

**AMENDED AND RESTATED BYLAWS
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 nonprofit association and hereby amend and restate the Bylaws of the Paralegal Association of Northern Virginia dated May 6, 2008 established for the 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, paralegal students, and the public 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 National Federation of Paralegal Associations, Inc. (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/they has paid annual dues as an Active Member, such member shall remain an Active Member for a period of 1 year after the beginning of the period of unemployment or leave of absence, or until the expiration of him/her/their current membership, whichever is longer.

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

2. Associate Member: A person who has successfully completed a curriculum of training as a paralegal or who is certificated 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 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 a paralegal. Any person seeking Student Membership in this Association must submit with him/her/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.

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C. An Associate or Student Member may become an Active Member upon (a) satisfaction of the requirement for Active Membership and (b) payment of the difference between the dues already paid and the dues required of Active Members.

D. No Member may transfer or assign him/her/their 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 removed from the Association by a two thirds' vote of the Board of Directors. A Member may be removed for 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 initial annual dues shall become due and payable at the time of application. Members will be notified annually via email of their membership renewal based on initial membership date. Members who have not paid their dues within 4 weeks of the renewal notice shall no longer be an active 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 out-of-pocket expenses in connection with the Association's related activities based on a pre-approved event budget or pre-approved individual expense.

**ARTICLE IV
MEETINGS OF MEMBERS**

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A. Annual Meeting: The Annual Meeting of the Association shall be held at a pre-determined date in June for the purpose of election of the Board of Directors including VAPA and NFPA Primary Delegates, approval of the Annual Association Budget, 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 emailed to members or prominently noticed on the Association's website 7 days in advance of the meeting.

B. 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, provided that such written notice specifying the time, place, date, and the principal business of the meeting is given to all members 7 days prior to said meeting. At any such Special Meeting, no business shall come before the Meeting other than that specified in the notice delivered to each member.

C. Board Meeting Attendance: Members in good standing may attend any board meeting hosted by the Association in accordance with Article V Section C.

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 1 vote on each and every matter so considered by the Association.

E. Quorum: A minimum of 7 of the Active Membership present in-person (physically or virtually) is required to establish a quorum for the transaction of business at any Annual or Special Meeting. If there are an even number of Active Membership present at the meeting, the President will abstain from voting. A simple majority of the quorum is necessary to pass any resolution or come to agreement regarding other Association business. 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 a minimum of 3 and a maximum of 11 Active Members. Executive Officers, Primary Delegates, and Directors shall serve for a term of 2 years.

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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 Bylaws and with Roberts Rules of Order, Newly Revised, in order to carry out the goals and purposes of the Association.

C. Board Meetings: The Board of Directors shall hold at least 6 meetings annually at such time and place as may be designated by the Board. A notice shall be posted on the Association's website 7 days prior to said meeting. All board meetings are open to members in good standing.

D. Quorum: A quorum shall be at least 50% of the currently serving members of the board to include at least the President or Vice President of the voting members of the Board who are present, physically or virtually. An act by 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 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 majority vote of the Board of Directors.

**ARTICLE VI
COMMITTEES**

A. Standing Committees: Each Chairperson shall serve for a period of 1 year immediately following date of appointment or until him/her/their

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successor is selected. Unless otherwise stated below, the chairperson of a Standing Committee will be by the majority vote of the Board of Directors and act as liaison to the Board. The committees and their duties are as follows:

1. Bylaws Committee: This committee shall, when and if deemed necessary, prepare and present amendments to the Bylaws of the Association to the membership for approval.
2. Professional Development Committee: This committee shall be responsible for reviewing and presenting to the Board of Directors and the membership, matters relative to the professional development and paralegal education which involve scheduling seminars including meeting locations and speakers, plan networking opportunities, compiling and disseminating information regarding developments in the legal field.
3. Membership Committee: The Secretary shall be the chairperson of this committee and shall be comprised of 3 Active Members. This committee shall recruit new members, review all applications for membership, and make recommendations to the Board of Directors.

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

4. Website and Public Relations Committee: This committee shall provide and arrange for all publicity relative to the activities of the Association including informative blogs, event and meeting postings with updates, and compile and post paralegal job opportunities.
5. Finance Committee: The Treasurer shall be chairperson of this committee. This committee shall prepare a budget for the Association for each fiscal year which the Active Membership will vote on at the Annual Meeting and submit a financial report at the Annual Meeting of the past year's activities for budget comparison. An annual review shall be conducted as defined herein. All reports shall be available to all Association members upon request.

Annual Financial Review shall consist of the Finance Committee chairperson and 1 Active Member to serve as the review committee, who shall:

- (1) Review the Treasurer's books at the close of the fiscal year prior to the transfer of accounts to the newly elected Treasurer, and shall complete such review within thirty (30) days thereafter;

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- (2) If the incumbent Treasurer is elected to a subsequent term, the review shall be performed at the close of the subsequent year, and shall complete such review within thirty (30) days thereafter; and
- (3) Report the results of such review to the Board of Directors by first-class mail, postage prepaid, or by electronic mail, within 10 days of completion of such review.

6. Nominating Committee: A committee of 2 Directors not seeking an elected position, and 2 Active Members who volunteer shall serve as the nominating committee, who shall: (a) at least 3 months prior to the Annual Meeting, the Nominating Committee shall contact all members of the Association for names of proposed candidates for the ensuing year; (b) shall obtain the consent of all potential candidates and collect resumes and written statements of interest. To be considered for an Executive position on the Board of Directors, confirmation shall be submitted that potential candidates have attended a minimum of 6 meetings (not including the Annual Meeting) over the prior 12-month period. Names submitted for consideration shall be received by the committee not later than 4 weeks before the Annual Meeting; and (c) submit one or more names for each office to be filled. The report of the committee shall be submitted to the President and the Secretary, and the report will be included in the official call for the Annual Meeting. A copy of the report shall be sent to all members of the Association at least 7 days prior to the Annual Meeting, via electronic mail.

Reports of the Nominating Committee shall be read at the Annual Meeting. Additional nominations for Active Members in good standing may be made from the floor. No name shall be placed in nomination without the consent of the nominee. Floor nominees shall be prepared to answer qualification and interest questions from the membership.

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

C. Records: All committees shall submit written reports of their activities to the Board of Directors on a quarterly basis. All committee chairs and the NFPA and VAPA Delegates shall, within 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
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application for Membership, have been accepted as Members of the Association, and in good standing may serve on committees.

E. Office Tenure: A Standing Committee chairperson may serve no more than 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 AND DIRECTORS

A. Elected Officers: The elected officers of the Association shall consist of the Executive Officers—President, Vice President, Secretary, and Treasurer; NFPA Primary Delegate; VAPA Primary Delegate; and up to 5 Directors.

B. Office Tenure: Any officer may serve no more than 2 elected consecutive terms in the same office, unless extenuating circumstances warrant additional terms. Appointment to an unexpired term shall not be considered a term in the same office.

C. Duties of Executive 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 at all meetings of the Association and the Board of Directors 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 and distribute for approval no later than 7 days from meeting; post to the website approved meeting minutes for membership viewing; conduct correspondence for the Association, and preserve in a permanent file all records including the membership roster, meeting minutes, correspondence, and letters of value of the Association and its offices, which shall be delivered to the incoming Secretary at the close of the term.

4. Treasurer: The Treasurer shall collect all monies of the

Association and make disbursements by check, signed by the Treasurer and/or President along with a written financial report at each meeting which shall be attached to the official minutes as part of the permanent record. The Treasurer shall also deposit the funds in such bank as the Board of Directors may direct.

D. Duties of Other Directors: The Directors shall: (a) attend a minimum of 6 Association meetings a year; (b) serve on at least 1 committee as needed at the request of the Executive Officers; and (c) in Secretary's absence, one of the Directors will act as Secretary to record meeting notes.

E. Records: Officers and other Directors shall, immediately following the date of election or within 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.

F. See duties described in Articles VIII and IX for NFPA and VAPA Delegates, respectively.

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 2 years.

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 2 years appointed by majority vote of the Board of Directors.

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

ARTICLE IX VIRGINIA ALLIANCE OF PARALEGAL ASSOCIATIONS

A. Delegates:

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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 2 years.

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 2 years appointed by majority vote of the Board of Directors.

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

**ARTICLE X
ELECTIONS**

A. Elections will be held annually in even years for Secretary, Vice President, and all General Directors and in odd years for President, Treasurer, and Primary Delegates for NFPA and VAPA.

B. Election to any office or position at the Annual Meeting shall be by ballot or voice vote. The nominee with the greatest number of votes cast in him/her/their favor shall be deemed elected to that office or position for which he/she/they is a candidate. In the event of an even number of Members voting, the President or Vice President (if standing in for President at meeting) shall abstain from voting.

C. In the event of a tie vote between or amongst nominees, the tie shall be broken by President or Vice President (if standing in for President at meeting), which will provide a greater number of votes cast in a nominee's favor and shall be deemed elected to the office of position for which he/she/they is a candidate.

**ARTICLE XI
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 XII
CONTINUING LEGAL EDUCATION**

Continuing Legal Education (CLE) is significant to the growth and development of all paralegals, and it is recommended that each Active Member of the Association attain at least 12 CLE credits, including 2 CLE credits of ethics, every 2 years in accordance with continuing legal education criteria established by NFPA and VAPA.

**ARTICLE XIII
INSPECTION OF BOOKS AND RECORDS**

Any Member, Executive Officer, Director, or agent or lawyer of any member or Executive Officer 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 XIV
FISCAL YEAR**

The Fiscal Year of the Association shall be from January 1 to December 31. A yearly review of the financial records shall be conducted no later than 1 month after the end of each Fiscal Year.

**ARTICLE XV
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 Bylaws or Procedures and Policies of the Association.

**ARTICLE XVI
AMENDMENT TO BYLAWS**

These Bylaws may be amended at any Annual or Special 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 7 days prior to the meeting.

**ARTICLE XVII
DISSOLUTION OF ASSOCIATION**

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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 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 Amended and Restated Bylaws of the Paralegal Association of Northern Virginia, a nonprofit association as in effect on the date hereof.

Dated: 1/7/2021

DocuSigned by:
Christina Pasquarelli
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Secretary