

# **BYLAWS OF THE NEBRASKA PARALEGAL ASSOCIATION**

## **ARTICLE I**

### **NAME**

The name of this association shall be the Nebraska Paralegal Association (NePA). NePA shall be affiliated with the National Association of Legal Assistants, Inc. (NALA).

## **ARTICLE II**

### **OBJECTS AND PURPOSES**

The objects and purposes of NePA are:

- To establish good fellowship among NePA members, NALA and members of the legal community;
- To encourage a high order of ethical and professional attainment;
- To further education among members of the profession;
- To support and carry out the programs, purposes, aims and goals of NALA;
- To promote the paralegal profession in the State of Nebraska and to cooperate with organized bar associations, or any judiciary or legislative branch in the state, regarding training, employment and regulation or non-regulation of paralegals in the state; and
- To provide opportunities for the advancement, furtherance and exchange of education, experience, opinions and information for the development and improvement of the professional skills of the members of NePA and the public through discussion, study, luncheons, seminars and publications.

## **ARTICLE III**

### **POLICY**

NePA shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of NALA or with the policies of NALA.

## ARTICLE IV

### REGISTERED AGENT

The principal office and registered agent of NePA are located at 1125 South 103<sup>rd</sup> Street, Suite 800, Omaha, NE 68124. NePA may establish other offices within the State of Nebraska, as may be determined by the NePA Board of Directors ("Board of Directors").

## ARTICLE V

### EDUCATIONAL REQUIREMENTS

It is required that NePA hold a minimum of four educational events or a total of ten (10) hours of education during each fiscal year in order to maintain affiliation with NALA. These programs may be held in connection with a regular meeting of the membership.

## ARTICLE VI

### APPLICATION FOR MEMBERSHIP

Application for membership shall be submitted on the form approved by NePA's membership. The forms should clearly state that NePA is an affiliated association of NALA and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by NePA. Approval of membership shall be in accordance with the Standing Rules adopted by NePA ("Standing Rules").

## ARTICLE VII

### MEMBERSHIP

Membership in NePA shall be available without regard to race, color, creed, sexual orientation or national origin to paralegals, students in paralegal programs, attorneys or paralegal educators and any individual or firm which endorses the paralegal concept or is involved in the promotion of the paralegal profession, based on requirements approved by NePA members.

Section 1. **Categories.** Membership categories include active, distance, associate, student and honorary. The qualifications for each membership category are set forth in the Standing Rules.

Section 2. **Meetings.** NePA shall meet at least semi-annually as set forth in the Standing Rules. Such meetings may include attendance at NePA-sponsored seminars or workshops.

(a) **Annual Meeting.** The annual meeting shall be held in September for the purpose of electing officers and directors, hearing reports of officers and chairpersons, electing a NALA Liaison and adopting a budget for the ensuing fiscal year. Notice of the

annual meeting shall be in writing to all members of record at least thirty (30) days prior to the meeting. Notice will also contain the slate of officers.

(b) **Special Meeting.** Special meetings may be called by the President or 10% of the active members of NePA upon fifteen (15) days' written notice to all members of record.

(c) **Quorum.** One fourth (1/4) of the voting membership of NePA shall constitute a quorum. In the event of a vote of dissolution, a quorum shall consist of two-thirds (2/3) of the voting members of NePA.

## ARTICLE VIII

### DUES AND ASSESSMENTS

Membership dues of NePA are due August 1 of each year and delinquent October 1. Dues shall not be prorated.

## ARTICLE IX

### OFFICERS

All active members meeting the criteria stated in the Standing Rules are eligible to hold office in NePA. For a brief description of the duties of the officers of NePA, see Article XIII of these Bylaws.

Section 1. **Elected Officers.** The elected officers shall be the President, President-Elect, Vice President, Secretary, Treasurer and NALA Liaison.

Section 2. **Appointed Officers.** The appointed officers shall be the Parliamentarian, the Official Publications Editor, the Website Administrator and any other officer as necessary to carry on the business of NePA.

Section 3. **Past President.** The immediate Past President is an officer of NePA.

Section 4. **NALA Notification.** Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director by the NALA Liaison within thirty (30) days after election and/or appointment.

Section 5. **Resignation.** An Officer may resign at any time by delivering written notice to the Board of Directors. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 6. **Removal.** At a meeting of the Board of Directors, any Officer of NePA may be removed, with or without cause, by a two-thirds vote of the Board of Directors whenever it will serve the best interests of NePA in the judgment of the voting Directors. Any Officer

removed shall receive written notice of such removal. Such Officer has the right to appeal in writing to the Board of Directors by delivering the written appeal to the Secretary of NePA set forth in the Standing Rules.

Section 7. **Vacancies in Offices.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by appointment by the President, subject to approval by the Board of Directors.

## ARTICLE X

### BOARD OF DIRECTORS

The Board of Directors shall handle the regular business and affairs of NePA, approve and ratify actions by the Executive Committee, approve Bylaws and Amendments thereto, approve membership applications and act as the governing board of NePA.

Section 1. **Members.** The Board of Directors of NePA shall consist of the elected officers, the appointed officers, the immediate Past President and the current directors from each active district of this state. An officer may also fulfill the duties of a director.

Section 2. **Purpose.** The Board of Directors shall act as the governing body of NePA and exercise such powers as may be exercised and performed by a nonprofit organization.

Section 3. **Meetings.** The Board of Directors shall meet on at least a quarterly basis, the date, time and place of the meeting to be determined by the President or the Board of Directors. The meetings of the Board are open meetings, and members may attend, participate in discussions and make motions. However, only members of the Board may vote at the meetings.

Section 4. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. Each officer and director has one (1) vote regardless of the number of offices held. The composition of a quorum shall not include vacant Board positions.

Section 5. **Resignation.** A Director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary of NePA.

Section 6. **Removal.** At a meeting of the Board of Directors, any Director of NePA may be removed, with or without cause, by a two-thirds vote of the Board of Directors whenever it will serve the best interests of NePA in the judgment of the voting Directors. Any Director removed shall receive written notice of such removal. Such Director has the right to appeal in writing to the Board of Directors by delivering the written appeal to the Secretary of NePA.

Section 7. **Vacancies.** In the event of a vacancy on the Board of Directors because of death, resignation, removal, disqualification or otherwise, such vacancy shall be filled immediately by appointment by the President, subject to approval by the Board of Directors.

Section 8. **Compensation.** The Directors shall receive no compensation for serving as a Director of NePA. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors.

Section 9. **Action without Meeting.** Whenever the vote of the Board of Directors is required to be taken in connection with any action, the action may be carried forward if each Director consents, in writing, to written vote on the action without a meeting of the Directors, if a written consent thereto is signed by all members of the Board Directors and such written consent is filed with the Secretary of NePA.

Section 10. **Meetings by Telephone Conference.** Members of the Board of Directors may participate in any meeting of the Board of Directors or any committee thereof through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participating in a meeting in this manner shall constitute presence in person at such meeting.

Section 11. **Special Meetings by Electronic Mail.** Meetings of the Board of Directors may be conducted by electronic mail using the procedure described in this Section. The notice given of a meeting to be conducted by electronic mail shall contain the proposed action to be taken at the meeting and may be accompanied by other material pertaining to the proposed action. The notice shall include:

- (a) instructions to Directors to use the “reply all” electronic mail function to ensure that each Director participating in the meeting can communicate with all the other Directors concurrently;
- (b) notice that each Director may participate in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by NePA;
- (c) a deadline for the conclusion of the period for discussion of any action proposed to be taken at the meeting, together with a deadline following that period before which all votes by Directors on that proposed action must be transmitted.

Following a meeting by electronic mail, the President or his or her designee shall notify the Board of the number of Directors who participated in the meeting (determined either by participation in the pre-vote discussion or by the casting of a vote); that a quorum was thereby considered to be present; the number of votes cast in favor of the action; and the passage or failure of each action item.

## **ARTICLE XI**

### **EXECUTIVE COMMITTEE**

The Executive Committee shall handle interim or emergency matters until ratification of its actions by the Board of Directors, and it may make recommendations after study and discussion on any matter to the Board of Directors or to the membership in general.

Section 1. **Members.** The Executive Committee of NePA shall consist of the elected officers and the immediate Past President.

Section 2. **Meetings.** The Executive Committee meetings may be held at such times and places as called by the President, with at least twenty-four (24) hours verbal or written notice by the Secretary of NePA.

Section 3. **Quorum.** A majority of the Executive Committee shall constitute a quorum for the transaction of business.

## ARTICLE XII

### COMMITTEES

Section 1. **Standing Committees.** The Standing Committees of NePA shall include the following: Audit, Continuing Legal Education, Library, Membership, Nominations and Elections, Official Publications and Website.

Section 2. **Special Committees.** The Special Committees of NePA may include, but are not limited to, the following: Scholarship, Student Membership, Public Relations, Sponsorship, Distance Membership and Bylaws-Standing Rules Amendment.

Section 3. **Authority.** Unless specifically so authorized by appropriate resolution of the Board of Directors, no Standing or Special Committee shall preempt the stated authority and function of any officer of NePA. No Standing or Special Committee shall represent NePA or hold itself out as being vested with any authority without the specific authorization of the Board of Directors. No such committee shall likewise incur any financial obligation or enter into any contract for NePA without the prior specific authorization of the Board of Directors thereof.

## ARTICLE XIII

### DUTIES OF OFFICERS AND DIRECTORS

Section 1. **President.** The President shall preside over all Member, Board of Directors and Executive Committee meetings. The President shall appoint a Parliamentarian, an Official Publications Editor, a Website Administrator, and Standing and Special Committee chairpersons as provided in these Bylaws. The President shall be an ex officio (nonvoting) member of all committees except the Nominations and Elections Committee.

Section 2. **President-elect.** The President-elect shall preside and shall assume all duties assigned to the President in the President's absence. This officer shall perform such duties as are assigned to members by the President and shall assist the President with the day-to-day operations of NePA. This officer shall automatically be chairperson of the Continuing Legal Education Committee.

Section 3. **Vice President.** The Vice President shall automatically be chairperson of the Membership Committee. This officer shall receive applications for membership and present names of applicants for acceptance or rejection to the Board of Directors. This officer shall be responsible for keeping a current roster of membership and providing it to the NALA Liaison upon request.

Section 4. **Secretary.** The Secretary shall be responsible for minutes of all meetings and for keeping permanent minutes. This officer shall assist the President in any way, including giving notice of meetings. Minutes of any meeting shall be available to the NALA President upon request.

Section 5. **Treasurer.** The Treasurer shall deposit all funds and make all disbursements, subject to approval of the Board of Directors and as provided in the budget. The Treasurer shall prepare a budget for the ensuing fiscal year, which shall be adopted by the membership at the annual meeting. The budget shall be submitted to the Board of Directors prior to presentation at the annual meeting. The Treasurer shall be bonded with the premium paid by NePA. This officer shall submit a written financial report at each meeting of the membership and of the Board of Directors, to be attached to official minutes as part of the permanent record. The Treasurer is also responsible for submitting the renewal fee to NALA for continued affiliation.

Section 6. **NALA Liaison.** This officer shall be a NALA active member, shall be familiar with NALA Bylaws, shall receive minutes of all NALA meetings and shall represent NePA at the NALA annual meeting of affiliated associations. In the event the NALA Liaison is unable to attend the NALA annual meeting of affiliated associations, NePA may designate another NALA active member to serve as its representative. This officer shall report semiannually on NePA activities to the NALA Affiliated Associations Director on forms provided by NALA headquarters and shall report all officers' names to NALA headquarters and the NALA Affiliated Associations Director. This officer shall submit items NePA wishes discussed to the NALA Affiliated Associations Director and shall participate in discussion sessions at NALA annual meetings. A report to NePA members on the NALA annual meeting will be required. This officer shall, within sixty (60) days of passage, notify the NALA Affiliated Associations Director of any changes in NePA's Bylaws. This officer shall also be responsible for reporting the membership annually to NALA. This officer shall be the main contact between NALA and NePA. This officer shall be a member of the governing body of NePA.

Section 7. **Parliamentarian.** The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. This officer shall (a) be familiar with NePA Bylaws and NALA Bylaws, (b) receive all proposed Bylaw amendments and (c) prepare Standing Rules and amendments to Standing Rules and Bylaws upon request of the Executive Committee. This officer shall automatically be chairperson of the Student Membership Committee.

Section 8. **Official Publications Editor.** This officer is responsible for the publication of the official bulletin or newsletter on a quarterly basis.

Section 9. **Past President.** The immediate Past President of NePA shall serve in an advisory capacity to the President and shall be a member of the Board of Directors and Executive Committee. This officer shall automatically be chairperson of the Sponsorship Committee.

Section 10. **District Director.** One director is elected as a representative from each established district in the state and shall serve as a voting member of the Board of Directors. Directors are responsible for representation of the other members in that district and may be called upon for assistance in handling meeting arrangements or programs in that district and in promoting membership in that district.

Section 11. **Website Administrator.** This appointed officer is responsible for administering, maintaining and updating NePA's official website.

#### **ARTICLE XIV**

#### **PERSONAL LIABILITY**

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

#### **ARTICLE XV**

#### **CORPORATE SEAL**

NePA shall not have a corporate seal.

#### **ARTICLE XVI**

#### **FISCAL YEAR**

The fiscal year of NePA shall be from October 1 to September 30. The financial books and records of NePA shall be audited at least once during each fiscal year. Such audit shall be approved by the Board of Directors.



## **ARTICLE XVII**

### **CONTRACTS**

Except as otherwise provided by these Bylaws or the law, the Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of NePA, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind NePA by any contract of engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

## **ARTICLE XVIII**

### **CODE OF ETHICS**

Every member of NePA shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of NALA and any other code so adopted by the membership of NePA. Violations of the NALA Code shall be grounds for immediate dismissal from membership and/or removal from office. The Executive Committee of NePA shall investigate all such charges and shall report the results of all investigations to the President of NePA. If charges are found to be valid, the Executive Committee of NePA shall recommend cancellation of the affected member's membership to the Board of Directors. If the Board of Directors approves such cancellation, then the member may appeal the decision in accordance with the Standing Rules.

Any and all ethical misconduct or appearances of ethical misconduct shall be reported to the President and the Executive Committee.

## **ARTICLE XIX**

### **AMENDMENTS TO BYLAWS**

These Bylaws may be amended by presenting such proposed amendments (not in conflict with NALA Bylaws) to the Parliamentarian, who shall prepare and submit such proposed amendment in accordance with the Standing Rules. The NALA Affiliated Associations Director must be advised of any amendments within sixty (60) days after passage.

## **ARTICLE XX**

### **DISSOLUTION**

In the event of dissolution of NePA, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining members of NePA, notice having been given to members of NePA and the NALA Affiliated Associations Director 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. Upon dissolution, consideration should be given to distribution of assets for scholarships to ABA-accredited paralegal programs in this state.

## **ARTICLE XXI**

### **RETENTION OF AFFILIATION**

Affiliation with NALA is renewable each year by payment of an affiliation fee attached to a current membership roster and annual affirmation by the voting membership of NePA. In the event of suspension of affiliation, NePA may re-affiliate with NALA by submitting a new application with membership roster, Bylaws, sample of educational programs, petition and current initial fee. In addition to the renewal fee, NePA must comply with the required reports and requested procedures as outlined in these Bylaws. The annual renewal fee is payable on October 1 and delinquent November 1. Payment received after the due date must be accompanied by a late fee penalty established by NALA. This affiliation agreement shall be reviewed periodically by the President and Affiliate Director of NALA and the President and NALA Liaison of NePA, at the request of either party. Each party agrees that this agreement may from time to time be amended by attachment executed by the President and Secretary of each party, subject to the approval of the Board of Directors of each of the parties hereto.

## **ARTICLE XXII**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the then current edition of Robert's Rules of Order, Newly Revised, shall govern NePA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules or orders NePA may adopt.

*ADOPTED as the Bylaws of NePA this 28th day of April, 1994, as amended on the 16th day of September, 1999, and as amended and restated on the 8th day of July, 2008, and the 19th day of April 2013, and the 20<sup>th</sup> day of April, 2018.*