

BYLAWS OF THE
ASHEVILLE AREA PARALEGAL ASSOCIATION, INC.

ARTICLE I

Name and Principal Address

1. **Name.** The name of the Association shall be Asheville Area Paralegal Association, Inc. ("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 closely related to the legal profession. This level of membership carries full voting privileges, and members at this level are also the only members who may serve as officers, directors or committee chairpersons;

(b) **Associate:** Available to individuals (whether retired or otherwise currently unemployed), members of bar associations, businesses, organizations, educational institutions, and others who share the objectives of AAPA and who wish to support its mission, programs and services. This classification allows bar associations, businesses, organizations, and educational institutions to own the membership, but said bar association, business, organization, and educational institution must designate only one person to serve as its attending member; and said entitlement is not transferable unless the chosen representative is no longer employed or associated with the member association, business organization or educational institution. This level of membership allows an individual to serve as a voting member of committees only. *See below for requirements of the sub-category "Graduate Associate."

*Recent graduates of an accredited paralegal training school or program who have not yet gained practical experience as a paralegal may join AAPA as an Associate member and enjoy the privilege of becoming a voting member of committees for a period of not more than one year, at which time said Graduate Associate member is expected to transfer to the Professional/General level of membership.

(c) **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. No voting privileges are extended to this level. *See above note for graduates and related membership level.

(d) **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 as a voting member of committees only.

2. Application. Application for membership shall be submitted to the Membership Committee on forms approved by AAPA. The Membership Committee shall review that application and shall either approve or reject membership of the applicant.

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 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; or
- (vi) If an elected officer, failed to perform the required duties.

5. Appeal from Cancellation or Rejection of Membership. Any individual whose membership has been rejected or cancelled may make a written appeal for reinstatement as follows:

- (i) To the Executive Board: the appeal shall be heard at the next regular or special meeting. The Executive Board's decision shall be binding and final.
- (ii) No applicant shall have the right to apply for appeal more than once per year.
- (iii) No member whose application for reinstatement is pending shall retain rights of membership.

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 Executive Board. All meetings of the membership shall be in such place as designated by the Executive Board.

2. Notice of Meeting. Written notice stating the time and place of the 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 membership shall be held during the month of April at a time and place fixed by the Executive Board, the purpose for which shall be to elect officers for the following year and hear reports of officers and committee chairs. 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 single majority of voting members present in person or by proxy at any meeting. Proxy votes shall be part of the majority. A two-thirds voting membership 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 professional/general member in good standing may appoint another professional/general 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 membership 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 members shall pay annual dues.
- (b) All associate members shall pay annual dues. If the associate status should change to professional/general 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 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]. *This level of membership allows one teacher/representative to serve as a voting member of committees only*

- (e) Members whose dues have not been paid by March 1st shall lose all rights of membership until and unless dues are brought current and may risk being removed from AAPA.

ARTICLE VII

Officers

1. Term of Office. The term of office shall be for twelve (12) months and shall be limited to one successive term.

2. Compensation. No officer or member shall be compensated for AAPA duties. However, upon majority vote of the Executive Board, 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 Nominations and Elections 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.

4. Voting. Voting may be by ballot at the annual meeting. The nominations and Elections 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 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 Executive Board, 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 Executive Board 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 Executive Board in these by-laws or hereafter limited by act of the Executive Board. The President shall be an ex-officio member of all committees except the Nominations and Elections 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 Executive Board. At the end of President's term, if not re-elected to a 2nd term, the President shall automatically hold the Immediate Past-President Position for one year.

1.2. President-Elect. The President-Elect shall serve as a member of the Board and an ex-officio member of all Committees. This officer shall assist the President in all duties, including working with the President on existing and future projects to ensure a smooth transition from one year to the next. The President-Elect shall perform such other duties and responsibilities as assigned by the President or Board. During his or her term of office, the President-Elect shall become familiar with the Bylaws, Code of Conduct and all other governing documents of the Association. This officer shall succeed to the office of President upon the current President's completion of term of office, resignation, inability or refusal to act, death of the President, or disqualification of the President to serve for any reason. The President-Elect shall prepare a slate of new committee chairs to be appointed by herself or himself upon commencement of his or her term of office as President.

2.3. Vice President. The Vice President shall assume all duties assigned to the President in the President's absence. This officer shall supervise the Programs Committee. These duties shall include planning seminars, workshops, and working with other associations in the event of co-sponsorship of any programs.

3.4. 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.

4.5. 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.

5.6. Treasurer. The Treasurer shall deposit all funds and make all disbursements as provided for in the budget or as approved by the President. This office 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.

6.7. Assistant Treasurer. The Assistant Treasurer shall assist with all of the Treasurer's duties as requested and shall review the monthly financial reports of the Association upon completion by the Treasurer.

7.8. Immediate Past-President. The Immediate Past-President shall assist the Executive Committee, the Nominating Committee and the standing committees as requested by

the President or the Board from time to time and shall serve in this position for a minimum of one year. [The Immediate Past-President shall be the chair of the Nominating Committee.](#)

ARTICLE IX **Executive Board**

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

ARTICLE X **Committees And Their Duties**

The President shall appoint any needed standing committee chairpersons. Each chairperson shall appoint his or her committee persons.

1. Programs Committee. This Committee will arrange meeting spaces for lunchtime and evening meetings; prepare and circulate flyers, send meeting coordinates to Publicity and the AAPA Board, collect RSVPs, plan and arrange social functions for AAPA members, prepare and circulate flyers, collect payment for meals at lunch meetings, “man the door” at meetings to assure members are “checked in” and new attendees are included on the current membership/contact list after each meeting, 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 Executive Board 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. Rules & Bylaws 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 Officers to the Executive Board, and upon Board approval, present slate of Officers to the membership for voting.

ARTICLE XI
Standing Rules

Unless otherwise provided for in these By-laws, 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 Status 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.