BYLAWS OF THE
NATIONAL ASSOCIATION OF LEGAL ASSISTANTS, INC.
DOING BUSINESS AS: NALA – THE PARALEGAL ASSOCIATION (NALA)

Adopted April 20, 1975
Amended through July 12, 2023
Restated and approved February 28, 2026

The Bylaws of the Corporation, originally adopted on April 20, 1975, and subsequently amended, were completely restated on February 28, 2026. This restatement supersedes all prior versions, including the restatement adopted on March 4, 2006, and amendments adopted through July 12, 2023.

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ARTICLE I – NAME, INCORPORATION, AND PURPOSE

1.1 Name. The name of the corporation is National Association of Legal Assistants, Inc. ("Corporation"), as incorporated in the State of Oklahoma.

1.2 Articles of Incorporation, Purpose. The Articles of Incorporation are hereby incorporated into and made a part of these Bylaws. The purposes for which the Corporation is organized are as specified in the Articles of Incorporation.

1.3 Corporation's Year. The Corporation's year shall be January 1 through December 31.

ARTICLE II – MEMBERSHIP

2.1 Classes of Membership. There shall be four classes of membership: Active, Student, Associate, and Sustaining.

Active Members shall be paralegals meeting the qualifications set forth by the Directors. Active Members shall be eligible to vote, hold elected office, and serve on committees.

Student Members shall be individuals enrolled in any university, college, or other post-secondary school pursuing a course of studies as a paralegal. Student Members shall not be eligible to vote or hold elected office but may serve on volunteer task forces or committees.

Associate Members shall be individuals who are members of bar associations and educational institutions involved in the promotion of the paralegal profession. Associate Members shall not be eligible to vote or hold elected office but may serve on volunteer task forces or committees.

Sustaining Members shall be individuals, law firms, corporations, and paralegal program representatives who endorse or are involved in the promotion of the paralegal profession. Sustaining Members shall not be eligible to vote or hold elected office but may serve on volunteer task forces or committees.

The Directors may prescribe further rules and regulations defining and governing the admission of the membership classes.

2.2 Dues. All members shall pay annual dues, fixed by the Directors.

2.3 Access to Records. Any member shall have the right to inspect and make copies of the Corporation's list of members and its other books and records, upon written demand under oath stating a purpose reasonably related to a person's interest as a member. Such demand shall be as required under the Oklahoma General Corporation Act (“Act”).

2.4 Cancellation of Membership. The Directors shall cancel the membership of any member by a majority vote upon determining that such member a) has been convicted of a felony since becoming a member; b) has violated the Code of Ethics of the Corporation; or c) is guilty of conduct actually or substantially injurious to the good name of the Corporation. Upon cancellation of membership, the appeal procedure will be provided.

ARTICLE III – MEMBER MEETINGS AND VOTING

3.1 Annual Meeting. The Corporation shall hold an annual meeting at the time and place designated by the Directors, upon written notice not less than 60 days prior to the date of such meeting. In the event of a national or regional emergency, the Executive Committee may either reset or cancel such meeting.

3.2 Special Meetings. The Corporation may hold special meetings at the time and place designated by the Directors, upon written notice not less than 10 days, nor more than 60 days, prior to the date of such meeting, and the notice shall specify the purposes for which the meeting is called.

3.3 Voting. Only Active Members in good standing 45 days prior to an annual meeting or special meeting shall be qualified to vote at such meeting or upon other matters coming before the members for action. Qualified Active Members shall have the right to vote either directly or by individual proxy. All questions properly submitted before such meeting shall be decided by a majority vote of the quorum present. Voting by proxy shall be included in determining either majority or plurality vote.

3.4 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.

3.5 Written Ballot. Notwithstanding anything to the contrary in these Bylaws, any requirement that an action be taken by written ballot shall be satisfied by ballot submitted by electronic transmission.

3.6 Quorum. A quorum shall be deemed to exist for any vote 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 Active members.

ARTICLE IV – OFFICERS AND BOARD OF DIRECTORS

4.1 Officers. The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer.

4.2 Directors. The Board of Directors shall consist of at least 1) Officers of the Corporation; 2) three Area Directors; 3) two At-Large Directors; 4) the Chairperson of the Professional Development Committee; 5) the Chairperson of the Continuing Education Council; 6) the Chairperson of the Diversity, Equity, and Inclusion Committee; 7) the Affiliated Associations Director; 8) the Chief Executive Officer ("CEO"); and 9) the Chairperson of the Certifying Board. The CEO and Chairperson of the Certifying Board shall be non-voting members of the Board of Directors.

4.3 Powers and Duties of Directors. 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 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. The Directors shall have a general management of the affairs of the organization, shall set the dues for the organization, and shall make or authorize all contracts in the name of the Corporation. Committee appointments are made by the President and subject to ratification by the Directors. The Directors approve the budget of the Corporation.

4.4 Qualifications. A Director must be an Active type Member of the Corporation, a current CP in good standing, legally competent to enter into contracts, and a US citizen. A Director must be willing and able to sign an agreement evidencing their good faith and fiduciary obligations relating to the proprietary and confidential information of the Corporation.

4.5 Election and Terms of Officers and Directors. With the exception of the President and the appointed Committee Chairpersons, the Officers and Directors shall be elected by the Active Members of the Corporation. A plurality of voting members shall elect such Officers and Directors. Officers shall be elected for one-year terms, and Directors shall be elected for two-year terms. Officers and Directors shall hold such offices for no more than two consecutive terms.

4.6 Election and Term of President. The Directors shall hold an election for the office of President by electronic ballot. A plurality of voting Directors shall elect the President for a one-year term.

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.

4.8 Executive Committee. The members of the Executive Committee shall be comprised of the elected Officers and the CEO and not more than two additional members appointed by the President.

4.9 Powers and Authority of Executive Committee. 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 electronically or at meetings, and the majority vote of members of the Executive Committee shall be required to approve any action thereof. All acts of the Executive Committee shall be subject to ratification by the Directors.

4.10 Meetings of the Directors. Meetings of the Board of Directors may be called by the President on 15 days' notice in writing to each Director; meetings may also be called by the President or Secretary in a like manner on the written request of six Directors.

4.11 Vacancies. Upon a Director's death, resignation, removal, or inability to act, the President shall appoint an individual to fill the position, subject to ratification by the Directors, until a successor is duly elected at the next annual election.

4.12 Failure of Director to Act. If a Director is absent from two consecutive Board of Directors meetings without cause, then such Director's position may be deemed vacant.

4.13 Removal. A Director may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the Directors.

4.14 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.

4.15 Board of Directors' Year. The Board year will begin the day after the Annual Meeting and will end on the day of the next Annual Meeting.

ARTICLE V – COMMITTEES

5.1 Standing Committees. The standing committees shall include the following and such others as the directors deem necessary:

1. Continuing Education Council
2. Professional Development Committee
3. Ethics Committee
4. Diversity, Equity, and Inclusion Committee

5.2 Standing Committee Chairpersons and Members. All standing committee chairpersons and members shall be appointed by the President, subject to the approval of the Directors.

5.3 Duties. The duties of the standing committees shall be established by the Directors.

5.4 Special Committees. Special committees may be created and appointed by the President.

ARTICLE VI – CERTIFYING BOARD

6.1 Members. All Certifying Board members shall be appointed in accordance with the policies and procedures as adopted by the Certifying Board, the majority of which must be Certified Paralegals (CP®).

6.2 Duties. The Certifying Board shall be charged with the development, administration, scoring, and ongoing maintenance of the certification program.

6.3 Chairperson. The Chairperson of the Certifying Board shall have served on the Certifying Board for at least one year. The immediate past Chairperson of the Certifying Board shall be an ex officio member of the Certifying Board for a term of two years.

ARTICLE VII – AFFILIATED ASSOCIATIONS

7.1 Affiliates. 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 objectives and aims of the Corporation, subject to the recommendation of the Affiliated Associations Director and the affirmative vote of the Directors.

7.2 Affiliate Standing. For an affiliate to be in good standing, it must support the purposes of the Corporation, meet the requirements set forth by the Directors, meet all financial obligations, and file reports promptly.

7.3 Affiliated Associations Director. The Affiliated Associations Director must meet the same qualifications as a NALA Director and be a member in good standing of an affiliated association during the term as Affiliated Associations Director.

7.4 Affiliated Associations Annual Meeting, Election, and Term. Affiliated associations shall hold an annual meeting. A majority of the representatives of the affiliated associations shall elect the Affiliated Associations Director and Secretary by ballot for a term of one year. The Affiliated Associations Director and Secretary shall hold such offices for no more than two consecutive terms. Student affiliated associations are ineligible to nominate or vote for these positions. If the Affiliated

Associations Director resigns, the President shall fill the position by appointment, subject to ratification by the Directors. Said Affiliated Associations Director shall hold office for the balance of the remaining term and until the next annual meeting of the affiliated associations.

ARTICLE VIII – AMENDMENTS

8.1 Proposed Amendments. Any member may submit a proposed amendment to the Bylaws by delivering the proposed resolution in written form to the Corporation. Amendments submitted by the membership shall be considered by the Directors, who shall recommend for or against the adoption of the amendment. Additionally, the Directors may propose amendments to the Bylaws at any meeting of the Board of Directors.

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

8.3 Publication of Amendments. The Directors shall cause any adopted amendments to be published in the official publication of the Corporation or otherwise included in a notice forwarded to the membership.

ARTICLE IX – PARLIAMENTARY AUTHORITY

9.1 Parliamentary Authority. The rules contained in *Roberts' Rules of Order Newly Revised* shall govern all meetings where there is no conflict between said rules and these Bylaws.

ARTICLE X - DISSOLUTION

10.1Dissolution. The Corporation may be dissolved by the affirmative vote of not less than two-thirds (2/3) of the Active Membership or by a vote of at least two-thirds (2/3) of all the duly elected, qualified and acting Directors.