

**POLICY OF THE BOARD OF DIRECTORS
NATIONAL ASSOCIATION OF LEGAL ASSISTANTS
Amended through: 03/02/24**

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ENDS

NALA Mission and Vision Statements

Adopted: 3/7/92; Amended 3/4/06; 10/13/18; 11/12/22

Mission Statement: Equipping paralegals for the challenges of the future through certification, professional development, and advocacy.

Vision Statement: Ensuring paralegals are known and valued as an integral part of the legal ecosystem.

GOVERNANCE PROCESS

I. Board of Directors Policy and Procedures Manual

Adopted: 9/30/95; Amended 3/2/96, 9/27/97, 10/27/01

Revised: 4/7/18

The Board of Directors of the National Association of Legal Assistants (hereinafter referred to as “NALA” or the “Association”), shall maintain a manual of policies and board procedures. The policies are a clear reflection of values and goals held by NALA's Board of Directors and is the basis for all actions and decisions of the board. Board procedures are also known in the NALA Bylaws as Standing Rules.

- A. All policies and procedures adopted by the NALA Board of Directors must be in compliance with the NALA Articles of Incorporation and NALA Bylaws. They must be ethical, equitable and consistently applied.
- B. The Board of Directors directs staff to maintain an operations manual designed by staff to carry out policies of the board. The operations manual must be current and in compliance with board policies and NALA Bylaws.
- C. The Board of Directors shall maintain a procedures manual to carry out policies of the board.
- D. Amendments to Policies.
 - 1. Proposed recommendations for amendments to the policy manual may be submitted by an active member of NALA. Recommendations must be submitted in writing to the President forty-five (45) days prior to each board meeting so that proposals may be placed on the agenda for consideration by the board.
 - 2. A majority vote of the Board of Directors shall be required to create a policy statement or amend or suspend an existing policy.
 - 3. The policies shall automatically reflect any bylaw amendments insofar as they affect said policy.
- E. Amendments to Board Procedures.
 - 1. Proposed recommendations for amendments to the board procedures manual may be submitted by a member of the NALA Board of directors. Recommendations must be submitted in writing to the President forty-five (45) days prior to each board meeting so that proposals may be placed on the agenda for consideration by the board.
 - 2. A majority vote of the Board of Directors shall be required to create a board procedure or amend or suspend an existing board procedure.
 - 3. The board procedures shall automatically reflect any bylaw amendments insofar as they affect said procedure.
- F. A copy of the Policy and Procedures Manual will be furnished to each officer, committee chair and Director.

II. Board of Directors - Responsibilities

Adopted: 9/30/95; Amended 9/29/12 (added #5); 3/11/17

Bylaw Reference: Article IV, 4.1 4.5; Article IV, 4.8 4.11; Article IV, 4.19, 4.21, 4.22

The Board of Directors will speak with one voice through written policies with an emphasis on

outcomes. The role of the Board of Directors in governing NALA is to initiate action.

- A. The Board of Directors is responsible for:
 - 1. Defining Association goals and providing means to accomplish the stated purpose of the Association as defined in bylaws and member directives.
 - 2. Board/membership communications.
 - 3. Membership growth.
 - 4. Enhancing the value of NALA membership.
- B. The Board of Directors shall maintain a description of its duties and responsibilities.
- C. The Board of Directors shall not allow circumstances or practice by board members that violate commonly accepted business and professional ethics or common business prudence. Should such circumstances or practice occur, the board must be informed immediately and take appropriate action.
- D. Duties of board members will neither lessen nor add to the CEO's accountability to board policies.
- E. The rules and obligations described in this manual apply to all forms of digital media including, but not limited to, electronic correspondence on the internet, social and professional networks. It is our duty to use all digital media responsibly, professionally, and ethically.

III. Board of Directors – Job Description

Adopted: 9/30/95; Amended 9/27/97, 3/2/02

Bylaw Reference: Article IV

In serving as a member of the Board of Directors, the following guidelines should be followed:

- A. Prepare for meetings
 - 1. Review pre-meeting correspondence.
 - 2. Submit suggested agenda items in advance of the meeting (at least 45 days).
 - 3. Review minutes of former meeting.
 - 4. Understand discussion items and summaries of agenda items that are provided prior to the meeting. If necessary, request additional information from the President or CEO needed to formulate preliminary views, as these views will serve as a base point for further discussion.
- B. Participate Effectively.
 - 1. Ensure concerns and views formulated in the preparation stage are heard by the whole board during the meeting.
 - 2. Understand the process of the meetings and how decisions are made.
 - 3. Maintain an open mind until all facts and viewpoints on issues are before the board.
 - 4. Offer discussion points clearly and concisely, without repetition. Recognize when an agreement cannot be reached on a subject and go forward.
 - 5. Conclusions on action items are sought that are believed to be in the best interests of the Association.
 - 6. Once a decision is reached, each board member shall fully support and adopt the board decision as the policy/decision of NALA, regardless of any personal opinions such member might otherwise hold.

- C. Evaluate and Follow up.
 - 1. Monitor how the actions of the board are being implemented in short term and long-term projects and programs. Allow for a periodic review of these programs and projects. Make sure deadlines and due dates are clear.
 - 2. Ask why and discuss with the President or CEO as appropriate if you are concerned that board decisions and actions are not being implemented.
 - 3. If appropriate, communicate with NALA members in a timely manner after a board meeting.
- D. Fulfill Responsibilities.
 - 1. Complete assignments in a timely manner in accordance with the purpose of your responsibilities on behalf of the Association and consistent with the precepts of preparation, attendance, participation, and evaluation set forth in this Policy Manual.
 - 2. Understand assignments and responsibilities. If assignments cannot be completed, inform the President.
- E. Serving as a Representative of the Association.
 - 1. Focus on serving as a representative of NALA members, to other members, to allied associations, and to the public at large.
 - 2. As a representative you are expected to understand and explain:
 - a. the Association's programs.
 - b. The reasons and rationale behind decisions objectively and without breach of confidentiality or colorization by viewpoints or analysis which were not a part of the board's decision. Maintain awareness of the responsibility of board members to fully support all board decisions outside the board room.
 - c. The Association's vision for the future as described in its long-range plans and furnished to members.
 - d. The Association's mission and goals together with ways to realize the vision and attain those missions and goals.
 - e. Aside from publicity releases, which require submission to the President and NALA for approval, discretion should be used in the event members of the Board of Directors are approached in a spontaneous fashion by members and others outside of the membership for opinions or comments on NALA business. Directors shall respond in a manner consistent with (1) NALA policies and procedures, (2) Board of Directors policies and procedures, and (3) in accordance with the agreement signed by each Director relating to proprietary and confidential information and to non-competition.
 - 3. Advocate for NALA members:
 - a. As part of the governance team selected by members.
 - b. As a vigorous and articulate representative of the Association and its programs so that the best interests of the members can be made fully and clearly known within the dynamic environment of the entire Association.
 - c. With the best interests of the members and the Association at the forefront of any conversation. Individual attitudes, opinions and conclusions about the Association by board members should be formulated by taking the facts into consideration and should only be articulated when it is clear that they are the personal opinions of

the board members and not the opinion or policy of NALA.

- d. By consulting members regularly for comments and input into NALA programs and goals.
- F. Working with NALA staff.
 - 1. See Relationships

IV. Board of Directors – Conflicts of Interest

Adopted: 9/27/97; Amended 10/13/18; 03/14/22

In discharging their responsibilities to NALA, all Directors, Officers, committee members and employees are expected to observe the highest ethical standard and give undivided loyalty to NALA and its goals. Any activities which do not serve the best interests of NALA, or which favor the personal advantage of another person or corporation, are inconsistent with the duties and responsibilities owing to NALA.

It shall be the policy of the NALA Board of Directors that:

- A. All Directors, Officers, committee chairs, committee members and employees of NALA shall scrupulously avoid any conflict or the appearance of any conflict between their own respective individual interests and the interests of NALA in any and all actions taken by them on behalf of NALA in their respective capacities.
- B. NALA Directors, Officers, and committee members shall refrain from using their position as a Director, Officer, or committee member in the furtherance of any situation that would result in personal gain or benefit of that individual.
- C. In the event any Director, Officer, or committee chair may derive a personal gain or benefit from a transaction with NALA, or shall have any direct or indirect interest in or relationship with any individual organization:
 - 1. Which proposes to enter into any transaction with NALA for the sale, purchase, lease or rental of property.
 - 2. Which proposes to render or employ services, personal or otherwise, to NALA.
 - 3. Which may be seen as competing with the interest or concerns of NALA such Director or Officer shall forthwith give the Board of Directors of NALA notice of such interest or relationship and shall refrain from voting or otherwise attempting to affect any decision for NALA to participate or not to participate in such transaction and the manner or terms of such participation. Such conflict would not exist when the individual is merely a shareholder of a large corporation. Minutes of appropriate meetings should reflect that such disclosure was made, and that such Director or Officer abstained from voting and absented himself or herself from the final review and vote on the matter. His or her presence may be counted in determining a quorum for the meeting.
- D. The foregoing requirements, however, should not be construed to prevent a particular Director or Officer from briefly stating his/her position on the matter, nor from answering pertinent questions from other Directors and Officers by reason of the fact that personal knowledge on the matter may be of assistance to the other Directors in reaching their decision.
- E. In the event a real or potential conflict, as numerated in paragraph 2, exists between the direct or indirect interest of an employee and NALA, the employee shall fully disclose, in writing, all

relevant facts and circumstances to the CEO. If such real or potential conflict exists on the part of the CEO, all relevant facts and circumstances shall be disclosed, in the manner set forth above, to the President. The facts will be examined to determine whether a conflict exists and, if so, to determine what action should be taken.

- F. All NALA Officers, Directors, and committee members are required to sign an Agreement Relating to Proprietary and Confidential Information and Conflict of Interest Policy at the beginning of each term of office.
- G. NALA Directors, Officers, and committee members shall not approve, accredit, endorse, or recommend educational or training programs designed to prepare individuals for national paralegal certification other than those educational and training programs promoted by NALA or a NALA Affiliated Association.
- H. Each Director, Officer, and committee member is required to fully and promptly disclose to NALA any existing or potential conflict of interest that individual may have, of either a personal, professional, business, or financial nature and will refrain from participation in any decision on such matter. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest, including but not limited to:
 - 1. Social, professional, or economic relationships with other parties that may affect his/her judgement and/or ability to act in the best interests of NALA;
 - 2. A material economic gain or loss from a decision made by NALA; and
 - 3. Being in a position to experience material or economic gain by using confidential or proprietary information gained by his/her association with NALA.

Directors, Officers, and committee members will disclose all other boards of which they are a member, any changes in employment during their service to NALA, and any involvement in a paralegal certification examination or review program. The President and the CEO will review such information to determine if a conflict of interest exists and any actions to be taken with regard to the position held by the Director, Officer, or committee member.

V. Board of Directors – Job Descriptions – Officers

Adopted: 9/30/95, Amended 3/5/16; 10/13/18 Bylaw Reference: Article VI

Officers serve the Board of Directors and NALA by focusing on certain segments of the Association. Specific requirements of the officers and their duties are described in the NALA Bylaws. Elected officers and their focus are:

- A. President (elected by the Board of Directors):
 - 1. Serves as chairperson of the Board of Directors.
 - 2. Responsible for the integrity of the board process.
 - 3. Serves as ex officio member of all committees.
- B. Vice President:
 - 1. Assumes responsibilities of the President in the President's absence.
 - 2. Responsible for special projects as delegated by the President and/or the board.
- C. Secretary:
 - 1. Responsible for the integrity of board documents.
- D. Treasurer:

1. Submits policies to the board concerning financial planning and budgeting.
2. Serves as chairperson of the NALA Budget Committee.
3. Presents financial reports to the board and to the membership.
4. When required, reviews and approves expenses that are paid by NALA.

VI. Executive Committee

Adopted: 9/30/95; Bylaw Reference: Article V

- A. The Executive Committee is a committee of the Board of Directors and meets at the call of the President as needed. The Executive Committee shall not be used in any way to create a debilitating effect on the body of the whole.
- B. The Executive Committee assumes responsibility for oversight of an IRS audit, review, or compilation of its financial statements and selection of an independent accountant in reference to NALA's annual tax return.

VII. Board Meeting Process - Agenda Items

Adopted: 9/30/95; Amended 9/27/97, 10/27/01

- A. The board meets to converge divergent views into one official statement, policy or decision. Consideration of an agenda items focus on the following:
 1. How an item relates to the goals and purpose of NALA;
 2. How an item relates to the policies of the Board of Directors; and
 3. The end result.
- B. The selection of agenda items must be prudent. The board's time is a finite, nonrenewable resource for the Association. Agenda items must be presented to the board in the context of board policies.
- C. The board is furnished an agenda at least 30 days in advance. Any board member wishing to place an item on the board meeting agenda must submit the item to the President of NALA for consideration at least 45 days prior to the meeting.

VIII. Board Meetings – Procedures

Adopted: 9/30/95; Bylaw Reference: Article IV

- A. The NALA Board of Directors meets four times per year as defined in the NALA Bylaws. Regular meetings of the board are open to the general membership of NALA.
 1. The president has the option of calling for a closed session when the board discusses any sensitive matter which includes personnel matters, pending litigation, and disciplinary matters.
 2. Motions and seconds to motions are made by board members or committee chairpersons only. The president has the right to require any main motion, amendment, or instructions to a committee to be in writing.
 3. Discussions on motions are limited to three (3) minutes per person. No person may speak more than twice on the same motion without permission from the president.

- B. Voting.
 1. Voting may be by voice or hand. A member of the board may also request a written ballot.
 2. Only one vote per board member shall be permitted*.
- C. Committee Reports
 1. Board meetings should include status reports of operations, NALA, and committee actions. Reports should include updates of actions of committees and staff toward accomplishing goals and results. Reports shall be submitted in writing. Reports may be attached to the minutes of the board meetings, or summarized in the body of the minutes, at the discretion of the secretary.
- D. Report of Board Action.

An official release summarizing business conducted at all board meetings and the annual meeting will be prepared by the CEO. Upon approval by the NALA President, it shall be posted to the NALA website and printed in the Annual Report.

IX. Expense Reimbursement Policy

Adopted: 9/30/95

- A. NALA depends on members to volunteer their services on behalf of the Association. NALA will encourage and support volunteer efforts through reimbursement of expenses incurred on behalf of the membership of this Association in the advancement of NALA goals and programs.
- B. The NALA Board of Directors adopts an annual budget which anticipates reimbursement of expenses incurred by volunteers and staff in service to the Association. These expenses include costs of travel and lodging for committee work and visitations to legal assistant/paralegal associations. Reimbursement of these expenses is from membership funds, and, therefore, must be for an activity which will benefit the NALA membership.

X. Complaints Against Members of the NALA Board of Directors Procedures

Adopted: 7/18/98; Amended 10/3/09, 3/5/16, 3/2/24

- A. Notification.
 1. If a NALA member believes that a member of the Board of Directors has violated NALA's ethical standards or fiduciary or other duties or responsibilities to NALA, the complaining person shall notify the NALA President and/or CEO of the nature of the allegation and furnish any available documentation related to the allegation.
- B. Initial Review by CEO and NALA Officer.
 1. The CEO, in consultation with the NALA President, shall make an initial determination of whether the allegations warrant further investigation. The CEO or the NALA President must ask legal counsel for assistance in the inquiry.
 2. The consultation shall be with the NALA President unless the President is the subject of the complaint. In such case, the CEO shall consult with the Vice President. If both the President and Vice President are subjects of the complaint, the CEO shall consult with the Treasurer. If all officers are subjects of the complaint, the CEO shall consult with an

elected Director.

3. If the CEO, in consultation with the NALA President, or if necessary, a NALA officer, determines that the allegations, even if true, do not constitute a violation of ethical standards or a breach of the board member's fiduciary or other duties or responsibilities to NALA; or that the allegations should otherwise not be pursued (for example, because of a lack of documentation), the CEO shall notify the complaining party, in writing, of the findings to that effect.
4. The CEO shall maintain a confidential record of the allegations made, the notification to complainant, and the decision to take no action.
5. If the CEO, in consultation with the NALA President, or if necessary, a NALA officer, determines that the allegations, if true, may constitute a violation of ethical standards or a breach of the board member's fiduciary or other duties or responsibilities to NALA, the CEO shall refer the allegations to a review committee.

C. Review Committee.

1. The purpose of the review committee is to review all materials submitted in support of the allegations; to recommend whether further investigation is necessary to reach a determination; and, if the review committee refers the matter to the disciplinary committee, to notify the subject of the investigation, in writing, that an investigation is underway and provide the subject with the information set forth in C5(e).
2. The officer with whom the CEO has consulted shall appoint a review committee consisting of three active members of NALA who have served in one of the following leadership positions:
 - a. President
 - b. Chair of the NALA Certifying Board;
 - c. Chair of the NALA Professional Development Committee.
3. The members appointed to the review committee shall designate one of the three appointed members to be the chair of the review committee.
4. The Board of Directors shall be notified that a review committee has been formed, but shall receive no further information about the allegations until the review committee has completed its work. In no event shall the identity of the subject board member be disclosed in this notification.
5. Review Committee Procedures.
 - a. The review committee shall conduct a confidential inquiry into the allegations. There is no requirement to initially notify the subject that an inquiry is underway. The review committee may ask the CEO and/or legal counsel for assistance in the inquiry.
 - b. In reviewing a complaint against a board member, the following standards shall be taken into consideration
 - i. NALA Code of Ethics and Professional Responsibility;
 - ii. Relevant ethical and professional standards applicable to legal assistants, paralegals, and lawyers.
 - iii. Specific duties and responsibilities of board members set forth in the Oklahoma statutes, the NALA Bylaws, and the NALA Policy Manual;
 - iv. General legal principles of fiduciary duty of board members, including the duty of care and duty of loyalty;

- v. NALA corporate documents, including but not limited to the Bylaws, Board Policy Manual, Articles of Incorporation, non-compete agreements, and corporate resolutions. Policies in the Board Policy Manual to be referred to specifically include the Whistleblower (Appendix F) and Conflict of Interest Policies, and Appendix E, Board of Directors Code of Conduct.
- c. If the review committee determines from its initial review that the allegations, even if true, do not constitute a violation of ethical standards or the board member's fiduciary or other duties or responsibilities to NALA, or that the allegations should otherwise not be pursued (for example, because of lack of documentation), it shall so report to the board. The identity of the subject board member shall not be disclosed to the board. The review committee shall also notify the complaining party, in writing, of the finding to that effect.
 - d. The CEO shall maintain a confidential record of the allegations made and the decision to take no action.
 - e. If the review committee determines from its review that the allegations, if true, may constitute a violation of ethical standards or the board member's fiduciary or other duties or responsibilities to NALA, the review committee shall refer the matter to a disciplinary committee.
 - f. If the review committee decides to refer the matter to a disciplinary committee, the review committee shall notify the subject of the inquiry, in writing, that an investigation is underway. The written notice shall:
 - i. Identify the complaining party;
 - ii. State the nature of the actions or omissions complained of;
 - iii. Include the documentation relied upon by the review committee to substantiate the allegations;
 - g. Identify which of the alleged actions or omissions constitute a violation of ethical standards and/or breach of fiduciary duties and responsibilities of board members;
 - i. Identify the range of potential disciplinary action;
 - ii. Inform the subject of his/her right to select one member of the disciplinary committee from a list of individuals eligible to serve on the disciplinary committee;
 - iii. Notify the subject of the opportunity to respond, in writing, to the allegations;
 - iv. Notify the subject that:
 - aa. The subject may, at the subject's expense, meet with the disciplinary committee at time, date and location chosen by the disciplinary committee;
 - bb. The subject may appear with or without counsel;
 - cc. Failure to respond will not be taken into consideration in the disciplinary committee's review and recommendations.
 - v. Describe the time within which to provide the subject's choice of his/her member of the Disciplinary Committee and within which any written response should be submitted; and
 - vi. Enclose a copy of these rules.
- D. Disciplinary Committee Procedures.

1. The purpose of the disciplinary committee is to review all material submitted in support of the allegations; to provide an opportunity for the subject to respond; to conduct such further investigation as it deems necessary; and, if necessary, to make a report of its findings and its recommendation for discipline to the full Board of Directors. The disciplinary committee may ask the CEO and/or legal counsel for assistance in the inquiry.
2. The disciplinary committee shall consist of three active members of NALA who have served in one of the following leadership positions:
 - a. President;
 - b. Chair of the NALA Certifying Board; or
 - c. Chair of the NALA Professional Development Committee.
3. None of the members who served on the review committee shall serve on the disciplinary committee. The review committee and the subject of the investigation shall each appoint one member of the disciplinary committee. The two members of the disciplinary committee shall jointly select the third member who will be the chair of the disciplinary committee.
4. The review committee shall provide its selection for the disciplinary committee within ten (10) days of the date the notice described in C5(e) is sent to the subject of the investigation. The subject of the investigation shall have ten (10) days from the date of receipt of such notice to provide his/her selection for the disciplinary committee. These two members of the disciplinary committee shall then have five (5) days from the date both have accepted their appointments to confer and to select the third member of the disciplinary committee who will act as chair.
5. If the subject of the investigation wishes to provide the disciplinary committee with a written response to any allegations, such written response shall be sent to the disciplinary committee within twenty-one (21) days of the subject's receipt of the notification described in 3(e)(vi) above.
6. The Committee shall conduct its investigation in a reasonable manner and in a reasonable time frame, in as confidential manner as is reasonable under the circumstances.
7. Allegations Found to be Untrue.
 - a. If, after completing its investigation, the disciplinary committee determines that the allegations either are untrue or that, even if true, do not constitute a violation of ethical standards or the board member's fiduciary or other duties or responsibilities to NALA, it shall so report to the board in writing, without naming the subject. Notification of such shall also be given to the complaining party.

** Wording for Paragraph f amended 3/00 to add notice to complaining party

 - i. The CEO shall maintain a confidential record of the allegations made and the decision to take no action.
8. Allegations Found to be True.
 - a. If, after completing its investigation, the disciplinary committee determines the allegations are true and constitute a violation of ethical standards or the board member's fiduciary or other duties or responsibilities to NALA, the committee shall so report to the Board of Directors in writing. The report shall:
 - i. Disclose the name of the board member under investigation;

- ii. Identify the actions or omissions investigated;
 - iii. Identify the factual evidence considered and relied upon by the disciplinary committee;
 - iv. Identify the ethical standards or fiduciary or other duties or responsibilities of board members which the subject board member's actions or omissions violated;
 - v. Recommend a range of disciplinary action.
 - 9. The Board of Directors shall be provided with a copy of the written report of the disciplinary committee ten (10) business days prior to the meeting at which the disciplinary matter is to be considered.
- E. Board of Directors Action.
1. The Board of Directors shall consider the report of the disciplinary committee in a closed session, either at a regularly scheduled meeting or a special meeting called for that purpose. For the purpose of determining whether there is a quorum at such meeting, the subject of the disciplinary proceeding and any other member who would not be eligible to vote on such issue shall not be counted.
 2. The CEO or the board may ask legal counsel for assistance in determining what action to take at any meeting at which such action is discussed.
 3. A majority of the board members present and eligible to vote shall be sufficient to impose discipline, unless the NALA Bylaws specifically provide otherwise on a particular disciplinary alternative.
 4. The disciplinary committee chair shall attend the meeting to present the report and to answer any questions from the Board of Directors. The disciplinary committee chair shall not be present during voting.
 5. The board member under investigation shall have the right, at his/her own expense, to appear before the board with counsel of his/her own choosing.
 - a. The board may, at any time during the meeting, ask for statements from NALA's counsel, the disciplinary committee chair, or the board member under investigation and/or his/her counsel clarifying the issues involved.
 - b. The board member under investigation and/or his/her counsel and/or NALA's counsel may offer such evidence as is relevant and material to the investigation and shall produce such evidence as the board may deem necessary to reach an understanding and determination of the investigation.
 - c. The board shall be the sole judge of the relevance and materiality of any evidence offered, and conformity to the legal rules of evidence shall not be required.
 - d. All evidence shall be taken in the presence of all the board members present and eligible to vote at the meeting, NALA's counsel, and the board member who is the subject of the investigation and, if he/she has retained counsel, his/her counsel. The chair of the meeting, at his/her discretion, may allow other persons to be present during the taking of evidence.
 - e. The board may receive and consider any documentation provided by the review committee, the disciplinary committee, NALA's counsel, or the board member who is the subject of the investigation and/or his/her counsel. The board may also receive and consider evidence of witnesses, either live, or by affidavit. However, the subject

- of the investigation and/or his/her counsel shall not be allowed to present any documentation or evidence that the subject and/or his counsel did not first submit to the review committee and the disciplinary committee.
- f. The board shall give such evidence such weight as the board deems it is entitled after considering the source of such documentation or evidence and any objections thereto by either party.
6. The range of discipline that the Disciplinary Committee may recommend, and the board may impose is as follows:
 - a. Written warning. If the action or omission is such that the board believes it is possible to correct with a warning and, if the effort of the action or omission is not serious enough to warrant further discipline, the board may issue a written warning. This warning may be coupled with a requirement to document to the board the actions taken to correct the problem.
 - b. Removal from the board, including any office held. If the reason for the removal is a violation of the NALA Code of Ethics and Professional Responsibility or individual is currently incarcerated for any felony offense, or on probation, parole, or other court-imposed supervision for a felony offense, then pursuant to Article IV, Section 4.10 of the NALA Bylaws, a two-thirds (2/3) vote of those duly elected and qualified is required. Such removal from the board may be coupled with a restriction on future service on the board or other conditions.
 - c. Cancellation of Membership. Provisions of Article IV, Section 4.10 of the NALA Bylaws shall apply. Cancellation of membership pursuant to Section 4.10 results in automatic removal from the board and any office held since NALA membership is a prerequisite to holding such office.
 7. The board may either:
 - a. Accept the recommendations of the disciplinary committee with respect to discipline;
 - b. Impose some lesser discipline, including no discipline at all; or
 - c. Impose some greater discipline.
 8. In deciding discipline, the Board of Directors will take into account such factors as it deems appropriate, which may include:
 - a. Whether the offense was deliberate or inadvertent;
 - b. What notice the subject board member had, if any, of the appropriate standards of conduct;
 - c. The effect of the offense on the integrity and reputation of NALA; and/or
 - d. Whether the subject board member is a repeat offender.
 9. At any point in the disciplinary process, the board may propose, or may consider a proposal from the subject that the subject be permitted to resign from the board, rather than face disciplinary action. The degree of discipline imposed shall not be affected by a decision of the subject not to resign. The board may either:
 - a. Accept the resignation and proceed with the disciplinary process; or
 - b. Accept the resignation in lieu of disciplinary action; or
 - c. Accept the resignation in lieu of disciplinary action, with conditions.
 10. No member of the Board of Directors shall vote on the resolution of any charge in which he/she has a personal interest. Personal interest shall include, but not be limited to, being:

- a. In a position to benefit personally from the outcome of the investigation and any disciplinary action imposed;
 - b. The individual who brought the complaint against the subject board member;
 - c. Related to the subject board member, counsel for NALA, and/or counsel for the subject board member;
 - d. Employed by the same law firm or entity that employs the subject board member;
 - e. Employed by counsel representing the subject board member;
 - f. Employed by NALA's counsel; and/or
 - g. Employed by NALA.
11. The board will notify the subject board member in writing of its findings, conclusions, and the discipline imposed.
12. Upon completion of the disciplinary review process, notification shall be given to the complaining party of the board's action. **

**Paragraph 12 added 3/00

F. Appeal of the Board's Disciplinary Action.

- 1. The NALA Bylaws provide no right of appeal from an action by the board to remove a board member.
- 2. Any board member whose membership in NALA is canceled pursuant to Section 4.10 of the NALA Bylaws shall have a right of appeal and reinstatement to membership as outlined in Section 3.25 of the bylaws.

G. General Provisions.

1. Counsel

The CEO shall, in keeping with the duties of his/her position, retain legal counsel as needed to assist in the disciplinary process.

2. Referral to Other Boards.

The Certifying Board Chair may notify the Certifying Board of the disciplinary action after a finding of an ethical violation and imposition of discipline by the Board of Directors.

3. Further Action.

Nothing in this procedure shall limit the power of NALA to take appropriate legal action to enforce its rights to damages and/or injunctive relief against the subject at any time during the process or afterward.

4. Confidentiality.

Except as necessary to conduct the investigation, the CEO, the officers, the committees and their members, and the board will not reveal the existence of an investigation.

- a. The board will not disclose to anyone the identity of the subject, the nature of the allegation, the results of the investigation, or any discipline imposed except as set forth hereinabove.

5. Notices or Responses.

Any notification or response required under these rules shall be sent by certified mail, return receipt requested.

- a. Any notifications required to be sent to the CEO, the review committee, the disciplinary committee, or the Board of Directors shall be addressed to:

National Association of Legal Assistants, Inc.
c/o CEO
6450 S. Lewis Avenue, Suite 250, Tulsa, OK 74136

With a copy to NALA's counsel:

James J. Proszek
HALL ESTILL
320 South Boston, Suite 400
Tulsa, OK 74103

- b. Any notification required to be sent to a complainant shall be sent to the complainant at the most recent address shown on NALA's membership roll.
- c. Any notification required to be sent to the subject of the investigation shall be sent to the subject at the most recent address shown on NALA's membership roll. If the subject of the investigation is represented by counsel, counsel shall be copied on any notification.

RELATIONSHIPS

XI. Committees – Establishing

Adopted: 9/30/95; Bylaw Reference: Article IX; Article X

The Board of Directors may establish committees to facilitate and accomplish the goals of the Association.

- A. The board shall ensure committee work remains timely and relevant to the purposes of NALA and policies of the board, and contributes to the efficient operation of NALA.
- B. The board shall promote membership involvement through committees to maximize volunteer resources.

The board shall define for each committee:

- 1. The scope of responsibility of the committee
 - 2. The authority of the committee
 - 3. The tenure of committee members
 - 4. The ends (results) of committee activity
- C. The board shall not assign administrative duties to committees.
 - D. The board shall ensure that resources are available for the committees to perform their duties.

XII. Committees - General

Adopted: 9/30/95

- A. General.
 - 1. Current board policy drives the committees. The President shall review and define the charter of each committee at the beginning of each year, based on the current policies of the Board of Directors.
 - 2. The board shall be advised of any change in committee function or structure as required by board policy.
- B. Committee recommendations to the board are presented after careful study. Recommendations should describe the implications of actions to the purpose of the Association, and include options for action that adhere to the purpose, policies and goals of this organization.
 - 1. Committees may also provide status reports to the board at any regular or special meeting.

XIII. Budget Committee – Purpose

Adopted: 9/30/95, Capital Expense Policy added 3/5/16

The purpose of NALA's budget is to provide short term and long-term planning tools. The annual budget serves as a guide for short term expenditure decisions. The budget process defines our future expectations, is a guide for long term planning and decisions, and ensures continuity in the management of the Association's financial resources.

The NALA Treasurer serves as chair of the budget committee. NALA Capital Expense Policy.

A. Purpose

To provide the guidelines under which capital expenditure will be approved and treated in the

Financial Statements of the Association.

B. Scope

These policies and procedures shall apply to all capital expenditure including:

- Moveable equipment, such as furniture
- Fixed equipment, such as fixtures
- Buildings and their components
- Building Improvements, including department renovations
- Land (not depreciated)
- Land Improvements
- Software
- Development of Courses or Books
- Computer Hardware, peripheral equipment, and other electronics

C. Accounting Policy

1. Definition

Capital expenditure is defined as being the expenditure on items which are expected to produce future economic benefits for the Company association, with a useful life in excess of twelve months and carry an acquisition cost in excess of \$500 USD.

2. Items of capital expenditure include computer equipment and software, office furniture and equipment, vehicles, trucks, ground service equipment, and buildings and improvements, including leasehold improvements.

D. Accounting Treatment

1. This policy applies to those items as defined in the Scope, Section B.
2. Capital expenditure, as defined in Section C above, will be charged to the relevant area of responsibility within the established general ledger posting account. For purposes of consolidated management and year-end reporting these items will be treated as fixed assets.

E. Budgeted vs. Unbudgeted

1. The Association prepares a Capital Expenditure Plan as part of its annual budgeting process. The Association may approve Unbudgeted Capital Expenditures if certain circumstances warrant it such as unplanned legally required capital expenditures or in the event of an acquisition, facility move, etc.
2. The Capital Expenditure Plan details:
 - a. Specific property related capital expenditure; and
 - b. A general allowance for miscellaneous capital expenditure.
3. As indicated above, the Association may approve unplanned or unbudgeted capital expenditure items, depending on the circumstances.
4. For purposes of this policy, unbudgeted capital expenditure is defined as amounts which are in excess of:
 - a. Amounts detailed in the Capital Expenditure Plan;
 - b. New capital expenditure items that were not included in the annual budget. The Association will review new unbudgeted capital items based on the circumstances and the need.

F. Leasing and Buy-out Options

- A. Leasing arrangements are subject to the same approval process as purchases of capital equipment. Leasing is deemed to be an alternative financing mechanism. References with this policy to “purchase price” also infer “lease value.” Equipment currently under lease subject to “Buy Out” options are subject to the same approval process as purchases of capital equipment.

XIV. Certifying Board

Adopted 9/30/95; Amended 3/4/06, 9/29/12 Bylaw Reference: Article XI; amended 4/7/18

- A. It shall be the policy of the Board of Directors that the Certifying Board and the Board of Directors maintain a harmonious relationship.
- B. The Certifying Board is responsible for administrative rules and regulations of the Certified Paralegal Program to ensure they are carried out in compliance with the law and generally accepted certification testing practices, and in a way that ensures the financial stability of the program. These rules and regulations must be consistent with the goals and philosophies of NALA.
- C. The Certifying Board reports to the Board of Directors as follows:
1. Administrative rules and procedures for the Certified Paralegal Program are presented to the Board of Directors annually. The Board of Directors must be informed of any amendments to the rules during the year.
 2. The Board of Directors will be informed of any pending disciplinary action that may result in the suspension or revocation of the Certified Paralegal (CP) designation.
- D. Budget.
1. The annual budget for the certification program is adopted by the Board of Directors at the same time as the board adopts NALA's annual budget.
- E. The Certifying Board will give to the CEO clear direction that is fair and equitable.
1. The CEO will see that NALA staff carries out the Certified Paralegal Program in a lawful manner.
 2. The CEO will carry out the actions directed by the Certifying Board according to the administrative rules and regulations adopted by the Certifying Board.

XV. Continuing Education Council Purpose and Policy Statement

Adopted: 9/30/95; Amended 3/7/09, 3/11/17, 11/6/21, 3/2/24

The purpose of the Continuing Education Council (CEC) is to plan and coordinate all of NALA’s continuing education efforts. The CEC also has the responsibility of finding new platforms for education and communicating these to the NALA Board of Directors.

- A. The following standing committee's duties and functions are carried on through the NALA Continuing Education Council:
1. planning the educational program at NALA’s annual conference;
 2. developing, coordinating, and facilitating continuing education programs and certification review courses;
 3. maintaining and updating NALA’s publications;

- 4. producing *Facts & Findings*;
- B. The CEC shall consist of no fewer than six members.
- C. CEC Members are appointed for an initial three-year term, with up to three additional one-year terms, at the discretion of the President.
- D. The chairperson term is separate from and in addition to their term as committee member.
- E. The CEC chair serves as a voting member of the Board of Directors under the provision of Article IV.4.4 of the NALA Bylaws. The CEC chair reports to the board at all regular meetings. The CEC chair is a liaison between the CEC committee and the NALA staff in carrying out administrative duties and responsibilities concerning NALA's educational programs and publications.
- F. The chairperson of the council shall have served on the council for at least one (1) year prior to becoming chairperson of the council. The immediate past chairperson of the council shall be an ex-officio member of the council for one (1) year.
- G. The Vice Chair is a one-year term, to be appointed by the President in the second year of the chair's term.
- H. Members of the council shall be active members of the Corporation, shall have the CP or ACP credential, and be actively employed as a paralegal or paralegal educator.
- I. The CEC must maintain a current statement of policy to guide the council in its decision-making process.
- J. Policy:
 - 1. Continuing education programs are offered through various available resources.
 - 2. Continuing education must be designed to:
 - a. Promote NALA as a quality resource for educational offering.
 - b. Meet the educational needs of legal professionals by offering courses on a variety of topics.
 - c. Address the range of knowledge and skill among legal professionals by offering programs from basic to advanced levels.
 - d. Enhance members' accessibility to NALA educational events by diversity in location, including online offerings.
 - e. Understand members' economic considerations.
 - 3. *FACTS & FINDINGS* is a professional publication that serves to educate member and non-member legal professionals. *Facts & Findings* must:
 - a. Promote NALA as a quality resource for educational offerings.
 - b. Supplement the educational needs of legal professionals nationally by offering content on a variety of topics.
 - c. Address the range of knowledge and skill among legal professionals by offering content at every career stage.
 - d. Inform members as to NALA happenings, processes, policy changes, and planned future educational offerings.
- K. NALA's continuing education programs provide opportunities for and serve as a support system for the CP and ACP programs.
 - 1. By offering preparatory materials, social media study groups, and courses.
 - 2. By providing opportunity for continuing education credits toward maintenance of CP and ACP designation.
- L. NALA's continuing education programs provide opportunities for professional growth to paralegals.
 - 1. By offering speaking engagements and/or teaching opportunities for qualified legal professionals.
 - 2. By soliciting submission of articles by paralegals for publication in *FACTS & FINDINGS*.

3. By offering leadership through education.
4. By promoting awareness of NALA and its programs.

XVI. Professional Development Committee Purpose and Policy Statement

Adopted: 9/30/95; Amended: 3/1/08, 3/11/17, 3/2/24 Bylaw Reference: Article X, 10.4; 11/6/21

- A. The purpose of this committee shall be to conduct research and recommend updates of the Corporation's Model Standards and Guidelines for Utilization of Legal Assistants as adopted by the membership July 18, 1984, and to further the Corporation's goals to develop, encourage, support, and maintain high standards for the legal assistant profession.
- B. The Professional Development Committee (PDC) shall consist of no fewer than six members. The chair of the PDC serves as a voting member of the Board of Directors under the provision of Article IV.4.4 of the NALA Bylaws. The term of chair is separate from and in addition to their term as committee member. Chair is to serve as Ex Officio in the year immediately following the term of chair. The Vice Chair is a one-year term, to be appointed by the President in the second year of the chair's term. Members are appointed for an initial three-year term, with up to three additional one-year terms, at the discretion of the President, Members shall be active members of the Corporation, shall have the CP or ACP credential, and be actively employed as a paralegal or paralegal educator. Terms of appointment shall be staggered as set forth in the policies and procedures of the Corporation. The chairperson of the Professional Development Committee shall: (a) be a member of this Corporation, (b) shall be actively employed as a paralegal; (c) shall have served on this committee at least one (1) year, and (d) shall become a member of the Directors of this Corporation.

* New Paragraph 2 added 3/00-subsequent paragraphs renumbered

- C. The Professional Development Committee responsibilities include:
 1. Maintaining the NALA Code of Ethics and Professional Responsibility and the NALA Model Standards and Guidelines for Utilization for Legal Assistants and other documents that must maintain their relevance to the paralegal profession.
 2. Providing articles for the Professional Development standing column of each issue of *FACTS & FINDINGS*, or other similar professional development articles, as requested by the Continuing Education Council.
 3. Conducting research and recommending updates to the National Utilization and Compensation Survey to identify areas of growth and development, while maintaining the Survey's relevance to the paralegal profession.
 4. Assisting NALA with summaries and case law updates, ethical opinions, legislative activities, and other matters affecting the paralegal profession, and publishing such information to the NALA membership through special bulletins, magazine articles, email, online forums, and/or presenting the information during the annual membership forum.
 5. Overseeing the development, substance, and administration of the professional development courses.

XVII. Diversity, Equity, and Inclusion Committee Purpose and Statement

Adopted: 7/22/21; Amended 3/2/24

- A. The purpose of this committee is to increase awareness and understanding of the importance of Diversity, Equity, and Inclusion to the Corporation. The Committee shall conduct research, monitor trends and issues that minimize bias, and to provide recommendations to the NALA board of directors, its committees, staff, and affiliates to ensure diversity, equity, and inclusion in all areas of the organization.
- B. The committee will consist of no fewer than six members.
- C. The chairperson of the Diversity, Equity, and Inclusion (DE&I) Committee shall be appointed by the President and ratified by the Board of Directors of NALA for a one-year term (up to two (2) one-year terms). The chair term is separate from and in addition to their term as committee members. Members shall be appointed for an initial three-year term staggered, with up to three additional one-year terms, at the discretion of the President.
- D. The chairperson of the DE&I committee shall have served on the committee for at least one (1) year prior to becoming chair. Chairperson will serve as Ex Officio in the year immediately following the term as chair. The position of Vice Chair is a one-year term, to be appointed by the President in the second year of the chair's term.
- E. Members of the committee shall hold the certified paralegal credential, be active membership type of the Corporation and actively employed as a paralegal.
- F. The chairperson shall work in conjunction with the Vice President regarding any and all research, trends, and recommendations that are to be considered by the Corporation.
- G. The committee shall regularly update DE&I guidelines based on research findings to assist the organization in its decision-making processes.
- H. Responsibilities:
 1. Develop strategies to ensure inclusivity throughout the Corporation, its members, and Affiliated Associations.
 2. Assist NALA Committees and Board of Directors to ensure related DE&I topics/issues/trends are reflected in seminars, webinars, workshops, broader member communication.
 3. Providing articles for DE&I standing column of the *FACTS & FINDINGS* as requested by the CEC.
 4. Authoring or soliciting authors for publications.
 5. Assist with articles for social media platforms including but not limited NALA Commons and monthly membership newsletter to engage members on DE&I topics.
 6. Assist with the fostering relationships with companies whose DE&I policies align with those of the Corporation.

XVIII. Awards - Member Recognition Programs - Judging Criteria

Adopted: 3/5/11; Amended 3/5/16; 10/13/18; 10/05/19; 03/13/21; 11/6/21

The NALA President shall appoint at least three NALA members to serve on each award committee. The Vice President shall chair the Founders' Award Selection Committee and the Unsung Heroes Hall of Fame Award Nomination Committee, the Secretary shall chair the President's Award Selection Committee, the Treasurer shall chair the Volunteer of the Year Award and the Rising Star Award Selection Committee, the Certifying Board Chair shall chair the Certified Paralegal Champion Award Selection Committee, and the Professional Development Committee Chair shall chair the Student of the Year Award Selection Committee. Former recipients of the President's Award are eligible to serve on the President's Award Selection

Committee.

The following criteria will be used by the selection committees to select award recipients:

- A. Founders Award: The Founders Award may be awarded annually.
 - 1. Purpose: To recognize extraordinary or outstanding contributions to the growth and future of the paralegal profession which impacted or affected the profession in a positive manner for a significant period of time.
 - 2. Eligibility for Nomination: Individual or organization. Does not have to be a NALA member. (*Current NALA board of directors and committee members are not eligible*)
 - a. Who can nominate: NALA active member in good standing
 - b. Deadline to Submit Nomination: April 1
 - c. Award Benefits: Recognition during Annual Membership meeting at Conference. Travel expenses paid by NALA - per diem (2 days), 1-night hotel, round-trip airfare, and Day 1 conference registration fee
 - 3. Judging Criteria:
 - a. Must have played a significant part in creating, developing and/or promoting an important and distinctive writing or program which positively impacted the paralegal profession nationwide for not less than 3 years.
 - b. Former recipients include past presidents, law firms that have supported the paralegal profession, and long-time NALA staff members.
 - 4. Award Recipient Announcement: As soon as committee can decide, but no later than May 1.
- B. President's Award: The President's Award may be awarded annually.
 - 1. Purpose: To recognize the outstanding accomplishments of NALA members and their contribution to the future of the paralegal profession.
 - 2. Eligibility for Nomination: (1) Current Active type member of NALA, (2) Must have been an Active type member of NALA for at least 2 years; (3) 5 years' experience in the paralegal profession (*Current NALA Board of Directors and committee members not eligible*)
 - a. Who can nominate: NALA active member in good standing.
 - b. Deadline to Submit Nomination: April 1
 - c. Award Benefits: Recognition during Annual Membership meeting at Conference. Travel expenses paid by NALA - per diem (2 days), 1-night hotel, round-trip airfare, and Day 1 conference registration fee.
 - 3. Judging Criteria:
 - a. Significant accomplishment or achievement through their leadership activities within NALA and NALA Affiliated Associations
 - 4. Award Recipient Announcement: As soon as committee can decide, but no later than May 1.
- C. Certified Paralegal Champion Award: CP Champion Award may be awarded annually.
 - 1. Purpose: To recognize outstanding achievement by an individual or by a NALA Affiliated Association in promoting and advancing NALA's Certified Paralegal Program within the legal profession.
 - 2. Eligibility for Nomination: (1) Current member of NALA, (2) May be a Certified Paralegal, Advanced Certified Paralegal, non-paralegal, attorney, or educator (*Current NALA Board of Directors, committee members, and current Certifying Board Members are*

not eligible for the individual award)

- a. Who can nominate: NALA member or NALA Affiliated Association in good standing.
 - b. Deadline to Submit Nomination: September 1
 - c. Award Benefits: In October via letter from NALA. Recognition in NALA Publications and other outlets.
3. Judging Criteria:
- a. Demonstrates commitment to growth and expansion of the Certified Paralegal Program
 - b. Recognizes and promotes the Certified Paralegal Program as a national professional standard for paralegals
 - c. Demonstrates passion and enthusiasm in the Certified Paralegal Program advocacy and outreach within the association as well as in the community, state or region (including with employers, educators, governmental associations, bar associations or other applicable affinity groups)
 - d. Demonstrates creative or innovative strategies in promoting and encouraging participation in the CP Program
 - e. Demonstrates leadership and collaboration in offering, forming or mentoring CP exam study groups, seminars, or other forums to assist member and non-members in preparing for the exam
 - f. Encourages a high level of professional achievement
4. Award Recipient Announcement: As soon as committee can decide, but no later than October 1.
- D. Rising Star Award: Rising Star Award may be awarded annually.
1. Purpose: To recognize exemplary service to the paralegal profession by a person who has been a paralegal for less than five years.
 2. Eligibility for Nomination: Current member of NALA in good standing (*Current NALA Board and committee members are not eligible*)
 - a. Who can nominate: NALA Active type member
 - b. Deadline to Submit Nomination: February 1 for prior calendar year.
 - c. Award Benefits: In March via letter from NALA. Recognition in NALA publications and other outlets.
 3. Judging Criteria:
 - a. Demonstrates leadership (ie. is a committee or board member, presents an educational program, serves as a mentor)
 - b. Demonstrates personal commitment; (ie. contributes to NALA publications, serves on a committee, assists at conference)
 - c. Promotes NALA to the legal community (is. attends other events or pro bono services)
 - d. Models high ethical conduct
 - e. Recognizes leadership/engagement efforts
 4. Award Recipient Announcement: As soon as committee can decide, but no later than March 1.
- E. Student of the Year Award: Student of the Year Award may be awarded annually.
1. Purpose: To recognize outstanding achievement by a full-time student in good standing at any college, junior college or other school pursuing a course of study as a paralegal.
 2. Eligibility for Nomination: Current student member of NALA in good standing (*Current NALA Board of Directors and committee members are not eligible*)
 - a. Who can nominate: Anyone, including self.
 - b. Deadline to Submit Nomination: March 1
 - c. Award Benefits: In April via letter from NALA. Recognition during Annual

Membership meeting at Conference. Travel expenses paid by NALA - per diem (2 days), 1-night hotel, round-trip airfare, and Day 1 conference registration fee, *CP Fundamentals Book*, and CP Review Course webinar bundle.

3. Judging Criteria:
 - a. Enrolled for a minimum of 6 semester hours or equivalent
 - b. Performed Academic excellence (minimum 3.0 GPA)
 - c. Involved in a national, state, or local professional association
 - d. Designated for an academic or professional recommendation
 - e. Demonstrated dedication to the paralegal profession and legal community
 - f. Nominee submits 500-word essay
 4. Award Recipient Announcement: As soon as committee can decide, but no later than April 1.
- F. Volunteer of the Year Award: Volunteer of the Year award may be awarded annually.
1. Purpose: To recognize exemplary service to the paralegal profession and its members by a person who has been a paralegal for at least five years.
 2. Eligibility for Nomination: Current member of NALA in good standing (*Current NALA Board of Directors and committee members are not eligible*)
 - a. Who can nominate: NALA Active type member.
 - b. Deadline to Submit Nomination: February 1 for prior calendar year.
 - c. Award Benefits: In March via letter from NALA. Recognition in NALA publications and other outlets.
 3. Judging Criteria:
 - a. Demonstrates leadership (ie. is a committee or board member, presents an educational program, serves as a mentor)
 - b. Demonstrates personal commitment (ie. contributes to NALA publications, serves on a committee, assists at conference)
 - c. Promotes NALA to the legal community (ie. attends other events or pro bono services)
 - d. Models high ethical conduct
 - e. Recognizes outstanding volunteer contributions
 4. Award Recipient Announcement: As soon as committee can decide, but no later than March 1.
- G. Unsung Heroes Hall of Fame Award: Unsung Heroes Hall of Fame Award is awarded to 1-2 recipients each year. No award is given if no candidate meets criteria. The Unsung Heroes Hall of Fame Award is awarded by the Board of Directors upon nomination by the Unsung Heroes Hall of Fame Award Nomination Committee.
1. Purpose: To recognize long time NALA members who have served on the NALA Board and/or NALA Committees for their leadership, dedication, and extraordinary contributions to NALA and its members.
 2. Eligibility for Nomination: Current NALA member (including lifetime membership) who has retired from the NALA Board and/or NALA Committees, must have been an Active type NALA member for at least 10 continuous years, and must have served on the NALA Board and/or NALA Committees for at least 10 years.
 - a. Who can nominate: NALA Unsung Heroes Hall of Fame Nomination Committee
 - b. Deadline for Nomination Committee to submit nominations to the Board of Directors: February 1, or two weeks prior to the 3rd Regular Meeting of the Board of Directors, whichever is later.
 - c. Award Benefits: Recognition during NALA's Annual Membership Meeting at Conference, in NALA's *Facts & Findings* Wall of Fame, and other social media news outlets.

3. Judging Criteria:
 - a. Demonstrated leadership as a board or committee member, including outstanding and extraordinary contributions to the growth of the future of NALA, its membership, and/or certification development.
4. Award Recipient Announcement: No later than May 1.
5. Unsung Heroes Hall of Fame Nomination Committee shall consist of: Current NALA Vice President will Chair this Committee, a past NALA President, a past Continuing Education Council Chair, a past Certifying Board Chair, and a past Professional Development Committee Chair.

XIX. Affiliated Associations

Adopted: 9/30/95; Amended 10/13/18; Bylaw Reference: Article III, 3.4

The affiliated association program of NALA provides for ongoing communication between NALA and state and local legal assistant/paralegal organizations.

- A. As a national organization, it is critical to planning and goal setting for NALA to be aware of career development among the various states and communities. Affiliated association communications to NALA serves the NALA membership by providing this information.
- B. Communications from NALA to affiliated associations benefit the NALA membership by serving to inform groups of legal assistants/paralegals of NALA membership philosophies and goals, benefits of NALA membership and the availability of NALA products and services.
- C. NALA members support the affiliated associations program by the use of membership dues for visitations, administrative services, and affiliate forums held during the NALA conference. This support is to the extent the cost of these programs are not supported by affiliation fees, to the extent membership funds are available, and to the extent the expenditure of funds benefits the NALA membership.

XX. Affiliated Associations Director and Secretary

Adopted: 9/30/95; Amended 3/11/17; 10/13/18; 3/5/22; Bylaw Reference: Article III. F. 3.4

- A. Affiliated Associations Director. The duties and responsibilities of this Director are:
 1. In concert with the NALA President and NALA, plan the Affiliated Associations Annual Meeting to be held at the NALA Annual Conference, and prepare an agenda for said meeting for distribution to all attendees.
 2. After the Annual Conference registration, and prior to the Affiliated Associations Annual Meeting, appoint three attending NALA Liaisons to review the minutes of the Affiliated Associations Annual Meeting. When possible, appoint a NALA Liaison from each of the three NALA areas.
 3. Disseminate information concerning the affiliate program.
 4. Assist with organization of potential affiliates.
 5. Promote cooperation between NALA and affiliated associations, and provide the affiliated associations a formal voice in the management of NALA.
 6. Promote educational programs for all members of the profession.

7. Review and make recommendations regarding affiliate bylaw amendments.
 8. Serve as a voting member of the NALA Board of Directors under the provision of Article IV.4.4 of the NALA Bylaws.
 9. Act as Chair of the Affiliated Associations Awards Committee.
- B. Affiliated Associations Secretary. The duties and responsibilities of this person are:
1. In the event of a contested election for Affiliated Associations Director or Affiliated Associations Secretary, work with NALA Headquarters to maintain the list of all affiliated associations and prepare a list of designated voting representatives.
 2. Prepare minutes of the annual meeting for review by the Affiliated Associations Director and the three designated NALA Liaisons per A2 listed above.
 3. Work with NALA Headquarters to coordinate communications with affiliated associations.
 4. Serve as pro tem Director in the absence of the Affiliated Associations Director.
 5. Assist the Director on any special projects.

XXI. ABA Standing Committee on Paralegals

Adopted 4/7/18

- A. Policy
1. Annually, on a volunteer basis, NALA submits a nomination for a NALA member to serve on the Approval Commission of the ABA Standing Committee on Paralegals. The nominee must meet the ABA qualifications.
 2. Nomination is made by the NALA President upon written request from the ABA.
 3. It is the decision of the ABA to accept the nomination and make the appointment.
 4. The term of the appointment is for one year per ABA's calendar, not to exceed three (3) consecutive terms on the Commission.
 5. NALA will reimburse reasonable travel and expenses for the NALA appointee to attend two (2) meetings per year of the ABA Standing Committee on Paralegals at the designated location. NALA will not be responsible for any travel or expenses for ABA site visits at the request of the ABA, unless otherwise approved by the NALA President.
 6. The NALA appointee will submit a written report to the NALA President at the end of their final term on the Commission.

XXII. NALA

Adopted: 9/30/95; Amended 10/13/18

- A. NALA shall employ an CEO and staff to provide administrative and association management services. The CEO serves under a contract for employment.
- B. CEO - Job Description:
- A. The CEO of NALA serves as the Chief Executive Officer for the Association. The Chief Executive Officer is accountable to the Board of Directors and works directly under the supervision of the President.

Responsibilities include, but are not limited to:

- A. managing the Association's business affairs, including staff and facilities; maintenance of the corporate records, regular financial reporting and ensuring sound fiscal policy
- B. advising the board on its long-range planning functions, enveloping and administration of Association programs, and assisting the board with its program monitoring
- C. communicating with members, the legal community and the media in promoting the good image of the Association and the legal assistant/paralegal profession
- C. The CEO shall observe and conform to all laws, customs and ethics inherent to the legal profession, association management, and NALA.
- D. The CEO is accountable for the organization's attainment of ends and compliance with executive limitations.
- E. The CEO is authorized to approve membership applications and solicit new members, provided that these actions fall within the parameters set by the bylaws and the Board of Directors.
- F. The CEO will carry out the actions directed by the NALA Board of Directors in implementing and carrying out the agenda for the annual meeting, and procedures established by the bylaws.

XXIII. Law Related Associations

Adopted: 9/27/97

- A. The mission statement of NALA provides that NALA purposes include advancing the competency of legal assistants/paralegals and the legal assistant/paralegal career. It further states NALA shall foster relationships with other law-related associations.
- B. In order to meet the goals of NALA, it is important to develop communications with law-related associations. However, recognizing the limits of NALA's resources in comparison with the demands of the membership, the fact that each of the organizations have differing goals and purposes, and the fact that some of the products and services of these organizations may be in competition with NALA's products and services, it is necessary to adopt a policy outlining the purpose of these relationships and degree of NALA's involvement.
- C. It shall, therefore, be a policy of the Board of Directors of NALA that:
 - 1. NALA shall foster congenial relationships with law-related associations and attend meetings when possible.
 - 2. In the event of a meeting, NALA shall be furnished with an agenda of discussion items prior to committing to attend. Items may be reviewed by counsel (see item below).
 - 3. NALA's communications with law-related associations shall be for the purposes of:
 - a. sharing information about NALA activities and events;
 - b. advancing the goals of NALA on behalf of the NALA membership;
 - c. advancing the philosophy of NALA on behalf of the NALA membership.
- D. NALA's participation and communications with law related associations shall not compromise NALA's mission statement, NALA's beliefs, philosophy, and vision for the future.
- E. Information shared by NALA shall not consist of market data, or research findings, or information that may provide a competitive advantage to others.
- F. Information shared by NALA shall consist only of information that is already published to the membership of NALA or that has been released by the Association in the form of press

releases and announcements.

- G. NALA shall not participate in discussions concerning standard setting activities; prices, costs, or fees for services; excluding participation of other associations; association membership requirements; or any subjects that may concern issues of anti-trust. Counsel shall be consulted should any question arise concerning these issues.
- H. During the course of a meeting, should the discussion turn to these subjects, the NALA representative shall excuse himself or herself unless NALA has already received notice of such discussion item through an agenda circulated in advance of the meeting and has received instructions from counsel.
- I. NALA shall not participate in any projects jointly with a law related association(s) without approval of the Board of Directors, and the board's determination that the proposed joint activity is in the best interest of NALA.

XXIV. Committees – Removal and/or Resignation

Adopted: 3/3/07

- A. Each committee member is an integral and important part of the NALA committee on which they voluntarily serve. Without the full cooperation and participation of every committee member, a committee would not be able to function and provide the high quality of services and products required. In this regard, it is imperative that every committee member appropriately participate in the activities of the committee to which they have been assigned.
- B. If, in the opinion of the chair of the committee ("Chair"), a committee member ("Member") is not actively or appropriately participating, or if one of the following occurs:
 - 1. A Member is absent from 2 committee meetings within a single year, with a committee meeting being defined as a meeting consisting of the entire committee membership, held either in person or by electronic means, including but not limited to web casting and telephone conference calls, or
 - 2. A Member is unable or unwilling to complete assignments as requested by the Chair;
- C. The Chair will first address the problem with the Member. If, after such discussion the Member fails to satisfy the requirements set forth by the Chair, the Chair may recommend the removal of the Member from the committee pursuant to the procedure for removal as described in this Section. However, before the Chair may take any action to remove the Member, the Member must be notified in writing to allow the Member the opportunity to resign from the committee.
- D. In the event that the Member does not resign, the Chair may make a recommendation to the NALA President for the removal of the Member.
- E. The recommendation for removal of the Member will be made upon written recommendation by the Chair to the NALA President. The NALA President will then present the recommendation to the NALA Board of Directors for a vote. The recommendation to the Board of Directors shall be confidential and the name of the Member shall not be provided to the Board of Directors or reflected in any written documentation of the Board of Directors. If the NALA Board of Directors determines that the Member should be removed, the Member will be given written notice of the Member's removal from the committee within ten (10) days of the vote of the Board of Directors.

GUIDELINES AND STAFF DIRECTIVES

XXV. NALA Membership

Adopted: 9/30/95; Bylaw Reference: Article III, 3.5 3.9; Article III, 3.11, 3.24 3.26; Article VI, 6.6

- A. NALA is an association of individual paralegal members created to enhance and provide leadership to the paralegal career.
- B. The membership may express its direction through membership adopted documents such as Bylaws, resolutions, the NALA Code of Ethics and Professional Responsibility, and the NALA Model Standards and Guidelines for Utilization of Legal Assistants.

XXVI. NALA Bylaws

Adopted: 9/30/95; Bylaw Reference: Article XII, Amended 07//12/23

- A. The NALA Bylaws constitute board directives. Bylaws may only be created by or amended by the NALA Board of Directors.
- B. It is the responsibility of the Board of Directors to guide the NALA membership in the creation and amendment of bylaws. The board's guidance should include a report of the implications of a bylaw amendment to the operations and programs of NALA; whether the amendment is in compliance with other bylaws and membership directives; and whether the amendment is in compliance with laws and regulations governing nonprofit organizations.
- C. NALA Bylaws must conform to the NALA Articles of Incorporation, and laws and regulations governing nonprofit organizations. Bylaws must be ethical, equitable and consistently applied.
- D. The bylaw amendment process shall be fair, employ current communication technologies, and provide adequate notice.

XXVII. Annual Membership Meeting – Membership Resolutions

Adopted: 9/30/95; Amended 07/12/23

- A. A member of this Association or any affiliated association by majority vote may propose a resolution to be considered by the Board of Directors present at the annual membership meeting of NALA.
- B. All proposed resolutions shall be filed with the chairperson of the committee for presentation in the manner and character hereinafter prescribed. No resolution shall be offered for adoption without approval of the committee written thereon. If a question arises as to whether or not a resolution is within the scope and purposes of NALA, the resolution committee shall advise its opinion.
- C. All resolutions shall be submitted to the chairperson not less than thirty (30) days prior to the annual meeting of members.
 - 1. Every resolution shall be in writing on 8 1/2 x 11 paper, not exceeding three hundred (300) words.

XXVIII. Removal from Membership

Adopted: 9/30/95; Bylaw Reference: Article III. 3.25; Article III. 3.26

- A. Provisions contained in Robert's Rules of Order Newly Revised concerning formal procedure for expulsion must be followed.
- B. Information that membership should be cancelled for an individual must be filed with the President. Upon receipt of such information the President shall notify the member whose membership has been placed in jeopardy. The President shall then appoint a committee of two to work with the chairperson of the ethics committee to thoroughly investigate such charge. The committee shall report its findings to the Board of Directors within sixty (60) days, unless an extension of time is granted by the President for cause.
- C. All such investigations shall be private, and the name of the member under investigation shall not be disclosed to any person other than to persons whose testimony is necessary in connection with the investigation.
- D. All communications concerning such proceedings are to be marked "Confidential" and all files are to be maintained in strict confidence.
- E. The Secretary shall notify the member within fifteen (15) days of the action of the Board of Directors by certified mail to addressee only, return receipt requested.

**Reviewed 3/28/96 - No amendment suggested.

XXIX. Election of President

Adopted: 9/30/95; Amended 3/4/06 Bylaw Reference: Article IV 4.6

- A. The Secretary shall issue a call for nominations to the members of the board by January 1 of each year, with nominations to be closed January 25. The Secretary shall contact all nominees for written consent by sending a written notice to all nominees with each nominee reflected in the notice. The Secretary shall request each nominee to accept or decline in writing within five (5) days of the date of the notice.
- B. No later than February 1, the Secretary shall direct NALA staff to forward to all members of the Board a ballot for Presidential election, with instructions to return the completed ballot by U.S. Mail or via email to the NALA Secretary by the date provided on the ballot.
- C. At the next regular board meeting, the ballots shall be tallied, and the results announced. In the event of a tie, the board shall immediately proceed to vote by ballot to dissolve the tie.

XXX. Correspondence and Mailings

Adopted: 9/30/95; Amended 3/5/16

- A. Correspondence should be answered promptly. Copies of all letters shall be sent to the President, Vice President, CEO and any other officer or chairperson concerned with the Contents, with the exception of confidential Certifying Board correspondence.
- B. Mailings other than routine and customary correspondence should first be submitted to the President for approval.

**Reviewed 4/2/96 - No amendment suggested.

XXXI. Legal Assistant/Paralegal Professional Issues

Adopted: 3/1/01

- A. Requests received by NALA to participate in legislative issues, cases, state disciplinary actions, or other matters involving the legal assistant profession will be reviewed by the President and the CEO. The President and CEO have the authority to act on behalf of the organization on those requests that meet the purpose, policies, and goals of the Association. The Board of Directors will be informed of such action and will be kept up-to-date on the status.
- B. Discussion on Directive/Procedure.
 - 1. The following will be considered when making a decision to act on behalf of the Association:
 - a. The impact on NALA's members and the paralegal profession
 - b. Background of the issue
 - c. Consideration of NALA's organizational structure
 - d. Financial impact

XXXII. Annual Membership Meeting – General

Adopted: 9/30/95; Bylaw Reference: Article III, 3.10 3.19; Article III, 3.23; Article IV, 4.3; Article VI, 6.2;

- A. Annual meetings are held for NALA members to provide them with an opportunity to take an active role within the organization. There will be no registration fee for attendance of the annual membership meeting. Procedures for membership participation and voting will be defined and maintained to help members better understand the meeting process.
- B. Resolutions. NALA members and affiliated associations may present resolutions for consideration by the NALA membership.
- C. Candidates. The Board of Directors may define rules and regulations governing the qualifications and requirements of candidates. The rules shall serve to guarantee an orderly and fair election process and encourage membership involvement.

XXXIII. Annual Membership Meeting – Campaign Guidelines

Adopted: 9/30/95; Amended 3/4/06; 3/2/07; 10/4/08; 3/7/09; 3/30/19

- A. Any qualified candidate shall complete a declaration of candidacy form which shall include a statement that the candidate has read and will follow the campaign guidelines.
- B. Campaign Guidelines-Officer and Director Candidates.
 - 1. A qualified candidate who intends to file or has filed the appropriate declaration to run for an elected office may not campaign by mail, phone or electronic means, except as published in the *FACTS & FINDINGS* or official candidate information mailed to NALA active members by NALA.
 - 2. No distribution of campaign material will be allowed.
 - 3. Noncompliance with this policy will result in disqualification as a candidate.

- C. Campaign Guidelines. Affiliated Associations Director and Affiliated Associations Secretary.
 1. A qualified candidate who wishes to run for Affiliated Associations Director or Affiliated Associations Secretary may obtain a list of the names and addresses of NALA representatives for all NALA Affiliated Associations for the purpose of seeking nomination by mail.
 2. Only one mailing which shall be sent out on non-letterhead paper shall be allowed and the content of the mailing shall be limited to giving background information and qualifications of the candidate and requesting nomination. In no event shall NALA be asked to send out campaign literature for the candidate.
 3. Campaigning at the annual conference shall be limited to such time and place as shall be designated by the Board when scheduling annual conference events.
 4. Candidates shall be clearly identified at all times at the annual affiliated associations meeting by special badges and/or ribbons.
 5. No distribution of campaign material will be allowed.

XXXIV. Annual Membership Meeting Procedures

Adopted: 9/30/95; Amended 9/30/12; 10/13/18; Bylaw Reference: Article IV 4.5; Article X, E-(10.4) no longer exists

- A. Voting
 1. Voting procedures and qualifications are defined in the NALA Bylaws.
 - A. Notice requirements for the meeting will be established and maintained to assure all members are informed of agenda items.
 - B. Members are able to vote based on procedures defined in the NALA Bylaws.
- B. Election Procedures - Annual Meeting.
 1. Nomination and Voting procedures are described in the NALA Bylaws.
 2. The report of voting results is provided to the President who conveys the results and declares who is elected and for what office.

XXXV. Annual Membership Awards

Adopted: 9/27/97

- A. The NALA Awards Program is to recognize extraordinary or outstanding contributions to the growth and future of the paralegal profession which impact or affect this profession in a positive manner for a significant period of time; to acknowledge achievements in leadership by NALA members and other individuals and to acknowledge NALA members and others for significant contributions to NALA, its affiliates, and the paralegal profession.

XXXVI. Educational Event Registration Fees

Adopted: 9/27/97

- A. A NALA member may be eligible for reimbursement of the pro-rata cost of a NALA

educational event for which a member has paid to attend, but which a member becomes unable to attend because of a scheduling conflict between the educational event and:

1. mandatory attendance at a NALA Board or committee meeting, which, due to extenuating circumstance, would prohibit attendance;
 2. other volunteer service performed during the educational event at the request of the NALA CEO or the NALA President.
- B. Upon receipt of a written request for reimbursement, within 30 days of the event, the NALA CEO and the CEC chair shall confirm that there was a scheduling conflict and shall determine the pro-rata cost of the educational event to be reimbursed to the member if appropriate.

XXXVII. Membership – Application Form

Adopted: 9/30/95

- A. Application for individual membership
1. Application for membership shall be made on forms furnished by NALA and shall be sent to NALA.
 2. Upon receipt of properly completed membership application at NALA, the CEO shall automatically approve applications of those meeting qualifications.
 3. If there is some question regarding applicant's eligibility, the application shall be forwarded to the second Vice President for approval or other action as defined in the bylaws.
 4. Immediately upon approval of an application, the CEO shall:
 - a. Notify the second Vice President
 - b. Send a list of new members, by region, to the Directors.
 - c. Notify the applicant that he/she has been accepted for membership. Such notification shall include a membership certificate and other material.

XXXVIII. Definitions of Areas

- A. Policy
1. There will be five Directors on the board.
 2. Three of the Directors must be a resident of or employed within one of the following geographical areas:
 - a. Area I: Alabama, Connecticut, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, Mississippi, North Carolina, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, Washington DC, West Virginia, Brazil, England, Ontario, Puerto Rico, U.S. Virgin Islands.
 - b. Area II: Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Texas, Wisconsin.
 - c. Area III: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, New Mexico, Nevada, Oregon, Utah, Washington, Wyoming, Bahrain, Guam, Hawaii, Singapore, Taiwan, New Zealand, American Samoa.
 3. Two of the Directors will be at large Directors. These Directors may reside in or be

- employed within any of the geographical areas listed above.
4. In no event shall a region be permitted to annex a state unless such state is contiguous to at least one other state in the region to which it is to be annexed.
 5. In no event shall a region be permitted to remove a state unless there shall also be a corresponding recommendation to annex such state to another region to which it is contiguous.
 6. Method of Change of Areas
 - a. Request for consideration of a change shall be in writing signed by a minimum of two members of the Board of Directors; or signed by a minimum of five (5) NALA members in good standing; addressed to the President sixty (60) days prior to the meeting designated for consideration of a change.
 - b. Any proposed change in designation of geographical areas must be included on the agenda outlined in the official notice of either the next Board of Directors' meeting or membership meeting.
 - c. A majority of the Directors present at a board meeting, or members present at a membership meeting, either in person or by proxy, shall be required to adopt a change.

XXXIX. Expense Reimbursement Procedures

Adopted: 3/8/98; Amended 3/2/02; 10/1/04; 3/4/06; 3/1/08, 3/7/09; 3/5/11; 4/22/11; 4/7/18; 10/13/18; 3/5/22

NALA is grateful and appreciative for the service of its volunteers. In support of the services provided by its volunteers, NALA will reimburse reasonable expenses incurred by volunteers during NALA related business. NALA assumes and encourages volunteers to use their best judgment and be good stewards of NALA's resources when traveling and spending money in support of NALA related business. Therefore, volunteers shall adhere to the following policies:

A. Lodging

Lodging for committee and Board of Directors meetings will be reimbursed for the number of nights determined by the President and for an amount equal to the single room rate for the location selected by NALA. If an individual is traveling on behalf of NALA for an event other than Annual Conference, committee meeting or Board of Directors meeting, NALA will reimburse for reasonable room rates incurred. For the Annual Conference, lodging for Board Members shall be reimbursed for the number of nights determined by the President in the amount equal to the single room rate for the location selected by the President. Lodging for the Affiliated Associations Secretary at the Annual Conference shall be reimbursed for two (2) nights in an amount equal to the single room rate for the same location.

B. Transportation:

1. Individuals may book flight reservations upon preapproval from NALA or may seek assistance from NALA to make those reservations. Individuals shall make every attempt to book reservations as far in advance as possible to take advantage of discounted rates. Individuals shall provide a copy of their travel itinerary to NALA as soon as travel arrangements have been made.
 - a. Airfare and Related Air Travel Expenses: For an individual traveling by air on behalf

of NALA, the following travel expenses shall be reimbursed:

- i. Round trip coach airfare from the nearest airport to the meeting location (at the most reasonable rate).
 - ii. Airline Miles: Any airline miles earned by individuals traveling on behalf of NALA remain the property of said individual
 - iii. Airline fees for one piece of luggage.
 - iv. Mileage between home and airport, or cab fare or shuttle service between home and airport.
 - v. Cab fare or shuttle service between airport and hotel.
 - vi. Airport parking charges.
2. Mileage and Auto Travel Reimbursement: For an individual traveling by vehicle on behalf of NALA, the following travel expenses shall be reimbursed:
- a. Automobile mileage between home and the meeting location at the current IRS reimbursement rate for business travel.
 - b. Parking fees.
 - c. Toll fees.
 - d. In no event shall the mileage and auto travel reimbursement exceed the cost of the most reasonable airfare. Proof of most reasonable airfare shall be submitted with the claim.
3. Non-Reimbursed Transportation Expenses:
- a. Unless pre-approved by the President, expenses for rental cars will not be reimbursed. In the event rental car expenses are pre-approved by the President, the following will apply:
 1. Parking fees for rental cars, and traffic and parking violations incurred while using rental cars will not be reimbursed.
 2. Any incidents, including accidents or traffic violations occurring while using a rental car must be reported to the NALA President and the NALA CEO within 24 hours of the incident. While operating a rental car for NALA business, it is strictly prohibited to (1) text while driving, (2) consume alcoholic beverages; (3) use unauthorized drugs and/or medication that may impair judgment and driving; and (4) operate the vehicle for non-NALA business use.
 - b. Luggage fees charged by the airlines for overweight or oversized luggage and for more than one piece of luggage will not be reimbursed.
 - c. Any non-essential fees charged by the airline will not be reimbursed.
- C. Meals
1. Reimbursed Food and Drink Expenses: Food and drink expenses incurred will be reimbursed up to the maximum daily allowance for the meeting location as set forth in the current Internal Revenue Service Per Diem Reimbursement Table. For the Annual Conference, the Per Diem Reimbursement for the Affiliate Associations Secretary shall be limited to three (3) days. For all other volunteers and events, the number of days to be reimbursed will be determined by the President.
 2. Non-Reimbursed Food and Drink Expenses: Unless approved by the President, the expenses for alcoholic items will not be reimbursed.
- D. Additional Expenses: Additional expenses incurred on behalf of NALA, including but not

limited to tips, postage, overnight delivery, and supplies shall be reimbursed. Extraordinary expenses and those expenses not covered by this expense reimbursement policy must be approved by the President. Internet access fees will not be reimbursed unless approved by the President.

- E. Annual Conference: All current members of the NALA Board of Directors shall receive complimentary registration for the Annual Conference.
 - 1. In order for Board members to receive reimbursement for other Annual Conference expenses, attendance is required at all NALA business and social events, as defined by the President in advance of the Annual Conference. A Board member's absence at any NALA business or social event shall require prior approval of the President.
- F. Claim Worksheet
 - 1. Submission: Volunteers requesting reimbursement from NALA for actual expenses incurred shall file a completed and executed NALA Expense Claim Worksheet form within thirty (30) days of incurring the expense. The form shall be submitted to NALA, via expense@nala.org. Any expense claim submitted later than thirty (30) days after the expense is incurred must be accompanied by written approval of the President.
 - 2. Receipts: Individuals are required to submit all receipts with their expense reimbursement vouchers. Failure to submit receipts may result in a delay in the reimbursement of expenses.
 - a. Receipts are not required for cash tips to hotel personnel, taxi drivers, or shuttle drivers.
 - 3. Treasurer: The NALA Treasurer shall verify that the submitted expense reimbursement voucher complies with NALA policy, make any required revisions, sign the form and submit it promptly to NALA for payment.
- G. Employees of NALA
 - 1. A NALA employee who is requested by the CEO or President to travel on behalf of NALA shall be reimbursed for all reasonable actual expenses.
 - A. Approval: Expense claim forms must be approved by the CEO or President.
 - B. Lodging: Lodging expenses will be reimbursed at the reasonable single room rate if appropriate receipts are submitted.
 - C. Travel Advance: NALA employees may obtain travel advances for incidental expenses at the discretion of the CEO or President.
- H. In the event of an overpayment of expenses, the overpayment shall be returned to NALA within 60 days.
- I. Violation of Expense Reimbursement Policy: In the event that an individual violates this reimbursement policy, the individual may then be removed from membership in NALA pursuant to Section 3.22 of the NALA Bylaws.

XL. Rosters – Official and Membership

Adopted: 9/30/95 Definitions***

- A. Official Roster: A list of officers, executive committee members, special and standing committee chairs, Directors, and past Presidents.
- B. Membership Roster: A list of NALA members.

- C. In carrying out its fiduciary responsibility to the NALA membership, the Board of Directors considers the rosters of this Association a confidential asset which is unavailable for sale or for distribution for promotional reasons. (9/30/95)
- D. The rosters are for official use in connection with NALA business and the information contained therein must not be given out except in connection with specific duties of officers or committee chairs.
- E. None of the contents of the rosters is to be divulged to outside sources for any reason whatsoever, and each and every member receiving either a roster, or portion thereof, is so bound by these restrictions.
- F. NALA staff shall maintain the rosters. A copy of the official roster shall be provided to all members of the Executive Committee, Board of Directors, and special and standing committee chairs.
- G. The membership roster will be provided to NALA members only upon request. NALA staff will review all requests, the stated purpose, and make a determination as to the information to be provided (i.e, names without addresses, members of a specific region/state only, etc.) ***
- H. A complete membership roster will not be provided to anyone without prior approval of the NALA President or Board of Directors. ***
- I. The membership roster will be provided to a NALA affiliated association upon request to NALA. If the intended use is in the promotion of an educational event, a mailing list and/or labels will be provided for such one-time mailings, provided the affiliated association acknowledges that the list is not to be distributed to anyone else and must be used only for the stated purpose.***

Amended 3/2/02; * added 2/26/05

XLI. NALA Trademarks

Adopted: 7/2002

- A. NALA owns several federal and state registered trademarks. It is important for the board to be aware of NALA's trademarks and their proper usage. NALA currently owns the trademarks listed below:

Federal Registrations

CP + Design	01/24/2006
CP	07/20/2004
NALA Logo (circle with NALA inside)	03/27/2001
NALA Net	10/10/2000
NALA	03/27/2001
CLA	03/11/1980

State Registrations

Certified Legal Assistant	AZ	10/04/1999
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Certified Legal Assistant	ID	11/19/1996
Certified Legal Assistant	OK	03/31/1993
Certified Legal Assistant Program	TX	09/27/1994
CAS	CA	04/01/1996
CLA	CA	04/01/1996

- B. Usage. Logos are not to be reproduced in any form except by express written authority of the president. Trademarks shall be used according to the regulations governing the use of trademarks or as advised by counsel.
- C. Infringement. If a board member sees any third-party use of these trademarks and believes the use may be considered a trademark infringement, this should be forwarded to the CEO who will determine if our intellectual property counsel should be contacted.

XLII. Publicity Releases

Adopted: #1 9/30/95; #2 9/27/97

- A. All proposed press, radio and television releases, or correspondence, and requested interviews or coverage, shall be submitted to the President and NALA for approval.
- B. NALA is considered one of the preeminent authorities on the legal assistant paralegal profession. NALA has a tremendous amount of statistical and historical data that it has accumulated since its inception. As such, NALA is often requested by various media agencies to provide information on NALA projects and on the profession, often in the form of written documents, presentations, and interviews. Typically, these requests are submitted with adequate lead time to formulate a response; however, board members may be approached in a spontaneous fashion, where time is not allowed to formulate a well thought out response.
- C. Members of the NALA Board of Directors have an absolute duty of loyalty to NALA members and to the Association. Members, and others outside of the membership, will seek opinions of the Board of Directors and view comments of board members as much more than those of a fellow NALA member. Board members are the first in line to the NALA membership, and the source for enthusiasm and pride in the Association. These issues become even more sensitive when dealing with the press.

XLIII. Affiliated Associations

Adopted: 9/30/95

- A. Application for Affiliation (paralegal associations).
 1. Application for affiliation shall be made on forms furnished by NALA, must be signed by ten (10) members of the association, and must include a sponsoring signature of one NALA active member. A copy of the association's bylaws, samples of previous programs, a membership roster and an initial non-refundable affiliation fee must accompany the application.
 2. The application and attachments shall be sent to the NALA Affiliated Associations

Director. When the application is approved by the NALA Affiliated Associations Director an affiliated association shall be granted provisional acceptance subject to ratification by the NALA Board of Directors at its next regular meeting.

3. Upon approval by the NALA Affiliated Associations Director, notice shall be given to the affiliated association. Upon final approval by the board, notice shall be given to state and local bar associations and shall be printed in *FACTS & FINDINGS* as well as announced on NALA's website.
 4. Annual affiliation fees shall be due on October 1st of each year.
- B. Application for Affiliation (student association).
1. In order to qualify as a student association, membership must consist of 51% or more students enrolled in a legal assistant paralegal or legal studies program.

**Reviewed 3/96 - Suggested changes noted.

**Changed from NALA Parliamentarian to NALA Affiliated Associations Director 3/00

2. Application for affiliation shall be made on forms furnished by NALA, must be signed by ten (10) members of the student association, and must include endorsement by a sponsoring faculty member. A copy of the association's bylaws (if any), samples of previous programs (if any), a membership roster, and an initial nonrefundable affiliation fee must accompany the application.
3. The application and attachments shall be sent to the NALA Affiliated Associations Director. When the application is approved by the NALA Affiliated Associations Director, an affiliated association shall be granted provisional acceptance subject to ratification by the NALA Board of Directors at its next regular meeting.
4. Upon approval by the NALA Affiliated Associations Director, notice shall be given to the student association. Upon final approval by the Board of Directors, notice shall be printed in *FACTS & FINDINGS* as well as announced on NALA's website.
5. Annual affiliation fees are due on October 1 of each year.

**Reviewed 3/96 - Suggested changes noted.

**Changed from NALA Parliamentarian to NALA Affiliated Associations Director in March 2000

XLIV. Nominations and Elections of Affiliated Associations Director and Secretary

Adopted: 9/30/95; Amended 3/5/22; Procedure for election of Secretary adopted 3/8/98 Bylaw Reference: Article III. 3.30

- A. Elections of Affiliated Associations Director and Affiliated Associations Secretary.
1. Call for nominations shall be sent to all Affiliated Associations no later than April 1. Nominations are deemed filed if received by NALA no later than 5:00 p.m. central standard time on May 1.
 2. Immediately after May 15, NALA will confirm candidates for Affiliated Associations Director and Affiliated Associations Secretary are NALA members in good standing, and forward a list of the candidates and their qualifications to each Affiliated Association on

or before June 1, with copies to the current Affiliated Associations Director and Affiliated Associations Secretary.

3. NALA shall assist with the elections of the Affiliated Associations Director and the Affiliated Associations Secretary. Voting for Affiliated Associations Director and Affiliated Associations Secretary shall be by ballot either (i) at the Affiliated Associations Annual Meeting, or (ii) by ballot submitted by electronic submission, except where there is but one candidate for any office. In that event, if there are no objections, the persons nominated may be declared the candidates elected for those positions.
- B. In the event of a vacancy, these positions shall be filled by appointment by the President, subject to the approval of the Board of Directors, for the balance of the term until the next annual meeting with a person meeting the qualifications set out above.
- C. Affiliated Association Voting Representatives.
 - a. The Affiliated Association designated voting representative shall be its NALA Liaison; or, if the NALA Liaison is unavailable, the association may designate another NALA active type member who is also a member of the Affiliated Association to cast the Affiliated Association's vote for Affiliated Associations Director and Affiliated Associations Secretary.
 - b. Affiliated Association shall designate its voting representative 30 days prior to the Affiliated Associations Annual Meeting in the form and matter requested by NALA.
 - c. Student Affiliated Associations are ineligible to nominate or vote for either Affiliated Associations Director or Secretary positions.
 - d. The Affiliated Associations Director and Affiliated Associations Secretary are elected for a term of one year and shall hold office no more than two consecutive terms.

XLV. Affiliate – Visitations and Expense Reimbursement

Adopted: 10/04/08; Amended 3/11/17; 5/31/19

- A. The NALA budget contains an expense item entitled “Affiliate Visits” which defines the amount allocated for affiliate visits each year. NALA tries to send a NALA representative in response to each invitation for a visit or visitation. NALA may not cover expenses for more than one visit each year to any Affiliate. The NALA President works with NALA in selecting an appropriate representative for each visitation.
- B. The NALA representative will speak about NALA matters such as: membership, CP exam, conference, and NALA education. CLE is not available for speaking requests.
- C. In most instances, NALA will reimburse travel and lodging expense for a representative attending an affiliated association visitation. NALA appreciates and gratefully accepts any contribution the affiliated association may make to help defray travel and lodging expense of the NALA representative. This helps our ability to participate in affiliate meetings throughout the United States.
- D. NALA may ask the affiliate for assistance with lodging and travel costs before confirming a visit or visitation.
- E. NALA may consider the resources of the Affiliate when considering the request for assistance with travel and lodging costs.
- F. Distribution of NALA material. There is no cost associated in connection with distribution of

NALA information at affiliate meetings, and at meetings that include a speaker about NALA programs. Please allow two weeks for delivery of material – it always helps to order material early. Requests should be submitted via the NALA website.

- G. Anniversary celebrations or special occasions. When possible, NALA will send representatives to affiliated association events to the best of our ability. At times, there are scheduling conflicts and other issues that do not allow for a personal visit. However, we will participate as we are able and if an affiliated association is holding a special celebration, and a NALA representative is not available, NALA will participate as appropriate.

XLVI. Vendor Policy

Adopted: 3/3/01

- A. NALA shall have a relationship with only those vendors whose products or services enhance the goals or mission of NALA and the legal assistant paralegal profession.
- B. The Board of Directors considers NALA's relationship with vendors to be a means for achieving some of its goals.
- C. "Vendors" are defined as any organization, business or individual that provides, sells, or promotes products or services.
- D. No vendor shall be given preferential treatment over another vendor.

APPENDIX A

Definitions – Membership

The Board of Directors will clarify any provisions of the NALA Bylaws. Clarifications of rules or definitions of phrases must be consistent with the NALA Bylaws, the goals and philosophies of NALA, and must be fair and equitable.

A. The NALA Bylaws provide that the Board of Directors may prescribe further rules and regulations defining and governing the admission of individuals to membership in NALA. To carry out this provision, the board must be mindful that any further rules must not conflict with membership requirements stated in the NALA Bylaws, or conflict with the policy stated above. The board has interpreted the following:

1. An active member shall be defined as stated in Article 3.3 of the NALA Bylaws.
2. A full-time student shall be defined as stated in Article 3.4 of the NALA Bylaws.
3. Associate memberships shall be defined as stated in Article 3.5 of the NALA Bylaws.
4. Sustaining memberships shall be defined as stated in Article 3.6 of the NALA Bylaws.

**Reviewed 3/28/96; Revised 4/2018

Definitions – Membership Fees

A. Membership Fees

1. Dues shall be delinquent if not paid within three months after the member's annual membership anniversary date.
2. A member may be reinstated upon payment of a \$15 reinstatement fee, together with dues, if paid within nine months following the delinquent date.
3. Members whose dues are unpaid for more than one year must reapply for NALA membership.
4. Annual dues may be paid by check to the "National Association of Legal Assistants, Inc." in care of NALA. Dues may also be paid by credit card.
5. Annual dues shall be determined by the Board of Directors prior to the beginning of each calendar year for the following membership categories:
 - a. Active members;
 - b. Student members;
 - c. Associate members;
 - d. Sustaining members;
 - e. Active military or active military reserve members;
 - f. Affiliated Associations

B. All current membership fees may be found on the NALA website at: Join NALA; the affiliation fees are on the website under Affiliated Associations.

**Reviewed 3/28/96; 3/8/98; Revised 4/2018

APPENDIX B

Officer and Director Candidacy Requirements

The NALA Bylaws require that candidates for Officer or Director positions must be actively employed as legal assistants/paralegals as set forth in the NALA definition. The board defines actively employed as:

- A. Employed full time under the supervision of an attorney.
- B. Continually employed on a part time basis under the supervision of an attorney.
- C. If self-employed, employed in a manner which would qualify the individual for active membership in NALA.
- D. All candidates must be active members in good standing by the deadline date of the declaration of candidacy form and at the time of election.

Definition – Legal Assistant/Paralegal

In July 2001, the NALA membership adopted the ABA definition of a legal assistant/paralegal:

- A. A legal assistant or paralegal is a person qualified by education, training, or work experience who is employed or retained by a lawyer, a law office, corporation, governmental agency, or other entity, who performs specifically delegated substantive legal work for which a lawyer is responsible.

The ABA adopted a revised definition in 2020, removing the term “legal assistant.” NALA realizes that the terms legal assistant and paralegal are used in the United States. NALA recognizes and supports paralegals, regardless of title; however, as an organization, we primarily use the term paralegal.

****Reviewed 3/28/96; Paragraph c was amended 3/8/98 - was member in good standing as of July 1.**

****Amended 3/2/02; 3/5/22**

APPENDIX C

Definitions – Non-Compete Agreement

All NALA Officers, Directors, and committee members are required to sign an Agreement Relating to Proprietary and Confidential Information at the beginning of each term of office which reads as follows:

WHEREAS, National Association of Legal Assistants, Inc. (hereinafter "NALA"), is a not for-profit, Oklahoma corporation and a voluntary, professional association which is engaged in activities for and on behalf of paralegals; and

WHEREAS, _____ has been elected or appointed to a position of [Director] [Officer] [Committee Member] with NALA (hereinafter referred to as "Volunteer"); and

WHEREAS, NALA wishes to engage Volunteer in their [elected] [appointed] position and intends to and will otherwise make to Volunteer disclosures of certain information which is confidential and proprietary; and

WHEREAS, Volunteer recognizes that they will, by reason of performing the Volunteer duties for NALA, have access to or acquire certain confidential and proprietary information of NALA; and

WHEREAS, it is in the best interests of Volunteer and NALA that this Agreement be executed as recognition of Volunteer's strict fiduciary duty and obligation to NALA;

NOW THEREFORE, FOR AND IN CONSIDERATION OF the engagement by NALA of Volunteer in that position and the access granted to Volunteer to NALA's confidential and proprietary information, NALA and Volunteer agree as follows:

Confidential and Proprietary Information of NALA

It is understood that Volunteer's term with NALA may involve access to confidential and proprietary information which is known by NALA and which is not known in the paralegal profession generally or to the public. For the purposes of this Agreement, confidential and proprietary information shall include, but shall not be limited to, all information which has been or may be identified by NALA as confidential, or which Volunteer has reason to believe is being maintained in confidence by NALA, including but not limited to, information regarding or contained in any list of NALA members, personnel files, applications of any and every sort, certification tests, applications and results, reports and other information relating to the business affairs of NALA or otherwise originating in NALA or disclosed to NALA by others under an obligation to hold the same confidential, whether such information is embodied in memoranda, manuals, letters or other documents, drawings, flow charts, computer disks, audio or video tapes or any other information or storage media. Confidential or proprietary information may also include information (including personally identifiable information "PII") belonging to third parties, including NALA members, who have entrusted such information to NALA.

Volunteer recognizes and acknowledges that such confidential and proprietary information, as the same may exist from time to time, is a valuable, special and unique asset of NALA's business.

Volunteer is solely authorized to use the confidential and proprietary information for the sole benefit of NALA and not for the benefit of Volunteer or any other person or entity.

Volunteer agrees that they will never, during or after the term of their position with NALA, disclose any

such confidential and proprietary information (or any part thereof) to any person, firm, corporation, association, or other entity for any reason or purpose whatsoever except as directed by NALA.

Conflict of Interest Policy

I have received and carefully read the Conflicts of Interest Policy contained in the NALA Board of Directors Policies & Procedures Manual and have considered not only the literal expression of the policy but also its intent. By signing this Agreement, I hereby affirm that I understand and agree to comply with the Conflicts of Interest Policy.

Not a Contract for a Fixed Term

This Agreement does not constitute a contract for a fixed term. Volunteer acknowledges the freedom to resign from their position and NALA is free to terminate Volunteer's association with NALA as provided in the Bylaws of NALA.

Equitable Relief

Volunteer acknowledges that the foregoing provisions are, in view of the nature of the business of NALA, reasonable and necessary to protect the legitimate interests of NALA, and that any violation of any provision of this Agreement will result in irreparable injury to NALA. Volunteer therefore agrees that any such irreparable injury may not be adequately compensated for by money damages and that therefore, in the event of any actual or threatened breach of this Agreement, NALA shall be entitled, in addition to any other remedies available to it, to a temporary restraining order and to preliminary and final injunctive relief against Volunteer to prevent any violations of this Agreement.

Volunteer shall be liable for all reasonable costs (including court costs and attorney's fees), expenses, and fees incurred by NALA without limiting NALA's ability to obtain any other remedy available at law or in equity.

I acknowledge I have reviewed and understand the policies and guidelines provided to me by NALA in connection with my service as an [Officer] [Director] [Committee Member].

Disclosure Form

In accordance with NALA's Conflict of Interest policy, please disclose the following:

1. Current employment (employer name, including any relevant affiliated companies or entities, and your position/job title):
2. Boards or committees outside of NALA of which you are a member (for each such organization, please identify your role):
3. Companies and organizations (for-profit and nonprofit) with whom you have a relationship or affiliation that could present a potential conflict of interest:
4. Any other professional, volunteer, or personal affiliations of which NALA should be aware:

Disclosure of this information does not necessarily indicate a conflict of interest exists. This information will be evaluated by the NALA CEO and President to ensure any potential or perceived conflicts of interest can be

managed.

Officers, Directors, and committee members should notify NALA's CEO and President if any information on the Disclosure Form changes.

APPENDIX D

Election Procedures

Note: This is a listing of election procedures based on NALA Bylaws, specifically Article IV and is included here for ease of reference and clarification. Any modifications to this procedure will most likely require a bylaw amendment.

A. Term

1. Directors. The "term" shall commence at the close of the annual meeting and end at the close of the following annual meeting two years from commencement.
2. Officers. The "term" shall commence at the close of the annual meeting and end at the close of the following annual meeting one year from commencement.

B. Call for Nominations

1. Call for declarations of candidacy shall be emailed to all members no later than February.
2. Call shall list Officer and Director positions to be filled and direct interested members to contact NALA for Officer or Director declaration form.

C. Declaration of Candidacy Forms

1. Declarations of candidacy must include the qualifications for office and the signature of the candidate.
2. The declaration of candidacy form must include the following:
 - a. Candidate qualifications
 - b. Candidate signature and date of signing
 - c. Deadline for returning form
 - d. Content language set forth in Articles IV and VI of the NALA bylaws
 - e. Completed declaration of candidacy forms for officers and Directors must be received by NALA no later than 5:00 p.m. CST, March 15.
 - f. It is incumbent upon the candidate to ascertain that the declaration of candidacy has been timely received by NALA. Forms sent via fax will be accepted.
 - g. Upon receipt of the declarations of candidacy, NALA will advise the President and Secretary whether the candidates are active members in good standing.
 - h. Voting will take place as defined in the NALA Bylaws.

**Reviewed 3/28/96 - No amendment suggested

**Amended 3/09 to establish deadlines for Declaration of Candidacy the same for all candidates.

07/12/23 Removed Statement of active employment as a legal assistant/paralegal

APPENDIX E

Board of Directors Code of Conduct

Adopted: 03/03/07

A. PURPOSE

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS OF THE NATIONAL ASSOCIATION OF LEGAL ASSISTANTS, INC.

The National Association of Legal Assistants, Inc., a non-profit corporation organized under the laws of the State of Oklahoma (“NALA”), is governed and conducts its business through a Board of Directors (the “Board”). NALA’s fundamental commitment to ethical behavior is shared by its Board, members, and management. This Code of Conduct (the “Code”) shall work together with NALA’s existing governing documents, including but not limited to its Articles of Incorporation, Bylaws, and the policies and procedures found in the Policy Manual, as well as Roberts Rules of Order, Newly Revised edition, and The Oklahoma Open Meeting Act. The Code provides the Board with a basis for a culture of honesty, respect, trust, and accountability.

As representatives of the NALA membership, and as persons at the highest levels of responsibility and trust, the Board and its individual members are expected to adhere to the NALA Code of Ethics and NALA’s principles for the benefit of the membership, the legal community, and the public at large.

No code or policy can anticipate every situation that may arise. While the Code cannot address every ethical issue, it is intended to provide the Board with basic guidance as to the professional, ethical, legal and socially responsible behavior NALA expects from its members of the Board. Applying common sense, good judgment and integrity to every business issue will help to ensure that all decisions are consistent with NALA’s values and the Code.

Accordingly, the Code serves as a source of guiding principles for the Board. The Board is encouraged to bring questions about particular circumstances that may impact one or more of the provisions of the Code to the attention of the President of NALA. When in doubt, the Board should act according to the spirit of this Code and NALA’s Code of Ethics and Professional Responsibility.

B. CODE OF CONDUCT GOALS

1. The Code sets forth several goals and guiding standards:
 - a. Accountability – The Board will act in good faith and in the best interests of the NALA membership.
 - b. Professional Excellence – The Board will maintain a professional level of courtesy, respect, and objectivity in all NALA activities.
 - c. Legal Compliance – The Board is committed to adhere to NALA’s integrity standards and should avoid any activity which might lead to the involvement of NALA or its Board in any unlawful act or practice.
 - d. Personal Gain – The Board will exercise the powers invested in it for the good of all members of NALA rather than for individual personal benefit.
 - e. Equal Opportunity – The Board will ensure the right of all NALA members and stakeholders to appropriate and effective services without discrimination in accordance with all applicable legal and regulatory requirements.
 - f. Confidential Information – The Board will respect the confidentiality of sensitive information acquired through service on the Board.

- g. Collaboration and Cooperation – The Board will work together for NALA’s mutual benefit as expressed or acted upon by the Board, NALA Committees and membership, and dissent as appropriate.
- h. One Voice – The Board shall speak with one voice as to all policy and procedures of NALA and all decisions made by the majority of the Board or membership

GUIDELINES

1. Accountability
 - a. Loyalty. The Board must represent absolute loyalty to the NALA membership. Each individual member of the Board has the responsibility to act in good faith and in the best interests of NALA, irrespective of personal interests or the interests of any organization with which he/she is affiliated that conflicts with NALA’s mission or his/her fiduciary duty.
2. Conflict of Interest
 - a. All members of the Board shall make full disclosure of any actual or potential conflicts of interest to the NALA President prior to accepting a position on the Board. Conflicts that arise during the member’s term on the Board shall also be immediately disclosed to the NALA President. A member of the Board shall not endorse any product or program that may conflict with the interests of NALA without the express written consent of the NALA President and/or the CEO of NALA. To avoid possible conflicts with their commitments to NALA, members of the Board should notify the NALA President before serving on committees of other national, state, or local associations.
 - b. All members of the Board shall evidence their good faith and fiduciary obligations to NALA by signing an Agreement Relating to Proprietary and Confidential Information at the beginning of each term of office.
3. Commitment
 - a. Service on the Board requires a personal commitment of time and attention to conduct the business of NALA as set out in the NALA Bylaws and Policies and Procedures. The members of the Board shall commit the necessary time to be fully prepared for all Board and committee meetings (whether in person or electronically) and shall honor all commitments, agreements and assigned responsibilities. (See Policy Manual, Governance Process, Policy of the Board of Directors).
4. Diligence

Each member of the NALA Board is a representative of NALA, and therefore shall act diligently, openly, honestly and in good faith at all times, whether participating in board meetings, committee meetings, annual meetings, or addressing the membership or public.

PROFESSIONAL EXCELLENCE (HIGHEST STANDARD OF CONDUCT)

1. Every member of the Board is committed to respect and seek out the clarity of truth with objectivity, fairness and compassion in all activities and decisions. The Board shall protect the members' and other stakeholders' trust by adhering to professional standards, which are designed to enable the Board to achieve the objectivity necessary to accomplish its goals and objectives. In doing so, the Board can be called upon to address circumstances that impair or could appear to impair its objectivity. The Board is committed to the spirit of cooperation among members (individuals and affiliates).

2. The Board takes pride in the diversity of NALA members and views it as a benefit to be nurtured and expanded. NALA recognizes the dignity of each individual and all members of the Board must commit to maintain an environment of respect, to promote self-development, and to value diversity and different perspectives and ideas.
3. NALA is committed to acting with integrity and the highest ethical standards. All members of the Board will act responsibly and in a manner that will reflect favorably on NALA and the paralegal profession. The Board's actions will be guided by the principles set forth in NALA's Mission Statement and compliance with this Code of Conduct.
4. Open communication among members is vital for a healthy organization and is encouraged. As members of the Board report or express concerns during official board meetings or sessions, they must do so in good faith, fairly, honestly, and respectfully. Members of the Board are further required to respect the confidentiality and privacy of NALA members and others with whom the Board conducts business. The Board will disclose confidential information or personal data only when necessary, and only after appropriate approval to do so has been obtained, and/or the Board has been compelled to do so by legal, regulatory, or professional requirements.
5. Members of the Board shall refrain from making false or deceptive statements regarding their education, competence, and credentials.

LEGAL COMPLIANCE

Each member of the Board is committed to adhere to NALA's integrity standards and shall avoid activity which might lead to the involvement of NALA or its Board in any unlawful act or practice. Each member of the Board shall make a diligent effort to be familiar with or obtain a basic understanding of the legal standards and restrictions applicable to his or her assigned responsibilities as a member of the Board.

Each member of the Board is responsible for promptly reporting unauthorized or unlawful activity including actual or potential violations of law, regulation, policy, procedure, or the Code. NALA will provide the organizational structure and communication channels through which members can report suspected violations. (See NALA's Code of Ethics, and Professional Responsibility).

PERSONAL GAIN

The Board will exercise its powers for the good of all members of NALA rather than for individual personal benefit.

The Board serves at the pleasure of the NALA membership and has a fiduciary duty to act in the best interest of NALA and the members of NALA. Each member of the Board must provide undivided allegiance to NALA, and be conscious of the potential for conflict of interest and act with candor in dealing with such situations. For example, this includes speaking for pay at a cost-driven seminar or writing for pay for a competing professional journal, as both examples represent personal gain and/or a conflict of interest, and are also clear violations of the Non-Compete Agreement that each member of the Board must sign. Further, members of the Board shall abstain from accepting any gift, favor, service, or employment offered with the intent to influence decision-making. Token speaker gifts (of nominal value) from affiliates or other professional legal organizations are traditional, and normally do not rise to the level wherein acceptance could represent an intent to influence judgment.

No member of the Board should act on his or her own behalf or take personal advantage of any action

taken by the member while serving on the Board.

Each member of the Board has the responsibility to serve the interests of the membership of NALA as a whole, and not the interests of any particular constituency or group, including his or her personal or commercial interests.

EQUAL OPPORTUNITY

The Board will ensure the right of all NALA members to appropriate and effective services without discrimination with respect to gender, sexual orientation, national origin, race, religion, age, political affiliation, geography, or disability, in accordance with all applicable legal and regulatory requirements. To that end, members of the Board shall not engage in or facilitate any discriminatory behavior directed toward NALA members, staff officers, Directors, attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of NALA activities.

CONFIDENTIAL INFORMATION

Members of the Board will maintain the confidentiality of all material non-public information concerning NALA, its business, or affairs, and make no use of it other than for the furtherance of NALA's interests. Members of the Board will also respect the confidentiality of sensitive information acquired during board service and will maintain that confidentiality after leaving the Board. Further, members of the Board will refrain from discussing confidential proceedings of the Board outside of the board meetings.

COLLABORATION AND COOPERATION

During Board meetings, members of the Board must carefully consider and respect the diversity of opinions expressed by fellow members. Each member of the Board should maintain an objective outlook, focusing on the task at hand. Emotional and personal feelings should be kept to a minimum. Members of the Board should encourage fellow Board members to share their input and express ideas by acknowledging and appreciating their efforts. Contributions to discussions should be positive, constructive and free of animosity. It is the duty of each member to conduct himself or herself in a professional and courteous manner at all times. Members of the Board should not speak out against or undermine the Board's actions in any way. Once a decision has been approved by the Board, all members of the Board are required to support that decision, regardless of his or her personal position on the decision rendered. The time for expressing concerns regarding a potential action by the Board is during the board meeting, and to this end, board meetings must be conducted to allow for a complete, honest and open exchange of ideas and positions.

In order for the Board to fully represent the NALA membership, members of the Board must actively participate in all meetings. To promote Board unity, members of the Board should not discuss elsewhere what they are not willing to discuss during the board meetings.

Members of the Board are expected to treat fellow Board members, the NALA members and the NALA staff with mutual respect and cooperation.

Members of the Board must not speak or act on behalf of the Board without proper authorization from the NALA President and/or the CEO. One reason to require prior authorization is to prevent false or deceptive statements about NALA, its policies and procedures. Instances where this could occur include but are not limited to requests for personal appearances, articles, endorsements, comments for

use in media and public presentations, internet communications, electronic transmissions, and teaching. Members of the Board must ensure that all personal statements are based on professional knowledge, training or experience and are consistent with NALA's Code of Ethics.

ONE VOICE

It is not uncommon for the membership, other professional associations or the public to give greater credence and attention to what individual members of the Board might say or do.

Therefore, it is imperative that all public comments made by members of the Board be in compliance with Board policy and Board decisions regardless of any personal belief to the contrary. The Board shall exercise one voice as to all policy and procedures of NALA and all decisions made by the majority of the Board or membership.

Board unity and the policy of "one voice" encourage full disclosure of individual opinions and comments during a board meeting. Members of the Board are encouraged and expected to speak freely during board meetings without the fear of ridicule or censure, and shall avoid discussions on issues of interest to the Board outside the presence of the majority of the Board, whether in person, telephonically, writing or by electronic means.

CONCLUSION

All members of the Board are required to be familiar with this Code to insure compliance with these guidelines. The President and the Executive Committee of the Board shall have overall responsibility for administering and interpreting this Code, and shall coordinate all changes and enhancements thereto.

Complaints against persons displaying conduct unbecoming a NALA member of the Board shall be heard in accordance with the disciplinary process as set forth in the NALA Policy Manual. (See NALA Policy Manual Governance Process, Complaints Against Members of the Board.)

RIGHT TO AMEND

The NALA Board reserve the right to amend, alter or terminate this Code of Conduct at any time for any reason.

APPENDIX F

Whistleblower Policy

Adopted: 10/03/10

General

The National Association of Legal Assistants (“NALA”) is committed to lawful and ethical behavior in all of its activities and requires Directors, officers, committee members, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Representatives of NALA must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. The objectives of this policy are to:

- Prevent, detect, and correct improper activities.
- Encourage each Director, officer, and employee to report what he or she in good faith believes to be a material violation of law or policy or questionable accounting or auditing matter to the appropriate person(s).
- Ensure the receipt, documentation and retention of records and resolution of reports received under this policy.
- Protect persons who make good faith reports of suspected improper activities from retaliation.

Reporting Responsibility

It is the responsibility of all Directors, officers, and employees to report what they believe in good faith is a material violation of any law or policy or questionable accounting or auditing matter to appropriate persons in accordance with this policy. All Directors, officers and employees also have a responsibility to notify NALA if, to the best of their knowledge and belief, an action needs to be taken in order for NALA to be in compliance with law or policy or with generally accepted accounting principles. The following is a non-exhaustive, illustrative list of the types of concerns that Directors, officers, and employees have a responsibility to report:

- Supplying false or misleading information on NALA’s financial or other public documents, including its tax return;
- Providing false information to or withholding material information from NALA’s board of Directors or auditors;
- Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to an official proceeding, in violation of federal or state law or regulations;
- Altering, destroying or concealing a document, or attempting to do so, with the intent to impair the document’s availability for use in an official proceeding or otherwise obstructing, influencing or impeding any official proceeding, in violation of federal or state law or regulations;
- Embezzlement, self-dealing, private inurement (i.e. NALA earnings inuring to the benefit of an individual) and private benefit (i.e., NALA assets being used for personal gain or benefit);
- Payment for services or goods that are not rendered or delivered;
- Remarks or actions of a sexual nature that are not welcome and are likely to be viewed as personally offensive, including: sexual flirtations, unwelcome physical or verbal advances, sexual propositions, verbal abuse of a sexual nature, the display of sexually suggestive objects, cartoons or pictures, and physical contact of sexual or particularly personal nature;
- Use of epithets, slurs, negative stereotyping, and threatening, intimidating or hostile acts that relate to

race, color, religion, gender, national origin, age or disability;

- Circulating or posting written or graphic material in the workplace that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, nationality, age or disability;
- Discrimination against an employee or potential employee due to a person's race, color, religion, sex, sexual orientation, national origin, age, physical or mental impairment or veteran status;
- Violations of NALA's Statement of Values and Code of Ethics, Conflicts of Interest Policy, Harassment Policy or Equal Employment Policy;
- Facilitating or concealing any of the above or similar actions.

No Retaliation

No Director, officer, member, committee member, or employee who in good faith reports an ethics violation shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns in good faith within NALA prior to seeking resolution outside NALA.

Reporting Violations

The NALA Staff Manual includes a Whistle Blower Policy that outlines the reporting procedure for staff members. Supervisors and managers are required to report suspected ethics violations to the NALA CEO. The CEO has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when an employee is not satisfied or uncomfortable with following NALA's open door policy, employees should contact NALA's counsel, or the NALA President directly.

If the complaint is against the CEO, the staff member must consult with the NALA President and NALA Counsel.

Directors of NALA may submit concerns in accordance with the policy entitled "Procedure for Handling Complaints Against Members of the NALA Board of Directors" in the Policy of the Board of Directors.

Compliance Officer

Once a complaint is filed against a member of the Board of Directors, the CEO will serve as the Compliance Officer. The CEO must follow the procedures outlined in the "Procedure for Handling Complaints Against Members of the NALA Board of Directors" in the Policy of the Board of Directors". The procedure requires the CEO to consult with a NALA officer, and with NALA Counsel.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously, recklessly, with gross negligence or with knowledge of their falsity will be viewed as a serious disciplinary offense and will result in discipline, up to and including termination of employment. Depending on the circumstances, such conduct may also give rise to other actions, including civil or criminal lawsuits.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. To maintain as much confidentiality as possible, it is essential that reports of violations or suspected violations contain as much specific information as possible.

Handling of Reported Violations

Complaints will be investigated in accordance with the procedure set forth in the Policy Manual in the section entitled “Complaints Against Members of the NALA Board of Directors Procedures”.

APPENDIX G

Records Retention Policy

Adopted: 3/10/12

This Record Retention Policy of the National Association of Legal Assistants, Inc., an Oklahoma non-profit corporation ("NALA"), identifies record retention responsibilities of staff, volunteers, members of the Board of Directors, members of committees, and outsiders for maintaining and documenting the storage and destruction of NALA's documents and records. The NALA Certifying Board will maintain separate written record retention policies.

NALA's staff, volunteers, members of the Board of Directors, members of committees, and outsiders (i.e. independent contractors via agreements with them) are required to honor these rules:

- Paper or electronic documents indicated under the terms for retention below will be transferred and maintained by NALA's CEO.
- No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated litigation or government investigation or proceeding.
- All other records and documents used in the normal course of business may be destroyed after immediate or normal business use unless required to be retained under this policy.

TERMS OF RETENTION

Retain permanently:

- Governance records - charter documents as amended, Bylaws as amended, organizational documents as amended, governing board policies and minutes and committee minutes.
- Tax records - filed federal, state, and local tax returns (as applicable), including any and all supporting documentation, records and files; tax exemption determination letter and related correspondence; and files related to tax audits.
- Intellectual property records - copyright and trademark registrations, including any and all supporting documentation, records and files, and samples of protected works and financial records - audited or compiled year-end financial statements, attorney contingent liability letters, check registers, general ledgers and investment records.
- Real estate documents (including loan and mortgage contracts, deeds, and appraisals).
- NALA Membership database and historical records of value to NALA.

Retain for at least 10 years:

- Pension and benefit records - pension (ERISA) plan participant and beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.
- Government related records - federal, state, and local lobbying and political contribution reports and supporting records.
- Lease, insurance, and contract/license records – insurance claims application, insurance disbursement and denials, insurance contracts and policies; software license agreements, vendor, hotel and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for 10 years after the termination, expiration, non-renewal of each agreement).

Retain for at least 5 years:

- Employee/employment records - employee names, addresses, social security numbers, dates of birth, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, wage earnings records, employee manuals/policies and procedures and documentation of basis for independent contractor status (retain for all current employees and independent contractors records for 5 years after termination of each individual).
- Employee Medical Safety Records – retain for at least five years following the end of the calendar year that the record covers unless a different period governs under law. For example: Employers must keep employee medical records for 30 years per 29 CFR §1910.1020(d)(1)(i). Employers must keep employee exposure records for 30 years per 29 C.F.R. § 1910.1020(d)(1)(ii). Employers must keep analyses using medical or exposure records for 30 years per 29 C.F.R. § 1910.1020(d)(1)(iii).

Retain for at least 1 Year:

- Employment resumes/applications.
- INS Form I-9 – retain one year after the date the employment ends.

Exceptions: Exceptions to these rules and terms for retention may be granted only by NALA's CEO or by the action of the NALA Board of Directors. The CEO may choose to retain any of the documents listed above for a longer period than the suggested retention period without any action on the part of the NALA Board of Directors, but may not intentionally destroy records prior to the recommended retention period without approval of the NALA Board of Directors.

Miscellaneous Provision:

This Policy shall be prospective starting on the effective date approved by the NALA Board of Directors. NALA will use its best effort to perform review of all currently existing documents and no currently existing documents shall be destroyed or disposed of without first ensuring such destruction or disposal is in accordance with this Policy.

The effective date of this Record Retention Policy is April 30, 2012.

APPENDIX H

Antitrust Policy

Adopted 10/13/18

It shall be the policy of the National Association of Legal Assistants, Inc. (“NALA”) to be in strict compliance with all federal and state laws, rules, and regulations. Federal and state antitrust laws seek to preserve and promote fair and honest competition and to deter improper anticompetitive conduct.

NALA is committed both to strict compliance with the antitrust laws and to the avoidance of any appearance of improper or anticompetitive conduct. NALA counsel will be consulted pertaining to the monitoring of all meetings of the membership, Board of Directors and the Executive Committee, as well as committee meetings or any other meetings or actions that might give rise to competitive concerns.

All meetings shall be held pursuant to advance notice and written agenda, and minutes shall be maintained and distributed after all meetings. The NALA President and CEO shall review the agenda prior to the meetings, engage legal counsel to be present at the meeting if deemed prudent, and consult legal counsel as may be required to assure strict compliance with this policy.

In informal discussions at NALA meetings, all members are expected to observe this policy, and informal sessions called to discuss competitively sensitive issues are never permitted. If discussion borders on an area of antitrust sensitivity, the meeting should be immediately stopped and reported to the NALA’s President and CEO. The matter can then be reviewed with counsel and a determination made as to the necessity of further action by NALA.

This policy statement unequivocally supports the policy of competition served by the antitrust laws and to communicate NALA's uncompromising policy to comply strictly in all respects with those laws. NALA, its officers, directors, staff and membership shall avoid discussions and actions which may be construed in any way to restrict competition and shall abide by this policy.

NALA’s programming, courses, seminars, and publications are normally educational in nature. No effort or intent to restrain competition or violate the law can or should be tolerated. The Board of Directors, through this statement of policy, states its unequivocal support for the policy of competition served by the antitrust laws and its intent to comply strictly in all respects with those laws governing competitive activities.

It is NALA's policy that a copy of this Antitrust Policy be given to each officer, director, committee member, official representative, and employee annually, and that the same be read, or understood at all meetings of NALA.