

VIRGINIA ALLIANCE OF PARALEGAL ASSOCIATIONS

BYLAWS

ARTICLE I — NAME

The name of this association shall be “VIRGINIA ALLIANCE OF PARALEGAL ASSOCIATIONS” (hereinafter referred to as the “Alliance”).

ARTICLE II — PURPOSES AND GOALS

The purposes and goals of the Alliance are as follows:

- A. To advance, foster, and promote the paralegal profession;
- B. To maintain a statewide communications network among its paralegal associations and other members of the legal community;
- C. To monitor developments in the paralegal profession; and
- D. To provide a statewide voice for paralegals within the meaning of Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III — POLICY

The Alliance shall be non-sectarian, non-partisan, non-profit, and non-union. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(6) purposes. No part of the net earnings of the corporation, or dues from membership, shall be used for the carrying on of propaganda, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding the foregoing, however, the corporation may work for the enactment of laws to advance the paralegal profession.

ARTICLE IV — MEMBERSHIP

Section 4.01 Generally. Membership in the Alliance shall be open to those paralegal associations or to such other individuals (members at large) who shall qualify for membership according to the provisions of these bylaws, which qualifications shall be verified by the Board of Directors as set forth herein.

Section 4.02 Voting Member Associations. Eligibility for voting membership in the Alliance is available to any regional or local paralegal association located within the Commonwealth of Virginia to include any association in the metropolitan Washington D.C. area with members living and/or working in Virginia which meets the following requirements:

- A. The member association shall have charter documents which include its stated goals and purposes, of which are generally consistent with the goals and purposes of the Alliance; copies of such charter documents shall be presented to the Board of Directors for review in the membership application process;

- B. The member association shall not discriminate against its members or applicants for membership on the basis of race, color, religion, sex, national origin, age, or physical disability;
- C. The member association shall have reasonable membership requirements which do not impose educational requirements as a sole condition for membership;
- D. The member association shall have been in existence for at least three (3) months prior to its application for membership;
- E. The member association shall be a non-profit entity;
- F. The member association shall be an autonomous group which is not controlled by or affiliated with any organization, educational or training institution, business enterprise or other entity, except that the association may be affiliated with a national paralegal association;
- G. The member association shall submit a written request for membership to the Board of Directors of the Alliance and shall have received written approval of such application;
- H. The member association shall have elected or appointed two directors to represent and vote on behalf of the association, with only one vote per association. The names of such directors shall be submitted along with the written request for membership; and

Section 4.03 Voting Area Liaison Members. Eligibility for voting Area Liaison membership in the Alliance is available to any individual paralegal who lives and/or works outside of a thirty (30) mile radius of a member association and is willing to serve as a conduit of information for other paralegals in the subject area, provided, however, that each area shall have but one voting member, and provided, further, that the paralegal meets one of the following requirements:

- A. Successful completion of the Certified Paralegal (CP) examination administered by the National Association of Legal Assistants;
- B. Successful completion of the Paralegal Advanced Competency Exam (PCCE) examination administered by the National Federation of Paralegal Associations;
- C. A Bachelor's degree in paralegal studies from an accredited institution AND one (1) year of substantive paralegal experience;
- D. A Bachelor's degree in any discipline from an accredited institution AND a certificate from an institutionally accredited paralegal program AND one (1) year of substantive paralegal experience;
- E. A Bachelor's degree in any discipline from an accredited institution AND three years of substantive paralegal experience;
- F. A Bachelor's degree in any subject AND a paralegal certificate from any paralegal program not institutionally accredited AND two (2) years of substantive paralegal experience;

- G. An Associate’s degree in paralegal studies AND two (2) years of substantive paralegal experience;
- H. A Certificate from an institutionally accredited paralegal program AND three (3) years of substantive paralegal experience;
- I. An Associate’s degree in any discipline from an accredited institution AND four (4) years of substantive paralegal experience;
- J. A Certificate from a paralegal program not institutionally accredited AND four (4) years of substantive paralegal experience;
- K. Five (5) years of substantive paralegal experience AND six (6) hours of Continuing Legal Education taken within the preceding two years before application for VARP registration. At least one (1) of the six (6) hours being in ethics;
- L. A Certified Paralegal, in good standing, as defined herein or other paralegal credential approved and recognized by VAPA AND two (2) years of substantive paralegal experience.

Section 4.04 Association Non-Voting Members. Eligibility for association non-voting membership is available to any of the following:

- A. Bar associations endorsing the paralegal concept or involved in the promotion of the paralegal profession;
- B. Paralegal education associations endorsing the paralegal concept or involved in the promotion of the paralegal profession; or
- C. Paralegal management associations directly involved in the supervision of paralegals.

Section 4.05 Additional Rules and Regulations. The Board of Directors may at any time or from time to time prescribe further rules and regulations defining and governing admission to membership which shall be set forth in the standing rules of the Alliance.

Section 4.06 Cancellation of Membership. The Board of Directors, by majority vote, shall cancel the membership of any member for any of the following reasons:

- A. If any member association or member at large voting member is more than sixty (60) days delinquent in payment of dues;
- B. If any director or member at large voting member has been convicted of a felony or has violated the Code of Ethics adopted by the National Association of Legal Assistants, or the Code of Ethics adopted by the National Federation of Paralegal Associations; or the Code of Ethics adopted by the Virginia Alliance of Paralegal Associations.
- C. In the event any director’s membership has been canceled as herein above provided, the elected or appointed alternate director shall automatically fill the unexpired term of such director.

Section 4.07 Reinstatement of Membership. Any member association or member at large voting member whose membership shall have been canceled may make written appeal to the Board of Directors for reinstatement in accordance with the standing rules of the Alliance.

ARTICLE V — APPROVAL OF MEMBERSHIP

Applications for membership shall be submitted as a written request to the Alliance. If the application is submitted between regular meetings, the president shall email the request to the voting members with a written consent that the voting member will execute if they approve the request. The executed written consent shall be transmitted to the President and the Secretary and maintained in the Association's minute book.

ARTICLE VI — MEETINGS

Section 6.01 Regular Meetings. The Alliance shall meet at regular intervals, at least two times annually, at such locations in the Commonwealth of Virginia and on such dates as may be fixed by the Board of Directors.

Section 6.02 Special Meetings. Special meetings may be called by the president or by the Board of Directors, provided that notice shall be given as prescribed in these bylaws.

Section 6.03 Annual Meeting. The annual meeting shall be held in September of each year, at such place and on such date as determined by the Board of Directors, for the purpose of (i) hearing annual reports from officers and committee chairpersons; (ii) electing officers for the coming year; (iii) adopting a budget for the coming year; and (iv) any other business which may properly come before the meeting.

Section 6.04 Notice of Meetings. Notice of the time and place of regular, special, or annual meetings shall be given to each Director by either (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) telephone; (iv) facsimile transmission; or (v) electronic mail, with confirmation of receipt requested.

Section 6.05 Quorum. One-fourth (1/4) of the voting members of the Alliance shall constitute a quorum, except that in the event of a vote for dissolution, two-thirds (2/3) of the voting members of the Alliance shall constitute a quorum.

ARTICLE VII — DUES AND ASSESSMENTS

Section 7.01 Dues. Annual dues for all membership categories shall be fixed by the Board of Directors at the annual meeting, shall be payable on or before thirty (30) days after such meeting, and shall be delinquent if not paid on or before sixty (60) days after such meeting.

Section 7.02 Reinstatement. Members whose dues shall not have been paid within sixty (60) days after the annual meeting of the Board of Directors may be reinstated during the one-year period immediately following such lapse upon payment of such delinquent dues and a reinstatement fee as set by the Board of Directors.

ARTICLE VIII — BOARD OF DIRECTORS

Section 8.01 Directors.

- A. The directors shall be the elected and appointed officers, one director from each voting member association and Area Liaison members. Notwithstanding the foregoing, an alternate director elected or appointed by each voting member association shall vote as director only in the event of the absence or inability to act of the elected or appointed director, or in the event of a vacancy in the position of the elected or appointed director. The directors shall serve until their successors are duly elected or appointed.
- B. The directors shall have the powers set forth herein and shall act as a planning body bringing recommendations to the Board for vote.
- C. The term of office of directors shall be two (2) years, with no limitations on successive terms.

ARTICLE IX — OFFICERS, ELECTION, AND NOMINATION

Section 9.01 Election of Officers.

- A. Any director of the Alliance shall be eligible for nomination and election as an officer, except that for the office of president, the nominee shall have been a member of the Board of Directors for a minimum of one (1) year immediately prior to nomination for the office of president.
- B. The elected officers shall be the president, vice president, treasurer, recording secretary, Alliance liaison to the National Association of Legal Assistants, and Alliance liaison to the National Federation of Paralegal Associations.
- C. The appointed officers, who shall be appointed by the president, shall be the parliamentarian and such additional officers as the president shall deem appropriate.
- D. The term of office of elected and appointed officers shall be two (2) years, and successive terms shall be limited to not more than one (1) such successive terms.
- E. Elected officers shall be elected at the annual meeting on a biennial basis in September of the Board of Directors, and shall take office at the end of the annual meeting of the Alliance.
- F. Appointed officers shall take office either at the end of the annual meeting, or not later than ten (10) days subsequent to the annual meeting of the Alliance.
- G. All elected officers shall be elected by majority ballot; however, if there is but one candidate for an office, the ballot may be dispensed with and the vote may be by voice.
- H. In the event of the resignation of an elected officer, the unexpired term of office shall be filled by the Directors.

Section 9.02 Nominations.

- A. At the June meeting of the Alliance, a committee of two (2) directors shall be appointed by the president to serve as the nominating committee.
- B. A vacancy on the nominating committee shall be filled by appointment of the president.

ARTICLE X — DUTIES OF OFFICERS

Section 10.01 President. The president shall:

- A. Preside at the annual meeting of the Alliance and at regular and special meetings of the Alliance;
- B. Appoint all appointed officers and committee chairpersons;
- C. Sign checks for authorizing disbursements in the absence or inability of the treasurer;
- D. Vote only as a tie-breaker or by ballot;
- E. Act as advisor to the newly-elected president during the first six (6) months subsequent to election of the new president; and
- F. Perform such other duties as may be assigned by the Board of Directors; and
- G. Serve as ex-officio (non-voting) member of all committees except the Nominating Committee.

Section 10.02 Vice President. The vice president shall:

- A. Assume the duties of the president in the absence of the president; and
- B. Perform such other duties as may be assigned by the Board of Directors.

Section 10.03 Recording Secretary. The recording secretary shall:

- A. Record the minutes of the meetings of the Alliance and the Board of Directors;
- B. Provide copies of such minutes to the Board of Directors within two (2) weeks following such meetings, and to any non-voting member associations;
- C. Keep permanent minutes of all meetings of the Alliance;
- D. Call for nominations from the voting members in accordance with these bylaws;
- E. See that all required notices are given in accordance with the provisions of these bylaws; and
- F. Perform such other duties as may be assigned by the Board of Directors.

Section 10.04 Treasurer. The treasurer shall:

- A. Be custodian of all funds of the Alliance;
- B. Maintain an itemized account of all monies received and disbursed, and shall make a report thereof to the Board of Directors at all meetings of the Alliance;
- C. Sign checks for authorized disbursements as directed by the Board of Directors;
- D. Prepare a proposed budget for approval by the Board of Directors at the annual meeting of the Alliance;
- E. Provide Form W-9 when requested;
- F. File Form 990N with the Internal Revenue Service annually; and
- G. Perform such other duties as may be assigned by the Board of Directors.

Section 10.05 Liaison to NALA. The Liaison to the National Association of Legal Assistants (NALA) shall:

- A. Attend, where feasible, national meetings of NALA on behalf of the Alliance;
- B. Act as liaison between NALA and the Alliance to inform the Alliance of developments in the profession on the national level; and
- C. Perform such other duties as may be assigned by the Board of Directors.

Section 10.06 Liaison to NFPA. The Liaison to the National Federation of Paralegal Associations (NFPA) shall:

- A. Attend, where feasible, national meetings of NFPA on behalf of the Alliance;
- B. Act as liaison between NFPA and the Alliance to inform the Alliance of developments in the profession on the national level; and
- C. Perform such other duties as may be assigned by the Board of Directors.

Section 10.07 Parliamentarian. The parliamentarian shall:

- A. Attend all meetings of the Alliance and give opinions on parliamentary procedures as requested;
- B. Interpret bylaws, standing rules, and the adopted parliamentary authority as requested;
- C. Maintain a current file of these bylaws, any amendments thereto, and standing rules, and have them available at all meetings;
- D. Automatically chair any special committee appointed for the purpose of revising these bylaws; and

- E. Perform such other duties as assigned by the Board of Directors.

ARTICLE XI — STANDING AND SPECIAL COMMITTEES

Section 11.01 - Standing Committee Chairpersons. The president shall appoint all standing committee chairpersons, including:

- A. A chairperson to serve as coordinator of the Statewide Educational Conference Committee, who shall:
 - (1) Coordinate all facets of the statewide conference of the Alliance;
 - (2) Appoint such committee members and assign such duties pursuant to the statewide conference as the coordinator deems appropriate;
 - (3) Furnish progress reports on the statewide conference to the Board of Directors at regular intervals;
 - (4) Receive all information pursuant to seminars to be conducted at such statewide conference as obtained or as suggested by any member of the Board of Directors; and
 - (5) Perform such other duties as may be assigned by the Board of Directors.
- B. Additional standing committees may be established and standing committee chairpersons appointed by the president, as the president shall deem advisable.

Section 11.02 - Special Committee Chairpersons. The president shall appoint all special committee chairpersons, including:

- A. Financial Review Committee - a chairperson to serve as the review committee, who shall:
 - (1) Review the treasurer's books at the close of the fiscal year prior to the transfer of accounts to the newly-elected treasurer, and shall complete such review within thirty (30) days thereafter;
 - (2) If the incumbent treasurer is elected to a subsequent term, the review shall be performed at the close of the subsequent year, and shall complete such review within thirty (30) days thereafter; and
 - (3) Report the results of such review to the Board of Directors by first-class mail, postage prepaid, by facsimile transfer, or by electronic mail, within ten (10) days of completion of such review.
- B. Nominating Committee - a committee of two (2) directors to serve as the nominating committee, who shall:

- (1) Subsequent to the June meeting of the Alliance and prior to July 15 of each year, the committee shall contact all members of the Alliance for names of proposed candidates for the ensuing year.
 - (2) The committee shall consider the qualifications and obtain the consent of all candidates. Names submitted for consideration of the committee shall be accompanied by a statement of qualifications and shall be received by the committee no later than August 1 of each year.
 - (3) The committee shall submit one or more names for each office to be filled. The report of the committee shall be submitted to the president and the recording secretary, to be included in the official call for the annual meeting. A copy of the report shall be sent to the president, the recording secretary, and all other members of the Alliance by August 10 of each year, via facsimile transmission or electronic mail, with confirmation of receipt requested.
 - (4) The report of the committee shall be read at the annual meeting and additional nominations may be made from the floor. No name shall be placed in nomination without the consent of the nominee.
- C. VA Registered Paralegal Program Committee – a chairperson and two (2) other directors to serve as the VA Registered Paralegal Program Committee, who shall:
- (1) Receive fees and applications for the VARP certification and review said applications for acceptance or rejection;
 - (2) Forward fees of approved applicants to the Treasurer for deposit in the VARP checking account. Maintain a formal accounting record to be reviewed annually;
 - (3) Send formal notice to VARP applicants of acceptance or rejection;
 - (4) Maintain records of VARP accepted applicants with records of renewal dates and credits;
 - (5) Submit written reports at regular intervals; and
 - (6) Perform such other duties as may be assigned by the Board of Directors.
- D. Any additional special committees may be established and committee chairpersons appointed by the president, as the president may deem advisable.

ARTICLE XII — MANAGEMENT

Section 12.01 Board of Directors.

- A. The governing body of this Association shall be the Board of Directors.
- B. Only directors shall have the right to vote on any matter pending before the Board of Directors, and in the event of a tie vote, the president may cast the deciding vote.

- C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(6) purposes.
- D. Board of Directors may authorize payment of travel and other expenses of directors, officers, and standing committee chairpersons which are deemed necessary to properly perform the duties of such office.
- E. In the event of a vacancy on the Board of Directors, such vacancy shall be filled by the director elected or appointed by the association of the vacating director, or by a director elected or appointed by the voting member association.
- F. In the event any director is unable to attend any meeting of the Board of Directors, the alternate director of the voting member association shall act, but only in the absence of the director.

Section 12.02 Absence of Elected Officers.

- A. If any elected officer of the Alliance is absent without cause from two (2) consecutive meetings of the Board of Directors, or fails to perform his or her duties as prescribed by these bylaws, the office shall be deemed to be vacant and may be filled as an interim vacancy by majority vote of the Board of Directors.
- B. Elected officers shall contact the president by facsimile transfer or electronic mail, to inform the president of any inability to attend any meeting of the Board of Directors. The Board of Directors shall then determine whether such elected officer's absence is for cause. Any elected officer who fails to notify the president as herein set forth shall be deemed to be absent without cause.

Section 12.03 Absence of Appointed Officers and Committee Chairpersons.

- A. If any appointed officer or any standing committee chairperson of the Alliance is absent without cause from two (2) consecutive meetings of the Board of Directors, or fails to perform his or her duties as prescribed by these bylaws, the office shall be deemed to be vacant and may be filled as an interim vacancy by the president.
- B. All appointed officers and standing committee chairpersons shall contact the president by facsimile transfer or electronic mail, to inform of any inability to attend a regular meeting of the Board of Directors. The Board of Directors shall then determine whether such absence is for cause. Any appointed officer or committee chairperson who fails to notify the president as herein set forth shall be deemed to be absent without cause, and such office or chair shall be deemed to be vacant and may be filled as an interim vacancy by the president.

Section 12.04 Mail Vote, Electronic Mail Vote, Telephone Vote.

- A. The Board of Directors may vote by mail on any matter; however, the Board of Directors may vote by facsimile transfer, electronic mail, or by telephone, in which event a written record of the vote cast by each member of the Board of

Directors shall be sent by the person so voting to the recording secretary of the Alliance within ten (10) days after such vote has been cast.

- B. The recording secretary shall maintain the written consents in the minute book and disseminate the results of such vote by mail, facsimile transfer, or electronic mail, at the next meeting of the Board of Directors.

ARTICLE XIII — INDEMNIFICATION

Each individual now or hereafter a director, officer, or agent of the Alliance or who serves at its request as a director, officer, or agent of any other association in which it has an interest, shall be indemnified by the Alliance to the fullest extent allowed under the laws of the Commonwealth of Virginia.

ARTICLE XIV — FISCAL YEAR

The fiscal year of the Alliance shall be from September 1 through August 31 of each year.

ARTICLE XV — CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions as set forth in the Code of Virginia (1950) as amended, shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine, the singular includes the plural, the plural includes the singular, and the term “person” includes both a natural person and a legal entity.

ARTICLE XVI — PARLIAMENTARY AUTHORITY

The current edition of *Robert’s Rules of Order Newly Revised* shall be the parliamentary authority where applicable.

ARTICLE XVII — INTERNAL REVENUE CODE AUTHORITY, LIMITATIONS

Notwithstanding any other provision of these bylaws, the Alliance shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code (or corresponding section of any future federal tax code), or (ii) by a corporation contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE XVIII — AMENDMENTS

The Board of Directors may adopt, amend, or repeal bylaws, or any section thereof, by a vote of two-thirds (2/3) of the directors present at a duly noticed and held meeting at which a quorum is present, provided that notice of any proposed amendment shall be given to each of the directors at least thirty (30) days prior to such meeting.

ARTICLE XIX — DISSOLUTION

In the event of dissolution:

- A. The Board of Directors shall, after making provision for the payment of all of the liabilities of the Alliance, dispose of all of the assets of the Alliance exclusively for the purposes of the Alliance in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Law, as the board of directors may determine.
- B. The Board of Directors acting last before such event shall adopt a plan for the distribution of all funds and assets of the Alliance as remain at the time of its dissolution, and no director shall receive or share in any funds or assets. Such plan shall provide for the contribution, transfer, and conveyance of all such funds and assets to or among one or more nonprofit, nongovernmental organizations, exempt from state and federal income taxes operating in the Commonwealth of Virginia exclusively for charitable purposes, preferably with objectives, purposes, and activities similar to those of the Alliance.
- C. Any plan of dissolution adopted by the Board of Directors shall be in accordance with the provisions of the Virginia Nonstock Corporation Act, and if for any reason the Board of Directors should not agree upon a plan where under the entire assets and funds of the Alliance are to be distributed, then a trustee shall be appointed by a court of competent jurisdiction within the city of Newport News, Virginia, to dissolve the corporation and distribute its assets to one or more domestic corporations, societies or organizations within the Commonwealth of Virginia engaged in activities substantially similar to those of this corporation, and which are at the time exempt from federal income taxes.
- D. Any instruments required to convey the assets and funds of the Alliance upon its dissolution or liquidation shall be made and executed by its president acting last before such dissolution or liquidation, or by a trustee appointed for such purpose by an appropriate court in the city of Newport News.