

**REVISED AND RESTATED
BY-LAWS
OF
ALAMO AREA PARALEGAL ASSOCIATION, INC.**

ARTICLE I - NAME AND PURPOSES

1.1 Name.

The name of this organization is Alamo Area Paralegal Association, Inc. ("AAPA").

1.2 Purposes.

The purposes of AAPA shall be (i) to promote ethical conduct and high standards within the paralegal profession; (ii) to promote the utilization of paralegals in rendering effective legal services; (iii) to educate the general public by broadening its understanding of the function of paralegals; and, (iv) to promote continuing legal education of paralegals.

1.3 Mission Statement

AAPA's Mission Statement, as adopted by the Board of Officers and Directors ("Board"), is: "To promote excellence, education, ethical conduct, and the enhancement of the paralegal profession."

1.4 Definition of Paralegal.

For the purposes of these By-laws, the term "paralegal" shall be defined as adopted by the State Bar of Texas Board of Directors on April 8, 2005. "A paralegal is a person, qualified through various combinations of education, training, or work experience, who is employed which involves the performance, under the ultimate direction and supervision of a licensed attorney, of specifically delegated substantive legal work, which work, for the most part, requires a sufficient knowledge of legal principles and procedures that, absent such a person, an attorney would be required to perform the task."

1.5 Official Publication.

The official publication of AAPA is its monthly newsletter.

ARTICLE II - BUSINESS ADDRESS

The official mailing address of AAPA shall be designated by the Board of Directors and published in the monthly newsletter and made available on the official AAPA website.

ARTICLE III – MEMBERSHIP

3.1 Membership Year

The Membership Year shall be twelve (12) months, from March 1 thru the last day of February.

3.2 Classes of Membership.

Membership in AAPA shall consist of three classes:

A. Voting Members.

A person eligible for Voting Membership shall be an individual currently employed as a paralegal and who meets one of the following criteria:

1. Has valid proof of completion of a full course of study prescribed for training of the paralegal at an accredited approved college, university, junior college or other institution or post-secondary school, and which course of study requires resident classes or courses for completion of such paralegal program; or
2. Has been employed as a paralegal for a minimum of twelve (12) months and whose supervising attorney executes an affidavit of such employment on a form prescribed by the Board.

In addition, a person renewing his or her Voting Membership shall also be required to provide proof of completion of a minimum of six (6) hours of continuing legal education ("CLE") during the preceding membership year. Of those hours, no more than one-third may be self-study.

CLE which will qualify for fulfillment of the hours that are not self-study can include any seminar which is approved for credit by AAPA, Texas Board of Legal Specialization ("TBLS"), National Association of Legal Assistants ("NALA"), National Federation of Paralegal Associations ("NFPA"), and/or for Minimum Continuing Legal Education ("MCLE"), and any other seminar such as in-house seminars for which the member provides proof of attendance.

CLE which will qualify for fulfillment of self-study includes review of legal journals, materials reviewed in preparation for the TBLS examinations, Certified ("CLA") and Certified Specialist ("CLAS") examinations, and/or Paralegal Advanced Competency Exam ("PACE"); reporter advance sheets; and other similar materials.

Only Voting Members in good standing shall vote at membership meetings or upon other matters coming before the members for action.

Voting Members of AAPA are prohibited from using their membership in AAPA for the purposes of marketing or supplying products or services to the legal profession, except those services offered by a Voting Member as a freelance paralegal.

For the purpose of this section, a member who has been granted a leave of absence by his/her employer shall be considered currently employed as a paralegal as long as said leave of absence does not exceed six (6) months. If a leave of absence from employment as a paralegal exceeds the six-month period, said member shall be reclassified to the appropriate class of membership, if any. It shall be the responsibility of the member on a leave of absence to submit to the Board a written statement from his/her employer verifying such leave of absence.

B. Non-Voting Members

The Non-Voting Member class shall include the following two levels:

1. Associate Member. A person who is eligible for Associate Membership shall be an individual who is otherwise eligible for Voting Membership, but (i) is not currently employed as a paralegal; or (ii) has not provided proof of completion of the requisite 6 CLE hours for renewal of Voting Membership.

An Associate Member who becomes eligible for Voting Membership must upgrade his/her membership to that of a Voting Member.

2. Student Member. A person eligible for Student Membership shall be a person who is a student in good standing at any accredited approved university, college, junior college, or other institution or post-secondary school pursuing a course of study as a paralegal. Such course of study must require resident courses or classes for completion of such paralegal program.

A Student Member who becomes eligible for either an Associate Membership or Voting Membership, must upgrade his/her membership to that of an Associate Member or a Voting Member.

Any Non-Voting Member in good standing may fully participate in the social and educational affairs of AAPA but shall not have the right to vote; hold office or directorship as a voting Board member; or participate in the business affairs of AAPA unless such right or rights is/are granted to a Non-Voting Member by the Board.

Non-Voting Members of AAPA are prohibited from using membership in AAPA for the purposes of marketing or supplying products or services to the legal profession, except those services offered by a Non-Voting Member as an intern or freelance paralegal.

C. Sustaining Members.

A person/entity eligible for Sustaining Membership shall be any law firm, corporation, agency, paralegal training program, institution, individual, or entity interested in supporting the purposes and goals of AAPA who/which does not meet the qualifications for Voting, Associate, or Student membership.

Sustaining Members in good standing may fully participate in the social and educational affairs of AAPA, including serving as an Ex-Officio Board Appointment,

but shall not have the right to vote, hold office or directorship as a voting Board member, or participate in the business affairs of AAPA unless such right or rights is/are granted to a Sustaining Member by the Board.

Sustaining Members of AAPA are permitted to use their membership in AAPA for the purposes of marketing and/or supplying products and/or services to other AAPA members and the legal profession.

3.3 Application for Membership.

An application for membership or renewal of any class of membership shall be made on a form approved by the Board. Such application shall be submitted to the Membership Director together with the required annual dues as set out in Section 3.6 of these By-laws. A letter or other document evidencing membership in the organization for the current membership year shall be sent by the Membership Director to new and renewing members upon their acceptance as members and payment of the appropriate amount of dues.

If the Membership Director determines that an applicant does not meet the requirements for membership as set out in Sections 3.2 or 3.9 of these By-laws, the Membership Director shall reject said application for membership. Notice of such rejection shall be given by the Membership Director to the applicant within sixty (60) days from the date of receipt of the application. Any applicant whose application is rejected shall have the right to a hearing before the Board within thirty (30) days after written request is made to the Board for such hearing. An applicant may reapply for membership no sooner than ninety (90) days from the date of rejection of his/her application or, if a hearing is held, no sooner than ninety (90) days from the date of the hearing before the Board.

3.4 Reclassification.

Reclassification of any AAPA membership shall be done in the following manner:

A. Non-Voting to Voting.

A Non-Voting Member who has satisfactorily completed the requirements for Voting Membership shall make written application for reclassification as a Voting Member to the Membership Director on a form approved by the Board. An affidavit of employment duly verified by applicant's employer shall be submitted with said application. Upon approval and payment of any difference in the amount of dues for Voting and Non-Voting Membership, such member shall be reclassified as a Voting Member. Failure to comply with these provisions shall be construed as resignation from AAPA.

B. Student to Associate (both Non-Voting).

A Student Member who has satisfactorily completed the requirements for Associate Membership shall make written application for reclassification as an Associate Member to the Membership Director on a form approved by the Board. Valid proof of completion of a course of study shall accompany such application for reclassification. Upon approval and payment of any difference in the amount of dues for Student and Associate Membership, such member shall be reclassified as

an Associate Member. Failure to comply with these provisions shall be construed as resignation from AAPA.

C. Voting to Non-Voting.

A Voting Member, upon becoming ineligible for Voting Membership, shall notify the Membership Director in writing of such ineligibility and request status as a Non-Voting Member or resign from AAPA.

If the Membership Director is made aware that a Voting Member has become ineligible for Voting Membership, and such member has not requested a change of membership status within sixty (60) days from the date on which the member became ineligible for Voting Membership, the Membership Director shall notify the member of the proposed reclassification of membership. The member shall then have thirty (30) days in which to respond in writing to the Membership Director regarding reclassification. If there is no response by the member within thirty (30) days, the Membership Director shall advise the member and Board of the reclassification to Non-Voting status.

3.5 Resignations.

A member may resign from AAPA at will by submitting a written resignation addressed to the President at the address of AAPA's business office. If such resignation has no effective date stated therein, the resignation shall be deemed to be effective when accepted by the Board, and such member's dues for the current membership year shall be forfeited.

3.6 Reinstatement.

Any former member of AAPA who has been dropped from membership for non-payment of dues must apply to the Membership Director for reinstatement of membership on a form approved by the Board, and pay the annual dues.

3.7 Dues.

- A. The annual dues for Voting, Non-Voting and Sustaining Members shall be determined by the Board.
- B. Provisions to set, vary or increase dues may be determined by the Board without the necessity of further submission to or approval by the members.
- C. Each member shall pay dues to AAPA in an amount that shall be determined by the Board. Such dues are payable on or before March 1 of each year. If a member's dues have not been received by the Membership Director by 5:00 p.m. on March 31, the name of such member shall be automatically dropped from the membership roster on the first day of April.

3.8 Code of Ethics.

All members shall be governed by the Code of Ethics and Professional Responsibility of the Paralegal Division of the State Bar of Texas, as adopted by the AAPA Board.

3.9 Applicants Not Permitted for Membership

Membership shall not be open to former members who, upon Board vote, have been made to forfeit their membership in AAPA for reasons described in Section 10.1 of these By-laws.

ARTICLE IV - MEMBERSHIP MEETINGS

4.1 Regular Meetings/Annual Meeting.

A regular meeting of the members shall be held on the fourth Tuesday of each month, unless otherwise changed by a majority vote of the Board. The regular meeting held in June of each year shall be designated as the Annual Meeting for the purpose of installing Officers and Directors, and for transacting such other business as may be properly brought before the members.

Unless otherwise provided By-law, written notice of all membership meetings for the purpose of conducting business which may require a vote shall be delivered to each member at least fifteen (15) days prior to the date of each meeting. The purpose of such meeting shall be set forth in said notice. Notice shall be deemed to be delivered when deposited in the United States Mail, postage prepaid, or sent by e-mail, addressed to the member at such member's mailing address or e-mail address as it appears in the records of AAPA.

4.2 Special Meetings.

Special meetings of the members may be called by a majority vote of the Board or upon the written request of fifteen percent (15%) of the Voting Members.

Written notice of the place, date, time and purpose of each special meeting of the members shall be given to each member of AAPA not less than ten (10) nor more than thirty (30) days prior to the date of such meeting. Notice shall be deemed to be delivered when deposited in the United States Mail, postage prepaid, or sent by e-mail addressed to the member at such member's address as it appears in the records of AAPA. Matters to be considered shall be limited to those mentioned in the call of the meeting.

4.3 Waiver of Notice.

Any notice required By-law or these By-laws may be waived by a member by the execution of a written waiver, to be obtained from the Parliamentarian, of such notice, or by appearance at the meeting of the members.

4.4 Voting.

Unless otherwise required By-law, the majority vote of a quorum at each membership meeting shall be the act of the members. Any vote, except for the contested election of Officers/Directors and amendments to these By-laws, may be taken by voice or by show of hands.

Each Voting Member shall be entitled to one (1) vote in addition to carrying one (1) proxy vote pursuant to the following requirements: (i) a Voting Member shall send a signed written request for a form by which to vote by proxy to the Parliamentarian at least three (3) days prior to the meeting (email or facsimile request is acceptable); and, (ii) the proxy can be given to another Voting Member who will be present at the meeting. A new proxy will need to be obtained for each meeting and said proxy will expire the day after the meeting.

4.5 Quorum for Membership Meetings

A majority of Voting Members present at a meeting shall constitute a quorum, except if the number of Voting Members present is less than five (5) individuals. A membership meeting where a vote is required may be reset until a time certain when a quorum can be met.

4.6 Recording of Membership Meetings

The Secretary shall take minutes of all membership meetings where a vote is taken to include, but not be limited to, the results of any vote taken; and, said minutes shall be approved by the Board at its next scheduled Board meeting.

ARTICLE V - OFFICERS

5.1 Officers.

The elected Officers shall be a President, President-Elect, Secretary, Treasurer, and Parliamentarian.

5.2 Qualifications of Officers.

Any candidate for an elected office shall have been a Voting Member for a minimum of twelve (12) months prior to the time of nomination. If any candidate for a particular office does not meet the twelve (12) month requirement, the Board may, at its discretion, waive this requirement.

Additionally, any candidate for President-Elect must have been a voting Board member during the preceding Board year.

5.3 Term of office.

The term of office shall be one (1) Board year. Terms for all Officers serving in the same capacity shall be limited to two (2) years. The Board may, at its discretion, waive this restriction.

A President-Elect shall be elected by the voting members to serve one year in the capacity of President-Elect. Once a member has served his or her term as President-Elect, he or she automatically becomes President for the following full term. Once a person has been elected President-Elect, the membership cannot alter its decision regarding the succession of that person to the presidency, unless he or she vacates office during his or her term as President-Elect or unless grounds arise for being deposed from that office.

5.4 Duties of Officers.

Duties of Officers are as follows:

A. President.

The President shall (i) preside over all meetings of the members and the Board; (ii) designate the date, time, and location of the meetings of the Board and special meetings; (iii) have the primary responsibility to serve as a representative of AAPA at civic and professional activities; (iv) serve as Board advisor to the Ethics Committee; (v) appoint the Ex-Officio Board Appointments, and special and standing committee Chairs not otherwise provided for in these By-laws; (vi) be an ex-officio (non-voting) member of all committees except the Elections and Ethics Committees; (vii) execute all contracts and other documents on behalf of AAPA (except where the execution thereof shall be expressly delegated by the Board to another Officer or agent of AAPA); (viii) be included on all financial institution accounts as an authorized signatory and point-of-contact; and (ix) shall be responsible for performing a monthly audit of the Treasurer's report against any bank statements. The President shall pass the files for this office to his/her successor immediately following installation of the new Board.

B. President-Elect.

The President-Elect shall (i) serve as Board advisor to the Elections Committee; (ii) serve as Chair of the Texas Alliance of Paralegal Associations (TAPA) Committee; (iii) utilize his/her term of office to become thoroughly familiar with all matters pertaining to AAPA; (iv) when requested by the President, share responsibility with the President as a representative of AAPA at civic and professional activities; (v) assume all duties assigned to the President in the President's absence; and (vi) be included on all financial institution accounts as an authorized signatory. The President-Elect shall pass the files for this office to his/her successor immediately following installation of the new Board.

C. Secretary.

The Secretary shall (i) attend all meetings of the members and the Board; (ii) take the minutes of all Board meetings, which shall be full and accurate accountings of all proceedings (in the absence of the Secretary at such meetings, the Parliamentarian shall be responsible for taking the minutes); (iii) maintain the official corporate book and official minute book complete with all Board approved minutes and written reports of the Board; and (iv) when directed, prepare and mail notices of the meetings of the members and the Board. The Secretary shall, upon immediately taking office, verify AAPA's status with the Texas Secretary of State to ensure that all requirements of incorporation are being met by AAPA in accordance with the laws governing incorporation. The Secretary shall pass the files for this office to his/her successor immediately following installation of the new Board.

D. Treasurer.

The Treasurer shall (i) be responsible for all receipts and disbursements of AAPA and keep a full and accurate account of same; (ii) deposit all monies and other

valuable objects belonging to AAPA in AAPA's name in the depositories designated by the Board; (iii) make and furnish signed written reports of the finances of AAPA on a monthly basis and at any other time as requested by the Board or the President (such original signed reports are to be maintained in the official minute book); (iv) be responsible for renewing the surety bond for the Board; (v) be responsible for the filing of all necessary reports and/or tax returns, both state and federal, as well as the payment of any tax due to the proper governmental body; and (vi) be included on all financial institution accounts as an authorized signatory. The Treasurer shall pass the files for this office to his/her successor AAPA.

E. Parliamentarian.

The Parliamentarian shall (i) become familiar with these By-laws and the current edition of Robert's Rules of Order Newly Revised; (ii) attend all meetings and give opinions on parliamentary procedures upon request of the President; and (iii) serve as Chair of the By-laws Committee. In the absence of the duly appointed Parliamentarian at any meeting, the President shall appoint a substitute Parliamentarian for such meeting. The Parliamentarian shall also be responsible for taking minutes for Board meetings in the absence of the Secretary. In the absence of the Secretary and Parliamentarian, the President shall designate a Board member to take the minutes. The Parliamentarian shall pass the files for this office to his/her successor immediately upon appointment of such successor.

ARTICLE VI - DIRECTORS

6.1 Directors.

The elected Directors shall be:

- A. Membership Director
- B. Public Relations Director; and
- C. Publications Director.

6.2 Qualifications of Directors.

Any candidate for an elected Directorship shall have been a Voting Member for a minimum of twelve (12) months prior to the time of nomination. If any candidate for a particular Directorship does not meet the twelve (12) month requirement, the Board may, at its discretion, waive this requirement.

6.3 Term of Office.

The term of office shall be one (1) Board year. Terms for all Directors serving in the same capacity shall be limited to two (2) years. The Board may, at its discretion, waive this restriction.

6.4 Duties of Directors.

The duties of each Director are as follows:

A. Membership Director.

The Membership Director shall (i) have the authority to create a committee to assist in carrying out the Membership Director's duties, and shall chair any such committee formed; (ii) promote, expand, stabilize and orient the membership; (iii) have the responsibility of developing programs to encourage membership in AAPA; (iv) receive, review and process applications and fees for membership and present the names of those applicants who meet the criteria for membership to the Board; (v) keep an up-to-date record of the name and last known address of each member; (vi) greet new members at monthly membership meetings and help acclimate them to the association; and (vii) serve as the contact person for Sustaining Members of AAPA. The Membership Director shall pass the files for this Directorship to his/her successor immediately following the installation of the new Board.

B. Public Relations Director.

The Public Relations Director shall (i) have the authority to create a committee to assist in carrying out the Public Relations Director's duties, and shall chair any such committee formed; (ii) serve as Chair of the Survey Committee; (iii) arrange for the continuing legal education (CLE) program, location and menu for each meeting of the members; (iv) publicly promote the purposes of AAPA under the direction of the Board; (v) educate the general public and legal community by broadening the understanding of the function of paralegals; (vi) be the liaison for AAPA with any charities, other organizations and the media; (vii) recruit members who are interested in serving the organization through volunteer work for AAPA 's various committees, and maintain a member list for each committee; (viii) receive member applications for scholarship awards and present those applications that meet the criteria to the Board for approval; and (ix) obtain approval from TBLS, NALA and NFPA, when appropriate, for CLE sponsored by AAPA. The Public Relations Director shall pass the files for this Directorship to his/her successor immediately following installation of the new Board.

C. Publications Director.

The Publications Director shall (i) have the authority to create a committee to assist in carrying out the Publications Director's duties, and shall chair any such committee formed; (ii) serve as Chair of the Mentoring Committee; (iii) act as editor of any official AAPA publication; (iv) publish and circulate any official AAPA publication and other publications or notices at the direction of the Board; (v) manage the association's website, including the calendar of events; (vi) serve as Board liaison in contacting the website administrator; (vii) manage the association job bank including posting position vacancies submitted by employers and notifying the membership of these vacancies; and (viii) collect any job bank posting fees as determined by the Board. The Publications Director shall pass the files for this Directorship to his/her successor immediately following the installation of the new Board.

ARTICLE VII - EX-OFFICIO BOARD APPOINTMENTS

7.1 Ex-Officio Board Appointments

Ex-Officio Board Appointments may be appointed by the President, upon approval by a majority vote of the Board, as deemed necessary.

7.2 Qualifications of Ex-Officio Board Appointments

Any candidate for an appointed Ex-Officio Board position shall have been a member for a minimum of twelve (12) months prior to the time of appointment. If any candidate for a particular Ex-Officio Board Appointment does not meet the twelve (12) month requirement, the Board may, at its discretion, waive this requirement.

7.3 Term of Office.

The term of office shall be one (1) year. All Ex-Officio Board Appointments serving in the same capacity shall be limited to serving one term, unless otherwise approved by majority vote of the Board.

ARTICLE VIII - BOARD OF OFFICERS AND DIRECTORS

8.1 Board Year

The Board Year shall be July 1 to June 30.

8.2 Board of Officers and Directors.

The Board shall consist of the elected Officers, elected Directors; and any Ex-Officio Board Appointments. The Officers and Directors shall serve as voting members of the Board, excepting the President, who shall vote only when a "tie-breaker" vote is needed. The Ex-Officio Board Appointments shall serve as non-voting members of the Board.

8.3 General Powers.

The business and affairs of AAPA shall be managed by the Board, which shall (i) exercise all powers of AAPA; and (ii) do all acts which are allowed and/or required By-law and these By-laws. Said powers and acts are those which are not otherwise required to be exercised by the general membership.

8.4 Regular Board Meetings.

A regular meeting of the Board shall be held each month of the year. The date, time, and location of each such meeting shall be designated by the President. Notice of such meeting shall be published in advance in the monthly newsletter.

8.5 Special Board Meetings.

A special meeting of the Board may be called by the President, and shall be called by the President upon the written request of any three (3) Board members. Each Board member

shall receive notice of any special meeting. Matters to be considered shall be limited to those mentioned in the call of the meeting.

8.6 Board Reports

All Board members should submit to the Board prior to each monthly meeting a signed report accounting for their activities and any income received. Additionally, each Board member must report on any committee activity for which he/she is a Chair or Board advisor. These original signed reports shall be maintained in the official minute book.

8.7 Quorum and Voting.

A. Regular and Special Meetings.

The presence in person of two-thirds (2/3) of the voting Board members shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board. A Board member may participate by telephone if needed to complete a quorum. Each voting Board member shall be entitled to one (1) vote at meetings of the Board at which he/she is present. Voting by proxy shall not be permitted. At any meeting at which a quorum is present, the affirmative vote of a majority of the Board shall be the act of the Board, except as otherwise specifically provided By-law, the Articles of Incorporation, or these By-laws. If a quorum is not present at any meeting of the Board, the Board members present may adjourn the meeting from time to time without notice other than an announcement at the meeting, until a quorum is present.

B. Action Without a Meeting (Voting By Phone, Facsimile or Email).

A vote on any action required or permitted at a meeting of the Board may be taken without a meeting if (i) all the voting members of the Board are contacted via facsimile or email at their respective places of employment or residence by the President, President-Elect, or any Board member designated by the President; and (ii) a written statement setting forth the results of a vote and any action taken or not taken is forwarded by the Secretary via facsimile or email to each voting member of the Board. Such facsimile or email vote and statement shall have the same force and effect as the majority vote at a meeting.

The Board member who conducts any telephone vote/poll shall provide each Board member with written notice of the results of such vote/poll within five (5) business days after the same is conducted.

The Secretary shall include the written notice of the results of any vote and the written statement setting forth any action taken or not taken in the minutes of the next regularly scheduled meeting of the Board.

8.8 Parliamentary Procedure.

Except as provided in these By-laws, all meetings of the Board will be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised.

8.9 Attendance.

Board members shall be required to attend all regularly scheduled meetings of the Board, and may be removed for failure to attend two (2) such meetings without good cause during the Board year. It shall be the duty of each Board member to report to the President the reason for any absence if he/she is unable to attend any Board meeting.

8.10 Removal from the Board.

In addition to removal for non-attendance as described in Section 8.9 above, any Officer, Director, or Ex-Officio Board Appointment may be removed from his/her position if the Board, by a majority vote, finds the Board member has engaged in conduct detrimental to AAPA or the paralegal profession.

ARTICLE IX- ELECTION PROCESS

9.1 Nominations.

- A. On or before April 1 of each year, any Voting Member wishing to be a candidate for an elected Office or Directorship, except for the office of President, shall submit to the President-Elect a candidacy statement as to the Office or Directorship for which said member wishes to be considered a candidate and his or her qualifications to serve in that capacity
- B. The President-Elect shall cause to be published in the May edition of the monthly newsletter, the name and qualifications of each candidate.
- C. If there is no candidate for an Office or Directorship, the President-Elect shall convene the Elections Committee and direct it to solicit candidates from the Voting Members until at least one (1) candidate has been obtained for each Office and Directorship.
- D. At the April membership meeting, nominations for each elected Office and Directorship, except for the office of President, may be made from the floor. The fact that a candidate's qualifications have not been published shall not preclude a candidate from being placed in nomination for an Office or Directorship.

9.2 Elections.

- A. If, at the May membership meeting, there is only one candidate for each Office and Directorship, the Voting Members present at that meeting can, upon proper motion, elect the slate of candidates by acclamation.
- B. If there is more than one (1) candidate for any Office or Directorship, on or about June 1, the President-Elect shall convene the Elections Committee and direct it to distribute an official ballot containing the names of the candidates to each Voting Member. The completed ballot shall be returned to the Elections Committee and must be received by the Elections Committee no later than 5:00 p.m., on the fourth Monday in June.

At a time and place to be announced at the June membership meeting by the Chair of the Elections Committee, the ballots shall be opened and counted by the members of the Elections Committee. Each candidate for an Office or Directorship is entitled to be present or have his/ or her representative present when the ballots are counted. After the votes have been counted, the Chair of the Elections Committee shall declare the person receiving the highest number of votes for each Office and Directorship elected.

- C. The Elections Committee Chair shall notify the President-Elect and each candidate of the results of the election prior to any public announcement, and shall publish the results of the election in the next issue of the monthly newsletter.

ARTICLE X - LOSS OF MEMBERSHIP/COMPLAINTS

10.1 Loss of Membership.

Any member may be required to forfeit his or her membership rights in AAPA by a majority vote of the voting Board members present at any regular or special meeting whenever, in the judgment of those members, a member has (i) violated the Code of Ethics as described in section 3.8 of these By-laws; (ii) been convicted of a felony; (iii) engaged in conduct detrimental to AAPA or the paralegal profession; or (iv) failed to fulfill the requirements for membership as set out in these By-laws. The Membership Director shall notify such Member in writing that the Board will consider revoking his/her membership at the next regularly scheduled Board meeting, and that the Member may appear to show cause why he/she should not be made to forfeit membership.

10.2 Complaint.

A Voting Member shall have the right to bring a complaint against (i) an association member, (ii) a Board member who held his or her Board position at the time of the alleged incident, or (iii) the Board as a whole, by submitting such complaint in writing to the Board.

- A. If such complaint is directed at an association member not holding a position on the Board, the President shall give notice of the existence of the complaint to the member about whom such complaint has been made. The President shall set a hearing of the complaint, and shall give notice of this hearing to the member complained of, the complainant, and the Board not less than fourteen (14) days prior to the date of such hearing. The presentation of the complaint at the hearing shall be the responsibility of the complainant. If a majority of the voting Board members present at the hearing determine that the complaint is well founded and that good cause exists for the complaint the member may be subject to loss of membership.
- B. If such complaint is directed at a Board member or the Board as a whole, the President shall convene the Ethics Committee and direct it to investigate the complaint and submit a report of its findings. The President shall give notice of the existence of the complaint to the Board member(s) about whom such complaint has been made. The Board shall prepare a Charge to the Ethics Committee (i) vesting in it authority to conduct an investigation into the merits of the complaint; and (ii) stating a deadline by which all investigation must be completed. The Ethics

Committee shall, through its committee chair, give a report of its findings at a special Board meeting to be called by the President. Notice of this special meeting shall be issued by the President and sent to the Ethics Committee Chair, the Board member(s) complained of, the complainant, and the Board not less than fourteen (14) days prior to the date of such meeting. If the Ethics Committee has determined that the complaint is well founded and that good cause exists for the complaint, the Board member(s) may be subject to removal from the Board and possibly loss of membership. Notice of such action may be given to the membership at the discretion of the Board.

ARTICLE XI - VACANCY

11.1 Office of the President.

If a vacancy occurs in the office of President during the Board year, this vacancy shall be filled by one of the voting Board members listed below, and in the following order of succession, upon acceptance of the position by the board member filling the position:

- A. President-Elect
- B. Secretary
- C. Treasurer
- D. Parliamentarian
- E. Membership Director
- F. Public Relations Director
- G. Publications Director

11.2 Office of President-Elect

- A. If a vacancy occurs in the office of President-Elect after January 1, the office may remain vacant until the next regularly scheduled election.
- B. If a vacancy occurs in the office of President-Elect on or before January 1, a Voting Members shall be held within thirty (30) days after the occurrence of such vacancy. It shall be the responsibility of the President to see that two (2) weeks written notice of this meeting is given to all Voting Members. If the President-Elect vacates the office, and no one is willing to run for the position or to accept the position, the process will revert to Section 11.1.

At such meeting, nominations shall be taken from the floor for candidates to fill the office of President-Elect. If there is only one (1) candidate for such office, the Voting Members present at such meeting can, upon proper motion, elect such candidate by acclamation. If there is more than one candidate for this office, the Elections Committee shall then distribute blank ballots to the Voting Members present at this meeting. The completed ballots will be collected and counted by the Elections Committee at this meeting. The person receiving the highest number of votes shall be elected President-Elect.

11.3 Other Offices.

If a vacancy occurs in any other Office or Directorship elected by the membership except for President and President-Elect, such vacancy shall be filled by a Voting Member who shall be elected by a majority vote of the Board.

ARTICLE XII - COMMITTEES

12.1 Standing Committees.

AAPA may have the following Standing Committees:

- A. By-laws
- B. Elections
- C. Survey
- D. Ethics
- E. Mentoring
- F. TAPA (Texas Alliance of Paralegal Associations)

12.2 Duties of Standing Committees.

A. By-laws Committee.

The By-laws Committee shall be chaired by the Parliamentarian. It shall be the duty of the By-laws Committee to (i) make initial recommendations to the Board for amendments, revisions and/or modifications of the By-laws as deemed necessary; and (ii) be responsible for the actual amendment, revision, and/or modification process of these By-laws as set out in Article XV of these By-laws.

B. Elections Committee.

The Elections Committee shall be chaired by a person appointed by the President and approved by a majority vote of the Board, with the President-Elect serving as Board advisor. The Elections Committee shall consist of no less than three (3) Voting Members. It shall be the duty of the Elections Committee to carry out any election process set forth in these By-laws. The Elections Committee Chair shall pass the files for this office to the President-Elect after annual elections have been completed.

C. Survey Committee.

The Survey Committee shall be chaired by the Public Relations Director. It shall be the duty of the Survey Committee to prepare any survey/questionnaire in a form approved by the Board. Any such survey/questionnaire shall be distributed to paralegals in the area. When the completed surveys/questionnaires are returned, the Survey Committee shall compile the information and distribute the results of same to the members in printed form. The Survey Committee Chair shall pass the files for this Committee to his/her successor immediately upon appointment of such successor.

D. Ethics Committee

The Ethics Committee shall be chaired by a person appointed by the President and approved by a majority vote of the Board, with the President serving as Board advisor. The members of this committee shall be impartial and non-partisan. The Ethics Committee shall be vested with the authority to investigate any complaints made of Board members, and/or the Board as a whole, by Voting Members. The Ethics Committee shall follow the association By-laws, specifically Article X, and the Charge submitted to it by the Board, as described in Section 10.2(B), in conducting its duties. During its investigation all contact to and from the Ethics Committee shall be made between the committee Chair and the President. Any other contact to or from any other Board member or general association member shall be strictly prohibited. The committee shall report its findings at a special Board meeting through its committee Chair. The Ethics Committee Chair shall pass the files of this committee to the President upon completion and resolution of any such complaint investigation.

E. Mentoring Committee

The Mentoring Committee shall be chaired by the Publications Director. It shall be the duty of the Mentoring Committee to establish and monitor AAPA's career mentoring program offered to Student and Associate members. The Mentoring Committee shall solicit mentors from among the active membership and match them with the Student and Associate members who have requested a mentor.

F. TAPA (Texas Alliance of Paralegal Associations) Committee

The TAPA Committee shall be chaired by the President-Elect. It shall be the duty of the TAPA Committee to assist with the production of the TAPA reports to be presented at the bi-annual TAPA meetings. (These meetings draw representatives of TAPA member paralegal associations from across the State.) The TAPA Committee shall also be charged with planning the events/functions of any TAPA meetings hosted by AAPA in San Antonio.

12.3 Committee Members.

The members of each committee shall be chosen by the respective chairs. The President shall be an ex-officio (non-voting) member of all standing committees except the Elections and Ethics Committees.

12.4 Special Committees.

Other committees may be designated as needed by the President and approved by a majority vote of the Board.

12.5 Limits of Committees' Authority.

Without the prior specific authorization of a majority vote of the Board, a committee shall not (i) preempt the stated authority and function of any Officer or Director of AAPA; (ii) incur any financial obligation nor enter into any contract on behalf of AAPA; or (iii) exceed the authority given to such committee by these By-laws.

12.6 Removal.

Any committee chair, with the exception of those committees chaired by a Board member, may be removed from such position by a majority vote of the voting members present at a meeting of the Board. The person sought to be removed shall be given notice of (i) the complaint; (ii) the date, time and location of such meeting; and (iii) shall have the right to appear at such meeting to show cause why he/she should not be removed as such chair.

ARTICLE XIII - GENERAL PROVISIONS

13.1 Fiscal Year.

The fiscal year of AAPA shall be January 1 through December 31.

13.2 Finances.

The Board shall be authorized to (i) raise funds by the collection of dues and other legitimate methods; (ii) receive gifts, legacies, and bequests (for general or specific purposes); and (iii) create reserves for such purposes as it shall deem beneficial to AAPA.

13.3 Annual Reports.

All Officers, Directors, and Committee Chairs shall prepare an annual report. All annual reports shall be published in the May edition of the monthly newsletter.

13.4 Construction.

- A. AAPA shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended; or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they exist or as they may hereafter be amended.
- B. If any provision of these By-laws is held to be inoperative, invalid, or illegal, all of the remaining provisions hereof shall continue to be fully operative and effective so far as is possible and reasonable.

13.5 Dissolution

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

ARTICLE XIV- INDEMNIFICATION

14.1 Indemnification of Directors and Officers.

AAPA, by a majority vote of its Board, may, but shall not be required to, indemnify each of its Officers and Directors, whether or not then in office, and his/her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he/she is or may be made a party by reason of having been an Officer or Director of AAPA. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs, and any other costs of a similar nature. AAPA shall not, however, indemnify any Officer or Director until a determination that indemnification is permissible has been made by the procedure and according to the standards set forth in these By-laws.

14.2 Written Demand for Indemnification.

Any Officer or Director who seeks to be indemnified from AAPA may make a written demand on the Board by serving the written demand on the President or Secretary (unless the President and Secretary are both making the demand, in which case service may be made on any other Officer of AAPA).

14.3 Prohibition Against Indemnity.

AAPA shall not indemnify any Officer or Director in any matter involving the following:

- A. The commission of any crime or penal offense punishable by imprisonment or a fine exceeding \$5,000;
- B. Gross negligence;
- C. The misappropriation of any funds belonging to AAPA;
- D. Libel and slander; or
- E. Any conduct prohibited to be indemnified by the Texas Business Corporation Act.

However, AAPA may, in its sole discretion, provide any Officer or Director with counsel to defend against any claims involving the foregoing, provided AAPA has the opportunity to select the counsel to so represent the Officer or Director involved, and to pay such out-of-pocket expenses as it deems advisable in the defense against any such claims.

14.4 Indemnification Not Exclusive.

The indemnification provided by this Article shall not be deemed to be exclusive to any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of disinterested Directors, or otherwise. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify or right to indemnification that AAPA or any person referred to in this Article may have or acquire under the laws of the State of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Article.

14.5 Liability Insurance.

AAPA may purchase and maintain insurance on behalf of any person who is or was an Officer or Director or designated agent of AAPA against any liability asserted against and/or incurred by that person, whether or not AAPA would have the power to indemnify him/her under the provisions of this Article.

ARTICLE XV- AMENDMENT TO BY-LAWS

15.1 Amendment

Amendments to these By-laws shall be proposed as follows:

Any member of AAPA may submit proposed changes in writing to the Parliamentarian, who will then convene the By-laws Committee and submit the member's recommendations to the Board, along with other recommendations the Committee sees fit; the By-laws Committee may submit proposed changes to the Board; and the Board, during a regular Board meeting, may propose amendments to these By-laws. Proposed amendments need not necessarily be approved by the Board, and can be scheduled for membership vote at a special membership meeting called for that purpose.

Any proposed amendments to these By-laws shall pass upon compliance of the following requirements:

A special meeting of the Voting Membership will be called in writing a minimum of thirty (30) days prior, along with a written draft of the proposed amendments pursuant to Article IV, Section 4.2 of these By-laws. A majority of the Voting Membership present shall suffice in passing amendments, and the vote of the majority shall carry. The By-laws will be amended on said date unless specifically specified in the amendment(s). Amendments shall be voted in sections and not as a whole.

15.2 Certification of Adoption.

After adoption of an amendment by the Voting Members, the Secretary shall prepare a Certificate of Adoption, which Certificate shall certify the date the amendment was adopted and that such amendment, to the best of his/her knowledge, is not in conflict with law.

ARTICLE XVI - EFFECTIVE DATE

The effective date of these Restated and Amended By-laws shall be May 26, 2009.