

# Standing Rules

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## **1. CODE OF ETHICS AND PROFESSIONAL RESPONSIBILITY OF THE NATIONAL ASSOCIATION OF LEGAL ASSISTANTS, INC. (NALA) AND ADOPTED BY THE NEBRASKA PARALEGAL ASSOCIATION (NePA)**

### **PREAMBLE**

A paralegal must adhere strictly to the accepted standards of legal ethics and to the general principles of proper conduct. The performance of the duties of the paralegal shall be governed by specific canons as defined herein so that justice will be served and goals of the profession attained. (See Model Standards and Guidelines for Utilization of Legal Assistants, Section II)

The canons of ethics set forth hereafter are adopted by NALA as a general guide intended to aid paralegals and attorneys. The enumeration of these rules does not mean there are not others of equal importance although not specifically mentioned. Court rules, agency rules and statutes must be taken into consideration when interpreting the canons.

### **DEFINITION**

Legal assistants, also known as paralegals, are a distinguishable group of persons who assist attorneys in the delivery of legal services. Through formal education, training and experience, legal assistants have knowledge and expertise regarding the legal system, and substantive and procedural law which qualify them to do work of a legal nature under the supervision of an attorney.

In 2001, NALA members also adopted the ABA definition of a legal assistant/paralegal, as follows:

A legal assistant or paralegal is a person qualified by education, training or work experience who is employed or retained by a lawyer, law office, corporation, governmental agency or other entity who performs specifically delegated substantive legal work for which a lawyer is responsible. (Adopted by the ABA in 1997).

**Canon 1.** A paralegal must not perform any of the duties that attorneys only may perform nor take any actions that attorneys may not take.

**Canon 2.** A paralegal may perform any task which is properly delegated and supervised by an attorney, as long as the attorney is ultimately responsible to the client, maintains a direct relationship with the client, and assumes professional responsibility for the work product.

**Canon 3.** A paralegal must not:

- a. engage in, encourage, contribute to any act which could constitute the unauthorized practice of law; and
- b. establish attorney-client relationships, set fees, give legal opinions or advice or represent a client before a court or agency unless so authorized by that court or agency; and
- c. engage in conduct or take any action which would assist or involve the attorney in a violation of professional ethics or give the appearance of professional impropriety.

**Canon 4.** A paralegal must use discretion and professional judgment commensurate with knowledge and experience, but must not render independent legal judgment in place of an attorney. The services of an attorney are essential in the public interest whenever such legal judgment is required.

**Canon 5.** A paralegal must disclose his or her status as a paralegal at the outset of any professional relationship with a client, attorney, a court or administrative agency or personnel thereof, or a member of the general public. A paralegal must act prudently in determining the extent to which a client may be assisted without the presence of an attorney.

**Canon 6.** A paralegal must strive to maintain integrity and a high degree of competency through education and training with respect to professional responsibility, local rules and practice, and through continuing education in substantive areas of law to better assist the legal profession in fulfilling its duty to provide legal services.

**Canon 7.** A paralegal must protect the confidences of a client and must not violate any rule or statute now in effect or hereafter enacted controlling the doctrine of privileged communications between a client and an attorney.

**Canon 8.** A paralegal must disclose to his or her employer or prospective employer any pre-existing client or personal relationship that may conflict with the interests of the employer or prospective employer and/or their clients.

**Canon 9.** A paralegal must do all other things incidental, necessary, or expedient for the attainment of the ethics and responsibilities as defined by statute or rule of court.

**Canon 10.** A paralegal's conduct is guided by bar associations' codes of professional responsibility and rules of professional conduct.

## **2. DISTRIBUTION**

A copy of the Standing Rules of NePA will be furnished to each member; distribution by electronic means will meet this requirement.

## **3. MEMBERSHIP**

Membership in NePA shall be open to paralegals, students in paralegal programs, attorneys or

paralegal educators and any individual or firm who endorses the paralegal concept or is involved in the promotion of the paralegal profession, based on approval of NePA through its Board of Directors, and who qualifies according to the requirements set forth in the Standing Rules of NePA.

The Board of Directors of NePA may at any time or from time to time prescribe further rules and regulations defining and governing the admission to all classes of membership in NePA, which said rules and regulations shall be set forth in the Bylaws or Standing Rules of NePA.

It is not required that all members of NePA become members of NALA. By virtue of affiliation, the requirements of membership in NALA are set out in its Bylaws and Standing Rules.

### **A. Qualifications for active members (voting status)**

Any individual who meets one of the following shall qualify for active membership:

- (1) Successfully completed NALA's Certified Paralegal Program ("CP Program"); or
- (2) Graduated from an American Bar Association ("ABA") approved paralegal program; or
- (3) Graduated from an institutionally accredited paralegal program with not less than the equivalent of 60 semester hours of classroom study; or
- (4) Graduated from a paralegal program not listed above, but has no less than six months of in-house training as a paralegal, whose attorney-employer attests that such person is a qualified paralegal; or
- (5) Holds a baccalaureate degree in any field, plus not less than six months of in-house training as a paralegal, whose attorney-employer attests that such person is a qualified paralegal; or
- (6) Minimum of three years of law related experience under the supervision of an attorney, including at least six months of in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal; or
- (7) Minimum of two years of in-house training as a paralegal, whose attorney-employer attests that such person is a qualified paralegal.

### **B. Qualifications for distance members (voting status)**

Any individual who meets the qualifications under Section 3A as an active member and who works more than 30 miles from an active district's meeting site/location shall qualify for distance membership.

### **C. Qualifications for associate members (nonvoting status)**

The following shall qualify for associate membership:

- (1) Those members of bar associations, law firms, corporations or other individuals endorsing the paralegal concept or involved in the promotion of the paralegal profession;
- (2) Those members of the educational field and paralegal program representatives endorsing the paralegal concept or involved in the promotion of the paralegal profession; or
- (3) Those persons directly involved in the supervision of paralegals.

## **D. Qualifications for student members (nonvoting status)**

The following shall qualify for student membership:

(1) Those individuals who are students in good standing in any university, college, junior college or other school pursuing a course of studies as a paralegal and have completed at least one quarter/semester in a paralegal program; provided, however, that all such schools, curricula and certifications shall be subject to the approval of NePA.

(2) Each year, student members must reapply for membership in accordance with the current guidelines listed on the NePA website and student application.

(3) If a student member ceases attending a school or ceases to be enrolled in a paralegal program, or transfers to another program, the student membership may continue until the end of the fiscal year or until such time the student member qualifies for active membership within that fiscal year.

(4) Student membership may not be renewed if eligible for active membership.

(5) If a student membership is not renewable at the end of a fiscal year, and such student member does not qualify for active membership, such member may transfer membership to associate membership, provided written request for such transfer membership is made and the applicable fees paid.

## **E. Qualifications for honorary members (nonvoting status)**

The following shall qualify for honorary membership:

(1) Any person who has performed some distinguished service to NePA, NALA or the community in general, and who is not a member of NePA, may be elected as an honorary member and shall have all the privileges of active members, except the right to vote and hold office.

(2) Honorary Members will be voted on by the Board of Directors every two years.

## **F. Application for individual membership**

(1) Application for membership shall be submitted to NePA on forms approved by NePA. 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. Such application form must be properly completed, including signature by the applicant and any attestation required, or a copy of the appropriate document(s) attached, and must be accompanied by correct payment of dues.

(2) The application is submitted to the Membership Director, who is in charge of membership for NePA, and who shall verify the contents of the application, determine if the application is properly completed and if the applicable fee is correct. The application for membership is then submitted to the Board of Directors for approval.

(3) Voting for approval of each membership application is necessary because NePA must maintain ultimate discretion in assessing qualifications of applicants. Since any one person's actions may be construed as representative of NePA, any applicant who does not qualify should not be granted membership.

(4) If a portion of a registration fee to a meeting or seminar is offered as a discount to apply to membership dues, such discount shall apply only prior to or during the meeting at which it is offered.

(5) If the application is incomplete or if the applicant does not meet the requirements for membership as set forth in Article VII of the Bylaws and in these Standing Rules, the Membership Director shall contact the applicant for further information. In the event of a question as to the eligibility for membership, the matter shall be presented to the Board of Directors for determination.

(6) Immediately upon approval of the application, the Membership Director shall:

a. update the membership roster; and

b. notify the applicant that he/she has been accepted for membership.

(7) Application for membership shall be rejected if the applicant does not meet the qualifications set forth herein. The Membership Director shall notify the applicant of such rejection.

(8) Members of NePA may be represented in a district either in their places of employment or in their places of residence. Any member residing in a different district other than where employed will declare choice of representation to the Membership Director. In the event a member neglects to declare choice of representation to said officer, the member's representation shall be declared to be in the district where employed.

### **G. Transfer of student membership to active membership**

The transfer from student membership to active membership requires the following:

(1) Successful completion of or graduation from the training course in accordance with the requirements as set forth in the Standing Rules and submission of a copy of said certificate to the Membership Director of NePA.

(2) Compliance with the provisions of Section 3(A) of these Standing Rules and submission of the required signed attorney/employer attestation form or completion of the CP Program.

(3) Payment of the membership fee.

### **H. Resignation of members**

A member may resign at will by submitting a written resignation to NePA at its principal office. Such resignation shall be deemed to be effective when accepted either by the Board of Directors or by the Executive Committee if it has no effective date stated therein. Dues for the current year will be forfeited.

### **I. Cancellation of membership**

The Board of Directors shall cancel the membership of any member by a two-thirds vote upon determining that such member has (1) been convicted of a felony or (2) violated the Code of Ethics of NALA. Additionally, the Board of Directors may cancel the membership of any member by two-thirds vote upon determining that such member has (a) been guilty of conduct that actually and substantially may injure the good name of NePA or (b) failed to maintain a high standard of professional ethics, which in either case would have been deemed sufficient for a rejection of membership application. The right to appeal shall be as provided in the Standing Rules and not otherwise.

(1) Provisions contained in Robert's Rules of Order, Newly Revised concerning formal procedure for expulsion must be followed.

(2) Information that membership should be canceled for an individual must be filed with the President. Upon receipt of such information, the President shall notify the Executive Committee, which shall determine if such information warrants further investigation. If it is determined that further investigation is warranted, the President shall then notify the member whose membership has been called into question. The President shall request the Executive Committee to thoroughly investigate such charge. The Executive Committee shall report its findings to the Board of Directors within sixty (60) days, unless extension of time is granted by the President for cause. 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 or to the Board of Directors. In the event the President is the subject of an investigation, the President will be relieved of his/her duties related to this section and such duties shall be reassigned to the President-Elect. All communications concerning such proceedings are to be marked "Confidential," and all files are to be maintained in strict confidence.

(3) 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.

## **J. Appeal from cancellation of membership**

Any individual whose membership in NePA shall have been canceled may make written appeal for reinstatement as follows:

(1) To the Board of Directors, which appeal shall be considered and passed upon at the next regular or special meeting of the Board of Directors held thirty (30) days or more thereafter. Appellant shall have the right to appear before the Board of Directors at said meeting.

(2) To the membership, by forwarding written notice of appeal to the Secretary at the principal office of NePA not less than ninety (90) days prior to the date of the next annual meeting. Such notice shall be placed upon the agenda of the next annual meeting as one of the items of regular business scheduled. The appellant will be reinstated only upon majority vote at such meeting.

(3) No individual whose membership shall have been canceled as aforesaid shall have the right to appeal for reinstatement more than one time.

(4) No individual whose membership shall have been canceled and whose application for reinstatement shall be pending shall exercise any rights of membership pending the determination of such application.

## **K. Miscellaneous**

(1) No member shall act in the name of or on behalf of NePA without prior approval of the Board of Directors of NePA.

(2) No officer, district director or member shall be compensated for NePA duties. However, persons may be reimbursed for out-of-pocket expenses in connection with NePA-related activities, provided the expenses have been authorized and approved by the Board of Directors.

## **4. DUES AND ASSESSMENTS**

### **A. Annual dues**

(1) The amounts of the annual dues shall be listed on the NePA website.

(2) The annual dues shall be due August 1 of each year and delinquent if not paid by October 1 of each year. Proration of membership dues is prohibited.

(3) The amount of dues to be assessed may be changed upon a recommendation by the Board of Directors. Said recommendation shall be presented to the general membership for a vote at any membership meeting. Such change of annual dues shall become effective for the next fiscal year commencing October 1.

(4) Dues received from a prospective member shall be deposited into the NePA bank account. If the membership application is not approved by the Board of Directors, said dues will be refunded in full.

### **B. Method of payment**

Annual dues shall be payable to the "Nebraska Paralegal Association" in care of the Treasurer of NePA as set forth on the NePA website.

## **5. OFFICERS AND DISTRICT DIRECTORS**

A. Each officer and district director must be an active member of NePA for at least one year prior to the time of election or appointment.

B. The elected officers of NePA shall be the President, President-Elect, Membership Director, Secretary, Treasurer and NALA Liaison. Said officers shall be elected by the active members at NePA's

annual meeting. Said officers shall hold their offices for a one-year period or until their successors are duly elected and qualified with a maximum of two consecutive years. Upon completion of their term, officers and district directors will remain available as a mentor to their successor for a period of three (3) months to assist with the transition.

C. The appointed officers shall be the Parliamentarian, the Official Publications Editor, the Technology Administrator and any other officer as necessary to carry on the business of NePA. These officers shall be appointed by the President and approved by the Board of Directors. Said officers shall hold offices for a one-year period or until their successors are duly appointed and approved.

D. The immediate Past President of NePA shall also serve as an officer of NePA for the fiscal year following his or her term as President.

E. District directors are elected as representatives from established districts in the state. Each district shall be designated by name and number and determined by boundary lines approved by the Board of Directors. To be eligible to serve as a district director, a person must be employed or reside within the particular district he or she represents. Said directors shall hold their offices for a one-year period or until their successors are duly elected and qualified. An elected or appointed officer may also serve as a district director.

F. Each officer and district director shall attend all meetings of the membership of NePA, except as excused by the President prior to such meeting(s).

G. An officer or district director may resign at any time by delivering written notice thereof to the President of NePA. Such resignation shall take effect at the time specified therein or, if the time is not specified, upon receipt of such notice, at which time all members of the Board of Directors will be notified of the resignation.

## **6. BOARD OF DIRECTORS**

A. The Board of Directors of NePA shall consist of the elected officers, the appointed officers, the immediate Past President and the district directors.

B. 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 corporation.

C. The President and Secretary of NePA shall act as the Chairperson and Secretary, respectively, of the Board of Directors.

D. Each member of the Board of Directors shall attend all meetings of the Board of Directors, except as excused by the President prior to such meeting(s).

E. Each member of the Board of Directors shall have the right to vote on any matter pending before the Board, each individual being entitled to only one vote regardless of the number of offices held. The President may cast the deciding ballot in the event of a tie vote.

F. The Board of Directors shall approve all appointments made by the President.

G. A student member may be appointed by the President (upon approval by the Board of Directors) to serve as a Student Liaison to the Board of Directors, in a nonvoting capacity. Each school may have one Student Liaison to NePA.

H. An associate member may be appointed by the President (upon approval by the Board of Directors) to serve as an Associate Liaison to the Board of Directors, in a nonvoting capacity.

I. Any elected officer, appointed officer or district director absent from three consecutive meetings without good cause or as excused by the President prior to such meeting(s), or who fails to perform the duties of the office as set forth in the Bylaws and Standing Rules of NePA, may be removed from office by the Board of Directors.

J. The Board of Directors shall appoint a representative and an alternate to vote on behalf of NePA at NALA meetings.

K. The Board of Directors shall approve amounts paid out on behalf of NePA in accordance with the budget adopted by the active members of NePA. In the event a budgeted amount will be exceeded, the following will apply:

(1) An amount which is 20% or less over the budgeted amount AND less than \$500 will be acted upon by the Board of Directors.

(2) An amount which is over 20% of the budgeted amount OR in an amount of \$500 or greater will be acted upon by the active members of NePA.

L. In the event the Board of Directors or a member wishes to spend an amount which is not included in the approved budget, the following will apply:

(1) An amount which is less than \$250 will be acted upon by the Board of Directors.

(2) An amount of \$250 or greater will be acted upon by the active members of NePA.

M. Any member of the Board of Directors whose membership in NePA shall have been canceled may make written appeal for reinstatement as follows:

(1) To the Board of Directors, which appeal shall be considered and passed upon at the next regular or special meeting of the Board of Directors held thirty (30) days or more thereafter. Appellant shall have the right to appear before the Board of Directors at said meeting.

(2) To the membership, by forwarding written notice of appeal to the Secretary at the principal office of NePA not less than ninety (90) days prior to the date of the next annual meeting. Such notice shall be placed upon the agenda of the next annual meeting as one of the items of regular business scheduled. The appellant will be reinstated only upon majority vote at such meeting.

(3) No member of the Board of Directors whose membership shall have been canceled as aforesaid shall have the right to appeal for reinstatement more than one time.

(4) No member of the Board of Directors whose membership shall have been canceled and whose application for reinstatement shall be pending shall exercise any rights of membership pending the determination of such application.

## **7. EXECUTIVE COMMITTEE**

A. The Executive Committee shall be composed of the elected officers and the immediate Past President.

B. The Executive Committee shall receive and investigate complaints, charges or appearances of alleged ethical misconduct or violations of the Code of Ethics and Professional Responsibility of NALA and report on the same, and dispose of emergency matters which arise between meetings of the Board of Directors.

C. Each member of the Executive Committee, as well as the Parliamentarian, shall attend all meetings of the Executive Committee, except as excused by the President prior to such meeting(s).

## **8. DUTIES OF OFFICERS AND DISTRICT DIRECTORS**

All officers and district directors shall prepare and maintain an outline of their duties and responsibilities. Said outline shall be submitted to the President and shall be provided to each newly elected officer and district director. They shall submit a written report to the Membership Meetings of the activities, projects, expenses and any recommendations for the future. They may make oral or written reports at Board of Directors' meetings. When requested, they shall supply articles for NePA's official publication.

### **A. President**

(1) The President shall be the general manager of NePA, shall have general supervision of the business, shall conduct all of the regular business of NePA, shall see that all orders and resolutions of the Board of Directors are enforced and put into effect and shall be its principal officer and agent. The President shall automatically be and serve as Chairperson of the Board of Directors and shall preside at all Executive Committee, Board of Directors, Semi-Annual, Annual and Special Meetings of the membership. The President shall have such other and further authority, power and discretion as shall reasonably be necessary, incident to or convenient for the accomplishment of the purposes of NePA

and transaction of all of its business of whatsoever nature except as shall be prohibited by law or absolutely reserved to the Board of Directors in the Standing Rules or the Bylaws or hereafter limited by act of the Board of Directors.

(2) The President shall appoint a Parliamentarian, an Official Publications Editor, a Technology Administrator and Standing and Special Committee chairpersons as provided in the Standing Rules or Bylaws of NePA, subject to approval of the Board of Directors.

(3) The President shall maintain a detailed file of NePA activity, including the duties and responsibilities of the President. The files shall pass to the President's successor immediately after election or as soon thereafter as reasonably practicable and shall cause all other officers', directors' and chairpersons' files to be passed to the respective successors.

(4) The President shall be an ex officio (nonvoting) member of all Standing and Special Committees, except the Nominations and Elections Committee.

(5) The President acts as general liaison and spokesperson for NePA, receiving calls and communications regarding its involvement and stance on various matters, and may delegate appropriate responses to other officers and chairpersons. Ultimately, the President is responsible for the day-to-day operations of NePA with the assistance of the Board of Directors and various chairpersons.

(6) The President shall coordinate the installation of officers' ceremony at the annual meeting. The installation ceremony may be conducted by the outgoing President or by a person selected by the President-Elect.

## **B. President-Elect**

(1) The President-Elect shall assume the duties of and shall become President of NePA commencing the beginning of the fiscal year following the year of election as President-Elect. The President-Elect shall preside and shall assume all duties assigned to the President in the absence or disability of the President and, when so acting, shall have all of the powers and authority of the President. This officer shall perform such duties as are assigned to him or her by the President and shall assist the President with the day-to-day operations of NePA. This officer shall assume the office of the President if such office becomes vacant and shall perform such other duties and responsibilities as may be provided in the Bylaws or Standing Rules of NePA.

(2) This officer shall automatically be chairperson of the Continuing Legal Education (CLE) Committee. The duties shall include planning seminars and workshops and working with NALA in the event of co-sponsorship of any programs. The President-Elect shall also be responsible for fulfilling the educational requirements under Article V of the Bylaws and these Standing Rules and shall report such educational meetings to the NALA Liaison.

## **C. Membership Director**

(1) The Membership Director shall automatically become the chairperson of the Membership Committee and shall be charged with the responsibility of developing programs to encourage membership in NePA.

(2) This officer shall receive applications for membership and present names of applicants to the Board of Directors for acceptance or rejection. The Membership Director shall be responsible for notifying applicants of their acceptance or rejection of membership and welcoming them into NePA. This officer shall also be responsible for keeping a current roster of membership and have custody of the membership records, including the last known physical and electronic mail address of all members.

(3) This officer shall, when directed, cause to be prepared and mailed (which electronic mail shall meet this requirement) notices of meetings of the membership or of the directors.

(4) This officer shall work with his or her national counterpart (the NALA Vice President) to encourage membership in NALA.

(5) This officer shall remind members of applicable dues and due dates on or about July 10th of each year.

## **D. Secretary**

(1) The Secretary shall be responsible for minutes of all meetings and for keeping a permanent minutes record. This officer shall keep a full and accurate account of proceedings in the NePA minute book and shall furnish a summary upon request by a member.

(2) This officer shall assist the President in any way, including handling correspondence relating to NePA.

(3) Association minutes of any meetings shall be available to the NALA President upon request.

## **E. Treasurer**

(1) The Treasurer shall deposit all funds and make all disbursements, subject to approval of the Board of Directors and as provided in the budget.

(2) This officer shall prepare a budget for the ensuing fiscal year which shall be adopted by the Board of Directors and submitted to members for approval at the annual meeting of NePA.

(3) The Treasurer shall be bonded, and the premium paid by NePA.

(4) All disbursements of NePA funds must be by NePA check, signed by the Treasurer, or an alternate as designated by the Board of Directors. This officer shall submit a written financial report at each Board and Semi-Annual Meeting to be attached to the official minutes as part of the permanent record.

(5) The Treasurer shall be familiar with or obtain information regarding Nebraska nonprofit organizations and is responsible for submitting all necessary and appropriate forms regarding affiliation, banking and corporate requirements for NePA. The Treasurer is also responsible for completing and submitting necessary Internal Revenue Service forms, if required, and transmitting NALA's renewal fee for continued affiliation with NALA.

## **F. NALA Liaison**

(1) This officer shall be a NALA member, shall be familiar with the NALA Bylaws and Standing Rules, shall receive minutes of all NALA meetings, shall represent NePA at the NALA annual meeting of affiliated associations and shall have a vote at affiliated association meetings.

(2) This officer shall report twice a year 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.

(3) This officer may 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.

(4) This officer shall, within sixty (60) days of passage, notify the NALA Affiliated Associations Director of any changes in NePA's Bylaws or Standing Rules. This officer shall be the main contact between NALA and NePA.

(5) This officer shall be responsible for answering inquiries and providing information regarding the Certified Paralegal Program sponsored by NALA ("CP Program"). This officer shall also be responsible for forwarding to NALA any suggestions concerning the CP Program, maintaining CP status, applying CP status for college credit or the CP Program. This officer should encourage the Continuing Legal Education chairperson to plan educational programs which will aid prospective CPs (also referred to as "CLAs") in their study and preparation for taking the examination, help CPs in this state to maintain their status and be informative of the CP Program generally. This officer may arrange CP study groups, if feasible, and arrange for testing centers in this state with NALA, if applicable.

(6) This officer shall answer inquiries and be kept informed of the paralegal training programs locally and nationwide. This officer shall maintain a current list of the names and addresses of such

schools, institutions or programs and, where feasible, obtain brochures concerning such programs and provide such information to members of NePA.

(7) This officer shall also be responsible for reporting the membership annually to NALA.

### **G. Parliamentarian**

(1) The Parliamentarian shall attend all meetings of the Executive Committee, except as excused by the President prior to such meeting(s), and give opinions on parliamentary procedures upon request. This officer shall be familiar with NePA Bylaws and Standing Rules and NALA Bylaws and shall receive and prepare all proposed amendments to the Bylaws and Standing Rules of NePA for submission in accordance with the procedures herein.

(2) Robert's Rules of Order, Newly Revised shall serve as parliamentary authority for items not covered by the Bylaws or Standing Rules.

(3) The Parliamentarian shall automatically be chairperson of the Student Membership Committee.

### **H. Official Publications Editor**

This officer shall automatically become chairperson of the Official Publications Committee and shall be responsible for the publication of the bulletin or official newsletter four times per year.

### **I. Past President**

The immediate Past President of NePA shall serve as an officer and advisor and shall be a member of the Executive Committee. The Past President shall automatically be the chairperson of the Sponsorship Committee and serve in the absence of the President and President Elect. The Past President may also serve as NALA Liaison.

### **J. District Directors**

(1) District 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.

(2) Directors shall also serve as liaisons between NePA and local bar associations within their districts, as applicable.

(3) Directors shall also serve as members of the CLE Committee.

### **K. Technology Administrator**

This officer shall automatically become chairperson of the Technology Committee and shall be responsible for administering, maintaining and updating NePA's official website as well as any other electronic media NePA registers for, including, but not limited to, Facebook and LinkedIn. This officer shall also be responsible for coordinating all requests regarding new or updated technology from other committees or the Board of Directors.

## **9. STANDING COMMITTEES**

### **A. Audit Committee**

This committee may be composed of three members of NePA or an accounting firm appointed by the President whose purpose is to audit the Treasurer's books within thirty (30) days following the close of the fiscal year and prior to the transfer of accounts to the newly elected Treasurer.

## **B. Continuing Legal Education Committee**

This chairperson and committee shall plan legal educational programs for membership meetings, seminars and workshops and shall work with NALA in the event of co-sponsorship of any programs. This committee shall also be responsible for fulfilling the education requirements set forth in these Standing Rules. The chairperson of this committee shall be responsible for reporting such educational meetings to the NALA Liaison of NePA upon request. This committee shall submit a written report to the Board of Directors on a regular basis of its plans for such legal education programs, seminars and workshops.

This committee shall also be responsible for planning the Membership Meetings of NePA and presenting periodic reports on progress to the Board of Directors for its approval. It shall recommend the date, time, place and registration fee for the Membership Meetings for approval and handle all arrangements for costs, meals and meeting rooms at the facility where held. This committee shall plan an educational program, seminar or workshop in conjunction with the Membership Meetings and arrange for speakers, topics, handout material and publicity. Plans for seminars and workshops should emphasize education for paralegals, and care should be exercised in the planning to allow appropriate number of hours and content for CPs to use as credit in maintaining their status and in meeting all NALA requirements. It shall make a final report, including finances and registration, to the first Board of Directors' meeting following the Membership Meeting.

## **C. Library**

This chairperson and committee shall be responsible for archiving documents related to NePA with historical and/or legal value to the association. This shall include scanning of hardcopy files to preserve them in electronic format. The Secretary shall automatically be chairperson of this committee.

## **D. Membership Committee**

This chairperson is the Membership Director, who, along with the committee, shall process the membership applications according to the procedure set out in these Standing Rules. It shall actively solicit new members at all times and handle membership drives and programs for new members. Records of prospective members shall be maintained and mailing lists of the current membership and potential members shall be supplied to members of NePA for meetings and seminars. Information concerning membership shall be supplied to those making inquiries. This committee shall be responsible for maintaining the membership roster and keeping the Treasurer informed of any additions or changes. This committee shall work to increase and support all membership categories including distance and student members

## **E. Nominations and Elections Committee**

This committee, consisting of a chairperson and two members, shall be appointed by the President and approved by the Board of Directors at least ninety (90) days prior to the date of the Annual Membership Meeting. The duties of the committee shall be in accordance with the election of officers procedures herein.

## **F. Official Publications Committee**

This chairperson and committee are responsible for the publication of the official newsletter or bulletin on a quarterly basis. This committee is responsible for the content, format, preparation, and

distribution of the newsletter or bulletin to members of NePA, prospective members and other associations if deemed necessary or beneficial. This shall include obtaining permission to reprint articles. This committee is also responsible for submitting NePA updates to the Omaha Bar Association (OBA) for their publication when requested

### **G. Technology Committee**

This chairperson and committee are responsible for administering, maintaining and updating NePA's official website as well as any other electronic or social media NePA registers for, including Facebook and LinkedIn. This committee shall also be responsible for coordinating all requests regarding new or updated technology from other committees or the Board of Directors.

## **10. SPECIAL COMMITTEES**

### **A. CP/ACP Scholarship Committee**

This chairperson and committee are responsible for study and recommendation of the feasibility of awarding scholarships and for the procedures, eligibility and amount of scholarships, if deemed feasible, but such feasibility, procedures, eligibility and amounts must be approved by the Board of Directors. The committee is also responsible for recommendations concerning obtaining funds for such scholarships.

### **B. Public Relations Committee**

This chairperson and committee will solicit assistance from the entire NePA membership for the purpose of acquainting the legal profession and general public with NePA. The chairperson and committee are responsible for developing and continuing a harmonious liaison with the local, state and national bar associations and shall report the names and pertinent information of newly elected officers to the Nebraska State Bar Association ("NSBA") office for its directory. The chairperson or a committee member shall act as NePA's representative to the appropriate committees of local, state and national bar associations when requested. This chairperson should supply articles and information to the NSBA.

### **C. Student Membership Committee**

This chairperson is the Parliamentarian, who, along with the committee, shall actively solicit new members and coordinate educational and mentoring programs for student members.

### **D. Sponsorship**

This chairperson is the Past President, who, along with the committee, shall be responsible for obtaining and maintaining sponsorships for NePA.

### **E. Bylaws-Standing Rules Amendment**

This chairperson and committee shall be responsible for the review and proposed amendment of the Bylaws and Standing Rules as needed to incorporate changes that arise from various Board of Directors' and Membership Meetings, changes to NALA's Bylaws or Code of Ethics and Professional Responsibility or due to changes in the paralegal profession over time.

### **F. Student Education Award Committee**

This chairperson and committee are responsible for study and recommendation of the feasibility of awarding student education awards and for the procedures, eligibility and amount of student education awards, if deemed feasible. Such feasibility, procedures, eligibility and amounts must be approved by the Board of Directors. The committee is also responsible for recommendations concerning obtaining funds for such student education awards.

## **11. ELECTION OF OFFICERS:**

A. A Declaration/Consent for Candidacy form, along with a Nominating Ballot form shall be sent to each active (voting) member by the Nominations and Election Committee at least sixty (60) days prior to election, for return to the Nominations and Election chairperson within ten (10) days, such deadline to be stated in the notice. Nominations received must be included on the slate, if consented to.

B. It shall be the duty of the Nominations and Election Committee to accept and make nominations and prepare a slate of officers to be elected at the Annual Membership Meeting. The slate of officers shall be mailed (which electronic mail shall meet this requirement) to each active (voting) member in good standing at least thirty (30) days prior to the date of election. No name shall be on the slate without written consent of the candidate.

C. Nominations from the floor shall be accepted and election shall be by majority vote of active (voting) members present in person or by proxy. If there are no nominations from the floor, the Secretary may be instructed to cast a unanimous ballot for an office. If there are two or more people running for an office, written ballot must be taken.

D. The chairperson or members of the Nominations and Election Committee shall have charge of the conduct of the annual election and the counting and tabulation of all votes cast. If such committee members are not present, additional committee members may be appointed by the President.

E. No member shall hold more than one elected office at a time, except that an officer may serve as a director and the Past President may serve as the NALA Liaison. No member shall be eligible to serve more than two consecutive full terms in the same office. For clarification, a member may serve two consecutive full terms in the same office, take a term off, and then serve another two consecutive full terms. Eligibility to hold elected office in NePA includes the following: 1) such person must be an active member in good standing with dues paid at the date of the Annual Membership Meeting, 2) such person must have been a member of NePA for at least one (1) year prior to serving as an officer, and 3) such person must have consented to run.

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

G. With the exception of the NALA Liaison, NePA officers are not required to be NALA members.

## **12. MEETINGS; VOTING PROCEDURES**

### **A. Membership Meetings**

(1) Time and Place. The Mid-Year Membership Meeting and Annual Membership Meeting of NePA shall typically be held in April and September of each year respectively with, the time, date and place to be determined by the Board of Directors. The meetings may be held in other months due to scheduling conflicts or for other reasons as approved by the Board of Directors.

(2) Notice. Notice of the Membership Meetings shall be in writing to all members of record at least thirty (30) days prior to the meeting. Notice of the Annual Membership Meeting will also contain the slate of officers prepared by the Nominations and Election Committee.

(3) Quorum. One-fourth (25%) of the voting members of NePA shall constitute a quorum for the transaction of business at the Membership Meetings. Each active and distance member in good standing present in person or by proxy shall have one vote.

(4) Purpose. (i) The purpose of the Mid-Year Membership Meeting shall be to hear reports of the officers and chairpersons and any other appropriate business. (ii) The purpose of the Annual Membership Meeting shall be to elect officers, hear reports of the officers and chairpersons, adopt a budget for the ensuing fiscal year and attend to any other appropriate business. An educational program, seminar or workshop shall be planned in conjunction with such Membership Meetings.

## **B. Board of Directors**

(1) Time and Place. The Board of Directors shall meet at least quarterly during each fiscal year; the time, date and place to be determined by the President or Board of Directors.

(2) Notice. Notice shall be given in writing by the Secretary of NePA to the Board of Directors of NePA at least thirty (30) days prior to the date of the meeting. A schedule of tentative meeting dates shall be published in NePA's official publication.

(3) 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.

(4) Purpose. The Board of Directors shall handle the regular business of NePA, establish short and long-term plans to achieve NePA's goals, approve and ratify actions by the Executive Committee, approve Bylaws and Standing Rules and amendments thereto, approve membership applications and act as the governing board of NePA.

## **C. Executive Committee**

(1) Time and Place; Notice. 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.

(2) Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business. Each member of the Executive Committee has one vote.

(3) Purpose. Meetings of the Executive Committee shall be for the purposes of receiving and investigating complaints, charges or appearances of alleged ethical misconduct or violations of the Code of Ethics and Professional Responsibility of NALA and reporting on the same and handling interim or emergency matters until approval and ratification of the Board of Directors. It may also make recommendations after study and discussion on any matter to the Board of Directors or to the membership in general.

## **D. Special**

Special meetings may be called by the President or ten percent (10%) of the total membership upon fifteen (15) days' written notice to all members of record.

## **E. Electronic Vote**

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:

- (1) 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;
- (2) 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;
- (3) 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.

## **F. Telephonic Meetings**

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.

## **G. Proxies**

At any membership meeting of NePA, any active member shall have the right to vote either in person or by individual proxy.

Any proxy used shall be in written form and must contain the name of the designated proxyholder, the date and place of the meeting for which it is to be used and the printed name and signature of the active member giving the proxy. An alternate proxyholder may be named or, if the proxy may be assigned to someone other than the designated proxyholder, the written proxy shall so state that an assignment of the proxy is consented to by the member giving said proxy. Proxies may be assigned only to another active (voting) member, using a method that ensures an even distribution of proxies. Proxies may not be solicited. At any meeting of the Executive Committee or Board of Directors, a member of the Executive Committee or Board of Directors shall not appoint any person as attorney-in-fact or proxy, nor shall any member of the Executive Committee or Board of Directors attempt to act at any meeting of the Executive Committee or Board of Directors through a proxy, agent or attorney-in-fact. A member of the Executive Committee or Board of Directors may submit a written ballot on questions and matters before the meeting of the Executive Committee or Board of Directors which have been included in any advance agenda for any meeting.

## **H. Waiver of Notice**

When any notice whatsoever is required to be given to NePA members, the Board of Directors or the Executive Committee as set forth in the Bylaws or Standing Rules, by the Articles of Incorporation or by law, then a waiver in writing of such notice executed by such member, director or member of the Executive Committee shall be deemed equivalent thereto.

Any member, director or member of the Executive Committee shall be deemed to have waived notice of the date, time, place and purpose of any meeting by appearing at such meeting, unless such appearance is specifically for the purpose of contesting the validity thereof, and the member, director or member of the Executive Committee shall then and there personally file with the Secretary of the meeting a written protest to such effect before the meeting shall have been commenced and declared

to be in order. Notice of any meeting need only be given to those members, directors or members of the Executive Committee who have not waived notice thereof as herein provided.

### **13. PROCEDURE FOR AMENDING BYLAWS**

A. See Article XIX of the Bylaws.

B. The Bylaws of NePA may be amended by presenting such proposed amendment to the Parliamentarian, not less than fifteen (15) days, or such shorter time as is approved by the President and Parliamentarian, prior to the meeting at which it is to be adopted, who then shall prepare such proposed amendment and:

(1) Present such amendment to the Board of Directors for approval by a majority vote thereon at any meeting, and, if so approved, such amendment must be ratified by a majority of the voting members present or represented by proxy at the next Membership Meeting or by a majority of the members by a mail vote, or

(2) Present such amendment to the membership at any Membership Meeting for approval by a majority vote of those active members present or represented by proxy;

(3) Provided, however, that in either method listed immediately above, such proposed amendment was mailed in writing (which electronic mail will meet this requirement) to the voting membership at least thirty (30) days prior to the date of voting for approval.

C. Only amendment(s) submitted in accordance with Bylaws shall be considered during the course of any Membership Meeting.

D. No amendment shall conflict with NALA Bylaws. The NALA Affiliated Associations Director must be advised of any amendments within sixty (60) days of passage.

E. Automatic grammatical, punctuation, or correlation corrections in Bylaws or the Standing Rules, or amendments thereto, which in no way alter the intent of the respective Bylaw or Standing Rule, or amendments thereto, shall be effected by the Parliamentarian, subject to the approval of the Executive Committee or Board of Directors.

F. Any adopted amendment shall become effective immediately unless the amendment specifies a time for its going into effect.

G. Notice of adoption shall be printed in the official publication of NePA.

### **14. PROCEDURE FOR AMENDING STANDING RULES**

A. Proposed recommendations for amendments to these Standing Rules may be submitted by any active member. Recommendations must be submitted in writing to the Parliamentarian thirty (30) days prior to each Board meeting so that proposals may be placed on the agenda for consideration by the Board.

B. A majority vote of the Board of Directors shall be required to amend or suspend a Standing Rule.

C. The Standing Rules shall automatically reflect any Bylaw amendments insofar as they affect said Rules.

These amended and restated Standing Rules were adopted by the Board of Directors on the 4<sup>th</sup> day of June, 2019.