

NORTHWEST FLORIDA PARALEGAL ASSOCIATION
Post Office Box 1333
Pensacola, FL 32591-1333
www.nwfpa.com

BYLAWS

ARTICLE I
NAME

The name of this Association shall be NORTHWEST FLORIDA PARALEGAL ASSOCIATION (NWFPA or Association). This Association shall be affiliated with the National Association of Legal Assistants, Inc. (NALA).

ARTICLE II
OBJECTS AND PURPOSE

- To establish good fellowship among Association members, NALA, and members of the legal community.
- To encourage a high order of ethical and professional attainment.
- To further education among members of the profession.
- To encourage membership of this Association and increase participation in the legal community.
- To cooperate with Bar associations and other members of the legal community.
- To furnish information concerning state and national trends pertinent paralegals.
- To support and carry out the programs, purposes, aims, and goals of NALA.

ARTICLE III
POLICY

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

ARTICLE IV
PARALEGAL DEFINED

In conformity with The Florida Bar Rules and the NALA Code of Ethics, the Association recognizes and affirms that the title and term 'Paralegal' is defined as follows:

1. A legal assistant or paralegal is a person qualified by education, training, or work experience who is employed or retained by a lawyer, law office, corporation, governmental agency, or other entity and who performs specifically delegated substantive legal work for which a lawyer is responsible. (ABA 1997; NALA adopted by resolution 2001.)

Rules Governing the Florida Bar:

2. Rule 4-5.3 Use of Titles by Non-Lawyer Assistants. A person who uses the title of paralegal, legal assistant, or other similar term when offering or providing services to the public must work for or under the direct supervision of a lawyer or law firm.
3. Rule 10-2.1(b) Paralegal or Legal Assistant. A Paralegal or legal assistant is a person qualified by education, training, or work experience, who works under the supervision of a member of The Florida Bar and who performs specifically delegated substantive legal work for which a member of The Florida Bar is responsible. A non-lawyer or a group of non-lawyers may not offer legal services to the public by employing a lawyer to provide the lawyer supervision required under this rule.

ARTICLE V
MEMBERSHIP

A. Qualifications for Active Members

Active membership is open to any individual who is employed as a paralegal, as defined above, and meets at least one of the following requirements. This is the only membership classification which carries full voting privileges. Student members, Sustaining members, Associate Members, and Patron Members shall not be qualified to vote. Active members are also the only NWFPA members who may serve as members of the Executive Committee or committee chairs.

1. Any individual who has successfully completed the Certified Paralegal examination (CP) of NALA, or the Paralegal Advanced Competency Examination (PACE) of NFPA whose certification has not expired, or

2. Any individual who has graduated from an ABA approved program of study for paralegals, or
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, or
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 months of on-the-job training as a paralegal, whose attorney/employer attests that such person is qualified as a paralegal, or
5. Any individual who has a minimum of two years of on-the-job training as a paralegal, whose attorney/employer attests that such person is currently employed as a paralegal as defined in Article IV above.
6. Any individual who has received a baccalaureate degree in any field, from a college or university that is institutionally accredited, plus not less than six months in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal as defined in Article IV above, or
7. 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, as defined in Article IV above, or
8. Any individual who is registered with the Florida Bar as a Florida Registered Paralegal in good standing.

B. Qualifications for Student Members

Student membership is open to any individual who is an actively enrolled student in good standing in a paralegal program at any college, junior college, university, or other school, which school and program is a.) ABA approved, or, b.) Institutionally accredited and requires not less than the equivalent of 60 semester hours of classroom study, and who submits an attestation signed by a professor or administrator of such program attesting to such enrollment. Individuals employed full-time as a paralegal while pursuing a course of study as a paralegal are not eligible for student membership.

In the event a student member completes schooling during the Association's fiscal year, student membership may be extended until August 1st of the current year following completion of schooling. At that time, the member must become an Active member of this Association.

Student members shall have all the rights and privileges of membership, except they may not vote, be Chair of a committee, or be elected as an Officer on the Executive Committee.

C. Qualifications for Sustaining Members

Sustaining membership is open to any individual who meets one of the following qualifications:

1. Individuals who previously were Active Members but have now retired from the paralegal profession, or
2. Individuals meeting the requirements of Active Membership but not currently employed as a paralegal, or
3. Individuals who previously were NWFPA members but have moved out of the area and wish to maintain membership in NWFPA.

Sustaining members shall have all the rights and privileges of membership, except they may not vote, be Chair of a committee, or be elected as an Officer on the Executive Committee.

D. Qualifications for Associate Members

Associate membership is open to any individual who meets at least one of the following qualifications:

1. Members of bar associations endorsing the paralegal concept or involved in the promotion of the paralegal profession, or
2. Members of the educational field endorsing the paralegal concept or involved in the promotion of the paralegal profession, or
3. Schools offering paralegal education programs that are either approved by the American Bar Association or in substantial compliance with its guidelines and accredited by a nationally recognized accrediting agency, or

4. Individuals directly involved in the supervision of paralegals.

Associate members shall have all the rights and privileges of membership, except they may not vote, be Chair of a committee, or be elected as an Officer on the Executive Committee.

E. Qualifications for Patron Membership

Patron membership is open to those individuals or organizations which support the principles, objectives, and programs of the NWFPA and the promotion of the paralegal profession through their endorsement and contributions.

Patron members shall have all the rights and privileges of membership, except they may not vote, be Chair of a committee, or be elected as an Officer on the Executive Committee.

Determination of Membership Eligibility: The Membership Committee shall determine an applicant's eligibility for membership based upon the standards set forth in this article. The Membership Chair, after becoming satisfied as to the eligibility of the applicant, shall present the name and application of the applicant to the Executive Committee at the next regularly scheduled Executive Committee meeting and make his/her recommendation to the Executive Committee. The Executive Committee shall by a majority vote either accept or reject the applicant to the appropriate category of membership. Upon acceptance of an applicant, the Membership Chair shall certify the name of such new member to the Secretary and Treasurer. Upon rejection, the Membership Chair shall notify the applicant of his/her rejection and the application fee shall be returned to the applicant. An applicant is not deemed to be vested with membership until notified of his/her admittance as a member by the Membership Chair.

The Association reserves the right to deny or revoke membership to any individual who fails to meet the definition of paralegal as defined in Article IV above and/or the requirements for membership as set forth in this article.

ARTICLE VI
APPLICATION FOR MEMBERSHIP

Applications for membership shall be submitted to the Membership Chair of the Association on forms approved by NALA and the Association's membership. The forms shall clearly state that the Association is an affiliated association of NALA and that all members are bound by the NALA code of Ethics and Professional Responsibility in addition to any code adopted by this Association. Approval of membership shall be noted on the membership application and retained by the Membership Chair.

ARTICLE VII
DUES AND ASSESSMENT

A member's initial annual dues shall be payable upon submission of application for membership. Dues shall not be pro-rated and shall become due on August 1st of each year, payable by October 1st. The annual dues for membership shall be fixed by the Association's Executive Committee.

Renewal applications and dues for all members will be accepted until October 31st. No application for renewal will be accepted thereafter, and any member who has not renewed by October 31st will be dropped from the Association's roll and no longer deemed a member vested with the rights and privileges of membership. Any individual wishing to reinstate his/her membership after October 31st must submit a new application for membership, including all requisite documentation, and will be subject to approval of the Executive Committee.

ARTICLE VIII
MEETINGS

The Association shall meet on the fourth (4th) Tuesday of each month during the lunch hour and at such other Association sponsored seminars or workshops as declared by the organization.

Special general meetings may be called by the President upon seven (7) days notice in writing or by electronic transmission to all members of record.

Special Executive Committee meetings may be called by the President upon five (5) days notice in writing or by electronic transmission to all Executive Committee members.

Annual business meetings shall be held in September for the purpose of electing officers, hearing reports of officers and chairs, and presenting a forecasted budget for the ensuing fiscal year for informational purposes. Notice of the annual meeting shall be in writing or by electronic transmission to all members of record at least thirty (30) days prior to the meeting. Notice will also contain the slate of candidates for office.

It is required that this Association hold a minimum of four 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 regular membership meetings.

ARTICLE IX
QUORUM

One-fourth (1/4) of the Active membership of this Association shall constitute a quorum for the transaction of business. A majority vote of the Active Members present is required to approve any action, except amendments to the Bylaws, which must be approved by two-thirds (2/3) vote of the Active Members present at any meeting where a motion for such amendment is presented for vote. In the event of a vote on dissolution of the Association, a quorum shall consist of two-thirds (2/3) of the Active membership of the Association.

ARTICLE X
ELIGIBILITY TO VOTE AND VOTING

Only Active members in good standing forty-five (45) days before the annual meeting or any special or other meeting shall have been called to order where a motion is presented for a vote shall be qualified to vote.

Unless otherwise stipulated herein, notice and information must be provided (via mail, facsimile or e-mail) to members of each monthly meeting, including information regarding any item(s) that will be voted upon at the meeting, no later than seven (7) days prior to the meeting date.

ARTICLE XI
OFFICERS, EXECUTIVE COMMITTEE AND CHAIRPERSONS

The elected officers shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer, NALA Liaison, and Parliamentarian. The Past President Ex Officio ("Past President"), shall also serve on the Executive Committee with the same rights as the other members of the Executive Committee, except that the Past President may only vote on business brought before the Executive Committee in the event of a tie vote. Other representatives or agents of the Association may be appointed by the Executive Committee on an as-needed basis.

The Executive Committee shall be comprised of the elected officers and the Past President and shall serve as the Board of Directors of the Association. The Executive Committee shall act as planning committee, bringing recommendations to the membership for a vote. The Executive Committee shall meet at such times as called by the President.

Term of office shall be one (1) year, with the exception of the office of NALA Liaison, which shall be two (2) years. No officer shall serve in the same position more

than two consecutive years.

No officer or member shall be compensated for association duties. However, persons may be reimbursed for out-of-pocket expenses in connection with Association related activities, provided the expenses have been authorized prior to expenditure by the Executive Committee. The Executive Committee shall have the power to authorize expenditures up to \$400.00 without need of approval of the membership.

ARTICLE XII **ELECTION OF OFFICERS**

The Nominations and Elections Chair shall at least sixty (60) days prior to the Annual Meeting of the Association present a slate of candidates to the membership for election. No name shall be on the slate without the consent of the candidate. Nominations from the floor shall be accepted and election shall be by majority vote of the Active Members present.

Names of elected officers must be presented by the President by the first meeting of the new fiscal year.

Unexpired terms of office shall be filled by appointment of the Executive Committee.

Any officer (elected or appointed) absent from three consecutive meetings without good cause, may be removed from office by the Executive Committee.

Names of newly elected or appointed persons shall be submitted to the NALA Headquarters and Affiliated Society Chair at least (30) days after election and/or appointment.

In order to qualify to run for the office of President, a candidate must have previously served at least one full term in any position on the Board.

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

Officers must be Active members of this Association.

ARTICLE XIII **SPECIAL COMMITTEE CHAIRS**

The President may appoint special committee chairs as needed.

ARTICLE XIV
DUTIES OF ELECTED AND APPOINTED OFFICERS

The following list of officers shall comprise the Executive Committee of the Association. The duties listed below denote the primary duties only of each office; refer to the Association's Policy Manual for any additional duties prescribed for the office.

The **PRESIDENT** shall:

Preside over all Executive Committee meetings and membership meetings;

Appoint special committee chairs as provided by these Bylaws;

Pass files to successor immediately upon installation and shall cause the files of all other officers and chairs to be passed to respective successors no later than the first meeting of the Executive Committee of the new fiscal year;

Be ex-officio (non-voting) member of all committees except the Nominations and Elections Committee;

Oversee all committees;

Call a meeting of all committee chairs within sixty (60) days of assuming office;

Timely call and properly notice each monthly Executive Committee meeting;

Prepare the agenda for each monthly membership meeting and Executive Committee meetings;

Direct possession of the mailbox key;

Report to the Executive Committee the activity of each committee as needed;

Promote continuing legal education within the Association;

Promote relationships with legal and community organizations which further and promote the objectives and purposes of the Association.

The **FIRST VICE-PRESIDENT** shall:

Preside and assume all duties assigned to the President in the President's absence;

Obtain a guest speaker for program meetings, send confirmation letters and "thank you" notes to guest speakers, and introduce guest speakers at meetings;

Provide notice and information (via mail, facsimile or e-mail) to members of each monthly meeting, including information regarding any item(s) that will be voted upon at the meeting, no later than seven (7) days prior to the meeting date;

Shall be the Association's liaison in dealing with all vendors in the development, maintenance, and support of the Association's website, LinkedIn Group, or any other internet presence established by the Association;

Automatically be a member of the Seminar Committee;

Work with other organizations which may desire to co-sponsor any workshop or seminar.

The **SECOND VICE-PRESIDENT** shall:

Preside and assume all duties assigned to the President in the absence of the President and First Vice-President;

Automatically be the chair of the Student-Liaison Committee and be charged with the responsibility of developing programs to promote and further relationships between the Association and the paralegal programs of junior colleges, colleges, universities, or other qualified educational institutions which endorse and promote the paralegal concept and profession;

Automatically be a member of the Seminar Committee;

Work with other organizations which may desire to co-sponsor any workshop or seminar.

The **SECRETARY** shall:

Be responsible for keeping minutes of all Executive Committee meetings, business meetings, and any other meeting where a motion is presented and/or a vote is taken, and maintain permanent minutes;

Upon request of the NALA President, furnish minutes of any meetings;

Respond to any correspondence at the request of the President;

Receive and handle any violations of the Code of Ethics and Professional Responsibility pursuant to the provisions of Article XVII of these Bylaws;

Respond to inquiries concerning membership within the Association;

Prepare and distribute new member packets.

The **TREASURER** shall:

Deposit all funds and make disbursements, subject to approval of the Executive Committee, and as provided in the budget;

Collect and account for all funds collected for membership dues, seminars, luncheons and any other special functions;

Make luncheon reservations for the monthly meetings;

Discuss with the Board the budget for the ensuing fiscal year;

Not pay any expenses exceeding \$400.00 unless it has been approved by the membership before obligation to pay;

Pay all disbursements of the Association funds with Association checks;

Submit a written financial report at each quarterly business meeting to be attached to official minutes as part of permanent record, also submit a copy of this report to the Executive Committee at least one week prior to the date of each quarterly meeting;

Along with such other designated Association officer(s) be responsible for keeping a current roster of membership;

Be the records custodian of the letter of determination of the tax exempt status from the IRS and maintain the current tax exempt status;

Can be bonded, with premium paid by the Association;

Have books audited by the Audit Committee before the end of his/her term and the books and records are handed over to the new Treasurer.

The **NALA LIAISON** shall:

Be a NALA member as well as a Certified Paralegal;

Be familiar with the NALA Bylaws and Standing Rules;

Receive minutes of all NALA meetings; and shall represent the Association at the NALA annual meeting of affiliated associations;

May represent the Association at the NALA annual meeting, but shall have no vote for the Association until such time as NALA institutes the delegate system;

Shall report quarterly on Association activities to the NALA affiliation chair on forms provided by NALA headquarters;

Report all officers' names to NALA headquarters and the NALA affiliation chair;

Be responsible for reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA;

May submit items the Association wishes discussed to the NALA affiliation chair and shall participate in discussion sessions at NALA annual meetings. A report to Association members on the NALA annual meeting will be required.

Notify the NALA Parliamentarian and affiliation Chair, within sixty (60) days of passage, of any changes in the Associations' Bylaws;

Be the main contact between NALA and the Association and must be empowered to bind the Association; and

Be an advisor to the Seminar Committee.

The **PARLIAMENTARIAN** shall:

Attend all meetings and give opinions on parliamentary procedure upon request of the President and answer any questions on parliamentary procedure of application of the Bylaws to situations arising in meetings or in connection with the business of the Association;

Be familiar with Association Bylaws, NALA Bylaws, and shall receive all proposed bylaw amendments;

Be familiar with *Roberts Rules of Order Newly Revised (current edition)* which shall serve as parliamentary authority for items not covered by these Bylaws or any Association policy manual;

Automatically be the chair of the Membership Committee and be charged with the responsibility of developing programs to encourage membership in the Association;

Notify new members whether or not his/her application was approved by the Executive Committee;

Create, prepare, update and publish the annual Membership Roster with addendum as needed;

Make any changes in the membership application for submission to and approval of NALA, upon direction of President, or by agreement of the Executive Committee;

Notify members who have not renewed by October 31st of their removal from the membership roll of the Association and revocation of the rights and privileges of membership in the Association;

Provide the First Vice-President, Secretary and Treasurer with the name and address of new members for purposes of preparing new member certificates, packets, notifications of meetings, and recording attendance at meetings.

The **PAST PRESIDENT EX OFFICIO** shall:

Offer guidance, historical perspective, and context of the Association's past activities and policies.

ARTICLE XV
FISCAL YEAR

The fiscal year of this Association shall be from October 1 to September 30. Quarterly business meetings shall be held in the months of September, December, March, and June of each year, unless determined by the Executive Committee that it is in the best interest of the Association to hold such meetings in a different month.

ARTICLE XVI
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. (NALA) as adopted by NALA, as amended; the Florida Bar Rules of Professional Conduct and various opinions of the Florida Bar Professional Ethics Committee as relating to paralegals or non-lawyers; and any other code so adopted by the membership of this Association. Violations of said Code or Rules shall be grounds for immediate dismissal from membership and/or removal from office.

If a violation of the Code of Ethics and Professional Responsibility is lodged against a member of this Association, it shall be in writing and presented to the Secretary who shall immediately bring it to the attention of the President. Within five days of the presentation of the written complaint, the President shall appoint one or more members of the Association to conduct an investigation into the circumstances giving rise to the charge. The President shall notify the Secretary of the appointed person(s), and the Secretary shall immediately notify the accused member of the charges lodged and the identity of the person(s) appointed to investigate them. The written report of the investigation shall be returnable to the President within fifteen (15) days with a copy of the same being provided to the accused member. A two-thirds vote of the members of the Executive Committee shall be required to terminate membership. The terminated member shall have the right to appeal the decision of the Executive Committee to the membership of this Association for consideration at the next regularly scheduled business meeting. A two-thirds vote of the Active Members present at said meeting shall be required to reverse the actions of the Executive Committee.

Any member found to be in violation of the Florida Bar Rules of Professional Conduct, upon investigation and determination by the Florida Bar, shall have his/her membership revoked. Notification of such revocation shall be delivered by the President in writing to the member. The terminated member shall have the right to appeal revocation of his/her membership to the membership of this Association for consideration at the next regularly scheduled business meeting. A two-thirds vote of the Active Members present at said meeting shall be required to rescind the revocation and reinstate membership.

ARTICLE XVII
AMENDMENTS TO BYLAWS

Bylaw amendments not in conflict with NALA Bylaws may be adopted by two-thirds of the Active Members present at any regular meeting. The NALA Parliamentarian must be advised of any amendments within sixty (60) days of passage.

ARTICLE XVIII
DISSOLUTION

In the event of dissolution of this 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 remaining members of the Association, notice having been given to members of the Association at least fifteen (15) days prior to meeting. In no event shall any of such property and assets be distributed to any member or private individual.

ARTICLE XIX
RETENTION OF AFFILIATION

Affiliation with NALA is renewable each year by payment of an affiliation fee and presentation of 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 affiliation fee.

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

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

ARTICLE XX
REMOTE COMMUNICATIONS AND ELECTRONIC TRANSMISSIONS

1. Any notice of:
 - a.) the time, place, and purpose of any meeting as specified in these Bylaws; or
 - b.) any vote of the members or executive committee of the Association; or
 - c.) a vote of a committee as specified in these Bylaws

shall be deemed given if delivered in writing, by facsimile or by electronic transmission. If notice or vote is given by electronic transmission, the notice or vote is given when

electronically transmitted to the individual entitled to receive the same in a manner authorized by the Association.

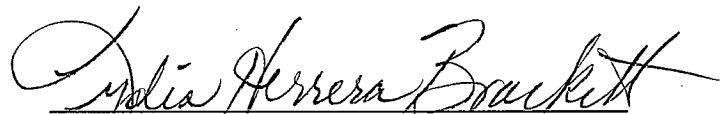
2. The Executive Committee is authorized and empowered to carry out its duties and responsibilities via electronic transmission, including voting on business brought before the Executive Committee between regularly scheduled meetings of the Executive Committee. Executive Committee voting via electronic transmission shall be conducted in a manner which facilitates open discourse and time for all members of the Executive Committee to comment on the business before the President calls for a vote. Upon the close of voting, the President shall formally announce the outcome of the vote to the Executive Committee. The Secretary shall maintain a copy of the final outcome of all votes conducted in this manner with the regular minutes of the Association.

In no instance shall any vote of the members of the Association be conducted by electronic transmission.

ARTICLE XXI
POLICY MANUAL

The Executive Committee may establish a policy manual to further guide and define the responsibilities of the Association officers and committees, and in the best interests of the Association shall have the discretion to amend same from time to time. In the event a conflict arises between the Bylaws and the Policy Manual, the Bylaws shall be the controlling authority until such time that either the Policy Manual is revised or the Bylaws are amended to resolve the conflict.

THESE BYLAWS were adopted by a two-thirds vote of the Active Members present at a duly noticed meeting of the Northwest Florida Paralegal Association this 24th day of June, 2010.


Lydia Herrera Brackett, President


Elizabeth F. Miller, Secretary