

**BYLAWS OF THE  
NATIONAL ASSOCIATION OF LEGAL ASSISTANTS, INC.**

Adopted April 20, 1975  
Amended through July 12, 2023

The Bylaws of the Corporation adopted on April 20, 1975, and subsequently amended, are hereby deleted in their entirety and completely restated as of the 4th day of March 2006 and amended by the NALA membership through July 2023.

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# **ARTICLE I**

## **NAME, SEAL AND PRINCIPAL OFFICE**

**1.1 Name.** The name of the corporation is NATIONAL ASSOCIATION OF LEGAL ASSISTANTS, INC. ("Corporation").

**1.2 Seal.** The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Oklahoma."

# **ARTICLE II**

## **ARTICLES OF INCORPORATION, PURPOSES AND DEFINITIONS**

**2.1 Articles of Incorporation.** The Articles of Incorporation are hereby incorporated into and made a part of these Bylaws.

**2.2 Purposes.** The purpose or purposes for which the Corporation is organized are as specified in the Articles of Incorporation.

**2.3 Definitions.** The Corporation is formed under the Oklahoma General Corporation Act ("Act") and the definitions as referenced in the Act shall apply except where some different meaning or definition shall be set forth in these Bylaws.

**2.4 Legal Assistant and Paralegal.** The terms legal assistant and paralegal are used interchangeably and are considered the same within the terms of these Bylaws.

# **ARTICLE III**

## **MEMBERSHIP**

**3.1 Right to Membership.** Only those persons or entities who shall qualify for membership according to the provisions of these Bylaws shall become members.

**3.2 Classes of Membership.** There shall be four (4) classes of membership as follows:

A-(3.2) Active Member

B-(3.2) Student Member

- C-(3.2) Associate Member
- D-(3.2) Sustaining Member

**3.3 Qualifications for Active Members.** The following shall qualify for active membership:

A-(3.3) Any individual who has successfully completed the Certified Legal Assistant ("CLA")/Certified Paralegal (CP) examination of the Corporation.

B-(3.3) Any individual who has graduated from an American Bar Association ("ABA") approved program of study for legal assistants or paralegals.

C-(3.3) Any individual who has graduated from a course of study for paralegals/legal assistants which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of sixty (60) semester hours of classroom study.

D-(3.3) Any individual who has graduated from a course of study for paralegals/legal assistants other than those set forth in this section 3.3 B and 3.3 C above, plus not less than six (6) months of in-house training as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant.

E-(3.3) Any individual who has received a baccalaureate degree in any field, plus not less than six months in-house training as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant.

F-(3.3) Any individual who has a minimum of three (3) years of law-related experience under the supervision of an attorney, including at least six (6) months of in-house training as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant.

G-(3.3) Any individual who has a minimum of two (2) years of in-house training as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant.

H-(3.3) The directors of the Corporation may at any time or from time to time prescribe further rules and regulations defining and governing the admission of individuals to membership in the Corporation.

**3.4 Qualifications of Student Members.** The following shall qualify for student membership:

A-(3.4) Those individuals who are enrolled as students in good standing in any university, college, or other approved school pursuing a course of studies as a paralegal.

B-(3.4) The directors of the Corporation may at any time or from time to time prescribe further rules and regulations defining and governing the admission of students to membership in the Corporation.

**3.5 Qualification of Associate Members.** The following shall qualify for associate membership:

A-(3.5) Those members of bar associations endorsing the paralegal/legal assistant concept or involved in the promotion of the paralegal/legal assistant profession.

B-(3.5) Those members of the educational field endorsing the paralegal/legal assistant concept or involved in the promotion of the paralegal/legal assistant profession.

C-(3.5) The directors of the Corporation may at any time or from time to time prescribe further rules and regulations defining and governing the admission of individuals to associate membership in the Corporation.

**3.6 Qualifications for Sustaining Members.** Those individuals, law firms, corporations and paralegal/legal assistant program representatives who endorse the paralegal/legal assistant concept or are involved in the promotion of the paralegal/legal assistant profession.

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

**3.8 Membership List.** Not more than thirty (30) days after the end of the Corporation's year, the secretary shall cause to be prepared a membership list for each class of membership as of the end of such year. Such lists shall constitute the membership register of the Corporation and shall be available for use at meetings of the membership and for other purposes described in these Bylaws.

**3.9 Members Qualified to Vote.** Only active members in good standing forty-five (45) days prior to an annual meeting or a special meeting shall be qualified to vote at such meeting or upon other matters coming to the members for action. An active member who is delinquent in the payment of any dues or other assessments shall not be qualified to vote. Student, associate or sustaining members are non-voting members of the Corporation.

**3.10 Voting by Individual Proxy.** At any meeting of the membership of the Corporation, any active member shall have the right to vote either in person (live or in person) or by individual proxy. A member may appoint another member and one alternate as proxy by an appropriate written designation. Any such individual proxy shall be valid only for that meeting for which it shall have been given. A proxy is revocable at the pleasure of the member executing it, except as otherwise provided by Oklahoma law. No person shall solicit any proxies and proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the secretary. Any individual proxy shall be deemed filed by a member with the secretary when received by the secretary or staff five (5) days prior to an annual meeting. Any individual proxy shall be deemed filed by a member with the secretary or staff when received by the secretary five (5) days prior to a special meeting.

**3.11 Written Ballot; Electronic Voting; Written Consent.**

A-(3.11) Except as otherwise provided by these Bylaws, by a majority vote of the quorum present, any proposition before a meeting of the membership shall be taken by written ballot. The motion for written ballot shall take precedence over any pending question, proposition or motion before the meeting. If such motion shall carry, then the ballot on such pending question, proposition or motion shall be by written ballot, which ballot shall not require the identification of the active member, delegate or proxy voting.

B-(3.11) Notwithstanding anything to the contrary in these Bylaws, if authorized by the board of directors, any requirement that an action be taken by written ballot, including, but not limited to, the election of officers and directors, shall be satisfied by ballot submitted by electronic transmission, provided that the electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder. Notwithstanding anything to the contrary in these Bylaws, any requirement of notice for an action to be by ballot submitted by electronic transmission shall be satisfied by transmission to the e-mail address of record of each member entitled to vote on such matters as of the date such notice is given, of a notice containing: (i) a description of the matter to be voted upon, (ii) a ballot to be submitted by electronic transmission, and (iii) instructions on how to submit such ballot.

C-(3.11) Subject to the requirements of Section 1073 of the Oklahoma General Corporation Act and unless otherwise required by the certificate of incorporation or these Bylaws, any action which may be taken at any meeting of the membership of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action taken, shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all

members having a right to vote thereon were present and voted and shall be delivered to the Corporation by delivery to an officer or agent of the Corporation having custody of the book in which proceedings of minutes of the membership are recorded. Prompt notice of the taking of the action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for the meeting had been the date that written consents signed by a sufficient number of members to take the action were delivered to the Corporation as required by this section.

**3.12 Voting of Members.** At any meeting of the membership, all questions properly before such meeting shall be determined by a majority vote of the quorum present except as shall otherwise be required by the Articles of Incorporation or by any contrary specific provision of these Bylaws. Voting by proxy shall be included in determining majority vote.

Notwithstanding any other provisions of these Bylaws to the contrary, election of officers and directors of the Corporation requires a plurality vote. Voting by proxy shall be included in determining plurality vote.

**3.13 Quorum Defined.** A quorum shall be deemed to exist at any meeting of the membership with the exception of the annual meeting, with the presence, either in person or by individual proxy, of five percent (5%) of the members entitled to vote. A quorum shall be deemed to exist at the annual meeting with the presence of a majority of those active members registered for the annual convention together with a majority of those active members appearing by proxy, said proxies having been registered in the approved manner prior to the annual meeting. The number of voting members present or represented by proxy will be determined by the number of persons who cast votes, including proxies, as recorded by the voting records. This number will be used to determine if a quorum, as defined above, is met. The meeting is considered called to order at the date and time the voting polls open, and once a quorum is present at a meeting, the departure from the meeting of any number of members shall not affect the validity of the meeting until adjournment.

Notwithstanding the foregoing, in the event any action is taken by vote of the membership by electronic transmission, a quorum shall be deemed to exist upon receipt by the Corporation of a valid completed electronic ballot from not less than five percent (5%) of the membership entitled to vote for the election of officers and directors and five percent (5%) of the membership entitled to vote on all other matters.

In the absence of a quorum, the members present in person or by proxy may adjourn such meeting by majority vote of those present without notice by: (a) announcement to such effect,

and (b) then posting a notice of such continuance on the outside of the principal entry to the place of meeting and continuing such posting for not less than twelve (12) hours thereafter, designating the continuance of the meeting to a time and place specified until a quorum shall attend. The directors or Executive Committee may adjourn and continue for an interim not to exceed three (3) days; provided, however, that should the directors or Executive Committee determine the meeting cannot then be held, additional like adjournments or continuances may be permitted. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have earlier been transacted at the meeting as originally called.

If ballots are to be submitted by electronic transmission, the directors or Executive Committee may extend the period for the submission of such electronic ballots in the event a quorum was not met by the time such ballots were originally due. The directors or Executive Committee shall provide notice of such extension to all of the membership entitled to vote upon such matter.

**3.14 Time and Place of Annual Meeting.** The annual meeting of the members shall be held at such time and place as set by the directors, for the purposes of transacting business of the Corporation.

**3.15 Call and Notice of Annual Meeting.** The annual meeting shall be held upon: (a) the call of the president, or (b) the affirmative vote of two-thirds (2/3) of the Executive Committee; or (c) the affirmative vote of two-thirds (2/3) of the directors on the Board of Directors. The secretary shall cause written notice of the time and place of such meeting to be given to each member not less than sixty (60) days prior to the date of such meeting. Notice given to the members according to the membership register of the Corporation as of the close of the Corporation's prior calendar year shall be sufficient and shall be deemed notice upon additional individuals who shall have become members of the Corporation after such register shall have been closed and prior to the time of the annual meeting.

In the event of a national or regional emergency or disaster, strikes, boycotts, acts of God or other circumstances tending to make it virtually impossible or extremely difficult to hold a meeting as called, then the Executive Committee may either reset or cancel such meeting; provided, however, that should the meeting be canceled rather than reset, the directors must promptly fix and carry out by mail or through its officially designated publication a method for the membership to vote for the election of officers by written ballot, any plan to be used only for such election and definition of the plan to be at the sole discretion of the directors.

**3.16 Publication Notice of Annual Meeting.** In lieu of mailing written notices as required pursuant to the provisions of these Bylaws, the directors may, at their discretion provide that notice by mail of the time and place of the annual meeting may be waived and in lieu thereof

notice shall be given as follows:

A-(3.16) Such notice shall be published in a newspaper of general circulation in Tulsa County, Oklahoma, or in any other county which shall hereafter be the site of the principal place of business of the Corporation for two (2) successive weeks prior to the date of the meeting, stating the specific time and place thereof and, in the case of a special meeting of the membership, also stating its purpose; and

B-(3.16) Such notice shall also be published in the official publication of the Corporation and such issue containing the notice shall have been posted in the mail not less than sixty (60) days prior to the date fixed for such meeting.

**3.17 Special Meetings.** Special meetings of the membership may be held at such time and place as set by the directors of the Corporation. The members may transact any business at a special meeting which could be transacted at an annual meeting unless such business is by the Articles of Incorporation or by these Bylaws specifically reserved to the annual meeting.

**3.18 Call and Notice of Special Meetings.** A special meeting shall be held either: (a) on the call of the president, or (b) the affirmative vote of two-thirds (2/3) of the Executive Committee, (c) or the affirmative vote of two-thirds (2/3) of all of the then elected and qualified directors of the Corporation. The secretary shall cause written notice of the time and place of such meeting to be given to each member not less than ten (10) nor more than sixty (60) days prior to the date of such meeting. Notice given to the members according to the membership register of the Corporation as of the close of the Corporation's prior calendar year shall be sufficient and shall be deemed notice upon additional individuals who shall have become members of the Corporation after such register shall have been closed and prior to the time of the special meeting.

**3.19 Publication and Notice of Special Meeting.** In lieu of mailing written notice as provided pursuant to the provisions of these Bylaws, the directors may at their discretion provide that notice by mail of the time and place of the special meeting may be waived and notice shall be given as follows:

A-(3.19) Such notice shall be published in a newspaper of general circulation in Tulsa County, Oklahoma, or in any other county which shall hereafter be the situs of the principal place of business of the Corporation for two (2) successive weeks previous to the date of the meeting, stating the specific time and place thereof and also stating the purpose; and

B-(3.19) Such notice shall also be published in the official publication of the Corporation and



such issue containing the notice shall have been posted in the mail not less than fifteen (15) days prior to the date fixed for such meeting.

**3.20 Waiver of Notice.** Any member shall be deemed to have waived notice of the time, place and purposes of any annual or special meeting by appearing at such meeting unless such appearance is specifically for the purpose of contesting the validity thereof and the member shall then and there personally file with the secretary of the meeting a written protest to such effect before the meeting shall have been commenced and declared to be in order. Notice of any meeting need only be given to those members who have not waived notice thereof as herein provided.

**3.21 Resignation of Members.** A member may resign at will by submitting a written resignation to the Corporation at its principal office. Such resignation shall be deemed to be effective when accepted either by: (a) the CEO of the Corporation, (b) the Board of Directors, or (c) by the Executive Committee.

**3.22 Cancellation of Membership.** The directors shall cancel the membership of any member by a majority vote upon determining that such member has: (a) been convicted of a felony, or (b) violated the Code of Ethics of the Corporation. Additionally, the directors may cancel the membership of any member by majority vote upon determining that such member has: (a) been guilty of conduct actually and substantially to injure the good name of the Corporation, or (b) failed to maintain a high standard of professional ethics, which in either case would have been deemed sufficient for a rejection of membership application. Right to appeal shall be as provided either (a) in these Bylaws or, (b) as provided for by the current policies and procedures as determined by the directors of the Corporation.

**3.23 Appeal from Cancellation of Membership.** Any individual whose membership shall have been canceled may make written appeal for reinstatement as follows:

A-(3.23) To the directors, which appeal shall be considered and passed upon at the next annual, regular, or special meeting of the directors held (30) days or more after receipt of said written appeal. Appellant shall have the right to appear before the directors at said meeting.

B-(3.23) To the membership, by forwarding written notice of appeal to the secretary at the principal office of the Corporation not less than ninety (90) days prior the date of the next annual meeting. Such notice shall be placed upon the agenda of the next annual meeting as one of the items of regular business scheduled. The membership will be reinstated only upon majority vote at such meeting.

C-(3.23) No individual whose membership shall have been canceled as aforesaid shall have the

right to apply for reinstatement more than one time.

D-(3.23) No individual whose membership shall have been canceled and whose application for reinstatement shall be pending shall exercise any rights of membership pending the determination of such application.

**3.24 Annual Reports.** Annual reports shall be furnished to the members according to the Act; provided, however, that such requirements shall be suspended by appropriate resolution of the membership at any annual or special meeting.

**3.25 Statutory Right of Dissent.** No right of dissent to any action of the Corporation, as such is defined in the Act, shall exist where such action shall have been approved, accepted, adopted or ratified either by the smallest majority of votes of the membership required for approval or alternatively by the directors in compliance with these Bylaws, such approval by the membership or by the directors (as the case may be) shall accordingly relinquish all rights of dissent to that extent permitted by law.

**3.26 Statutory Right of Dissolution.** The Corporation may be dissolved by the affirmative vote of not less than two-thirds of the active membership or by a vote of at least two-thirds (2/3rd) of all the duly elected, qualified and acting directors.

**3.27 Access to Records.** Any member, in person or by attorney or other agent, upon written demand under oath stating the purpose thereof, shall have the right during the usual hours for business to inspect for any proper purpose the Corporation's list of members, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to a person's interest as a member. Such request shall be as required under the Act and the laws of the State of Oklahoma.

**3.28 Ratification of Acts.** Any transaction of business by the members at any meeting which was invalidly noticed, convened or conducted shall be as though fully valid if (a) such business is subsequently approved and ratified at any meeting of the membership, or if (b) a quorum had not been present in person or by proxy at any such earlier invalid meeting and if thereafter the balance of the membership who were neither present nor represented at such meeting shall execute a consent to the transaction of such business ratifying the same or shall execute an approval of the minutes thereof. Any such waivers, consents or approvals shall be filed with the secretary and made a part of the minutes and records of the Corporation.

**3.29 Dues and Assessments.** Members shall be liable for the following dues and assessments:

A-(3.29) All new members shall pay an initiation fee fixed by the directors.

B-(3.29) The annual dues for members shall be fixed by the directors of the Corporation.

C-(3.29) Changes in the annual dues or initiation fees of the members shall be determined by the directors of the Corporation without further submission to or approval by the membership.

D-(3.29) Dues shall be due annually on the anniversary date that a member becomes a member of the Corporation, and shall become delinquent if not paid within three (3) months of said anniversary date. A delinquent member shall be reinstated upon payment of dues and such reinstatement fee as may be fixed by the directors. The payment of dues and any reinstatement fee must be paid within nine (9) months following the delinquent date.

### **3.30 Affiliated Associations.**

A-(3.30) The Corporation may affiliate with duly organized local or state groups or societies, which by objects, aims, constitutions, bylaws or practice are functioning in harmony with the objects and aims of the Corporation, subject to the recommendation of the affiliated associations director and the affirmative vote of the directors.

#### **Election of Affiliated Associations Director**

B-(3.30) A majority of the affiliated association representatives present in person or by proxy at the annual meeting of the affiliated associations shall elect the affiliated associations director by ballot for a term of one (1) year. This director shall hold such office for no more than two (2) consecutive terms. Student affiliated associations are ineligible to nominate or vote for this position.

C-(3.30) If the affiliated associations director resigns, the president shall fill the position by appointment. Said appointee must meet the qualifications set forth in this section 3.30, subject to the approval of the directors. Said director shall hold office for the balance of the remaining term and until the next annual meeting of the affiliated associations.

#### **Qualifications of Affiliated Associations Director**

D-(3.30) The affiliated associations director must be: (a) an active member of the Corporation and a member in good standing of an affiliated association during the term as affiliated associations director, (b) must have successfully completed the Corporation's CLA/CP examination, and (c) must have maintained current CLA/CP status. If the individual elected is currently serving as an officer of an affiliated association, the individual will voluntarily vacate the office of the affiliated association for the term of the position as affiliated associations director.

### **Duties of Affiliated Associations Director**

E-(3.30) The affiliated associations director shall provide the affiliated associations a formal voice in the management of the Corporation and increase communications among: (a) the affiliated associations and the Corporation, and (b) the affiliates as a group. The affiliated associations director shall submit an affiliates article for each issue of the official publication of the Corporation. The affiliated associations director shall be a member of the directors of the Corporation.

## **ARTICLE IV DIRECTORS**

**4.1 General Powers.** Except as otherwise hereinafter provided the business of this Corporation shall be managed and controlled by its directors. The directors may exercise all of the power, authority and discretion which alternatively may be exercised by the members or alternatively by the directors of the Corporation except such as are by statute or according to the Articles of Incorporation or by the other provisions of these Bylaws either specifically reserved to the membership or alternately are delegated to the officers.

**4.2 Specific Powers.** By way of extension rather than limitation, the directors shall be vested with the following authority, discretion and powers:

A-(4.2) To purchase or otherwise acquire, deal in, sell, hold or dispose of for this Corporation such property, rights, interests or privileges (whether real, personal or mixed) of whatsoever nature which this Corporation is authorized or may legally do and upon such terms and conditions and for such consideration as it in its discretion shall deem fit and to the best interests of the Corporation;

B-(4.2) To appoint, hire, contract with, suspend, discharge, remove or otherwise deal with such subordinates, managers, assistants, agents, servants or employees, either permanently or temporarily and to determine and fix their duties and compensation and to require security from them, to determine their fitness, all upon such terms and conditions and for such consideration as it may in its discretion deem fit and to the best interest of this corporation;

C-(4.2) To confer by appropriate resolution upon any officer or agent the right to choose, hire, contract with, remove, suspend, discharge or otherwise deal with subordinate agents, employees or servants as it may in its discretion deem fit and to the best interests of this Corporation;

D-(4.2) To appoint any person or persons to accept, acquire, hold in trust, dispose of any property (real, personal or mixed) for or belonging to this Corporation or in which it shall or may be interested, and to otherwise act for any purpose and to execute and do such other duties and

things which may be requisite or incident or convenient in relation to such trust;

E-(4.2) To create, make or authorize the creation or issuance of such checks, drafts, notes, bonds, debentures, mortgages, leases, trust agreements, instruments, contracts or agreements of whatsoever nature and type and to do each and every other act and thing necessary, incident or convenient in effectuating the same;

F-(4.2) To conduct business of the directors by mail or meetings. In the event of a mail vote, a majority of votes cast by the directors shall be required to approve any action thereof.

#### **4.3 Qualifications of Directors.**

A-(4.3) A director must be: (a) legally competent to enter into contracts, (b) a citizen of the United States of America, (c) an active member of the Corporation, (d) have successfully completed the CP examination, and (e) have maintained current CP status.

B-(4.3) Directors of the Corporation will evidence their good faith and fiduciary obligations to the Corporation by signing an agreement relating to the proprietary and confidential information at the beginning of each term of office.

**4.4 Number of Directors.** The directors shall consist of the officers of the Corporation, chairperson of the Professional Development Committee, chairperson of the Continuing Education Council, chairperson of the Diversity, Equity, and Inclusion Committee, the affiliated associations director, and the directors as specified under Section 4.5 of these Bylaws. The CEO, and chairperson of the Certifying Board, shall be non-voting members of the Board of Directors.

**4.5 Election and Tenure of Directors.** Commencing with in 2016, one (1) one Director shall be elected from each of three (3) geographical regions. Commencing in 2017, two at large directors shall be elected.

A-(4.5) The Directors shall be elected by the membership of the Corporation either (i) at the annual meeting of the membership, or (ii) by ballot submitted by electronic transmission, provided that the electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

B-(4.5) Voting for directors shall be by ballot either (i) at the annual meeting, or (ii) by ballot submitted by electronic transmission pursuant to Section 4.5 A., except when there is but one candidate for any office. In that event, if there is no objection, the chair (or President in the case of voting by electronic means) may declare the candidate elected. The chair (or President in the case of voting by electronic transmission) shall announce the results to the members. In the event the election of directors takes place at the annual meeting, a plurality of those members present in person or by proxy shall elect the officers and directors. In the event the election of directors takes place by electronic transmission, a plurality of those votes

submitted to the Corporation shall elect the directors. In the event of a tie, the voting members shall immediately proceed to vote by ballot to dissolve such tie.

C-(4.5) In addition to the qualifications of a director as specified under the provisions of this Article IV, Directors elected pursuant to Section 4.5 of these Bylaws in 2016 and for subsequent terms must be either a resident of the region or employed within the region for which the Director is elected. The states comprising the regions are defined in the NALA policy manual. At large directors elected in 2017 and for subsequent terms may reside or be employed in any region.

D-(4.5) A Director shall be elected for a two (2) year term or until their successors are duly elected and qualified. No Director may be elected to hold such office for more than two full consecutive terms.

E-(4.5) Upon a Director's death, resignation, removal, or inability to act, the directors of the Corporation shall appoint an individual to fill the director position until such time as a successor is duly elected and qualified at the next annual meeting of the membership.

**4.6 Election and Tenure of Officers.** Except for the office of president, the membership shall elect all officers of the Corporation. The election of officers shall take place either (i) at the annual meeting of the membership, or (ii) by ballot submitted by electronic transmission, provided that the electronic transmission shall either be set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder. The president of the Corporation shall be elected by the directors as specified in these bylaws.

A-(4.6) Voting for officers shall be by ballot either (i) at the annual meeting, or (ii) by ballot submitted by electronic transmission pursuant to Section 4.6 A above, except when there is but one candidate for any office. In that event, if there is no objection, the chair (or the President in the case of voting by electronic transmission) may declare the candidate elected. The chair (or the President in the case of voting by electronic transmission), shall announce the results to the members. In the event the election of officers takes places at the annual meeting, a plurality of those members present in person or by proxy shall elect the officers. In the event the election of officers takes place by electronic transmission, a plurality of those votes submitted to the Corporation shall elect the officers. In the event of a tie, the voting members shall immediately proceed to vote by ballot to dissolve such tie.

B-(4.6) The directors shall hold an election for the office of president at a regular meeting to be held prior to the earlier occurrence of (i) the annual meeting of the membership or (ii) the delivery of ballots to the membership for the election of the directors and officers by electronic transmission. The president must be elected from the membership of the directors in accordance with the procedure set forth in the procedures and policies of the Corporation. The president shall serve from the first Board of Directors meeting following the annual meeting of the members through the annual meeting of the members of the next ensuing calendar year. Officers of the Corporation shall be elected by the membership of this Corporation for one (1)

year terms or until their successors are duly elected and qualified. Such term of office, including the term of President, begins with the first Board of Directors meeting following the annual meeting of the membership. Beginning with the annual meeting held in 2018, no member shall hold the same office for more than two (2) consecutive terms.

C-(4.6) Upon an officer's death, resignation, removal, or inability to act, the directors of the Corporation shall appoint an individual to fill the officer position until such time as a successor is duly elected and qualified at the next annual meeting of the membership.

**4.7 Quorum.** A majority of the directors shall constitute a quorum and shall be required for all meetings of the directors for the transaction of business. Except as shall otherwise be provided for in these Bylaws, the vote by a majority of the quorum at any duly constituted meeting shall be sufficient to elect and approve any measure. In the absence of a quorum at a duly called meeting, the directors present by majority vote and without further notice other than announcement, may adjourn the meeting from time to time until a quorum shall attend. The Board of Directors or Executive Committee may adjourn and continue for an interim not to exceed three (3) days; provided, however, that should the directors or Executive Committee determine the meeting cannot be held, additional adjournments or continuances may be permitted. Any business may be transacted at such adjourned meeting which might have been transacted at the meeting as originally called.

**4.8 Failure of Director to Act.** If any member of the directors shall be absent from two (2) consecutive Board of Director meetings without cause, then such office may be deemed to be vacant and may be filled at the second of such absences as an interim vacancy by the directors.

**4.9 Resignation of Director.** The resignation of a director shall not be deemed to be effective until accepted by the directors unless the same shall have been submitted in writing and specified to be effective as of a certain date.

**4.10 Removal.** A director may be removed from office for cause by the affirmative vote of two-thirds (2/3) of all of the then duly elected and qualified members of the directors. Cause shall be defined as having: (a) been convicted of a felony, or (b) violated the Code of Ethics of the Corporation. Additionally, the directors may cancel the membership of a director by majority vote and upon determining that such director has: (a) been guilty of conduct actually and substantially to injure the good name of the Corporation, or (b) failed to maintain a high standard of professional ethics or personal conduct which in either case would have been deemed sufficient for a rejection of membership application, or (c) any substantial neglect of duty, or (d) any physical or mental disability or illness to such an extent as will prospectively render such director unable to promptly resume the performance of his or her duties within a reasonable time, or (e) such unethical or immoral conduct by such director which together with publicity or anticipated publicity will reflect unfavorably upon the Corporation.

**4.11 Annual Meeting.** The annual meeting of the directors shall be held before the annual membership meeting and shall be held at the same location. The secretary shall give notice of the time for which such meeting shall be called not less than thirty (30) days prior to the date

fixed for the meeting.

**4.12 Regular Meetings.** The first regular meeting of the Board of Directors for each fiscal year shall be held without notice, after the annual meeting of the membership, and at the same location as the annual meeting of the membership. At said meeting the Board of Directors shall schedule the time and place for not more than two (2) additional meetings for the ensuing board fiscal year. The directors must hold at least two (2) regular meetings during each fiscal year.

**4.13 Special Meetings.** Special meetings of the directors may be called by appropriate resolution of a majority of the directors.

**4.14 Notice of Regular and Special Meetings.** The secretary shall cause written notice of such meetings to be given not less than thirty (30) days prior to the date fixed for the regular meeting and not less than ten (10) days prior to the date fixed for any special meeting. Notice shall be deemed to have been properly given when delivered in person, by electronic transmission, or by mail. If mailed, notice shall be deemed to have been delivered when deposited in a sealed envelope with postage prepaid in the United States mail addressed to the director at his or her last known or ascertainable address.

**4.15 Waiver.** When any notice is required to be given to the directors by these Bylaws, the Articles of Incorporation, or by law, then a waiver in writing of such notice executed by such director shall be deemed equivalent to receiving notice. Additionally, the presence of any director at any meeting shall be deemed to be the equivalent of notice and shall constitute a waiver of notice unless such director shall specifically appear for the purpose of contesting the validity of such meeting and shall then file with the Secretary a written protest to such effect before the meeting shall have been commenced and declared to be in order. Notwithstanding anything to the contrary in this Article IV, no notice whatsoever shall be given of the call of any meeting to a director who shall have waived notice as aforesaid.

**4.16 Proxy of Director.** A director shall not appoint any person as attorney-in-fact or proxy, nor shall any director attempt to act at any meeting through a proxy, agent or attorney-in-fact. A director may submit a written ballot on questions and matters before the Board which have been included in any advance agenda for a meeting.

**4.17 Secret Ballot.** Upon demand of any director, the vote on any question, proposition or motion shall be taken by secret written ballot.

**4.18 Compensation to Directors.** Directors shall not receive any fee for attendance at any meetings or for serving in such capacity; provided, however, that the directors may reimburse a director for actual travel or other like expenses paid or incurred by a director in the performance of any proper duty or function in accordance with allowable expenses as set forth in the policies and procedures of the Corporation.



**4.19 Presumption of Assent.** A director who is present at a meeting of the directors at which action on any corporate matter is taken shall be deemed to have consented to such action unless the director's dissent shall be entered in the minutes of the meeting, or unless the director shall file written dissent to such action with the Secretary of the meeting before adjournment of the meeting, or unless the director shall otherwise deliver such written dissent by registered mail to the Secretary of the Corporation not more than five (5) days after the adjournment of such meeting. Such right to record dissent shall not apply to a director who has earlier voted in favor of any action.

**4.20 Defenses of Claims.** The directors may authorize such expenditures as it shall deem to be in the best interests of the Corporation for the investigation and defense of claims made or suits brought by any persons whomsoever either against the Corporation, its directors, officers, agents or employees, or any of them without regard to the nature of the alleged claim or suit.

**4.21 Personal Liability of Directors.** A director shall have no personal liability for any claims or damage that may result from acts in the discharge of any duty imposed or exercise of any power conferred upon such director by this Corporation if, in good faith, such director shall have acted with ordinary care and prudence or alternatively shall have relied upon the opinion of an attorney, accountant or other professional consultant of the Corporation.

## **ARTICLE V EXECUTIVE COMMITTEE**

**5.1 Powers and Authority.** The Executive Committee shall be vested with, have and exercise all of the authority, power and discretion of the directors except for such part thereof as shall be expressly reserved by the directors. The Executive Committee may conduct its business by mail or meetings. In the event of a mail vote, the majority vote of members of the Executive Committee shall be required to approve any action thereof.

### **5.2 Membership.**

A-(5.2) The membership of the Executive Committee shall be comprised as follows: All elected officers and the CEO and not more than two (2) additional members appointed to the Executive Committee by the president. The CEO of the Corporation is a non-voting member of the Executive Committee.

B-(5.2) Appointed members to the Executive Committee shall comply with and be subject to the requirements of Article IV of these Bylaws within thirty (30) days of his or her appointment.

**5.3 Limitations.** The Executive Committee shall neither amend the Bylaws of the Corporation nor appoint interim Directors. All acts of the Executive Committee shall be subject to ratification

by the Directors. In the event that the Executive Committee action is required pursuant to the terms of these Bylaws, and the Executive Committee is not currently active, then the Board of Directors shall act in place of the Executive Committee.

**5.4 Reports.** The Executive Committee shall fully advise the directors as to all of its actions, shall keep regular minutes, and shall make such written or oral reports as shall be required.

## **ARTICLE VI OFFICERS**

**6.1 Officers.** The officers of the Corporation shall consist of a president, vice president, secretary, and treasurer.

**6.2 Prerequisites for Officers.**

A-(6.2) An officer must be: (a) an active member of the Corporation, (b) successfully completed the CLA/CP examination, and (c) maintained current CLA/CP status.

B-(6.2) An officer of the Corporation will evidence good faith and fiduciary obligations to the Corporation by executing a non-compete agreement as described in the policies and procedures of the Corporation, which shall be binding upon such officer during the officer's term of office.

**6.3 Compensation for Officers.** All elected and appointed officers of the Corporation shall serve without compensation, except that all proper expenses shall be reimbursed upon the approval or ratification by the directors.

**6.4 President.** The president shall be the general manager of the Corporation, shall have general supervision of the business, shall conduct all of the regular business of the Corporation, shall see that all orders and resolutions of the directors are enforced and put into effect, shall be its principal officer and agent, shall automatically be and serve as chairperson of its Board of Directors, shall preside at all meetings and shall negotiate and execute all contracts, bonds, mortgages, and all other instruments whatsoever incident to the conduct of business of the Corporation. By way of extension rather than limitation, the president may appoint and remove, employ, contract with and discharge all employees and agents of the Corporation; the president shall have such other and further authority, power and discretion as shall reasonably be necessary, incident to or convenient for the accomplishment of the purposes of the Corporation and transaction of all of its business of whatsoever nature except as shall be prohibited under the laws of Oklahoma, the Act or absolutely reserved to the directors in these Bylaws or hereafter limited by act of the directors. The president shall be a member on all committees of the Corporation.

**6.5 Vice President.** The vice president shall exercise the functions of the president in the

absence or disability of the president and, when so acting, shall have all of the powers and authority of the president. The vice president shall perform such other duties as from time to time may be assigned by the directors or the president.

**6.6 Secretary.** The secretary shall attend all meetings of the membership and of the Directors, shall keep a full and accurate account of their proceedings and, when directed, shall cause to be prepared and forwarded to the members or the directors notices of meetings. The secretary shall keep a record of the last known address of all members and directors. The secretary shall keep the seal of the Corporation and shall affix the same to all conveyances of real estate and other documents requiring the seal either upon the direction of the directors or the president. Unless otherwise directed by the directors, the secretary shall have no duty to determine that any report or return shall have been mailed or any tax paid to any governmental body.

**6.7 Treasurer.** The treasurer shall submit policies to the Board concerning financial planning and budgeting; serve as chairperson of the budget committee; present the financial reports to the Board of Directors and membership; and monitor expense claims of the Corporation for compliance with policies and procedures. The treasurer shall be bonded at the expense of the Corporation. The treasurer shall ascertain that any report or return necessary shall have been filed and any tax due shall have been paid to any proper governmental agency.

**6.8 Resignation.** An officer may resign at any time by delivering written notice to the principal office of the Corporation. Such resignation shall take effect at the time specified in the notice, or, if the time is not specified, then upon receipt of such notice, at which time all directors will be notified of the resignation.

## **ARTICLE VII CONTRACTS AND CORPORATE INTERESTS**

**7.1 Contracts.** In the absence of fraud, no contract or other transactions between this Corporation and any other corporation shall be affected by the fact that members, directors, officers or agents of this Corporation are shareholders, directors, officers or agents of any other corporation if such contract or transaction shall be either approved or ratified by the directors of this Corporation after a disclosure or with knowledge of such interests. Any member, director or officer individually, or any corporation, partnership, trust or other entity in which a member, director or officer of the Corporation is interested may be a party to or interested in any contract or transaction with the Corporation, provided that such contract or transaction shall be either approved or ratified by the affirmative vote of the directors of the Corporation following disclosure or with knowledge of such interests. Members and directors so interested may be counted when present at meetings of members or directors, as the case may be, for the purposes of determining whether a quorum exists.

**7.2 Accounting.** No member, director or officer shall be liable to account to this Corporation for

any profit indirectly or directly realized from or through any such transaction or contract with this Corporation by reason of his or her interests therein which shall have been either approved or ratified as aforesaid.

## **ARTICLE VIII CORPORATION'S YEAR**

**8.1 Setting of the Corporation's Year.** The Corporation's year shall begin on the 1st day of January and end on the 31st day of December.

**8.2 Amendment.** This Corporation's year may be changed by the directors at any annual, regular or special meeting.

**8.3 Board Fiscal Year.** The Board's fiscal year begins the day after the Annual Meeting of the membership and ends the day of the Annual Meeting of the Membership.

## **ARTICLE IX APPOINTMENT OF COMMITTEES**

**9.1 Board Appointed Committees.** The Directors may at any time or from time to time constitute either standing or special committees, for such purposes and vested with such authority as it shall determine to be in the best interests of this Corporation.

**9.2 Limit of Committee Authority and Action.** Unless specifically so authorized by appropriate resolution of the directors, no standing or special committee shall preempt the stated authority and function of any officer of the Corporation. No standing or special committee shall represent the Corporation nor hold itself out as being vested with any authority without the specific authorization of the directors. No such committee shall likewise incur any financial obligation nor enter into any contract for this Corporation without the prior specific authorization of the directors therefore.

## **ARTICLE X COMMITTEES AND THEIR DUTIES**

**10.1 Standing Committees.** The standing committees shall include the following and such others as the directors deems necessary:

Continuing Education Council

Professional Development

Ethics

Diversity, Equity, & Inclusion

**10.2 Special Committees.** Special committees may be created and appointed by the president.

**10.3 Standing Committee Chairperson.** The president shall appoint all standing committee chairpersons subject to the approval of the directors.

**10.4 Duties.** The duties of the standing committees shall be as follows:

**A-(10.4) Continuing Education Council.** It shall be the duty of this committee to develop and oversee educational programs for paralegals consisting of official publications and live and online educational programs including the annual conference. The chairperson shall serve as editor of the official publication of the Corporation.

**B-(10.4) Professional Development.** It shall be the duty of this committee to: (1) conduct research and recommend updates of the Corporation's Model Standards and Guidelines for Utilization of Paralegals, (2) further the Corporation's goals to develop, encourage, support and maintain high standards for the paralegal profession, (3) review and update the NALA Code of Ethics and Professional Responsibility, and (4) manage the Corporation's leadership program.

**C-(10.4) Ethics.** This committee shall report any violations of the Code of Ethics adopted by the Corporation to the directors for appropriate action. The Chairperson of this Committee shall automatically be a member of the special committee appointed by the president investigating membership suspensions or cancellations.

**D-(10.4) Diversity, Equity & Inclusion.** This committee shall: (1) further the goals of the Corporation to encourage, support, and maintain high standards in diversity, equity, and inclusion; (2) monitor diversity, equity, and inclusion trends and issues; (3) work to address diversity, equity, and inclusion to foster diversity, equity, and inclusion to foster meaningful, open, and constructive dialog throughout the Corporation to celebrate diversity of its members and leaders; (4) work within the Corporation to celebrate the diversity of its members and leaders; and (5) strengthen diversity, equity, and inclusion initiatives throughout the Corporation.

## **ARTICLE XI CERTIFYING BOARD FOR PARALEGALS**

### **11.1 Certifying Board for Paralegals**

A-(11.1) The Certifying Board shall be charged with the responsibility for and administration of

the national certifying examination for paralegals.

B-(11.1) The Certifying Board shall consist of a minimum of five (5) individuals who are members of the Corporation and have obtained the Corporation's Certified Paralegal designation, not less than two (2) attorneys (who shall be duly licensed), not less than two (2) educators, and one (1) member of the public. The public representative may be a professional but should not have credentials similar to the Certified Paralegal credential. The public representative represents the direct and indirect users of paralegals' skills or services. All Certifying Board members shall be appointed in accordance with the policies and procedures as adopted by the Certifying Board.

C-(11.1) The chairperson of the Certifying Board shall have served on the Certifying Board for at least one (1) year.

D-(11.1) The immediate past chairperson of the Certifying Board shall be an ex-officio member of the Certifying Board for a term of two (2) years.

E-(11.1) Certifying Board members shall serve terms of three (3) years. The public member shall serve terms of two (2) years.

F-(11.1) The Certifying Board may prescribe additional qualifications for appointees to the Certifying Board in accordance with the policies and procedures as adopted by the Certifying Board.

## **ARTICLE XII AMENDMENTS TO BYLAWS**

**A-(12.1) Amendments by Membership.** Any member may submit a proposed amendment to the Bylaws by delivering the proposed resolution in written form to the secretary of this Corporation no later than March 1. Amendments submitted by the membership shall be considered by the directors who shall recommend for or against the adoption of the amendment.

**B-(12.1) Amendments by the Directors.** The directors may propose amendments to the Bylaws at any meeting of the Board of Directors.

**C-(12.1) Vote Required to Adopt.** The affirmative vote of two-thirds (2/3) of the directors present at any meeting of the Board of Directors shall be required to pass an amendment.

**D-(12.1) Publication of Amendments.** The directors shall cause any adopted amendment(s) to be published in the official publication or otherwise included in a notice forwarded to the membership.

## **ARTICLE XIII ORGANIZATIONAL DIVISION**

**13.1 Organizational Division.** The directors in performing its duties with respect to the management of the Corporation shall have the power and authority to establish sections or divisions for its membership pursuant to such rules and regulations and qualifications as the directors may adopt not inconsistent with the Bylaws.

## **ARTICLE XIV PARLIAMENTARY AUTHORITY**

**14.1 Parliamentary Authority.** Robert's Rules of Order Newly Revised shall be the parliamentary authority where applicable and where there is no conflict between said rules and these Bylaws and the Articles of Incorporation of the Corporation.

**14.2 Professional Parliamentarian.** The Corporation may retain a professional parliamentarian who shall supervise the parliamentary procedures of all membership meetings and formal meetings of the Board of Directors. In the absence of the duly appointed parliamentarian at any meeting the President shall appoint a substitute parliamentarian for that meeting.

## **ARTICLE XV REMOTE COMMUNICATIONS AND ELECTRONIC TRANSMISSIONS**

**15.1 Electronic Transmission.** Any notice of the time, place if any, and purpose of any meeting as specified in these Bylaws; any proxy given by a member; or any vote of the members or directors of the Corporation; or a vote of a committee as specified in these Bylaws shall be deemed given if delivered by electronic transmission. If notice, proxy, or vote is given by electronic transmission, the notice, proxy, or vote is given when electronically transmitted to the individual entitled to receive the same in a manner authorized by the Corporation. Electronic transmission shall be as defined in the Act.

**15.2 Remote Transmission.** If an individual or proxy holder may be present and vote at a meeting by remote communication, the individual or proxy holder shall be given notice of the means of remote communication allowed.

**15.3 Electronic Meetings.** The directors, committee members as specified in the Bylaws, and members may participate in a meeting by means of conference telephone or similar communications equipment by means, of which all persons participating in the meeting can

communicate with each other. All participants shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, a meeting as specified in this Section, may be conducted solely by means of remote communication.

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