



# **Bylaws of the Capital Area Paralegal Association**

Last Revised January 25, 2017

## **ARTICLE I - NAME**

The name of the corporation is the CAPITAL AREA PARALEGAL ASSOCIATION and will be referred to hereinafter as "the Association" or "CAPA." This Association shall be affiliated with the National Association of Legal Assistants, Inc., which shall be referred to hereinafter as "NALA." As used in these Bylaws, the terms "paralegal" and "legal assistant" are used interchangeably, and have the meaning ascribed to them in the CAPA Code of Ethics.

## **ARTICLE II - PURPOSES**

1. To further education among members of the profession.
2. To promote and protect the general professional interests of paralegals in Austin, Texas, and the surrounding area.
3. To involve paralegals in the shaping of guidelines affecting the regulation and development of the paralegal profession.
4. To provide a forum for an exchange of viewpoints on matters of professional interest.
5. To fairly represent both public and private sector paralegal interests.
6. To establish good fellowship among Association members, NALA and members of the legal community.

7. To encourage a high order of ethical and professional attainment.
8. To cooperate with bar associations and other law-related organizations.
9. To support and carry out the programs, purposes, aims and goals of NALA.

### **ARTICLE III - POLICY**

The Association shall be non-profit, non-partisan, and non-union. The Association shall not discriminate on the basis of age, race, sex, creed, religion, or sexual orientation. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of NALA or of the policies of NALA.

### **ARTICLE IV - OFFICE AND REGISTERED AGENT**

*Section 1.* The principal office of the Association, and other such offices as may be established, shall be located at such place or places, within the State of Texas, as may be designated by the Board of Directors. The Association shall continuously maintain, within the State of Texas, a registered office at such place as may be designated by the Board of Directors.

*Section 2.* The Association shall continuously maintain, within the State of Texas, a registered agent which agent shall be designated by the Board of Directors. Any change in the registered office or registered agent shall be accomplished in compliance with the State of Texas Nonprofit Corporation Act.

### **ARTICLE V - MEMBERSHIP**

*Section 1. Membership Application and Criteria.* The membership application forms should clearly state that the Association is an affiliated association of NALA and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by the Association. The Association shall have four classes of membership. The designation, qualification, and rights of each class shall be as follows:

*A. Voting Members.* Any person currently employed as a paralegal, or working at least 30 hours a week as a freelance paralegal, upon attorney verification, who meets one of the following criteria: (a) four-year degree; (b) completion of paralegal certificate program; (c) five years of paralegal experience; (d) NALA or NFPA certification; or (e) TBLS certification may join the Association as a voting member upon payment of annual dues. Voting members shall have the right to use the job bank. The following rights and privileges shall vest exclusively in voting members of good standing:

1. The right to vote on any matter submitted to any regular, annual or special membership meeting.
2. The right to hold office in the Association.

3. The right to elect those officers who comprise the Board of Directors of the Association.
4. The right to adopt and amend the Articles of Incorporation or the By-Laws of the Association.
5. The right to establish the amount of the Association's annual dues.

*B. Associate Member.* Any person who:

1. is currently employed as a legal assistant, but has not yet satisfied requirements (a) - (e) of Voting Membership; or
2. is presently employed as a coordinator or supervisor of the legal assistant program within a law firm, governmental agency or corporate legal department; or
3. is not currently employed as a legal assistant, but has completed a paralegal training program;
4. has previously been employed as a legal assistant, but is not employed at the time of application; or
5. is currently employed as a paralegal or has previously been employed as a paralegal but does not reside or work in the Austin metropolitan area.

may become an associate member upon payment of annual dues. Such a member in good standing may fully participate in the affairs of the Association, including serving on or chairing a committee and using the job bank, but shall not vote, hold office, or have any other rights or privileges held exclusively by voting members. Upon meeting the requirements of a voting member, an associate member may either immediately submit a change of status form applying for voting membership in the Association or apply for voting membership at the beginning of the next calendar year.

*C. Student Members.* Any person involved in a paralegal training program may join the Association as a student member upon payment of annual dues for student members. A student member in good standing may fully participate in the affairs of the Association including serving on a committee, but shall not vote, hold office, serve as a director or a chairperson of a committee or have any other rights and privileges held exclusively by voting members. When such student member is within one month of graduation from a paralegal program, that member may then be permitted to use the Association's job bank. Upon completion of the training program and receipt of a certificate therefor, student members may either immediately submit a change of status form, applying for voting membership or associate membership in the Association, or apply for voting membership or associate membership in the Association at the beginning of the next calendar year.

*D. Sustaining Members.* Any lawyer, law firm, agency, paralegal training program, vendor, or institution which shares the purposes of the Association as set forth in Article II may become a sustaining member upon payment of the annual dues for sustaining members. A sustaining member in good standing may fully participate in the affairs of the Association including serving on or chairing a committee, but shall not vote, hold office, or have any other rights or privileges held exclusively by voting members.

*E. Emeritus/Lifetime Members.* A person eligible for emeritus/lifetime membership shall be any person who is a former active voting member of the Association who has served either as an officer/director or as a Committee Chair of the Association, who is no longer working as a paralegal and has retired from the profession. An emeritus/lifetime member in good standing may fully participate in the affairs of the Association, but shall not have the right to vote or serve on the board of directors of the Association. An emeritus/lifetime member may re-apply for voting membership (if he/she returns to the paralegal profession) at such time that he/she satisfies the criteria for voting membership by completing and submitting the then-current voting membership application.

## *Section 2. Membership Meetings.*

- A. The Association shall hold an annual meeting in May of each year. The exact time and place of such meeting shall be determined by the Board of Directors for the convenience of the general membership. Written notice, stating the place, day, and hour of the annual meeting, shall be provided at least ten days before such meeting.
- B. No notice shall be required for "regular" meetings of the Association unless such meeting falls on a holiday. "Regular" meetings shall be defined as those meetings of the Association held once every month for the purpose of conducting current business.
- C. The Association may hold special meetings. A quorum of the voting members, the President, the Secretary, Treasurer, or a majority of the Board of Directors may call a special meeting of the membership. Written notice stating the place, day, hour and purpose of such special meeting shall be provided, in writing, at least ten days before such meeting.
- D. The Association shall comply with all education requirements established by NALA to maintain NALA affiliation. CLE programs may be held in connection with a regular meeting of the membership.
- E. Voting members of the Association holding one-tenth of the votes entitled to be cast, in person or by proxy, constitute a quorum for any regular, annual, or special meeting where business to be conducted will require a vote of the voting membership. The definition of a quorum may be changed at the discretion of the Board of Directors.

- F. Each voting member shall be entitled to only one (1) vote.
- G. A regular meeting may be adjourned by a majority of the general membership present.

*Section 3. Annual Dues and Initiation Fee.*

- A. Annual dues are due and payable: for new members, immediately upon joining the Association; for renewing members, on January 1 of each year and will qualify a person or an institution as a member in good standing until December 31 of that calendar year, except as provided in paragraphs E and F below.
- B. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each membership category, provided, however, that any change in the amount of annual dues must be approved by a two-thirds vote of the eligible members voting in person or by proxy at any regular or special meeting of the Association, and provided that written notice of the proposed change has been sent to the membership at least ten (10) days prior to the called regular or special meeting at which such proposal is to be considered. Upon approval, any change in the amount of annual dues shall take effect upon 30 days' notice to the general membership. "Notice" may constitute publication of the change in the amount of annual dues in the CAPA Brief.
- C. Annual dues shall be due and payable contemporaneously with making application to join the Association in the amount determined for each membership category.
- D. An initiation fee in the amount of \$10.00 for each membership category shall be due and payable contemporaneously with making application to join the Association. The initiation fee may be waived by the Board of Directors from time to time in its sole discretion.
- E. Each person applying for membership in any membership category between July 1 and October 31 of any year shall pay one-half (1/2) the annual dues for the appropriate membership category, plus the \$10.00 initiation fee.
- F. Each person applying for membership between November 1 and December 31 of any year in any membership category shall pay a full year's dues applicable to such membership category, plus the \$10.00 initiation fee, and such membership will be effective through the end of the next calendar year.

*Section 4. Termination of Membership.* Membership in the Association shall terminate at the end of every calendar year unless the membership is renewed, including payment of applicable annual dues, or unless the Board of Directors permits a grace period for renewal of membership and payment of annual dues. Dues are delinquent beginning March 1 of any calendar year.

*Section 5. Rejection of Membership Applications.* An application for any class of membership shall be rejected if the applicant has not met any one or more of the qualifications as set forth in these Bylaws or the applicant has been convicted of a felony.

*Section 6. Involuntary Termination of Membership.* A member may be expelled and a membership thereby terminated for (a) nonpayment of dues or other assessments, (b) conviction of a felony, or (c) violation of the Code of Ethics adopted by the Association.

## **ARTICLE VI - BOARD OF DIRECTORS**

*Section 1. General Powers and Duties.* The Board of Directors shall be the governing body of the Association. The Board of Directors shall manage, control, and direct the affairs and property of the Association, and oversee the management of the committees. The Board shall have, and may exercise, all powers specified in the Articles of Incorporation and in the State of Texas Non-Profit Corporation Law, as necessary to carry out the purposes of the Association, except as those powers are limited by rights vesting exclusively in the voting membership, as provided in Article V, Section 1(A). By a majority vote of the Board of Directors present and voting, the Board shall from time to time establish, adopt, and amend Standing Rules as necessary to carry out these Bylaws and to serve the purposes of the Association. The Standing Rules, as adopted, shall be placed under a separate heading in the official records of the Association, along with the current Bylaws, and copies of the Bylaws and Standing Rules shall be distributed and/or made available to each Board member.

*Section 2. Composition and Election.* The Board of Directors shall be elected at the annual meeting by a majority of those voting. The Board of Directors shall take office the first day of July following the annual meeting and, except in the case of removal or resignation, shall hold office until the last day of June of the following year or until their successors are elected and take office. The Board of Directors shall consist of the offices of President, President-Elect, Secretary, Treasurer, and Parliamentarian/Historian, and other such offices as shall be deemed necessary by a majority of eligible members voting. Names of newly elected officers shall be submitted to NALA headquarters and the Affiliated Associations Director within thirty (30) days after election. A candidate for any board of director position shall be a voting member.

*Section 3. Term Limits.* No officer shall serve more than two (2) consecutive terms in the same capacity.

*Section 4.* The requirements and duties of the officers of the Association shall be as follows:

- A. *President.* The President is the official spokesperson of CAPA, shall serve as Chairperson of the Board of Directors and preside over all meetings, and shall have general and active management of the business of the Association. The President shall serve as liaison to other paralegal organizations and law-related

organizations, such as bar associations. The President shall prepare agendas for meetings, ascertain all business, be apprised of all items, guide all actions to their proper conclusion, and see that all orders and resolutions of the Board of Directors are carried into effect. The President shall act as custodian of all records, documents and papers of the Association jointly with the Secretary.

- B. *President-Elect.* A member shall have completed at least one year of service as a CAPA board member or as a chairperson of one of CAPA's committees prior to being installed as President-Elect. The President-Elect shall become thoroughly familiar with the operations, goals, projects and responsibilities of the Board of Directors, assist the President and other directors in their duties, formulate plans for his or her term of office as president, and represent the members of the Association before the Board.

The President-Elect shall serve as NALA liaison. The President-Elect shall be a NALA member, shall be familiar with the NALA Bylaws and Standing Rules, shall receive minutes of all NALA meetings, and may represent the Association at the NALA annual meeting of affiliated associations. If attending a NALA meeting, this officer shall duly represent the Association. A report to Association members on the NALA annual meeting will be required. This officer shall comply with all NALA reporting requirements. This officer shall, within sixty days of passage, notify the NALA Parliamentarian and Affiliated Associations Director of any changes in the Association's bylaws. This officer shall be the main contact between NALA and the Association. Payment of any NALA dues or expenses required for the NALA liaison to perform these duties will be made by the Association.

- C. *Secretary.* The Secretary shall perform all duties included in Article VI, Section 9. and represent the members of the Association before the Board. In addition, the Secretary shall prepare accurate minutes of the annual meeting of the Association's membership, and shall act as custodian of all records, documents, and papers of the Association jointly with the President. Association minutes of any meeting shall be available to the NALA President upon request. The Secretary shall handle correspondence between the Board of Directors and persons outside the Association and all other such duties as the Board of Directors or the President may designate.
- D. *Treasurer.* The Treasurer shall handle and disburse all funds of the Association and handle all banking matters, as specified by the Board of Directors, and represent the members of the Association before the Board. The Treasurer shall, at every meeting of the Board of Directors, present a financial account to the Board of Directors of the Association's monies. The Treasurer is also responsible for reporting the Membership annually to NALA with the renewal fee for continued affiliation with NALA.
- E. *Parliamentarian/Historian.* The Parliamentarian/Historian shall maintain the Association's archive files, compile a history of the Association, and represent the members of the Association on the Board. The Parliamentarian/Historian shall

also maintain updated Articles of Incorporation, Bylaws, Standing Rules and all other rules or regulations of the Association, and shall consult with the Board, as necessary, concerning any matter involving applicable procedural requirements. In addition, the Parliamentarian/Historian shall keep abreast of and inform the Board and membership of all legislative or regulatory matters affecting the paralegal profession or the Association.

*Section 5. Vacancies.* All vacancies except that of President and President-Elect, occurring in the Board of Directors may, at the discretion of the Board, be filled by a majority vote of the remaining members of the Board of Directors. A director (other than President and President-Elect) elected to fill a vacancy is elected for the unexpired term of that office. The President-Elect shall, in the absence, disability, resignation, or removal of the President, become Acting President and shall perform and exercise the powers of the President for the unexpired term of that office. That person shall then serve the full term as President for which they were elected. The remaining term of the office of President-Elect shall be filled by a special election. The person elected shall serve as the Acting President-Elect for the unexpired term of that office only. The position of President-Elect shall be filled at the next annual meeting by a majority of those voting.

*Section 6. Removals.* A member of the Board of Directors may be removed from office by a two-thirds (2/3) vote of the Board of Directors for good cause shown. No member of the Board of Directors shall be removed at a meeting of the Board of Directors unless each member of the Board, including the member whose removal is to be considered, has been given prior written notice that such action is being considered, or has waived such notice. Notice shall be given by first-class mail to each member's last known address at least ten days prior to the meeting at which the removal shall be considered.

*Section 7. Resignations.* Resignation from the Board of Directors must be presented in writing to the President of the Board, or in the case of the President wishing to resign, then to the President-Elect of the Board of Directors.

*Section 8. Meetings of the Board of Directors.*

- A. Regular meetings of the Board of Directors shall be held at a time and place set by the Board of Directors with notice to be published in the monthly newsletter. A majority of the Board of Directors may cancel the regular meeting for any given month. The last regular meeting of the Board of Directors shall constitute its annual meeting.
- B. Special meetings of the Board of Directors may be called by the President or by at least two (2) members of the Board of Directors. Written notice stating the place, day, hour, and purpose of such special meeting shall be given to all members by the President at least ten (10) days prior to the scheduled meeting. The meetings may be held only within the State of Texas.



- C. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at a meeting, a majority of the Board of Directors in attendance may adjourn the meeting without further notice.
- D. Except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws, all matters shall be decided by a majority of the Board of Directors present at any meeting at which a quorum does exist.
- E. If all directors consent in writing or by telephone to any action which has been taken, or which is proposed, such action shall be valid as though it had been authorized at a meeting of the Board of Directors.

*Section 9.* Minutes of the Board of Directors. The minutes of the Board of Directors' meetings shall be taken by the Secretary. In the Secretary's absence, the Chairperson of the Board shall designate another member to take minutes. Such minutes shall be presented to the Board, and upon approval of the Board, published in the Association's newsletter. Such minutes shall be available for inspection by any Association member or members upon reasonable notice to the Secretary, at a place and time which is mutually convenient.

*Section 10.* Compensation. No member of the Board of Directors shall receive a salary for services. By resolution of the Board of Directors any director may be reimbursed for expenses necessarily incurred on behalf of the Association.

## **ARTICLE VII - COMMITTEES**

*Section 1.* The chairperson of each major committee shall be appointed by the Board of Directors. Each committee shall be formed by its chairperson from the general membership. The chairperson of each committee shall appoint members from the general membership to fill vacancies in such committee, and shall be authorized to remove any committee member if such removal is deemed necessary. The length of committee membership term shall be annual, unless the committee is terminated prior to the end of the term, or unless such member resigns or is removed.

The major committees will be:

- A. *Publications.* It shall be the responsibility of the Publications Committee to publish the Association's newsletter in accordance with guidelines established by the Board of Directors. The Publications Committee may, from time to time, be required to produce other publications of the Association.
- B. *Continuing Education.* It shall be the responsibility of the Continuing Education Committee to develop programs, seminars, and materials relating to continuing education for paralegals, in accordance with guidelines established by the Board of Directors.

- C. *Membership*. It shall be the responsibility of the Membership Committee to develop informational materials relating to the Association, to conduct membership drives, prepare an annual membership directory, and generally to coordinate all membership matters relevant to the Association, in accordance with the guidelines established by the Board of Directors. The Membership Committee is also responsible for keeping a current roster of membership and providing same as needed for transmittal to NALA.
- D. *Program*. It shall be the responsibility of the Program Committee to arrange for speakers, programs and meeting places for general and special meetings of the Association's general membership, in conjunction with other committee coordinators and in accordance with guidelines established by the Board of Directors.
- E. *Job Bank*. The Board of Directors shall appoint one or more persons to coordinate the Job Bank. The Coordinator(s) shall be responsible for working with employers in the private and public sectors to determine job openings, to maintain a list of those members currently seeking employment, and to disseminate resumes to prospective employers.
- F. *Community Services*. It shall be the responsibility of the Community Services Committee to promote and organize the participation of the Association's membership in activities benefitting the community, in accordance with guidelines established by the Board of Directors.

*Section 2. Ad Hoc Committees.* The Board of Directors may, from time to time, appoint ad hoc committees to serve on a temporary basis, and the Board shall appoint coordinators of those committees from within the members at large. These committees shall include, but not be limited to, Ethics/Grievance, Bylaws, Budget, etc.

*Section 3. Compensation.* No member of a committee, either standing or ad-hoc, shall receive a salary for services. By resolution of the Board of Directors, any member of a committee may be reimbursed for expenses necessarily incurred on behalf of the Association.

*Section 4. Removals.* A Committee Chair may be removed from office by a two-thirds (2/3) vote of the Board of Directors for good cause shown. No Committee Chair shall be removed at a meeting of the Board of Directors unless each member of the Board, and the Committee Chair whose removal is to be considered, has been given prior notice that such action is being considered, or has waived such notice. Notice shall be given by first-class mail to each member's last known address at least ten days prior to the meeting at which the removal shall be considered.

## **ARTICLE VIII - GENERAL PROVISIONS**

*Section 1. Checks.* All checks, drafts, or other orders for payment shall be signed by such officer or officers or by such Board members as the Board of Directors may, from time to time, designate.

*Section 2. Execution of Instruments.* All official documents of the Association shall be signed by the President except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.

*Section 3. Fiscal Year.* The fiscal year of the Association shall be the calendar year of January 1 through December 31.

*Section 4. Examination of the Financial Records.* The financial records of the Association shall be available for inspection by any Association member, upon reasonable notice to the Treasurer and at a time and place which is mutually convenient.

*Section 5. Proxy Voting.* Proxy voting, executed in writing, shall be permitted in any vote at any meeting of the voting membership. Proxy votes shall state on which issue the vote is to be cast and shall be revocable only prior to the vote on that issue.

*Section 6. 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/or any special rules of order the Association may adopt.

*Section 7. Advisors.* The Board of Directors may, from time to time, invite persons supportive of the purposes of the Association to act in an advisory capacity to the Association.

*Section 8. Former Presidents.* Past Presidents of the Board of Directors shall be ex officio and nonvoting members of the Board of Directors.

## **ARTICLE IX - AMENDMENTS**

These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) vote of the eligible members voting in person or by proxy at any regular or special meeting of the Association, provided written notice of the proposed amendments has been sent to the membership at least ten (10) days prior to the called regular or special meeting at which such amendments are to be considered. However, such bylaw amendment shall not be in conflict with NALA bylaws. NALA must be advised of any amendments within sixty days of passage.

## **ARTICLE X - LIMITATION OF LIABILITY**

The Association shall indemnify and hold harmless the officers, directors, and any others acting on behalf of the Association to the fullest extent provided by the laws of the State of Texas.

## **ARTICLE XI - CODE OF ETHICS**

Every member of this Association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of NALA and the Code of Ethics and Responsibility of this Association.

## **ARTICLE XII - DISSOLUTION**

In the event of dissolution of this Association, all property and assets of the Association shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code. In no event shall any Association property or assets be distributed to any member or private individual.

## **ARTICLE XIII - RETENTION OF NALA AFFILIATION**

The Association shall comply with all requirements necessary to maintain its affiliate membership in NALA.

## **ARTICLE XIV - REMOTE COMMUNICATIONS AND ELECTRONIC TRANSMISSIONS**

*Section 1.* Electronic Transmission. 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 members or directors of the Association; 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 Association. Electronic transmission shall be as defined in the Texas Business Organizations Code or any successor statute.

*Section 2.* Electronic Meetings. The directors, committee members as specified in the Bylaws, and members may participate in a meeting by means of, if available, 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 Section shall constitute presence in person at the meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, a meeting as specified in this Section, may be conducted solely by means of remote communication.

Bylaws, as amended, approved by the members of the Association on October 25, 2017.