

As Amended April 2012

Section 1. PURPOSE

The purposes of the Association are:

To advance and promote the educational and professional standards of paralegals;

To encourage and promote the employment, advancement and continuing education of paralegals;

To uphold and elevate the standard of honor, ethics, integrity, and courtesy in the legal profession;

To promote, protect, and further the public's interest in accessing affordable legal services and the justice system; and

To promote a spirit of cordiality among the legal profession.

Section 2. DEFINITIONS

2.1 "Paralegal" shall refer to a person qualified by education, training or work experience, who is employed or retained by a lawyer, law office, governmental agency, or other entity to work under the supervision of a lawyer in a capacity that requires the performance of substantive legal work using knowledge and understanding of legal concepts, the legal system and procedural law.

2.2 "Board of Directors" or "Board" shall refer to those members elected or appointed as Directors as well as members serving in an ex-officio capacity.

2.3 "Officer" or "Officers" shall refer to the President, Vice President, Secretary and Treasurer as appointed by the Board of Directors from year to year.

Section 3. MEMBERSHIP

3.1. Members

A member shall be any individual or entity who is duly admitted to the membership of the Association pursuant to Section 3.3, and complies with the membership provisions of these Bylaws. Membership categories shall consist of the following:

3.1.1. Full Membership

Full membership shall consist of those members who are admitted to membership under Section 3.2.1 of these Bylaws. Full members in good standing shall be fully qualified to vote, hold office, and otherwise participate in the affairs of the Association.

3.1.2. Associate Membership

Associate membership shall consist of those members who are admitted to membership under Section 3.2.2 of these Bylaws. Associate members in good standing shall be entitled to fully participate in the affairs of the Association, including Committee membership, except the right to vote or hold office.

3.1.3. Student Membership

Student members shall consist of those members who are admitted to membership under Section 3.2.3 of these Bylaws. Student members in good standing shall be entitled to fully participate in the affairs of the Association, including Committee membership, except the right to vote or hold office.

3.1.4. Sustaining Membership

Sustaining members shall consist of those members who are admitted to membership under Section 3.2.4 of these Bylaws. Sustaining members in good standing shall be entitled to participate in the affairs of the Association, except the right to vote, hold office, or serve on Association committees.

3.1.5. Membership Term

Each membership term shall begin on the date the applicant's membership application is approved by the Membership Committee and shall continue for the next twelve consecutive months.

3.2. Eligibility

3.2.1. Full Membership

3.2.1.1 Initial Applicants

An applicant shall be eligible for admission to full membership if, at the time of the initial application, the applicant:

- (a) has an interest in the paralegal profession;
- (b) supports the purposes of the Association;
- (c) is, or has been within the previous six months, employed as a paralegal, as defined in Section 2.1 of these Bylaws; and
- (d) has fulfilled one of the following requirements:
 - (i) Completion of an educational program for paralegals; or
 - (ii) Work experience as a paralegal as defined by Section 2.1; or

- (iii) A combination of education and/or work experience which justifies admission to membership.

An applicant seeking admission under category “ii” or “iii,” must describe in detail on the membership application, the educational program and/or work experience the applicant believes satisfies requirements for membership. Determination of whether or not the education or work experience satisfies the requirements for membership shall be made by the Membership Committee.

Members at this level must, as a requirement for continued full membership, certify the member has completed six hours of continuing legal education as defined in the Policy and Procedures Manual of the Association, during the prior 12 months.

3.2.1.2 Renewing Applicants

A renewing applicant shall be eligible for admission to full membership if, at the time of the renewing application, the applicant:

- (a) has an interest in the paralegal profession;
- (b) supports the purposes of the Association; and,
- (c) is, or has been within the previous six months, employed as a paralegal, as defined in Section 2.1 of these Bylaws.

Members at this level must, as a requirement for continued full membership, certify the member has completed six hours of continuing legal education as defined in the Policy and Procedures Manual of the Association, during the prior 12 months.

3.2.2. Associate Membership

An applicant shall be eligible for admission to associate membership if the applicant has an interest in the paralegal profession and supports the purposes of the Association.

3.2.3. Student Membership

An applicant shall be eligible for admission to student membership if the applicant has an interest in the paralegal profession and, at the time of application, is enrolled as a student in a paralegal studies program at a post-secondary institution, and is not employed full-time as a paralegal.

3.2.4. Sustaining Membership

This membership shall be offered to corporations and organizations that provide services, goods, or help to fund paralegal educational and membership activities.

3.2.5. Diversity Statement

No individual eligible for membership in the Association shall be excluded or discriminated against on the basis of any category or form of diversity.

3.3. Admission Procedures

3.3.1. Application

A completed application for membership shall be submitted to the Membership Committee.

3.3.2. Membership Committee

The chairperson of the Membership Committee shall be appointed by the Board of Directors. The other members of the committee shall be appointed by the Membership Committee chairperson. The Membership Committee shall review and approve membership applications in accordance with guidelines approved by the Board and set out in the Policy and Procedures Manual of the Association.

3.3.3. Admission

Payment of dues is a prerequisite to admission to and renewal of membership.

3.4. Dues

Each member shall pay dues to the Association in the amount set by the Board for each twelve month term at the time of application.

3.5. List of Members

The Membership Committee chairperson shall provide a roster of the names and contact information of all members to the Association's Secretary for inclusion with the corporate records. Upon request, and after approval by majority board vote, the roster may be inspected by any member upon reasonable notice. A member's use of the membership roster shall be restricted to Association purposes only.

3.6 Right to Appeal

An applicant whose membership has been denied by the Membership Committee may, upon written request to the Secretary, request that the membership application be reviewed and reconsidered by the Board of Directors. The Board shall be given at least two weeks prior notice before its next regularly scheduled meeting to consider and vote on the appeal.

3.7 Termination

Any member may be removed from the Association without assigning cause by the vote of 2/3rds of the entire Board. The removal process may be initiated by the Board upon making a determination that the member's removal would be in the best interest of the Association, or by written request to the Board Secretary signed by 2/3rds of the voting membership. Upon determination by the Board, or upon the receipt by the Secretary of a written request, the Secretary shall notify the member of: 1) the intent to put the question of the member's removal from the Association to a vote of the Board; and 2) the member's right to present a defense to the Board by submitting to the Secretary a written statement for the Board's consideration.

No member who has terminated membership or whose membership has been terminated by the Board shall be entitled to a refund of any dues unless there is verifiable error.

Section 4. MEETING OF MEMBERS

4.1. Annual Meeting

The annual meeting of the members shall be held each year during the month of May at the time and place as shall be determined by the Board for the purpose of electing Directors and transacting other business as may come before the meeting.

4.2. Regular Meetings

Regular meetings of the members may be held at such time and place as the Board may from time to time designate.

4.3. Special Meetings

Except as otherwise stated in these Bylaws, special meetings of the members may be called, for any purpose, at any time, by the President, a majority of the Board, by majority vote of the voting members at a validly called member meeting having at least 1/4th of the members entitled to vote at such meeting, or by a petition signed by a majority of the voting members.

4.4. Place of Meetings

All meetings shall be held at the place designated in the notice of the meeting or in a waiver of notice of the meeting.

4.5. Notice of Meetings

Written notices stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than seven or

more than 50 days before the date of the meeting, either in personal, by e-mail or by U.S. mail, by or at the direction of the President or the Secretary to each member in good standing. If mailed, such notice shall be deemed to be delivered when deposited in the U. S. mail, addressed to the member at such member's address as it appears in the records of the Association, with postage thereon prepaid. If the notice is e-mailed, it shall be deemed to be delivered when the content of the e-mail is sent electronically for delivery to the member at the member's e-mail address as shown on the records of the Association.

Notwithstanding the provisions above, in the event that the President or Secretary shall fail or refuse to give written notice of a special meeting of the members to be held not less than seven nor more than 50 days after receipt of a request from 1/4th of the voting members as provided in Section 4.3, the members making the request may give such notice, stating the time, place, and purpose of the meeting.

4.6. Waiver of Notice

Any member may waive notice of any meeting. Notice of a meeting need not be given to a member who signs a waiver of notice, whether before or after a meeting, or who attends the meeting without protesting before the meeting or at its commencement the lack of notice. Such a waiver is the equivalent of the giving of notice.

4.7. Quorum

Except as otherwise stated in these Bylaws, 10 percent of the voting members, represented in person or by proxy, shall constitute a quorum at a meeting of the members.

4.8. Manner of Acting

If a quorum is present, the affirmative vote of the majority of the voting members represented at the meeting shall be the act of the members, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or the Alaska Nonprofit Corporations Act.

4.9. Proxies

A member may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution except as otherwise provided by law.

4.10. Voting by Member

Each full member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members.

4.11. Action by Members without a Meeting

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting, if a written consent setting forth the action to be taken is signed by a majority of all voting members. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

4.12. Voting

Notwithstanding Section 4.1 of these Bylaws, the annual election of Directors may be conducted by mail or electronically without having a meeting for such purpose. Elections shall be conducted pursuant to the provisions of the Policy and Procedures Manual.

Section 5. BOARD OF DIRECTORS

5.1. Powers

The business and affairs of the Association shall be managed by a Board of Directors.

5.2. Number, Qualifications and Tenure

5.2.1. Directors Elected by Members

The Board shall be composed of seven Directors to be elected by the voting members. Four Directors shall serve staggered terms of two years with two elected each year and the remaining three Directors to serve one-year terms.

5.2.2. National Federation of Paralegal Associations (“NFPA”) Representatives to Serve as *Ex Officio* Directors

In addition to the Directors provided for in this Section, NFPA Primary and Secondary Representatives who are not also elected Directors shall serve *ex officio* as Directors with full voting rights during the Representative’s term of office.

5.2.3. Qualification

Directors shall be full voting members of the Association.

5.2.4. Term

Each Director shall hold office until the term expires. Unless such Director dies, resigns, or is removed, such Director shall remain in office until a successor is elected. No person may be elected a Director for more than three consecutive terms.

5.2.5. Change of Number of Directors

The number of the Directors may be changed from time to time to any number not less than three by an amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

5.3 Board Meetings

5.3.1. Annual Meeting

The annual meeting of the Board shall be held without notice immediately after the annual meeting of members for the purpose of appointing Officers and transacting such business as may properly come before the Board.

5.3.2. Regular Meetings

By resolution, the Board may specify the date, time, and place for holding regular meetings without other notice than such resolution.

5.3.3. Special Meetings

Special Board meetings may be called by or at the request of the President or any two Directors. The individual(s) authorized to call special meetings shall designate the place for holding any special Board meeting called by them.

5.3.4. Notice of Special Meetings

Notice of a special Board meeting stating the purpose, place, day, and hour of the meeting shall be given to each Director in writing or orally. No other business may be conducted at a special meeting other than that provided in the notice of such meeting.

5.3.5. Personal Delivery

If notice is given by personal delivery, the notice shall be effective if delivered to a Director at least two days before the meeting.

5.3.6. Delivery by Mail

If notice is delivered by mail, the notice shall be deemed effective if deposited in the U.S. Mail properly addressed to a Director at the Director's address as shown on the records of the Association, with postage prepaid at least five days before the meeting.

5.3.7. Delivery by Electronic Mail

If notice is delivered by electronic mail, the notice shall be deemed effective if the content thereof is sent electronically for delivery to a Director at the Director's e-mail address as shown on the records of the Association at least three days before the meeting.

5.3.8. Oral Notice

If notice is delivered orally, the notice shall be deemed effective when personally given to the Director, at least two days before the meeting. Leaving a voice mail message does not constitute oral notice under this Section.

5.3.9. Responsibility for Service of Notices

Service of all notices shall be the responsibility of the Secretary. A written record of the notice and its manner of service shall be made and retained in the records of the Association.

5.3.10. Open Meetings

Meetings of the Board, including regular and special meetings, shall be open to the members provided that only the Board shall be entitled to vote.

5.4. Waiver of Notice of Board Meetings

Any Director may waive notice of any meeting. Notice of a meeting need not be given to a Director who signs a waiver of notice, whether before or after a meeting, or who attends the meeting without protesting the lack of notice before the meeting or at its commencement. The waiver is the equivalent of the giving of notice.

5.5. Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any Board meeting. However, if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.6. Voting and Manner of Acting

Each Director shall be entitled to one vote upon all questions presented for action at any meeting of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

5.7. Resignation

Any Director may resign at any time by delivering written or oral notice to the President, Secretary, or the registered agent of the Association.

5.8. Removal

Any Director or Officer may be removed, with or without cause by the affirmative vote of either a majority of the Directors or by a vote of the voting members. Action by the members to remove a Board member must be taken at a Special Meeting called expressly for that purpose and the vote must be taken by written ballot. Quorum for a Special Meeting under this Section is established by a majority of the full voting membership. A 2/3rds majority vote of those present is required for removal.

5.9. Vacancies

Any vacancy occurring in a Board seat or Officer position during a one-year term, or in the second year of a two-year term, may be filled by the affirmative vote of a majority of the remaining Directors. Any vacancy occurring in a Board seat during the first year of a two-year term shall be filled by the Board for the remainder of the first year of such two-year term and by the members at the next annual election of Directors for the second year of such term. In no case may a vacancy continue longer than six months, or until the next annual meeting of the members, whichever comes first.

5.10. Presumption of Assent

A Director present at a Board meeting at which action on any Association matter is taken shall be presumed to have assented to the action taken unless the Director's dissent is entered in the minutes of the meeting or such Director provides a written dissent to such action with the Secretary before the next regular meeting of the Board. A Director who voted in favor of such action may not dissent.

5.11. Action by Directors without a Meeting

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if written consent setting forth the action to be taken is provided by a majority of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 6. COMMITTEES

6.1. Standing or Ad Hoc Committees

The Board may from time to time appoint or dissolve any standing or Ad Hoc committee and may vest such committee with powers as it deems appropriate subject to conditions as may be: 1) prescribed by the Board; 2) provided for in the Policy and Procedures Manual of the Association; or 3) governed by applicable law.

6.2. Executive Committee

The Board, by resolution adopted by a majority of Directors, may designate three or more Directors to constitute an Executive Committee. To the extent provided in the resolution and these Bylaws, the Executive Committee may exercise the authority of the Board in the management of the Association, except that no such committee shall have the authority of the Board in reference to: 1) appointing or removing any Director, Officer, or member of such committee of the Association; 2) amending the Articles of Incorporation; 3) adopting a plan of merger; 4) authorizing the sale, lease, exchange, or mortgage or other disposition of all or substantially all of the property and assets of the Association; 5) authorization of the voluntary dissolution of the Association or revoking proceedings thereof; 6) adopting a plan for the distribution of the assets of the Association; or 7) amending, altering, or repealing any resolution of the Board. The designation of the Executive Committee and the delegation of authority to it do not relieve the Board or any member of the Board from responsibility imposed upon the Board.

6.3. Quorum and Manner of Acting

A majority of the members composing any committee shall constitute a quorum for the transaction of business at any meeting of such committee. However, if less than a majority is present at a meeting, a majority of members present may adjourn the meeting from time to time without further notice. The act of a majority of the members at a committee meeting where a quorum is established shall be the act of the committee.

6.3.1. Action by Committees without a Meeting

Any action required or permitted to be taken at a committee meeting may be taken without a meeting if written consent setting forth the action to be taken is provided by a majority of the committee members. Any such written consent shall be inserted in the committee minutes as if it were the minutes of a committee meeting.

6.4. Committee Meeting Minutes

All committees shall keep regular minutes of their meetings and shall submit them to the Association Secretary.

6.5. Resignation

Any member of any committee may resign by giving oral or written notice at any time to any Director or the Chairperson of such committee. Resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery. Acceptance of such resignation shall not be necessary to make it effective.

6.6. Removal

The Board may remove any member of any committee by the affirmative vote of a majority of the Board.

Section 7. OFFICERS

7.1. Number and Qualifications

The Officers of the Association shall be President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be formally appointed by the Board. Assistant Officers may be appointed by the Board. Officers and Assistant Officers hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Assistant Officers shall not serve as Directors. The Board may assign any Officer any additional title that the Board deems appropriate. The Board may delegate to any Officer the power to appoint any such subordinate Officers and to prescribe their respective terms of office, authority, and duties. Any two or more offices may be held by the same person, except the offices of President and Secretary. No person shall be eligible to serve as an Officer of the Association unless he or she is a full voting member.

7.2. Appointment and Term of Office

The Officers of the Association shall be formally appointed by the Board of Directors, annually. Each Officer shall hold office until the next annual meeting and, unless such Officer dies, resigns, or is removed, such Officer shall remain in office until his or her successor is appointed.

7.3. Resignation

Any Officer may resign at any time by delivering oral or written notice to any other Board member.

7.4. President

The President shall be the principal executive officer of the Association, shall preside over meetings of the Board and members, and, subject to the Board's control, shall supervise and control all of the business and affairs of the Association. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other Officer of the Association or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

7.5. Vice President

In the absence of the President or in the event of the President's death or inability or refusal to act, the Vice President shall perform the duties of the President, except as may be limited by

resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

7.6. Secretary

The Secretary shall: 1) keep the minutes of meetings of the members, the Board, and committees having authority of the Board in one or more books provided for that purpose; 2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; 3) be custodian of the corporate records of the Association; 4) keep a roster of the member contact information as furnished to the Secretary by the Membership Committee; 5) sign with the President, or other Officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and 6) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board. In the absence of the Secretary, an Assistant Secretary may perform these duties.

7.7. Treasurer

The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety, or sureties, as the Board shall determine. The Treasurer shall be responsible for all funds of the Association; receive and give receipts for monies due and payable to the Association and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the Association Bylaws. The Treasurer will perform such other duties as from time to time may be assigned to the Treasurer by the Board. The Treasurer shall provide regular monthly written reports concerning the financial affairs of the Association to the Board. In the absence of the Treasurer, an Assistant Treasurer may perform these duties.

Section 8. RULES OF PROCEDURE

The rules of procedure at meetings of the members, Board, and committees of the Board shall be Robert's Rules of Order when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the members or of the Board.

Section 9. ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1. Contracts

The Board may authorize any Director(s) or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority shall be confined to specific instances.

9.2. Loans and Indebtedness

No loans shall be contracted on behalf of the Association and no indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority shall be confined to specific instances.

9.3. Loans to Officers and Directors

No loans shall be made by the Association to its Directors.

9.4. Checks, Drafts and Payments by the Association

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association may be signed by any such Officer(s) as authorized by the Board.

9.5. Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

9.6. Books and Records

The Association shall keep: 1) correct and complete books and records of account; 2) minutes of the proceedings of its members and Board; and, 3) a record of all members, including the members' names and addresses.

9.7. Fiscal Year

The fiscal year of the Association shall be the 12 months ending August 31.

9.8. Corporate Seal

The seal of the Association, if required or desired, shall consist of the name of the Association, the state of its incorporation, and the year of its incorporation.

Section 10. INDEMNIFICATION

The Association shall indemnify and hold harmless any member who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding (whether brought by or in the right of the Association or otherwise) by reason of the fact that the member was a Director of the Association or is or was serving at the request of the Association as a Director of another corporation, for expenses including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such Director in connection with such action, suit, or proceeding if the acts complained of were

performed within the scope of the Director's duties, and the Director acted in good faith and in a manner the Director reasonably believed should be in, or not opposed to, the best interest of the Association and with respect to a criminal action, had no reasonable cause to believe the conduct was unlawful. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

Section 11. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board, provided, however, that the formal action to alter, amend, or repeal Bylaws or adopt new Bylaws shall be taken no earlier than 45 days after notice of such proposed action is given to the members. Notice may be given formally pursuant to the provisions of these Bylaws as provided in Section 4.5, by posting on the Association website and by transmitting notice to each full voting member at the member's e-mail address as shown on the records of the Association.