

**PARALEGAL ASSOCIATION OF FLORIDA, INC.'S
PROPOSED BYLAW CHANGES**

**ARTICLE II
ARTICLES OF INCORPORATION, PURPOSES AND POLICIES**

Section 2.02 PURPOSES. The purposes of this Corporation for legal assistants/paralegals (“Paralegals”) are as follows:

- (a) The primary goal of this Corporation shall be to establish and promote non-profit continuing legal education opportunities, **both substantive and non-substantive**, for its members and the legal community at large and other law-related or law-associated fields;
- (b) To cooperate with local, state and national bar associations, schools and colleges, in setting standards for certification of the paralegal and assisting in the establishment of guidelines for the paralegal;
- (c) To promote the profession of the paralegal, educating the public for the advancement and improvement of the profession and broadening public understanding of the function of the paralegal;
- (d) To provide a forum of exchange where members share experiences, opinions and knowledge with their peers;
- (e) To establish good fellowship among corporation members, NALA and members of the legal community;
- (f) To encourage a high order of ethical and professional attainment;
- (g) To engage in any and all legal activities directly or indirectly related to the foregoing or as shall be allowed under the laws of the State of Florida.

**ARTICLE III
MEMBERSHIP MEETINGS**

Section 3.06 ROSTER OF MEMBERS. Not more than sixty-five (65) days after the end of the annual billing cycle of this Corporation, the Second Vice President, in cooperation with the Corporation’s Headquarters, shall cause to be prepared a Membership Roster with the names and addresses of all active, student, associate, sustaining, honorary and emeritus members with the notations of “Active,” “Student,” “Associate,” “Sustaining,” “Honorary” or “Emeritus” after the names where appropriate, who were members of this Corporation as of ~~September~~ **January** 1st of each year. Such list, as periodically updated, shall constitute the Membership Roster of this Corporation and shall be available for use at meetings of the membership. The list shall also be available for the dissemination of educational information as determined by the Board of Directors

or President, and for other purposes described in these Bylaws or the Corporation's Standing Rules. Under no circumstances shall the Membership Roster be used for solicitation purposes, except as approved by the Corporation's Board of Directors.

Section 3.19 MEMBERSHIP MEETINGS. Each Chapter shall hold at least six (6) general membership meetings per year. All meetings of the Corporation/Chapter membership shall be held at such place as designated by the Corporation/Chapter Board of Directors. The Corporation annual membership meeting shall be held no more than ~~sixty (60)~~ **seventy-five (75)** days prior to the end of this Corporation's fiscal year. The Chapter annual membership meeting and installation of officers and board of directors shall be held prior to the Corporation's annual membership meeting.

Section 3.23 ELECTION OF OFFICERS AND DIRECTORS.

- (a) The Corporation/Chapter Nominations and Elections Committee shall be responsible for recruiting, prequalifying and presenting to the membership at the annual meeting **or, alternatively, as presented electronically in preparation for electronic voting**, a slate of candidates for the officers and board of directors. ~~Thereafter, during~~ **"in person" voting**, the chair shall open the floor for nominations for each of the officers and elected directors of this Corporation/Chapter. In the event of a nomination from the floor, a signed consent of the nominee, together with the endorsement of five (5) Active or Emeritus members, must accompany the nomination. **During electronic voting ample time shall be allowed for receipt of nominations for each of the positions of the officers and elected directors of the Corporation/Chapter. Notice to all Active and Emeritus members shall be given at least two business days prior to the close of nominations.**
- (b) **In the event of the physical absence of a candidate at the election site, during an "in person" election, after said absence and the necessary consent and endorsements have been confirmed and verified by the Nominations and Elections Committee, the absent candidate shall be considered a valid candidate in said election process. If absent at election, that elected officer or director should be sworn to the elected board position at the next regular meeting of the Board of Directors. A delay in office installation shall not prevent the elected officer or director from performing the duties required of that board position.**
- (c) No member of the Executive Committee may serve on the Committee on Elections; neither may any person intending to declare his or her candidacy for the upcoming election. The duties of this committee shall be to issue a call for declarations of candidacy; to receive said declarations; to verify that all candidates are members in good standing; and to prepare a ballot containing, in alphabetical order, the names of all candidates for each office. The ballot shall be delivered to the Corporation/Chapter secretary, who, at least thirty (30) days prior to the date of the

Corporation/Chapter annual meeting, shall deliver a sample ballot to each Active and Emeritus member. At the Corporation/Chapter annual meeting, whether “in person” or electronic, the Nominations and Election Committee shall have charge of the election. During “in person” elections, any Nomination made from the floor shall be verified by the Chair of the Nominations and Election Committee at that time to verify that nominees are active, duly qualified members to run for the office for which they were nominated.

- (d) The Active and Emeritus members shall elect all officers and elected directors of the Corporation/Chapter at each annual meeting, whether “in person” or electronic, and said elected officers and elected members of the Board of Directors shall serve until the next annual meeting of the membership or until their successors are thereafter duly elected and qualified. ~~provided that the Corporation/Chapter Treasurer shall hold office until June 30th of the Corporation/Chapter current fiscal year.~~
- (e) ~~As the Corporation/Chapter Nominations and Elections Committees are in charge of elections to be held at the Corporation/Chapter annual meetings, under the direction of the Corporation/Chapter President, if the chairs of said committees deem it preferable to hold the election by electronic means, the election shall accordingly be held by electronic means. The Notices and Declarations, along with any other necessary election documentation, may be delivered by electronic means and sufficient time shall be provided for nominations to be accepted from the floor, albeit electronically.~~

Section 3.25 CONDUCT OF “IN PERSON” CORPORATION/CHAPTER ELECTIONS.

- (a) In the event that there is only one nominee for an office, the vote for said office may be conducted by acclamation. In all other instances, election shall be by written ballot. The President shall appoint Members to serve as tellers. A majority of the votes cast shall constitute an election of said officer.
- (b) In the event any ballot cast does not show a majority for any one nominee for any office listed, the person having the lowest number of votes on the first ballot shall be eliminated, and on each succeeding ballot, the person having the lowest vote shall be dropped. This procedure shall be followed until a majority shall have been reached.

ARTICLE IV DIRECTORS

Section 4.03 QUALIFICATIONS OF OFFICERS AND DIRECTORS. All persons declaring for Corporation/Chapter office must meet the following qualifications:

- (a) Must be Active members of the Corporation and actively employed as a paralegal as defined in these Bylaws at the time of filing their declaration;
- (b) Must be Active members of the Corporation and actively employed as a paralegal as defined in these Bylaws at the time of election;
- (c) Must be Active members of the Corporation and actively employed as a paralegal, or actively seeking employment as a paralegal, as defined in these Bylaws, during their term of office; and
- (d) Must have a professional working address in the State of Florida or work under the direction and supervision of a member of The Florida Bar.
- (e) Chapter officers and board members must be a member of the Chapter.

Section 4.13 FAILURE OF OFFICER OR DIRECTOR TO ACT AND REMOVAL FROM OFFICE. If any member of the Corporation/Chapter Board of Directors shall be absent from two consecutive Corporation/Chapter Board meetings without cause or prior notice, then such office may be deemed to be vacant and may be filled at the second of such absences as an interim vacancy in the Board of Directors, pursuant to Corporation Standing Rules/Chapter Rules and Regulations. Any Corporation/Chapter officer or director may be removed from office in accordance with the provisions of 617.0808, Florida Statutes. In addition, any Corporation/Chapter officer or director may be removed for cause by the affirmative vote to such effect of two-thirds of all of the then duly elected and qualified members of the Corporation/Chapter Board of Directors. Good cause shall be defined as having:

- (a) Been convicted of a felony;
- (b) Violated the Code of Ethics of this Corporation;
- (c) Been guilty of conduct tending actually and substantially to injure the good name of this Corporation;
- (d) Failed to maintain a high standard of professional ethics or personal conduct, which in either case would have been deemed sufficient for a rejection of membership application;
- (e) Any substantial neglect of duty;
- (f) Any physical or mental disability or illness to such an extent as will prospectively render such director unable to promptly resume the performance of his or her duties within a reasonable time;
- (g) Such unethical conduct by such director which, together with the attendant publicity or anticipated publicity, will reflect unfavorably upon this Corporation;
- (h) Cancellation or non-renewal of membership in the Corporation; or

~~(f) With respect to a member of a Chapter's Board of Directors, cancellation or non-renewal of membership in that Chapter.~~

ARTICLE V EXECUTIVE POWERS

Section 5.02 EXECUTIVE COMMITTEE. The Corporation's Executive Committee shall be comprised of the following voting members: President, First Vice President, Second Vice President, Secretary, Treasurer, NALA Liaison, Chairman of the Past Presidents Committee; **Director at Large**; and non-voting member, Parliamentarian. The Chapter Executive Committee shall be comprised of the following voting members: elected officers, and non-voting member, Parliamentarian.

ARTICLE VI OFFICERS AND ELECTED DIRECTORS

Section 6.01 CORPORATION OFFICERS, ELECTED DIRECTORS AND TENURE.

(a) The officers elected by the Active and Emeritus membership at the Corporation's annual meeting shall be as follows:

President
First Vice President
Second Vice President
Secretary
Treasurer

(b) The Members of the Board of Directors elected by the Active and Emeritus membership at the Corporation's Annual meeting shall be as follows:

NALA Liaison
Director at Large

(c) Any vacancy of an officer or elected director of this Corporation shall be filled by majority vote of the Board of Directors, such officer to serve only the unexpired term of such former officer or elected director.

(d) Upon their election, officers and elected directors shall serve a term of one year, or until their successor is chosen and qualifies, with the exception of the Corporation's NALA Liaison whose term of office shall be for two years. ~~and the Treasurer who shall serve until June 30th of the current fiscal year, but~~ In no event shall any officer or elected director serve in the same capacity for more than two (2) consecutive years.

Section 6.02 CHAPTER OFFICERS AND ELECTED DIRECTORS. The officers elected

by the Active or Emeritus membership at a Chapter's annual meeting shall include a President, a First Vice President, a Secretary and a Treasurer and such number of elected members of the Board of Directors as may be set forth in the Chapter's Rules and Regulations. Further, the officers of a Chapter may also elect a Second Vice President, Recording Secretary and Corresponding Secretary as set forth in the Chapter's Rules and Regulations. Upon their election, officers and elected directors shall serve a term of one year. ~~except for the Treasurer who shall serve until June 30th of the current fiscal year, or until a successor is chosen and qualifies, but~~ In no event shall any officer or elected director serve in the same capacity for more than two (2) consecutive years.

~~**Section 6.07 RESIGNATION.**—Any officer or elected director may resign at any time by delivering written notice thereof to the Board of Directors. Notice shall be deemed to have been properly given when delivered in person, by facsimile, by e-mail or other electronic transmission or by mail, and, if mailed, shall be deemed to have been delivered when deposited in the United States mail, postage prepaid, addressed to each member of the Board of Directors at his or her last known address. Such resignation shall be effective upon receipt by the Board of Directors.~~

~~**Section 6.08 REMOVAL FROM OFFICE.**—Any Officer may be removed from office in accordance with the provisions of 617.0808, Florida Statutes. In addition, any Officer may be removed for cause by the affirmative vote to such effect of two thirds of all of the then duly elected and qualified members of the Board of Directors. Good cause shall be defined as having:~~

- ~~(a) — Been convicted of a felony;~~
- ~~(b) — Violated the Code of Ethics of this Corporation;~~
- ~~(c) — Been guilty of conduct tending actually and substantially to injure the good name of this Corporation;~~
- ~~(d) — Failed to maintain a high standard of professional ethics or personal conduct, which in either case would have been deemed sufficient for a rejection of membership application;~~
- ~~(e) — Any substantial neglect of duty;~~
- ~~(f) — Any physical or mental disability or illness to such an extent as will prospectively render such director unable to promptly resume the performance of his or her duties within a reasonable time;~~
- ~~(g) — Such unethical conduct by such director which, together with the attendant publicity or anticipated publicity, will reflect unfavorably upon this Corporation;~~
~~or~~
- ~~(h) — Cancellation or non-renewal of membership in the Corporation.~~

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of this Corporation shall begin on the first day of ~~January~~ **July** and end on the ~~30th~~ **31st** day of December ~~June~~.

**ARTICLE XI
ORGANIZATIONAL DIVISIONS AND DEFINITIONS**

Section 11.01 TAX STATUS.

- (a) The Corporation shall operate and has received the tax status as a 501(c)(6) corporation under the Internal Revenue Code.
- (b) Each Chapter and/or Corporation Officer and/or Director is responsible for becoming familiar with and for following the Internal Revenue Code Rules concerning 501(c)(6) not-for-profit corporations a/k/a “business leagues”, especially those pertaining to the handling and use of funds.