

AMENDED AND RESTATED BYLAWS
OF THE
ASHEVILLE PARALEGAL ASSOCIATION, INC.

(d/b/a Asheville Area Paralegal Association, Inc.)

ARTICLE I
Name and Principal Address

1. **Name.** The name of the Association shall be Asheville Paralegal Association, Inc. (hereinafter referred to as "AAPA").
2. **Principal Address.** The principal address of AAPA shall be P.O. Box 1713, Asheville, North Carolina, 28802.

ARTICLE II
Objectives and Purpose

1. Encourage the highest order of ethical and professional conduct in the paralegal profession.
2. Further education and encourage exchange of information among members of the legal profession.
3. Establish good fellowship among AAPA members, the North Carolina Paralegal Association, Inc. and members of the legal community.
4. Support the goals and objectives of the North Carolina Paralegal Association, Inc.
5. Promote the paralegal profession through community service activities.
6. Operate in conformance with and intend to be and remain an Internal Revenue Code Section 501(c)(6) organization.
7. Establish a network of paralegals in the community to exchange ideas and information.
8. Provide a local forum for paralegals to share knowledge and experience.
9. Disseminate relevant information to members and the legal community.
10. Increase attorney awareness of the value of the efficient utilization of paralegals.
11. Elevate the status of paralegals in the Asheville area through exhibiting professionalism in all that we do.

ARTICLE III
Policy

AAPA shall be nonsectarian, non-partisan, and nonprofit.

ARTICLE IV
Membership

1. **Membership** shall be open to paralegals, legal assistants, legal secretaries, attorneys, students in paralegal programs and paralegal educators. Classes of members and their respective rights and privileges shall be as follows:

(a) **Professional/General:** For currently employed paralegal/legal assistants, or teachers of legal assistant/paralegal education, or those employed within the judicial system or others* in fields which can be shown, via a description of one's duties, to be closely related to the legal profession.

**Please attach a description of your job duties which you feel relate your position to the legal profession. AAPA's Membership Committee will review the submission and make a determination of applicability to this level of membership or others in fields closely related to the legal profession.*

This level of membership carries full voting privileges. Only members at this level may serve as officers, directors or committee chairpersons.

(b) **Premier:** Same requirements as Professional/General membership listed above. *This level of membership includes the cost of attendance and meals during the monthly membership meetings throughout the year.*

(c) **Associate:** Available to individuals (retired or otherwise currently unemployed), members of bar associations, businesses, organizations, and others who share the objectives of AAPA, and who wish to support its mission, programs and services. This classification allows bar associations, businesses, and organizations to own the membership, but said bar association, business, and organization, must designate only one person to be named as its attending member; and, said entitlement is not transferrable unless the chosen representative is no longer employed or associated with the member association, business or organization.

This level of membership allows the named attending member to serve on a committee only. No voting privileges are extended at this level.

(d) **Student:** For full-time students in paralegal/legal assistant training, who are not currently employed as a paralegal/legal assistant, unless it is shown said employment is an internship, and therefore part of the student's curriculum. An individual is allowed a maximum of four years in the Student classification of membership. Please attach a letter from your school that you are enrolled in its paralegal

program and your expected graduation date.

No voting privileges are extended at this level.

(e) **Educational Institutions:** Limited to educational institutions only. One teacher/representative, and his/her entire class, not to exceed 25 students, may attend monthly meetings at no additional membership cost [mandatory RSVP of total number attending].

This level of membership allows one teacher/representative to serve on a committee only. No voting privileges are extended at this level.

(f) **Patron:** Available to members of the Bar, bar associations, businesses, organizations, educational institutions, and other entities or persons who wish to sponsor the AAPA and who wish to support its mission, programs, and services. Patron members will be referred to as "sponsors" and will receive recognition at educational, membership, and social events, in literature, and online postings.

No voting privileges are extended at this level.

2. **Application.** Application for membership shall be submitted to the Membership Committee on forms provided by AAPA. The Membership Committee shall review that application and shall either approve or reject membership of the applicant. Applicant shall be considered an "Active Member" (as defined by the Code) upon approval of application by the Membership Committee and payment of initial dues.

If applicant believes that he/she performs the duties as outlined in the application for Professional/General and/or Associate membership but is not officially titled "Paralegal", "Legal Assistant", or "Legal Secretary", he/she may submit an application for review and investigation for determination of whether applicant is qualified for membership in AAPA.

3. **Rejection of Membership.** If an application for any class of membership shall be rejected by the Membership Committee, the application and dues shall be returned to the applicant by the Membership Committee with a written explanation stating the basis for rejection.

4. **Removal from Membership.** On recommendation by any member, the Membership Committee may cancel the membership or remove from office any member (by majority vote), who has:

- (i) Violated the Code of Ethics and Professional Responsibility to the North Carolina State Bar;
- (ii) Been guilty of conduct that would substantially injure the name or reputation of AAPA;
- (iii) Failed to maintain a high standard of professional ethics;
- (iv) Failed to pay membership dues;

- (v) Violated the AAPA Code of Conduct (hereinafter referred to as "Code"), a copy of which is attached hereto as Exhibit A, and incorporated herein by reference as if fully set out herein; or
- (vi) If an elected officer, failed to perform the required duties of such office.

5. **Appeal from Cancellation, Revocation or Rejection of Membership.** Any individual whose membership has been cancelled, revoked or rejected may appeal to the Board of Directors as follows:

- (i) Make a written appeal for reinstatement or reconsideration/approval (in the case of rejection) which shall be heard at the next regular or special called meeting of the Board of Directors. The Board of Directors' decision shall be binding and final.
- (ii) No applicant shall have the right to appeal more than once.
- (iii) The member whose application for reinstatement is pending, shall be placed on probation or suspension as defined below in the Code.

ARTICLE V Meetings

1. **Meetings.** Regular meetings shall be scheduled on the first Thursday in each month. Special meetings shall be scheduled at the discretion of the Board of Directors. All meetings of the members shall be in such place as designated by the Board of Directors.

2. **Notice of Regular Meeting.** Written notice stating the time and place of the regular meeting shall be delivered not less than three (3) days before the date thereof to each member.

3. **Annual Meeting.** The annual meeting of the members shall be held during the month of April at a time and place fixed by the Board of Directors, the purpose of which shall be to elect officers for the following year and hear reports of officers. Notice of the annual meeting shall be given to all members of record at least thirty (30) days prior to the meeting. Any item to be on the agenda of the annual meeting must be received in writing by the Secretary no later than fifteen (15) days prior to the meeting.

4. **Quorum.** A quorum shall consist of a majority of voting members present in person or by proxy at any meeting. Proxy votes shall be part of the majority. Two-thirds voting members present in person or by proxy, shall be required to amend the bylaws, to discharge officers from their position, or to dissolve AAPA at a meeting duly called for that purpose.

5. **Proxy Vote.** Any Active Professional/General or Premier Member, may appoint another Professional/General or Premier Member by written authority to vote his/her proxy at any meeting. Such proxy shall be valid only for the item which is to be voted or for the meeting for which it shall be given. Such proxy shall become invalid if the member attends the meeting. For all meetings of AAPA, proxies shall be filed with the Secretary prior to the meeting being called to order.

6. **Written Ballot.** By a majority vote of the quorum present, any proposition before a meeting of the members may be taken by written ballot. At no time shall the ballot in an open meeting require the identification of the member.

ARTICLE VI
Dues and Assessments

All fees are due January 1st and are delinquent March 1st. No dues shall be prorated. Members shall pay the following:

- (a) All Professional/General and Premier members shall pay annual dues.
- (b) All Associate members shall pay annual dues. If the associate status should change to Professional/General or Premier membership during the fiscal year, then the difference between the dues shall be paid upon change of status.
- (c) All Student members shall pay annual dues. If the student status should change to Professional/General, Premier or Associate membership during the fiscal year, then the difference between the dues shall be paid upon change of status.
- (d) Educational Institutions shall pay annual dues. This membership classification is limited to educational institutions only. One teacher/representative, and his/her entire class, not to exceed 25 students, may attend monthly meetings at no additional membership cost [mandatory RSVP of total number attending meeting].
- (e) Members whose dues have not been paid by March 1st shall lose all rights of membership in AAPA until and unless dues are brought current.

ARTICLE VII
Officers

- 1. **Term of Office.** The term of office shall be for twelve (12) months and shall be limited to two (2) consecutive years.
- 2. **Compensation.** No officer or member shall be compensated for AAPA duties. However, upon majority vote of the Board of Directors, persons may be reimbursed for out-of-pocket expenses in connection with AAPA related activities. Expenditures should be approved in advance by the President whenever possible.
- 3. **Election of Officers.** The President shall appoint a Nominating Committee not less than thirty (30) days prior to the annual meeting of AAPA to present a slate of officers to the membership at the annual meeting. No name shall be on the slate without consent of the candidate. Nominations from the floor shall be accepted. Officers must be Active Professional/General Members of AAPA. Any candidate for the office of President must be an Active Professional/General or Premier Member for the immediately preceding two (2) year

period prior to being nominated for such office. Candidates for the office of Vice President must have been an Active Professional/General or Premier Member for the immediately preceding one (1) year period prior to being nominated for such office.

4. **Voting.** Voting may be by written ballot or by "show of hands" at the annual meeting. The Nominating Committee shall be on hand to tally the votes, including all proxy votes. After the votes have all been assembled, the President shall announce the results to the assembly. Election shall be by majority vote of the members present in person or by proxy. In event of a tie, the members may immediately proceed to vote by written ballot to dissolve such a tie.

Unexpired terms of any office due to death, resignation, removal, disqualification, disability or otherwise, shall be filled, upon appointment by the Board of Directors, by an eligible Professional/General Member who consents to serve for the unexpired term.

ARTICLE VIII **Duties of Officers**

1. **President.** The President shall be the chief executive officer of AAPA, shall supervise business, shall see that all resolutions and orders of the Board of Directors are enforced and put into effect, and shall preside over all membership meetings. The President shall transact all business of whatever nature except as shall be prohibited under the laws of North Carolina or reserved by the Board of Directors in these Bylaws or hereafter limited by act of the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall be responsible for appointing a chair for each committee, with each chair being accountable to the President. The President shall have the authority to remove any committee chair for non-performance of duties, Committee chair terms shall commence concurrently with the term of the President. The President shall be a member of the Board of Directors. At the end of President's term, if not re-elected to a second term, the President shall automatically hold the Immediate Past-President position for one year.

2. **Vice President.** The Vice President shall assume all duties assigned to the President in the President's absence and those duties as may be delegated by the President. This officer shall supervise the Programs Committee. Such supervision shall include, but is not limited to: planning seminars, workshops, and working with other associations in the event of co-sponsorship of any programs.

3. **Secretary.** The Secretary shall be responsible for keeping a permanent record of all the meetings of the membership. This officer shall assist the President in any way including giving notice of meetings and sending letters of appreciation to speakers and sponsors.

4. **Assistant Secretary.** The Assistant Secretary shall assist the Secretary in carrying out the duties of that office as may be delegated by the Secretary. The Assistant Secretary may perform any duties of the Secretary, at the request of the Secretary, including, but not limited to, recording minutes of Association meetings and giving notice of meetings.

5. **Treasurer.** The Treasurer shall deposit all funds and make all disbursements as provided for in the budget or as approved by the President. This officer shall submit a written financial report at each meeting to be attached to the official minutes as part of the permanent record of AAPA. The Treasurer shall be responsible for communicating with and/or preparing appropriate reports for the Membership and Fundraising Committees as needed. The Treasurer shall be responsible for completing any or all forms required by the North Carolina Department of Revenue and the Internal Revenue Service. The Treasurer must have pre-approval by the President, in writing, before writing any check for \$400.00 and over. Checks shall require two signatures. The Treasurer shall also be responsible for reporting renewal dues and for assuring that all bank procedures (i.e, signature cards) are promptly and properly handled upon the expiration of the term.

6. **Assistant Treasurer.** The Assistant Treasurer shall assist with all of the Treasurer's duties as requested, shall collect payment for meals at lunch, regular and annual meetings, "man the door" at said meetings to assure members are "checked in" and update the membership/contact list with new attendees information after each meeting, and shall review the monthly financial reports of the Association upon completion by the Treasurer.

7. **Immediate Past-President.** The Immediate Past-President shall assist the Board of Directors, the Nominating Committee and the standing committees as requested by the President or the Board of Directors from time to time and shall serve in this position for a minimum of one year.

ARTICLE IX Board of Directors

AAPA shall be managed and controlled by its Board of Directors. The Board of Directors shall include the President, Vice President, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer, Immediate Past-President, and Committee Chairs. The Board of Directors shall be responsible for the actions and representations of the membership. The Board of Directors shall have the power to review and overturn any resolution or decision that is in direct violation of these Bylaws.

ARTICLE X Committees And Their Duties

The President shall appoint any needed standing committee chairpersons. A standing committee chairperson must be an Active Professional/General or Premier Member for the immediately preceding one (1) year period prior to being appointed to such position. Each chairperson shall appoint his or her committee persons. Each committee person must be Active Professional/General or Premier Member.

1. **Programs Committee.** This Committee will arrange meeting spaces for lunchtime and evening meetings, prepare and circulate flyers, send meeting location to the Publicity Committee and the Board of Directors, collect RSVPs, plan and arrange social functions for AAPA members, prepare and circulate flyers, and send/give updated

membership/contact list to the Membership Committee. This Committee will also arrange speakers for each meeting, send biographical information to the President, send speaker's name and topic information to the Publicity Committee, collect information on upcoming CLE/CPEs, have copies for distribution at meetings, arrange for posting of information for inclusion on the website and e-newsletter, and establish a list of certification programs, whether local, national, or web, including costs, ratings, etc., to the extent possible.

2. **Publicity Committee.** This Committee will create and maintain a website, contact newspapers regarding publishing meeting announcements in sufficient time to give adequate notice to the public for each meeting, and work with the local Bar Association to establish rapport. The Committee shall also maintain contact with Bar and offer support for its programs; (e.g. offer to man the registration desk at CLE/CPE programs, etc.), contact Bar Association about paralegal support available for pro bono activities and inform membership of these opportunities to participate. The Committee shall also act as liaison with other associations, such as NCPA, monitor activities and keep membership informed of items of interest, submit articles to the Bar Association for publication in newsletters regarding utilization of paralegals, and explanation of CLA/CPE, etc., and maintain list of members available to speak to various civic groups, paralegal students, etc, about the paralegal profession and AAPA in general. This Committee will receive postings for job openings and submit for posting to the AAPA website.

3. **Salary Survey Committee.** This Committee will prepare a questionnaire, receive responses, compile data, and submit to the Board of Directors for approval prior to presentation to AAPA members.

4. **Membership Committee.** This Committee will maintain and update a list of all categories of members, including area of practice, keep track of dues paid and forward to Treasurer, prepare and maintain new member packets/brochures; distribute new member packets /brochures to first-time attendees, update and maintain email list for the AAPA website, compile and submit surveys to members periodically to determine areas of interest regarding speakers, concerns of members regarding areas for improvement, feedback on AAPA as to whether it is meeting the needs of membership, and recruit new members.

5. **Fundraising Committee.** This Committee will contact vendors and other organizations for funding and sponsorship.

6. **Governance Committee.** This Committee will draft Rules & Bylaws and assure on a continuing basis that any recommended or proposed course(s) of action agrees with the Rules & Bylaws as currently written.

7. **Nominating Committee.** This Committee will research qualifications of and solicit nominees for upcoming Officer elections, present slate of candidates to the Board of Directors, and upon Board of Directors approval, present slate of candidates to the members for voting. Members of this committee must be Active Professional/General or Premier Members.

8. **Scholarship Committee.** This Committee will prepare the scholarship application, distribute applications, and collect and review scholarship applications to be

submitted to the Board of Directors with recommendation for approval (with transmittal form to Treasurer).

ARTICLE XI
Standing Rules

Unless otherwise provided for in these Bylaws, Roberts Rules of Order shall be the guideline for rules and procedures of AAPA.

ARTICLE XII
Fiscal Year

The fiscal year of AAPA shall be from May 1st to April 30th of each year.

ARTICLE XIII
Indemnification

To the fullest extent permitted by North Carolina General Statutes Section 55A-8-50 et seq.(a) and all other applicable provisions of the North Carolina Nonprofit Corporation Act, as the same now exists or may hereafter be amended, AAPA shall indemnify all persons serving as officers or directors of AAPA, or in both such capacities, against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in any of the foregoing capacities, regardless of when such status existed or activity occurred and regardless of whether or not they are officers or directors of AAPA at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from AAPA all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to the indemnification granted herein. The provisions hereof are in addition to and not in limitation of the power of AAPA with respect to, and the rights of any officer, director, employee or agent of AAPA to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the North Carolina Nonprofit Corporation Act or permitted thereby and duly adopted by AAPA in accordance therewith.

Adopted as of _____, 2016

EXHIBIT A

Member Code of Conduct

Preamble: The following Code of Conduct, hereinafter "Code", is made in conjunction with the official Bylaws of Asheville Paralegal Association, Inc., hereinafter referred to as "AAPA". Enforcement of the Code will be executed as stated herein and/or as outlined in the official Bylaws. As it is the goal of AAPA to promote the paralegal profession and elevate the status of paralegals by exhibiting professionalism in all areas of work, the following Code will more finitely define professional conduct and provide a guideline for the paralegal/legal assistant/legal secretary to adhere to, in addition to being bound to follow the accepted standards of legal ethics and to the basic principles of proper conduct as outlined within the Codes of the American Bar Association [ABA], North Carolina State Bar [NCSB], National Association of Legal Assistants [NALA], North Carolina Paralegal Association [NCPA] and any other relevant professional legal associations.

Disclaimer: The canons denoted below are adopted by AAPA as a guide to aid paralegals/legal assistants/legal secretaries in the exhibition of professionalism, and the listing of these canons or rules does not mean there may not be other rules of equal importance. Court rules, agency rules and statutes must be taken into consideration when interpreting these canons.

Definitions:

Paralegal, Legal Assistant and Legal Secretary are used interchangeably and imply the same profession and/or job duties. AAPA realizes each firm and/or member may have their own definition for the titles. A Paralegal/Legal Assistant/Legal Secretary is someone working under the supervision of a licensed attorney and who is capable of applying knowledge of the law and legal procedure in drafting legal documents and other papers in certain fields of the law; exercising judgment and working independently with respect to assigning tasks, keeping and meeting deadlines; preparing or interpreting legal documents for review by lawyers; selecting, compiling and using technical information from such references as digests, encyclopedias, or practice manuals; analyzing procedural problems and recommending solutions in certain fields of law; and preparing detailed office procedures for efficient handling of specialized field(s) of law.

Active Member means a member whose application for membership has been approved by the Membership Committee, is current on dues and who actively participates in meetings. [See official Bylaws of AAPA: Article IV, 2; Article X]

Active Professional/General or Premier Member means a member whose application for that membership level has been approved by the Membership Committee, is current on dues and who actively participates in regular meetings and has met the guidelines specified in the Bylaws to be a candidate for office. [See official Bylaws of AAPA: Article IV, 2; Article V, 5; Article VII, 3; Article X, 7]

Professionalism, as defined by AAPA, is conducting oneself in a way which

characterizes the paralegal profession by conforming to the ethical standards as outlined in the Preamble herein, and exhibiting a courteous, conscientious and generally businesslike manner in the workplace, in business dealings, and when appearing on behalf of the paralegal profession whether at a seminar, meeting, business/vendor location, etc.. [See official Bylaws of AAPA: Article 4, (ii) and (iii)]

Proper Authority means AAPA, the local or state bar association, Board of Directors, Officers and Committees of AAPA, local prosecutors, administrative agencies, and/or other tribunals empowered to investigate or act upon an instance of alleged misconduct.

Letter of Reprimand means a formal written notice of reprimand administered to an individual paralegal/legal assistant/legal secretary or paralegal entity for unethical or improper conduct and/or violation of the Code and/or Bylaws of AAPA.

Misconduct means the knowing or unknowing commission of an act which is in direct violation of those canons and ethical considerations of any and all applicable codes and/or rules of conduct.

Responding Party means an individual paralegal/legal assistant/legal secretary or paralegal entity against whom a Charge of Misconduct has been submitted.

Probation means a period of testing and trial to ascertain fitness during which voting privileges are suspended.

Suspension means the temporary removal of AAPA membership and privileges of an individual paralegal or paralegal entity found in violation of those canons and ethical considerations of any and all applicable codes and/or rules of conduct and/or the temporary removal of AAPA membership and privileges of an individual paralegal or paralegal entity whose application for reinstatement is pending due to the review and/or appeal of a Charge of Misconduct.

Revocation means the rescission of AAPA membership and privileges of an individual paralegal or paralegal entity found in violation of those canons and ethical considerations of any and all applicable codes and/or rules of conduct.

Canon I A paralegal must not engage in conduct which may involve the paralegal or the supervising attorney in a violation of professional ethics, or give the impression of professional impropriety, to include, but not be limited to, engaging in, encouraging or contributing to any act which could be considered the unauthorized practice of law, the establishing of attorney-client relationships, setting of fees, provision of legal opinions and/or advice, or representing a client before a court or agency unless so authorized by said court or agency.

Canon II A paralegal must not perform the duties only an attorney may perform, nor take actions attorneys may not take; but only perform tasks which are properly delegated and supervised by an attorney wherein the attorney is ultimately responsible to the client, maintains a direct relationship with the client and assumes professional responsibility for the work produced by the paralegal.

Canon III A paralegal must disclose his/her status as a paralegal at the outset of any professional relationship with a client, attorney, court or administrative agency or personnel thereof, or a member of the general public.

Canon IV A paralegal must strive to maintain integrity and a high degree of competency with respect to professional responsibility, local rules and practice to better assist the legal profession. This is to include, but not be limited to, protecting the confidences of a client, conducting oneself in a way which characterizes the paralegal profession by conforming to the ethical standards as outlined in the Preamble herein, and exhibiting a courteous, conscientious and generally businesslike manner in the workplace, in business dealings, and when appearing on behalf of the paralegal profession.

Canon V A paralegal must not engage in conduct involving dishonesty, fraud, deceit or misrepresentation.

Canon VI A paralegal's conduct is guided by the NCSB's code of professional responsibility and rules of professional conduct and pursuant to the definition herein provided as defined by AAPA.

Repercussions for Violation of the Code

Comment Should a paralegal commit offenses which indicate a lack of characteristics relevant to the legal profession, such as, but not limited to, offenses involving violence, dishonesty, breach of trust or serious interference with the administration of justice, or indicate an indifference to legal obligation within the legal profession, and/or violate any of the canons denoted herein, the following actions will or may be taken by AAPA and kept in the member's permanent record; however, should a paralegal commit a flagrant act of misconduct [i.e. a criminal offense] immediate revocation of membership will result, and said paralegal's term of revocation will begin following the punishment served or issued for the offense by the governing court or proper authority [see Definitions and Item 4]:

1. Letter of Reprimand A formal written notice of reprimand will be administered. Should another Charge of Misconduct be filed against a member [See official Bylaws of AAPA, Article IV, 4], the next step taken by AAPA is;
2. Probation The responding party will be placed on a 60-day probation period to ascertain fitness of membership/professionalism, during which time voting privileges will be suspended. Notice will be

provided in writing. Should misconduct continue and/or another offense be charged within the 60-day probationary period, the next step taken by AAPA is;

3.

Suspension The responding party's membership in AAPA will be temporarily removed from active participation in AAPA, with all privileges of membership suspended and/or canceled for a minimum period of six months and a maximum period of one year, during which time the dues paid for membership will be retained by AAPA and not reimbursed to the responding party. Notice will be provided in writing. During this time of suspension, the responding party may file an Appeal, in writing, as outlined in the official Bylaws of AAPA [Article IV, 5]. Should misconduct continue, and/or another offense be charged during the time of suspension, the final step taken by AAPA is;
4.

Revocation The responding party's membership in AAPA will be permanently rescinded. Notice will be given in writing. The responding party may not reapply for membership in AAPA for two years from the date of revocation, and all dues paid will be retained by AAPA and not reimbursed.