set forth herein and shall act as a planning body bringing recommendations to the membership for vote.
- C. The executive committee may authorize expenditures from association funds for any expense not exceeding \$200 for budgeted expenditures, or \$100 for non-budgeted items, without the necessity of seeking approval of such expenditures by vote of the membership.
- D. The executive committee shall meet quarterly at such times and at such places as called by the president.
- E. Five (5) members of the executive committee shall constitute a quorum.
- F. If any member of the executive committee shall be absent from two (2) consecutive committee meetings without cause, then such office or chairmanship may, at the option of the executive committee, be deemed to be vacant and may be filled after the second of such absences as an interim vacancy by the executive committee.

Section Three. Term of Office. The term of office of elected officers shall be one (1) year. Successive terms shall be limited to one (1) year.

Section Four. Compensation. No officer or member shall be compensated for association duties. However, upon majority vote of the membership, persons may be reimbursed for out-of-pocket expenses in connection with association-related activities, provided the expenses have been authorized for expenditure.

## ARTICLE IX

### ELECTION OF OFFICERS

#### Section One. Nominations and Elections.

- A. At least sixty (60) days prior to the date of the annual meeting, the president shall appoint a nominations and elections committee consisting of three (3) active members in good standing of this association, one of whom shall be appointed by the president as chairman of this committee.
- B. The nominations and elections committee shall, after first obtaining the express consent of each nominee, present a slate of officers to the membership, in writing, at least thirty (30) days prior to the date of the annual meeting, which presentation shall include the statement that nominations from the floor shall be accepted.
- C. The election of officers shall be conducted by the president. Nominations from the floor shall be accepted, with the express consent of such nominee. Election shall be by secret ballot by majority of active members present in person or by proxy, except where there is no contest, in which event, election shall be by voice vote by majority vote of active members present in person or by proxy.
- D. At the annual meeting of this association, any active member shall have the right to vote by individual proxy. An active member may appoint another active member as proxy by appropriate written designation and proxy. Any such individual proxy shall be valid only for the annual meeting for which it shall have been given. Such individual proxy shall be filed with the recording secretary if postmarked fifteen (15) days prior to the annual meeting and received within ten (**10**) days of the postmark date.
- E. Officers elected at the **annual** meeting shall take office at the next Business membership meeting following the annual meeting.

Section Two. Appointed Officer. Name of the appointed officer (parliamentarian) must be presented by the president at the first meeting of the new fiscal year.

Section Three. Names of Officers Submitted to NALA. Names of newly

elected or appointed officers shall be submitted to NAIA Headquarters and the Affiliated Associations Director at least thirty (30) days after election and/or appointment.

Section Four. Membership Requirements. With the exception of the NAIA Liaison, association officers are not required to be NAIA members. Any active member may hold the office of NAIA liaison.

Section Five. Unexpired Terms of Office. Unexpired terms of office shall be filled by the executive committee and approved by the membership.

Section Six. Removal From Office. Any officer (elected or appointed) absent from three consecutive meetings without good cause, may be removed from office by the executive committee, and the vacancy shall be filled by the executive committee and approved by the membership.

## **ARTICLE X**

### **STANDING AND SPECIAL COMMITTEE CHAIRMEN.**

Section One. Standing Committee Chairmen.

- A. The vice president shall be chairman of the membership committee.
- B. The president shall appoint the following standing committee chairmen:

Public Relations	Newsletter
Reservations	Job Bank
Finance	Program
Educational Development	

Section Two. Special Committee Chairmen.

- A. Special committee chairmen may be appointed by the president, as deemed appropriate and necessary with the approval of the executive committee, including but not limited to the following:

Nominations and Elections	Financial Review
Seminar	Historian
Social	CLA Study Group
Paralegal Week	Pro Bono
Hospitality	

B. Virginia Alliance of Paralegal Associations. The president shall, with the approval of the executive committee, appoint two (2) directors to represent and vote on behalf of this association at Alliance meetings. The president of this association shall serve as an alternate director. This association will have one (1) vote at Alliance meetings. Annual dues to the Virginia Alliance shall be paid by this association.

## ARTICLE XI

### DUTIES OF ELECTED AND APPOINTED OFFICERS AND CHAIRMEN

Section One. President. The president shall (i) preside at all Business, special, annual, and executive committee meetings; and (ii) be ex-officio (non-voting) member of all committees except the nominations and elections committee.

Section Two. Vice President. The vice president shall exercise the function of the president in the absence or disability of the president, and when so acting, shall have all of the powers and authority of the president. The vice president shall be chairman of the membership committee, which committee 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 executive committee for acceptance or rejection. Upon approval of membership, application forms shall be signed by this officer and delivered to the treasurer with dues payment.

Section Three. Recording Secretary. The recording secretary shall be responsible for (i) preparing and keeping permanent minutes of all meetings; (ii) appending the treasurer's report to the minutes; and (iii) making minutes of any meeting available to any member of this association or the NAIA president upon request.

Section Four. Treasurer. The treasurer shall (i) handle receipts and disbursements of association funds in an account or accounts in the name of the association; (ii) present a proposed budget for initial approval by the executive committee prior to presentation to the membership for approval at the annual meeting; (iii) be responsible for keeping a current roster of membership and reporting the membership annually to NAIA with the renewal

fee for continued affiliation with NAIA; and (iv) be bonded at the expense of the association if so directed by the executive committee.

Section Five. NAIA Liaison. This officer shall be a NAIA active member; shall be familiar with the NAIA bylaws; shall receive minutes of all NAIA meetings; and shall represent this association at the NAIA annual meeting of affiliated associations. This officer shall report quarterly on this association's activities to NAIA headquarters on forms provided by NAIA headquarters, and shall report all officers' names to NAIA headquarters and the NAIA affiliated associations director.

This officer may submit items this association wishes discussed to the NAIA affiliated associations director and shall participate in discussion sessions at NAIA annual meetings. A report to association members on the NAIA annual meeting will be required.

This officer shall notify the NAIA affiliated associations director of any changes in this association's bylaws within sixty (60) days of passage. This officer shall be the main contact between NAIA and this association. This officer shall be a member of the governing body of this association.

Section Six. Parliamentarian. The Parliamentarian shall (i) attend all meetings and give opinions on parliamentary procedures upon request of the president; (ii) be familiar with this association's bylaws and with NAIA's bylaws, and (iii) automatically chair any special committee appointed for the purpose of revising this association's bylaws.

Section Seven. Corresponding Secretary. The corresponding secretary shall (i) receive and prepare correspondence for this Association as directed by the president; and (ii) assume the duties of recording secretary in the absence or disability of the recording secretary. The corresponding secretary shall serve on the membership committee, and upon request assist the membership chairman by responding to membership inquiries (either by e-mail or postal mail), and sending welcome letters to new members.

Section Eight. Nominations and Elections Committee Chairman. See Article IX of these bylaws.

Section Nine. Financial Review Committee Chairman. The financial review committee chairman shall review the treasurer's books at the close of

the fiscal year prior to the transfer of accounts to the newly elected treasurer. If the incumbent treasurer is elected to a second term, the review will be performed following the annual meeting and prior to the next membership meeting.

**Section Ten. Public Relations Committee Chairman.** The public relations committee chairman shall prepare or edit and approve news releases for media coverage and materials for publication on behalf of this association.

**Section Eleven. Newsletter Committee Chairman.** The newsletter committee chairman shall prepare and publish a newsletter on behalf of this association at such intervals and as directed by the executive committee.

**Section Twelve. Reservations Committee Chairman.** The reservations committee chairman shall (i) serve as the contact between the association and the facility at which dinner meetings are held; and (ii) negotiate with such facility or other facilities on behalf of this association at the direction of the executive committee.

**Section Thirteen. Seminar Committee Chairman.** The seminar committee chairman shall plan and present educational seminars as directed by the executive committee, in cooperation with the chairman of the educational development committee.

**Section Fourteen. Program Committee Chairman.** The program committee chairman shall plan and make all necessary arrangements for programs to be presented at membership meetings in cooperation with the chairman of the educational development committee.

**Section Fifteen. Social Committee.** The social committee chairman shall plan and make all necessary arrangements for a social event in cooperation with the executive committee.

**Section Sixteen. Educational Development Committee.** It shall be the duty of this committee to assist with the planning of seminars, and shall be responsible for assisting the program chairman in fulfilling the educational requirements that this association holds a minimum of four (4) educational events or a total of 10 hours of education during each fiscal year in order to maintain affiliation with NALA. The chairman shall have available at each educational program, including seminars, attendance forms as requested by

the membership.

Section Seventeen. Virginia Alliance Directors. The directors to the Virginia Alliance of Paralegal Associations shall represent this association at all meetings of the Alliance. Terms of appointment of directors shall be as set forth in Article X, Section Two. B. of the bylaws of this association.

Section Eighteen. CIA Study Group Committee Chairman. The CIA study group committee chairman may establish and conduct an annual CIA study group in cooperation with the chairman of the educational development committee.

Section Nineteen. Finance Committee Chairman. The finance committee chairman shall develop programs intended to augment the income of this association.

Section Twenty. Pro Bono Committee Chairman. The pro bona committee chairman shall serve as liaison between this association and any bar association in providing pro bona paralegal services by members of this association.

Section Twenty-one. Job Bank Committee Chairman. The job bank committee chairman shall maintain a job referral service for members of this association.

Section Twenty-two. Historian. The historian shall be responsible for documenting the events of this association with pictures, letters, mementos, etc., collected throughout the year and with maintaining the history book of the association.

Section Twenty-three. Paralegal Week. This committee's chairman shall plan and make all necessary arrangements for this event in cooperation with the executive committee.

Section Twenty-four. Miscellaneous. All elected and appointed officers and standing and special committee chairmen shall perform such other duties as are set forth in the promulgated standing rules of this association, or in the VAPPA Leadership Manual, as revised from time to time, where not in conflict with these bylaws.

Section Twenty-five. Hospitality Committee. The chairman shall serve as a member of the membership committee, meet and greet members and guests at all functions of this association, and arrange for pairing each new member with a mentor who can be of assistance to the new member.

## **ARTICLE XII**

### **INDEMNITY OF OFFICERS, DIRECTORS AND AGENTS**

Each person now or hereafter a director, officer, or agent of this association or who serves at its request as a director, officer, or agent of any other association in which it has an interest, shall be indemnified by this association to the fullest extent as may be allowed by the laws of the Commonwealth of Virginia.

## **ARTICLE XIII**

### **FISCAL YEAR**

The fiscal year of this association shall be from May 1 to April 30.

## **ARTICLE XIV**

### **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. Violations of the NAIA Code shall be grounds for immediate dismissal from membership and/or removal from office, as set forth in Article 1V of these bylaws.

## **ARTICLE XV**

### **AMENDMENTS TO BYLAWS**

Bylaw amendments (not in conflict with NAIA bylaws) may be adopted by two-thirds (2/3) of the active members present at any Business meeting after due notice to the membership. The NAIA Affiliated Association Director must be advised of any amendments within sixty (60) days of passage.



## EMERGENCY AMENDMENTS TO BYLAWS

A. The Board may adopt bylaws to be effective only in an emergency defined in subsection D. The emergency bylaws, which are subject to amendment or repeal by the members, may make all provisions necessary to manage the association during the emergency including:

1. Procedures for calling a meeting of the board and/or members;
2. Quorum requirements for the meeting; and
3. Designation of additional or substitute board members.

B. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

C. Association action taken in good faith in accordance with the emergency bylaws binds the association.

D. An emergency exists for purposes of this section if a quorum of the association's board and/or membership cannot readily be assembled because of some catastrophic event.

## ARTICLE XVI

### DISSOLUTION

In the event of dissolution of this association, all properly and assets 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 this association, notice having been given to members of this association and the NALA Affiliated Associations chairman at least fifteen (15) days prior to the meeting. In no event shall any of such properly and assets be distributed to any member or private individual.

## ARTICLE XVII

### RETENTION OF AFFILIATION

A. Affiliation with the National Association of Legal Assistants, Inc., is renewable each year by payment of an affiliation fee attached to a current membership roster. In the event of suspension of affiliation, this association may re-affiliate with NALA by submitting a new application with membership roster, bylaws, sample of educational programs, petition, and current initial fee.

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

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

Amendments to these Bylaws, as incorporated herein, were adopted by the membership on April 6, 1993, on April 3, 2001, on July 16, 2001, and on September 10, 2002, and name change approved by the State Corporation Commission on November 21, 2002; amendment approved June 1, 2004; amended April 12, 2005; amended April 11, 2006; amended May 12, 2013, amended April 17, 2020.