

# **CAPITAL AREA PARALEGAL ASSOCIATION**



## **STANDING RULES JANUARY 2018**

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# CAPITAL AREA PARALEGAL ASSOCIATION

## STANDING RULES

*Adopted 12/08/2016  
Revised 01/13/2018*

### PREAMBLE, STATEMENT AND PARALEGAL STANDARDS

#### CAPITAL AREA PARALEGAL ASSOCIATION (“CAPA”)

#### WHAT IS A PARALEGAL?

“Paralegals, also known as legal assistants, are a distinguishable group of persons who assist attorneys in the delivery of legal services. Through formal education, training, and experience, legal assistants have knowledge and expertise regarding the legal system and substantive and procedural law which qualify them to do work of a legal nature under the supervision of an attorney.” --*Definition from NALA’s Code of Ethics and Professional Responsibility of Legal Assistants, July 14, 1995*

“A paralegal is a person, qualified through education, training, or work experience, who is employed or retained by a lawyer, law office, governmental agency, or other entity in a capacity or function which involves the performance, under the ultimate direction and supervision of an attorney, of specifically delegated substantive legal work, which work, for the most part, requires a sufficient knowledge of legal concepts that, absent such assistant, the attorney would perform the task.” --*Definition adopted by the State Bar of Texas Board of Directors, and the Paralegal Division of the State Bar of Texas Adopted June 13, 1987, amended April 2005*

#### PREAMBLE AND STATEMENT

A paralegal must adhere strictly to the accepted standards of legal ethics and to the general principles of proper conduct. Fundamental to the success of any professional association are the integrity of its members and a high standard of conduct. To that end, CAPA has adopted and promulgated a Code of Ethics and Professional Responsibility<sup>1</sup>. Each CAPA member is required to abide by the principles established herein. This Code of Ethics and Professional Responsibility is the foundation of ethical practices of paralegals in the legal community.

These guidelines are not intended to be all-inclusive, but rather to set forth policy in basic areas requiring sound judgment on the part of a paralegal. The enumeration of these canons does not exclude others of equal importance although not specifically mentioned. A paralegal is a non-lawyer, while not admitted to the practice of law in Texas, who has, through education, training and/or experience, demonstrated knowledge of the legal system, legal principles and procedures and whose work involves the performance of substantial paralegal services in rendering direct assistance to an attorney, while under the supervision of the attorney and for whose work said attorney is responsible. In affirming this Code of Ethics, the paralegal is fully cognizant of the burden imposed upon him or her.

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<sup>1</sup> Adopted November 1983

## **CAPA CODE OF ETHICS AND PROFESSIONAL RESPONSIBILITY**

*Canon 1.* A paralegal shall not engage in the practice of law as defined by statutes or court decisions, privately, publicly, directly or indirectly, including but not limited to accepting cases or clients, setting fees, giving legal advice or appearing in a representative capacity in court or before an administrative or regulatory agency (unless otherwise authorized by statute, court or agency rules); the paralegal shall assist in preventing the unauthorized practice of law.

*Canon 2.* A paralegal shall not mislead the public as to such paralegal's status or position.

*Canon 3.* A paralegal shall not perform any of the duties that attorneys only may perform or do things which attorneys themselves may not do.

*Canon 4.* A paralegal shall exercise extreme care in using independent professional judgment and in determining the extent to which a client may be assisted without the presence of an attorney and shall be prohibited from independently acting in matters involving professional legal judgment.

*Canon 5.* A paralegal shall preserve and protect the confidences and secrets of a client and adhere to any statute controlling privileged communication.

*Canon 6.* A paralegal shall not solicit legal business on behalf of an attorney.

*Canon 7.* A paralegal shall not engage in performing paralegal functions other than under the direct supervision of an attorney and shall not advertise or contract with members of the general public for the performance of paralegal functions.

*Canon 8.* A paralegal shall avoid, if at all possible, any interest or association which constitutes a conflict of interest pertaining to a client matter and shall inform the supervising attorney of the existence of any possible conflict.

*Canon 9.* A paralegal shall maintain a high standard of ethical conduct and shall contribute to the integrity of the paralegal and legal profession.

*Canon 10.* A paralegal shall continually strive to maintain a high degree of competency to better assist the legal profession in fulfilling its duty to provide quality legal services to the public.

*Canon 11.* A paralegal shall remain current with developments in the area of law in which such assistant is engaged through continuing legal education.

*Canon 12.* A paralegal shall do all other things incidental, necessary or expedient to enhance professional responsibility and the participation of paralegals in the administration of justice and public service in cooperation with the legal profession.

*Canon 13.* The paralegal shall comply with this Code of Ethics and any enforcement procedures established by the Bylaws of this association.

## **TEXAS PARALEGAL STANDARDS**

On April 21, 2006, the State Bar of Texas Board of Directors approved amending the definition of paralegal above by including "STANDARDS," which are intended to assist the public in obtaining

quality legal services, assist attorneys in their utilization of paralegals, and assist judges in determining whether paralegal work is a reimbursable cost when granting attorney fees. These “STANDARDS” can be located on CAPA’s website, the Paralegal Division of the State Bar of Texas website and a more expansive list is included in the “General Guidelines for the Utilization of the Services of Legal Assistants by Attorneys” approved by the Board of Directors of the State Bar of Texas, May, 1993, on the State Bar of Texas website.

## INTRODUCTION

### A. AUTHORITY.

1. Although many associations have separate constitutions and bylaws, the more common practice today is to combine these in one document as the highest body of rules of the organization and refer to it as the bylaws. CAPA has adopted Bylaws as the fundamental instrument establishing the association, and these Bylaws define the primary characteristics of CAPA, the limitations on the powers of the association, and the rights of its members. However, in order to give an association the greatest freedom to act within its purpose, bylaws should be made no more restrictive nor more detailed in specification than necessary.

2. Standing Rules are rules which are related to the details of the administration of an association and may be adopted or changed as any ordinary act of the association. Generally, they are adopted individually by the governing body at any business meeting, if and when the need arises. In 2016, the Board of Directors (the “**Board**”) saw a need to adopt certain Board policies to carry out the Bylaws and the purpose of CAPA, and it is the expressed desire of the Board to adopt these policies and others as Standing Rules.

3. Pursuant to Article VI, Section 1 of the Bylaws, the CAPA Board hereby adopts the following Standing Rules deemed necessary to carry out the Bylaws and to serve the purpose of CAPA. These Standing Rules shall govern the operation of CAPA where not inconsistent with the Bylaws and may be suspended, amended, rescinded, or expanded from time to time by a majority vote of the Board members present and voting at a duly noticed meeting.

### B. PURPOSE.

1. As suggested in the current edition of *Robert's Rules of Order, Newly Revised*, an association may adopt Standing Rules which are related to the details of the association, can be adopted or changed if the need arises and are best left to the Board between the association's meetings. The business of CAPA must be conducted on a continuous basis without having multiple Bylaw amendments. These Standing Rules are intended to provide the necessary guidance to the Board, the committees, and the general membership in the day-to-day activities of CAPA.

2. Although the Board has the authority to adopt, suspend, amend, rescind, or expand these Standing Rules, the members of the Board are cognizant of their capacity as representatives of the general membership. The Board hereby expresses its desire that the members of CAPA contact their Board with comments, questions, and suggestions with respect to these Standing Rules.

## **I. MEMBERSHIP CRITERIA, PRIVILEGES, POLICIES, DUES AND RENEWALS**

### **A. GENERAL.**

1. For the purpose of determining eligibility for membership in CAPA, paralegal work by a paralegal is considered to be substantive legal work which can only be done in direct assistance to a licensed attorney, distinguishing it from other types of work which can be performed directly for members of the general public.

2. Each application for membership, with the exception of our sustaining members, shall contain:

a. applicant's consent to CAPA's Board and/or member of the Membership Committee contacting present and/or former supervising attorneys for verification or clarification of qualifications for membership;

b. an agreement that the applicant may be subject to a criminal background check;

c. a statement that the applicant has read the Definition of a Paralegal, as set forth in the Preamble of these Standing Rules and has read and agrees to be bound by the Code of Ethics and Professional Responsibility adopted by CAPA and NALA;

d. On voting membership there shall be included a written verification signed by a duly licensed attorney affirming that the applicant applying for active membership under Section I.B.1-4 is employed full time as a paralegal or works at least 30 hours per week as a freelance paralegal in the State of Texas under the direct supervision of a duly licensed attorney performing specifically delegated substantive legal work;

e. On associate membership there shall be included a written verification that the applicant has met the requirements for an associate membership under Section I.C.1-4;

f. On student membership there shall be included a written verification by the registrar of the applicant's school that the applicant meets the requirements for a student membership under Section I.D.1;

g. certification by the applicant that he/she meets one of the criteria for membership as set out by Section I.B, C, D, E, or F of these Standing Rules; and

h. certification that the applicant has never been convicted of any felony.

### **B. CRITERIA FOR VOTING MEMBERSHIP.**

An applicant is eligible and may apply for voting membership if the applicant works full-time as a paralegal or works at least 30 hours per week as a freelance paralegal in the State of Texas under the direct supervision of a duly licensed attorney performing specifically delegated substantive legal work and also meets one of the following criteria:

1. Successful completion of a four-year or higher degree in any field; or

2. Successful completion of a paralegal program; or
3. Have a minimum of five (5) years of paralegal experience under the direct supervision of a duly licensed attorney; or
4. Successful completion of a voluntary specialty certification examination administered by the Texas Board of Legal Specialization (TBLS), or a voluntary certification examination (CP or ACP) administered by NALA – The Paralegal Association (NALA), or a voluntary certification examination (RP or CRP) examination administered by the National Federation of Paralegal Associations, Inc. (NFPA).
5. A voting member in good standing has the following rights and privileges:
  - a. The right to vote on any matter submitted to any regular, annual or special membership meeting.
  - b. The right to hold office in CAPA.
  - c. The right to elect those officers who comprise the Board of CAPA.
  - d. The right to adopt and amend the Articles of Incorporation or the Bylaws of CAPA.
  - e. The right to establish the amount of CAPA’s annual dues.
6. Mandatory continuing legal education (“CLE”) of five (5) hours is required to maintain this membership type; up to one (1) hour of self-study or pro bono service or mentor service is allowed in order to satisfy the minimum five (5) hour requirement.

**C. CRITERIA FOR ASSOCIATE MEMBERSHIP.**

1. An applicant who has not yet satisfied the requirement of voting membership as set forth in Section I.B.1-4, may be eligible to apply for associate membership.
2. Anyone who is a coordinator or supervisor of a paralegal program within a law firm, governmental agency, or corporate legal department, may apply for associate membership.
3. An applicant who has completed a paralegal training program, but is not currently employed as a paralegal, may apply for associate membership.
4. An applicant who has been employed as a paralegal, but is not currently employed at the time of application, may apply for associate membership.
5. An applicant who does not currently live or work in the Austin metropolitan area may apply for associate membership.
6. An associate member in good standing may fully participate in CAPA, including serving on or chairing a committee and utilizing the job bank, but may not vote, hold office, serve on the Board, or have any rights or privileges held exclusively by voting members.



7. Mandatory CLE of two (2) hours is required to maintain this membership type; up to one (1) hour of self-study or pro bono service or mentor service is allowed in order to satisfy the minimum two (2) hour requirement.

**D. CRITERIA FOR STUDENT MEMBERSHIP.**

1. An applicant is eligible and may apply for a student membership if the applicant is currently enrolled as a student in a paralegal training program.

2. A student member should immediately submit a change of status to apply for active or associate membership at such time that he/she has completed the training program and possesses a certificate of completion and/or degree, or change their membership status at the time of renewal. The student should have satisfied the criteria for active or associate membership under Section B or Section C above upon application.

3. A student member in good standing may fully participate in CAPA, including serving on a committee, but may not vote, hold office, serve on the Board, chair a committee, or have any rights or privileges held exclusively by voting members.

4. Mandatory CLE and/or volunteer time with CAPA of two (2) hours is required to maintain this membership type; the two (2) hour requirement can be satisfied by volunteering with CAPA, and up to one (1) hour of self-study is allowed in order to satisfy the minimum two (2) hour requirement.

**E. CRITERIA FOR EMERITUS/LIFETIME MEMBERSHIP.**

1. A member eligible for an emeritus/lifetime membership shall have been a former active voting member who served as either an officer or as a committee chair, is no longer working as a paralegal, and has retired from the paralegal profession. Mandatory CLE is not required to maintain this membership type.

2. An emeritus/lifetime member in good standing shall have all of the privileges and prerogatives of a voting member, except that an emeritus/lifetime member shall not vote, hold office, or serve on the Board. An emeritus/lifetime member may serve as a committee chair at the discretion of the Board.

3. An emeritus/lifetime member may reapply for voting membership at such time that he or she returns to the paralegal profession and satisfies the criteria for voting membership under Section B by completing and submitting a current voting membership application.

**F. CRITERIA FOR SUSTAINING MEMBERSHIP.**

1. Any attorney, law firm, vendor, corporation, governmental agency, paralegal training program, or institution which shares the purposes of CAPA as set forth in Article II of CAPA's Bylaws shall be eligible for sustaining membership by paying the membership dues established by the Board.

2. A sustaining member in good standing may fully participate in CAPA, including serving on or chairing a committee but shall not vote, hold office, serve on the Board, or have any other rights or privileges held exclusively by voting members.

## **G. NON-SOLICITATION POLICY.**

CAPA strives to maintain its member confidentiality and has adopted this policy which applies to all CAPA members, with the exception of our sustaining members and State/National Affiliates.

1. The membership directory is for the exclusive use of CAPA members for networking purposes only. Solicitation of members by use of this directory, including bulk mail-outs, emails, telephone calls, facsimiles, etc., is not permitted.

2. Solicitation at meetings and/or events is prohibited. Any dissemination of materials not related to CAPA is not permitted unless the materials have been approved by the Board.

3. While networking is encouraged, approaching members at meetings and/or events for purpose of promotion of anything unrelated to CAPA is not permitted.

4. CAPA's website, and all the content contained therein, is for informational purposes only. Use of the website and its contents for solicitation of non-CAPA related business is prohibited.

5. Any person who violates this policy, and in turn our members' confidentiality, will be subject to revocation of membership, including loss of dues paid, and all membership rights and privileges.

## **H. MEMBERSHIP DUES.**

1. Annual membership dues shall apply to the calendar year January 1 – December 31 and when paid shall entitle the member to all the privileges and prerogatives of its respective membership type, either voting, associate, emeritus/lifetime, student, or sustaining.

2. The membership dues are as follows:

a. Voting, Associate: If applying January 1 – June 30, dues are the annual amount; if applying July 1 – October 31, prorated dues are one-half of the annual amount; if applying November 1 – December 31, dues are the annual amount and the membership will be effective through the end of the next calendar year.

b. Student: If applying January 1 – June 30, dues are the annual amount; if applying July 1 – October 31, prorated dues are one-half of the annual amount; if applying November 1 – December 31, dues are the annual amount and the membership will be effective through the end of the next calendar year.

c. Emeritus/Lifetime: Dues are a one-time amount at the time of application.

d. Sustaining: If applying January 1 – June 30 of each year, dues are the annual amount; if applying July 1 – October 31, prorated dues are one-half of the annual amount; if applying November 1 – December 31, dues are the annual amount and the membership will be effective through the end of the next calendar year.

e. Each new member or member who lets their membership lapse (does not renew by March 1<sup>st</sup>) will be required to pay an initiation fee as determined by the Board.

## **I. MEMBERSHIP RENEWAL; DELINQUENCY.**

1. Membership expires on the last day of the calendar year (December 31), and renewals of membership shall require filing the renewal application and paying the appropriate fee, both as established from time to time by the Board. Any member who has not filed a renewal application and paid the appropriate membership fee prior to March 1<sup>st</sup> of the new calendar year shall be considered delinquent and not in good standing, therefore not entitled to vote.

2. Any member filing a renewal application after March 1<sup>st</sup> of the calendar year in which such membership expired shall pay the initiation fee, in addition to the annual dues as well as submit all application documents, at the time of application. Any member who has not filed a renewal application and paid the appropriate dues on or before March 1<sup>st</sup> of the calendar year in which such membership expired shall be deleted from the membership rolls of CAPA. Reinstatement will require the submission of a new application and supporting documentation in accordance with the requirements then in effect, except at the discretion of the Board. Any applicant who has been a voting member within the previous twelve (12) months, and is re-applying for membership must show proof of completion of a minimum of five (5) CLE hours (up to one (1) hour of self-study or pro bono service or mentor service is allowed in order to satisfy the minimum five (5) hour requirement) in order to be eligible for voting membership status. Any applicant who has been an associate or student member within the previous twelve (12) months and is re-applying for membership must show proof of completion of a minimum of two (2) CLE hours (up to one (1) hour of self-study or pro bono service or mentor service is allowed in order to satisfy the minimum two (2) hour requirement; student members are allowed two (2) hours of volunteer service with CAPA in order to satisfy the minimum two (2) hour requirement) in order to be eligible for associate or student membership status.

3. In the event an applicant has indicated a prior conviction of any felony, the application must be rejected pursuant to Article V, Section 5 of the Bylaws.

4. Renewing voting members must complete five (5) hours of substantive CLE by December 31<sup>st</sup> of the membership year. For purposes of this section only, the term “voting” shall include any person who has been a member within the past twelve (12) months. Substantive CLE completed during any membership year in which a person was a voting member in excess of the minimum five (5) hour requirement for such period may not be carried over to the following membership year’s requirement. Renewing associate and student members must complete two (2) hours of substantive continuing legal education by December 31<sup>st</sup> of the membership year. For purposes of this section only, the terms “associate” and “student” members shall include any person who has been a member within the past twelve (12) months. Substantive CLE completed during any membership year, in which a person was an associate or student member, in excess of the minimum two (2) hour requirement for such period may not be carried over to the following membership year’s requirement. Members must report their CLE on a form approved by CAPA. Members are allowed no more than one (1) hour of self-study or pro bono service or mentor service to satisfy the hour requirement. Student members are allowed two (2) hours of volunteer service with CAPA to satisfy the hour requirement. CAPA will use the following criteria for approval of continuing education courses for credit towards mandatory CLE requirements for membership:

a. CAPA will accept substantive law CLE presented or approved by the MCLE Department of the State Bar of Texas, the Texas Board of Legal Specialization, the NALA – The Paralegal Association, the National Federation of Paralegal Associations, and/or presented by CAPA, the

Paralegal Division, local bar associations, other paralegal associations, or law firms for credit towards CAPA's mandatory membership renewal CLE requirement.

b. If the CLE course is not accredited by any of the above-referenced groups, CAPA will accept a seminar, if it is a substantive law course offered by a qualified presenter that would qualify for approval if submitted to one of the above organizations. "Substantive law course" means an organized program of legal education dealing with:

- i. substantive or procedural subjects of law;
- ii. legal skills and techniques;
- iii. legal ethics and/or legal professional responsibility; or
- iv. alternative dispute resolution.

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

If the requested CLE hours are in connection with auditing or attending a substantive law class, the CLE hours allowed shall be limited to the number of semester hours (usually a three (3) hour course) rather than the number of clock hours attended.

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

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

5. Members with extenuating circumstances who are not able to meet all the requirements for renewal of their membership may apply for a waiver of the requirements. Such extenuating circumstances may include a prolonged medical disability, military deployment to a remote location, or some other serious hardship which would make it impossible to meet the requirements. A request for waiver of the renewal requirements should be directed to the President, the President-Elect, and the Membership Committee Chair and include a detailed explanation of the member's circumstances with appropriate evidence to support the request by December 31<sup>st</sup>. For example, evidence for members with medical circumstances may include a letter from a doctor, and military members should include a copy of their deployment orders. Each request will be reviewed by the Board and decided on its own merit. The decision of the Board shall be final.

6. Members are encouraged to maintain current contact information, including email address, on file with CAPA for communication purposes. It is each member's responsibility to update such contact information accordingly.

## **J. CLE SPOT AUDIT REVIEW.**

1. The Board will establish a Membership Renewal Spot Audit Ad Hoc Committee and appoint a non-Board member to chair the committee. The purpose of the committee will be to randomly audit a sample of CAPA membership renewal applications and CLE verification forms annually between March-May of each year following the membership renewal period to insure compliance with the membership CLE requirements.

2. The Spot Audit Committee Chair will select a random number and sort the CAPA membership list to select members to be audited until 10% of the membership has been selected for audit. The Committee Chair will then send an approved letter via electronic transmission to the randomly-selected members, requesting that those members submit their CLE verification form along with proof of attendance to their listed CLEs. In the letter, the Committee Chair will explain the requirements and establish a deadline for the randomly-selected members to submit their CLE attendance proof. For those members, who miss the specified deadline, one reminder email will be sent giving a final deadline to comply.

3. Each member is required to maintain his/her own CLE records, including keeping copies of all CLE proof of attendance certificates and completed CLE verification forms in order to comply efficiently should the member be audited. CAPA will not maintain these records for **any member** and CAPA **will not keep a record of a member's attendance** at any CLE events. It is each member's sole responsibility to pick up or obtain any CLE certificates of attendance for those CLE events the member attends. CAPA does list on its website the CLE that it offered which is just for informational purposes only.

4. The names of individuals who are non-compliant with their CLE requirements or who are non-responsive to the Spot-Audit will be referred to the Board for further action, which may result in suspension of any voting privileges and/or revocation of membership. After review by the Board and if the membership is revoked and/or voting privileges suspended, the President shall forward a letter to the individual notifying them of their immediate suspension and/or removal from the association.

## **II. PROCESSING OF MEMBERSHIP APPLICATIONS**

### **A. PURPOSE OF MEMBERSHIP COMMITTEE.**

The purpose of the membership committee shall be to review, process and approve all membership applications, answer any membership questions from members and non-members, report any membership issues to the CAPA Board, promote the benefits of membership and distribute membership materials such as event flyers at paralegal programs and any legal association events.

### **B. PROCESSING MEMBERSHIP APPLICATIONS.**

Membership applications are processed online through the website and via mail. Membership applications shall be managed by the Membership Chair and any such committee members. A periodic review of the application shall occur and the application can be updated upon approval of recommendations of the Membership Chair to the Board.

If an applicant is deemed to be ineligible for membership due to a felony conviction, the application must be rejected pursuant to Article V, Section 5 of the Bylaws.

### **C. APPROVING MEMBERSHIP APPLICATIONS.**

Applications for membership will be processed during the period of January through December of each calendar year. An approval email will be sent to the applicant by the Membership Chair notifying them of their membership approval in CAPA.

### **III. MEMBER COMPLAINT AND DISCIPLINARY PROCEDURES**

#### **A. GENERAL CONSIDERATIONS.**

1. Each applicant for membership, regardless of membership category, agrees to be bound by the Code and the disciplinary procedures adopted by the association.

2. Membership in CAPA is voluntary, and the Code shall apply only to those who choose to be CAPA members. Although the standards of conduct established and expected of the members of the association are standards toward which all paralegals should strive, disciplinary procedures approved by the Board shall only apply to CAPA members.

3. The discipline of a paralegal who is a member of the association must be considered very carefully since it may drastically affect the paralegal's professional career. Therefore, a mere claim of misconduct cannot justify the imposition of discipline. Proof of misconduct must be shown to penalize a member of CAPA for wrongdoing.

4. A copy of the CAPA *Code of Ethics and Professional Responsibility* shall be provided to each member of the association. The membership application and any form for renewal thereof will provide a place for the applicant to pledge that he/she will abide by the Code.

#### **B. DEFINITIONS.**

1. A "complaint" is defined as a written allegation of professional misconduct which, established in fact, could subject the member to disciplinary sanctions. A complaint must include sufficient facts to serve as a basis for investigation. Names, dates, addresses, and copies of pertinent documents which will aid in the investigation should be included. Every complaint shall be acted upon expeditiously and, upon final decision, a report shall be given to the complainant and the accused.

2. Professional misconduct shall include:

a. Willful misrepresentation of any material fact in an application for membership or renewal of membership in CAPA; or

b. Violation of any portion of the CAPA Code as amended from time to time; or

c. The unauthorized practice of law.

#### **C. ETHICS COMMITTEE.**

The Ethics Committee shall be comprised of the President, as chair, and two voting members of the association appointed by the chair, and shall exercise the powers and perform the duties described herein, as well as any other powers and duties imposed by the Board. The President will preside over all meetings of the Ethics Committee (consistent with Procedures Manual §10.2.A.13).

#### **D. DISCIPLINARY PROCEEDINGS.**

1. A formal written and signed complaint must be submitted to the chair of the Ethics Committee. A valid complaint means a written document that is signed by the complainant (e.g.,

ink signature), and sets forth the relevant facts with supporting documentation. The complaint may be submitted via First Class Mail, fax, or by email attachment. The complainant must provide his/her full name, address, telephone number, and email address for verification and communication purposes.

2. The Ethics Committee will meet to consider the complaint within ten (10) business days of its receipt. If the committee does not consider the complaint valid, the matter will be dismissed and the complainant so notified. If the committee considers the complaint valid, the committee shall invite the accused person to meet with it to discuss the matter. The committee may also meet with the complainant and any other person necessary to complete its investigation.

3. The Ethics Committee cannot communicate about the complaint with anyone other than the complainant or the accused CAPA member. The scope of the Ethics Committee's interviews of persons with knowledge of relevant facts must be strictly limited to that person's involvement without any reference to the existence of a complaint or the identity of the complainant or the accused, if possible.

4. The Ethics Committee must dismiss any complaint from a complainant who is not available for any reason (e.g., incarceration, hospitalization, etc.) to discuss the complaint personally. Confidentiality is paramount in this process, and communication with anyone other than the complainant precludes the possibility of preserving confidentiality.

5. After conducting the investigation, the committee may dismiss the matter and so notify the complainant and the accused, or the committee shall submit a report to the Board including a description of the investigation and a recommendation of private reprimand, suspension or termination of membership. This report should be submitted to the Board within thirty (30) business days of receipt of the complaint. If the matter is not submitted to the Board, the committee's file will be sealed and maintained in the permanent files of the committee.

6. Upon the receipt of the committee's report, the Board shall study the report and meet with the committee, if necessary. The Board shall then conduct a hearing as expeditiously as possible giving the accused not less than fourteen (14) business days written notice by registered mail. The notice shall give the date, time and place of the hearing and the description of the charges pending. The accused has the right to be present and the right to be represented by counsel at his/her own expense. The accused's absence will not deter the Board from conducting a hearing and making a decision as to the disposition of the matter. The Ethics Committee members should be present at this hearing.

7. Within thirty (30) business days of the hearing, the Board shall make the decision to dismiss the matter or to issue a private reprimand, suspension or termination of membership. This determination will be effected by a two-thirds (2/3) affirmative vote of the entire Board.

8. If the matter is not dismissed, the chair of the Ethics Committee, upon approval of the Board, shall cause a short statement to be written in the newsletter with regard to such action taken. The statement shall not include the member's name but shall give a description of the offense and identify the section of the Code which was violated.

9. After the matter has been disposed, the Board's file will be sealed and maintained in the permanent files of the Ethics Committee.

10. If a second complaint is filed against a member, the earlier files may be reopened and reviewed by the committee and the Board.

#### **IV. RULES OF ORDER FOR MEETINGS**

##### **A. PARLIAMENTARY PROCEDURE.**

Except as otherwise provided in the Bylaws Article VI, Section 8, and these Standing Rules, all meetings of the Board shall be conducted in accordance with the current edition of *Robert's Rules of Order, Newly Revised* and in particular the chapter therein concerning Boards and Committees.

##### **B. MEETINGS.**

At the direction of the incoming President, the initial meeting of the new Board may be a joint meeting of the outgoing and incoming Boards. In the event an officer will be unable to attend a Board meeting, he/she shall inform the presiding officer. The presiding officer will determine if a quorum will be present at a Board meeting and, if not, may reschedule or cancel the meeting. Meetings of the Board are to be held once per month at a time, place and date to be agreed upon by the Board, at or prior to the first Board meeting of the fiscal year.

All meetings of the Board shall be open to all members of CAPA and to visitors (except at those times when executive sessions may be held for matters of a confidential nature) provided that only the officers shall be entitled to vote.

##### **C. SPECIAL MEETINGS.**

As authorized by Article VI Section 8.B of the Bylaws, the Board may meet for special meetings, if deemed necessary by the President or by at least two members of the Board. Written notice stating the purpose, date, time and location of the special meeting shall be given to all members.

##### **D. MINUTES.**

The only official minutes of Board meetings are those taken by whatever means by the Secretary or person designated by the President. Other verbatim recordings, electronic or otherwise, will be allowed only upon majority approval of the Board.

##### **E. VOTING.**

###### **1. General.**

Voting procedures shall be governed by the Texas Business Organizations Code, the Articles of Incorporation, as amended, the Bylaws, and *Robert's Rules of Order, Newly Revised*, or in unusual circumstances, by specially adopted Rules of Order.

###### **2. Board.**

The Board shall vote in accordance with Article VI, Section 8.D of the Bylaws and in accordance with the voting procedures as set forth in these Rules V.B., VI.C.

###### **3. Membership.**

Voting at General Membership Meetings may be conducted by voice vote, by show of hands or by written ballot.



#### **4. Referendum Voting Procedures.**

a. With Board approval, the Rules and Bylaws Committee shall prepare the form of amendment/proposal and cause it to be published in two (2) consecutive newsletters, together with the amendment/proposal.

b. In the second newsletter, pro and con statements may be published by those parties favoring either side of the amendment/proposal.

c. After the second month of consecutive publication, a special meeting will be held for the purpose of discussing the amendment/proposal.

d. Ballots will be prepared by the Rules and Bylaws Committee.

e. On the Monday following such special meeting, the Parliamentarian of the association will cause the ballots to be emailed.

f. A response time of fourteen (14) days from the date of mailing will be the cutoff date for accepting votes.

g. The Rules and Bylaws Committee shall meet within five (5) business days of the voting cutoff to tabulate the ballots.

h. In order for the vote to be valid, at least thirty-three percent (33%) of the ballots mailed must be returned. For the amendment/proposal to be adopted, it must receive more than fifty percent (50%) of the ballots cast unless otherwise stated in the Bylaws.

i. Results of the vote will be published in the next edition of the newsletter and announced at the next general membership meeting.

#### **V. ACTIONS OF THE BOARD WITHOUT A MEETING/BOARD VOTE BY E-MAIL**

##### **A. AUTHORITY.**

As authorized by Article XIV, Section 1 of the Bylaws, the Board may conduct a vote by e-mail. The following procedures shall govern such a vote. Pursuant to Article VI, Section 8.E of the Bylaws, the Board may take action without a meeting by unanimous written consent, agreed to by all members of the Board.

##### **B. PROCEDURE.**

###### **1. Notice/Vote by Mail or Facsimile.**

a. The President may submit an issue to the Board for vote by written consent. The consent must contain the complete wording of the motion. Only one issue may be submitted on any consent.

b. The consent may be distributed by mail or fax. The returned consents must be submitted to the President by return mail, fax and/or email within two (2) weeks, unless otherwise specified in the consent, of the date of submission.

c. Any modification to the wording of the consent makes the returned consent void, if the returned consent is submitted by email, the email consent is to contain a signature with electronic address, e.g., /s/ name.

d. A unanimous vote by all voting members of the Board shall be required for any issue to be passed.

e. The effective date of the consent(s) shall be the date that the last consent is received by the President, absent a date specified within the body of the consent.

## **2. Notice/Vote by Email.**

a. The President may submit an issue to the Board for e-vote by preparing a written explanation of the matter to be voted on and transmit such written explanation to each Board member, with notification of the date set by the President, on which a vote will be taken.

b. Only one issue may be submitted to the Board for vote at a time.

c. The issue is open for discussion and after such reasonable time has passed, the President will request a motion and a second from the Board.

d. A unanimous vote by all Board members shall be required for any issue to be passed.

e. The President shall declare that the motion has passed once a completed motion has been made by two members of the Board. The date the action is declared approved shall be the effective date, absent a date specified within the body/wording of the motion.

f. Any vote by email shall be recorded by the President or Secretary and ratified by the Board at its next regular meeting. The effective date of the consent(s) shall be the date that the last consent is received by the Secretary, absent a date specified within the body of the consent.

## **VI. BOARD OF DIRECTORS.**

### **A. AUTHORITY.**

The composition and powers of the Board are controlled by Article VI, Section 1 of the Bylaws.

### **B. PRESIDING OFFICER.**

In the absence of the President, the President-Elect shall preside; in the absence of the President-Elect, the Secretary; in absence of the Secretary, the Treasurer; in absence of the Treasurer, the Parliamentarian.

### **C. VOTING PROCEDURES.**

#### **1. General.**

The Board shall vote in accordance with Article VI, Section 8.D of the Bylaws and in accordance with the voting procedures set forth in these Rules V.B.

Voting procedures shall be governed by the Texas Business Organizations Code, the Articles of Incorporation, as amended, the Bylaws, and *Robert's Rules of Order, Newly Revised*, or in unusual circumstances, by specially adopted Rules of Order.

**2. Procedures.**

Voting at meetings of the Board may be conducted by voice vote, show of hands, by roll call, or by secret ballot, as agreed upon by the Board members present at the time of the vote, or as dictated by the Bylaws or *Robert's Rules of Order, Newly Revised*.

**D. REPORTS TO MEMBERS.**

Minutes of each monthly Board meeting and membership meeting at which association business is conducted will be published on the CAPA website. Every year in May, the State of the Association Report shall be sent to all members prior to the annual membership meeting.

**E. PLANNING SESSION/JOINT BOARD MEETING.**

The Board may hold a planning session/joint Board meeting in July to plan the goals of the association for the year and discuss long-range goals.

**VII. OFFICERS**

**A. AUTHORITY.**

The composition, term in office, requirements, vacancies and resignations are set forth in Article VI, Sections 2-5 and 7 of the Bylaws.

**B. GENERAL DUTIES.**

1. Each officer shall use his/her best efforts to attend general membership meetings and Board meetings.

2. Each officer shall use his/her best efforts to attend special Board meetings or joint Board meetings.

3. Each officer shall utilize CAPA letterhead for CAPA correspondence and shall submit a copy of all correspondence to the President and President-Elect.

4. Each officer shall prepare a newsletter article once a year. In lieu of preparing an article the officer may obtain written permission to reprint an article from another publication.

5. Each officer shall monitor the CAPA budget, income and expenses, with particular attention to the areas subject to the respective Board member's office and give input to the Treasurer for the budgeting process.

6. Each officer shall make reports to the membership and to the Board when necessary or requested.

7. Each officer shall ensure the prompt transmittal of records to his or her successor in office at the joint Board meeting or within two (2) weeks of the joint Board meeting. The transfer should be done in a manner to assure the files are not lost in transit. Reimbursement of final expenses will not be made until all files are properly transferred.

8. Each officer shall perform any and all other duties prescribed by the President or the Board.

9. The Board may have the right to enter into a formal written contract for services rendered on behalf of CAPA, including but not limited to a CPA, administration, and/or printing services. Any and all such contracts shall be reviewed yearly at the joint Board meeting. The Board may not enter into a contract with any vendor where a conflict of interest may appear to exist.

### **C. NOMINATIONS.**

1. Nominations for officers are accepted during the call for nomination period up until the deadline of May 1<sup>st</sup>.

2. Any voting member may submit a nomination for a Board position by completing the approved nomination form and submitting it to the Parliamentarian.

3. Before submitting a nomination for an eligible member, that member will have been contacted and is agreeable to having his/her name placed on the ballot for the election and is willing to perform the duties of that position, if elected.

4. After the nomination period has closed, nominations will be taken from the floor at the annual membership meeting in May prior to the election.

### **D. ELIGIBILITY.**

1. An eligible candidate for any officer position, the candidate must be a voting member and has previously served on a CAPA committee.

2. An eligible candidate for the office of the President-Elect, the candidate must have served at least one full year as an officer (Board member) of the association in the past, or has served at least one full year as a chairperson of a committee of the association.

### **E. ELECTIONS.**

The annual election of officers shall be conducted at the annual membership meeting in May and as set forth in Article VI, Section 2 of the Bylaws.

## **VIII. DISCIPLINE OF BOARD OFFICERS**

### **A. FOR GOOD CAUSE.**

The Board shall have the power to discipline or remove Board Officers for good cause, that is, professional misconduct, neglect of duty in office, or failure to attend two duly noticed Board meetings during his/her term. Neglect of duty in office includes, but is not limited to, failure to fulfill the duties of the office and failure to report to the Board as necessary and requested.

**B. REMOVAL FROM OFFICE.**

If an officer fails to discharge the duties of his or her office in a timely manner, the President, or if the alleged offender is the President, the President-Elect shall speak with the officer regarding the deficiency. If this deficiency continues, the officer can be removed pursuant to Article VI, Section 6 of the Bylaws.

Guidelines to be used in determining if a problem exists and as a means, hopefully, to avoid removal from office include:

1. If an officer misses two (2) months of meetings, the President or President-Elect should contact the officer for a status report on the progress of the duties being performed for that office.

a. If the officer contacted is unreceptive to the President or President-Elect's contact, then the officer should be strongly encouraged to attend the next Board meeting.

b. If the officer misses the next Board meeting, the idea of removal from office should be discussed at that meeting if the duties of that office are not being performed. If a determination is made that the duties of the office are being performed but the officer is unable to attend meetings, then a decision should be made by the Board as to meeting attendance.

2. If an officer is not performing the duties of that office but is attending meetings, then the President or President-Elect should contact the officer to discuss the status of duties for that office and set up a meeting to actually see the progress, books, written reports, and whatever else characterizes the status of that officer's duties. If, at that meeting, it is determined that duties are not being performed, then the procedures set forth in 1.a and 1.b immediately above shall be followed.

3. If it is determined that removal should occur, a special or regular Board meeting should be called for discussion and procedures for removal pursuant to Article VI of the Bylaws shall be followed.