

**BY-LAWS  
PARALEGAL ASSOCIATION OF NORTHERN VIRGINIA**

We, the members of the Paralegal Association of Northern Virginia (hereinafter referred to as Association), have now associated ourselves together to form a non-profit association and hereby establish these By-Laws for fundamental guidance of this Association.

**ARTICLE I  
OBJECTIVES AND PURPOSES**

The objectives and purposes are to provide a forum for the exchange of information for members; to educate members, lawyers and students as to paralegal utilization and their roles; to act as a liaison among various legal bar associations and the paralegal community; and to maintain a high level of professional standards and ethics among its members and within the legal community.

**ARTICLE II  
POLICY**

The Association is nonsectarian, nonpartisan, and nonprofit and shall not seek to be a labor organization for its members.

The Association shall be governed by the NFPA Affirmation of Professional Responsibility.

**ARTICLE III  
MEMBERSHIP**

A. There shall be four classes of members: 1) active members, 2) associate members, 3) student members, and 4) corporate members:

1. Active Member: A person who is employed as a paralegal or who is performing duties of a paralegal nature, either full-time or part-time and who works or resides in Virginia. If an Active Member becomes unemployed or takes a leave of absence at any time during the period for which he/she has paid annual dues as an Active Member, such member shall remain an Active Member for a period of one year after the beginning of the period of unemployment or leave of absence, or until the expiration of his/her current membership, whichever is longer.

All Active Members shall have all the rights and privileges of this Association, including the right to vote and hold elected or appointed office.

2. Associate Member: A person who has successfully completed a curriculum of training as a paralegal or who is certified or degreed by a university, college, junior college or other school as having successfully completed the full course of studies prescribed for training as a paralegal and who is not currently employed as a paralegal. An Associate Member may also be a person who has been previously employed as a paralegal and who is not currently working, regardless of whether or not such person has completed a curriculum of training as described above. This definition shall not apply to Active Members who become unemployed or take a leave of absence during the year for which they have paid their annual dues.

Any person, who has previously held Active Membership in this Association but has failed to meet the requirements thereof, may apply for Associate Membership.

Associate Members shall have all the privileges of this Association, except that they shall not have the right to vote or hold elected or appointed office.

3. Student Member: A person who is either a full-time or part-time student in good standing at any university, college, junior college or other school pursuing a course of studies as paralegal. Any person seeking Student Membership in this Association must submit with their membership application verification of enrollment in a paralegal program.

Student Members shall have all the privileges of this Association, except that they shall not have the right to vote or hold elected or appointed office.

4. Corporate Member: Any company or corporation, partnership, organization or other entity, including law firms, vendors, etc., interested in supporting the Association. Corporate Members shall have all the privileges of this Association, except that they shall not have the right to vote or hold an elected or appointed office.

B. Sole authority for the approval or denial of any application for any category of membership in this Association shall rest with the Board of Directors.

C. An Associate or Student Member may become an Active Member upon satisfaction of the requirement for Active Membership, and payment of the difference between the dues already paid and the dues required of Active Members, except that any Associate Member who has become ineligible for Active membership shall not be permitted to become an Active membership until the following year.

D. No Member may transfer or assign his/her membership or any rights arising therefrom.

E. The Association's membership requirements shall not exclude or discriminate because of race, color, religion, gender, national origin, age, disability, or sexual orientation.

F. A member may be expelled from the Association, or a prospective member's application may be rejected by the Association, by two-thirds vote of the Board of Directors and his or her membership, or prospective membership, thereby terminate by any one of the following: (a) nonpayment of dues or other assessments; (b) conviction of a felony; (c) being guilty of conduct actually and substantially found to injure the good name of the Association; or (d) failing to maintain professional ethics.

G. The annual dues required for members shall be determined by the Board of Directors and submitted to the active membership for approval at the Annual Meeting. The annual dues shall become due and payable June 1<sup>st</sup>. A member whose dues are not paid on or before July 15<sup>th</sup> shall be considered delinquent and shall no longer be a member of this Association.

Any member who has been suspended from membership for nonpayment of dues shall be eligible for reinstatement upon written application to the Membership Chairperson, approval of the Board of Directors and payment of current dues, plus a \$5 penalty fee.

H. No compensation shall be given to any member other than reimbursement for approved out-of-pocket expenses in connection with the Association's related activities.

**ARTICLE IV  
MEETINGS OF MEMBERS**

A. Annual Meeting: The Annual Meeting of the Association shall be held the second Wednesday in May for the purpose of election of the Directors, VAPA and NFPA Delegates, the consideration of reports to be laid before the meeting and the transaction of such other business as may properly come before the meeting. A notice stating the time, date and place of the Annual Meeting shall be mailed and/or emailed to each member at least seven (7) days in advance of the meeting.

B. Regular Meetings: In addition to the other functions sponsored by the Association, there shall be at least four (4) Regular Meetings of the Association each fiscal year (including the Annual Meeting), the date and time of these Meetings to be set by the Board of Directors and notice given to the membership at least seven (7) days in advance.

Any Regular Meeting may be changed by a simple majority vote of the membership present and voting at any Regular Meeting. The Board of Directors, by two-thirds vote, may change the date of any Regular or Special Meeting, notice of such change to be given to all members at least (7) days prior to said Meeting.

C. Special Meeting: Special Meetings of the Association may be called by the President, the Board of Directors, or in writing by one-third of the voting members of the Association, providing that such written notice specifying the time, place, date and the principal business of the Meeting is given to all members at least seven (7) days prior to said Meeting. At any such special meeting, no business shall become before the Meeting other than that specified in the notice delivered to each member.

D. Voting Rights: The Secretary of the Association shall maintain a complete list of all members entitled to vote at each Meeting of the Association. Each Active Member shall be entitled to one vote on each and every matter so considered by the Association.

E. Quorum: One-fourth of the Active Members present in person shall constitute a quorum for the transaction of business at any Annual, Regular or Special Meeting. A simple majority of the quorum is necessary for the passage of any vote. If a quorum is not present, and there is business requiring a vote,

said business shall be postponed or suspended until such time as there is a quorum to vote on said business.

## **ARTICLE V BOARD OF DIRECTORS**

A. **Composition:** The Board of Directors shall consist of not less than three (3) nor more than nine (9) Active Members, and shall serve for a period of one year, or until their successors are elected. The Board shall include all officers, NFPA Primary Delegate, and VAPA Primary Delegate.

B. **Powers:** The Board of Directors shall have charge over the business affairs and assets of the Association. It shall also be a duty of the Board of Directors to create such committees as shall be needed to perform the duties necessary to promote the goals of this Association. The Directors may do all that is lawful and necessary, and that is not in conflict with the By-Laws and with Roberts Rules of Order, Newly Revised, in order to carry out the goals and purposes of the Association.

C. **Meetings:** The Board of Directors shall hold meetings at such time and place as may be designated by the Board. A notice shall be mailed or emailed or given by telephone to each Director at least seven (7) days prior to said meeting.

D. **Quorum:** A quorum shall consist of the simple majority of the voting members of the Board. An act by the simple majority of the quorum shall be an act of the Board of Directors.

E. **Informal Action:** Any action required to be taken by the Board of Directors, may be taken without a meeting, by the execution of a Unanimous Consent in Writing by all Directors, setting forth the action adopted.

F. **Resignation, Removal and Vacancies**

1. A Director may resign by submitting a written notice to the Secretary or the President of the Association. This notice shall contain the date the resignation is to take effect.

2. A Director may be removed from office by a simple majority vote of the Board of Directors.

3. In the event of a vacancy in the office of President, the Vice President shall succeed to the office for the unexpired term.

4. A vacancy in any other office shall be filled by appointment of the Board of Directors.

## **ARTICLE VI COMMITTEES**

A. Standing Committee: Each Chairperson shall serve for a period of one year, said term to begin June 1<sup>st</sup>, immediately following date of appointment or until his/her successor is selected. The committees and their duties are as follows:

1. By-Laws Committee: The Parliamentarian shall be the chairperson of this committee. This committee shall, when and if deemed necessary, prepare and present amendments to the By-Laws of the Association to the membership for approval. This committee shall also assist the chairperson while serving as liaison between the Nominating Committee and the Board of Directors.

2. Continuing Legal Education Committee: This committee shall schedule seminars, compile and disseminate information regarding developments in the legal field, and provide to the membership information concerning paralegal education.

3. Paralegal Referral Committee. This committee shall compile paralegal job opportunities and act as a referral committee for employers and Association members.

4. Membership Committee: The Secretary shall be the chairperson of this committee. This committee shall recruit new members and consider all applications for membership as stated herein.

5. Newsletter Committee: This committee shall publish a periodic newsletter to be mailed or emailed to all members.

6. Public Relations Committee: This committee shall provide and arrange for all publicity relative to the activities of the Association.

7. Programs Committee: This committee shall be responsible for scheduling meeting locations and speakers, planning social functions and aiding in fund-raising efforts for the Association.

8. Finance Committee: The Treasurer shall be chairperson of this committee. This committee shall prepare a budget for the Association for each fiscal year and submit a financial report at the Annual Meeting of the past year's activities, which report shall be available to all Association members.

9. Professional Development Committee: The Professional Development Coordinator shall be the chairperson of this committee. This committee shall be responsible for reviewing and presenting to the Board of Directors and the membership, matters relative to the professional development of the membership of this Association.

B. Special Committee: The President may appoint chairs of special committees as may be deemed necessary.

C. Records: All committees shall make written reports of its activities to the Board of Directors on a monthly basis. All committee chairs and the NFPA Secondary Delegate shall, within ten (10) days after the selection of their successor, transfer the files to their successor or to the President of the Association.

D. Committee Membership: Only persons who have submitted their application for membership and have been accepted as members of the Association may serve on committees.

E. Office Tenure: A Standing Committee Chairperson may serve no more than two (2) consecutive terms as the same chairperson of that Standing Committee. Appointment to an unexpired term shall not be considered a term in the same Standing Committee Chairperson position.

## **ARTICLE VII OFFICERS**

A. Elected Officers: The elected officers of the Association shall consist of the President, Vice President, Secretary, Treasurer, NFPA Primary Delegate, and VAPA Primary Delegate.

B. Office Tenure: Any officer may serve no more than two (2) consecutive terms in the same office. Appointment to an unexpired term shall not be considered a term in the same office.

C. Duties of Officers:

1. President: The President shall preside at all meetings of the Association and the Board of Directors and perform such other duties as ordinarily pertain to the office.

2. Vice President: The Vice President shall preside in the absence of the President, act as coordinator of the committees of the Association and perform other duties as ordinarily pertain to this office.

3. Secretary: The Secretary shall serve as chairperson of the Membership Committee and shall record the proceedings of all meetings of the Association and the Board of Directors; keep a membership book; preserve in a permanent file, all records and letters of value of the Association and its offices, which together with the minute book, shall be delivered to the incoming Secretary at the close of the term; and conduct and keep a record of all correspondence of the Association.

4. Treasurer: The Treasurer shall collect all monies of the Association and make disbursements by check, signed by the Treasurer and/or written financial report at each Regular Meeting and Annual Meeting which shall be attached to the official minute as part of the permanent record; and deposit the funds in such bank as the Board of Directors may direct.

D. Records: Officers shall, by June 1<sup>st</sup>, immediately following the date of election or within ten (10) days after the selection of a successor, transfer to that successor or the incoming President all their files and records of their respective office.

E. See duties described in Articles VIII and IX for NFPA and VAPA Delegates.



**ARTICLE VIII**  
**NATIONAL FEDERATION OF PARALEGAL ASSOCIATIONS, INC.**

A. Delegates:

1. Primary Delegate: The Primary Delegate shall: (a) act as the liaison between NFPA and the Association; (b) be the spokesperson for the Association on NFPA matters; (c) represent the Association at any meeting of its members of NFPA; and (d) vote on behalf of the Association as required. The Primary Delegate shall serve for a period of two years or until a successor is elected.

2. Secondary Delegate: The Secondary Delegate shall: (a) serve as Primary Delegate in the absence of the Primary Delegate; and (b) assist the Primary Delegate in activities relating to NFPA. The Secondary Delegate shall serve for a period of two years or until a successor is elected.

3. Committee: The Primary Delegate shall be the chairperson of this committee. The committee shall assist the Primary and Secondary Delegate in reviewing and presenting information received from NFPA to the Association membership.

B. Records: The Primary and Secondary Delegate shall, within ten (10) days after the selection of their successors, transfer the files to their respective successors.

**ARTICLE IX**  
**VIRGINIA ALLIANCE OF PARALEGAL ASSOCIATIONS**

A. Delegates:

1. Primary Delegate: The Primary Delegate shall: (a) act as the liaison between VAPA and the Association; (b) be the spokesperson for the Association on VAPA matters; (c) represent the Association at any meeting of its members of VAPA; and (d) vote on behalf of the Association as required. The Primary Delegate shall serve for a period of two years or until a successor is elected.

2. Secondary Delegate: The Secondary Delegate shall: (a) serve as Primary Delegate in the absence of the Primary Delegate; and (b) assist

the Primary Delegate in activities relating to VAPA. The Secondary Delegate shall serve for a period of two years or until a successor is elected.

B. Records: The Primary and Secondary Delegate shall, within ten (10) days after the selection of their successors, transfer the files to their respective successors.

#### **ARTICLE X MEMBERSHIP COMMITTEE**

A. The Secretary shall serve as chairperson of the Membership Committee. The committee shall comprise at least three (3) Active Members.

B. Applications for membership shall be submitted to the Membership Committee for review and recommendation to the Board of Directors.

C. The Board of Directors shall make all final determinations for membership applications, and the Membership Committee shall communicate such determinations to the applicants.

#### **ARTICLE XI NOMINATING COMMITTEE AND ELECTIONS**

A committee of two (2) Directors shall serve as the nominating committee, who shall:

A. Nominations:

1. Subsequent to January and prior to the Annual Meeting in May of each year, the committee shall contact all members of the Association for names of proposed candidates for the ensuing year.

2. The committee shall consider the qualifications and obtain the consent of all candidates. Names submitted for consideration of the committee shall be accompanied by a statement of qualifications and shall be received by the committee not later than April 15 of each year.

3. The committee shall submit one or more names for each office to be filled. The report of the committee shall be submitted to the President and the recording Secretary, to be included in the official call for the

Annual Meeting in May. A copy of the report shall be sent to the President, the recording Secretary, and all other members of the Association by May 1 of each year, via facsimile transmission or electronic mail, with confirmation of receipt requested.

4. The report of the committee shall be read at the Annual Meeting and additional nominations may be made from the floor. No name shall be placed in nomination without of the consent of the nominee.

B. Elections:

1. Election to any office or position at the Annual Meeting shall be by secret ballot or voice vote. The nominee with the greatest number of votes cast in his/her favor shall be deemed elected to that office or position for which he/she is a candidate.

2. In the event of a tie vote between or amongst nominees, a revote shall be taken between or amongst such tied nominees and the nominee receiving the greatest number of votes cast in his/her favor shall be deemed elected to the office of position for which he/she is a candidate.

**ARTICLE XII  
FINANCIAL RESPONSIBILITY**

No member shall obligate the Association financially, other than in the usual conduct of its affairs, without the prior written consent of the Board of Directors.

**ARTICLE XIII  
CONTINUING LEGAL EDUCATION**

Continuing Legal Education (CLE) is significant to the growth and development of all paralegals, and it is strongly recommended that each member of the Association attain at least three (3) CLE credits, including one (1) CLE credit of ethics, per year.

**ARTICLE XIV  
INSPECTION OF BOOKS AND RECORDS**

Any member, Director, or agent or lawyer of any member or Director, may inspect and examine the books or records of the Association for any reason

and proper purpose during normal business hours at the office of the Secretary of the Association.

**ARTICLE XV  
FISCAL YEAR**

The Fiscal Year of the Association shall be from June 1<sup>st</sup> to May 31<sup>st</sup>.

**ARTICLE XVI  
PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, Newly Revised, shall be the parliamentary authority where applicable and where there is no conflict between said rules and the By-Laws or Procedures and Policies of the Association.

**ARTICLE XVII  
AMENDMENT TO BY-LAWS**

These By-Laws may be amended at any regular meeting of this Association by a simple majority vote of the Active Members present and voting, provided written notice of the proposed amendment has been given to the members at least seven (7) days prior to the meeting.

**ARTICLE XVIII  
DISSOLUTION OF ASSOCIATION**

In the event of dissolution of the Association, all property and assets shall be distributed to a non-profit charitable organization to be selected by a majority vote of the remaining members of the Association, notice having been given to members of the Association at least fifteen (15) days prior to the meeting. In no event shall any of such property and assets be distributed to any member or private individual.

**I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the By-Laws of the Paralegal Association of Northern Virginia, a non-profit association as in effect on the date hereof.**

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary

May 6, 2008