

BYLAWS OF SOUTHEAST TEXAS ASSOCIATION OF PARALEGALS

A Texas Non-Profit Corporation

As amended June 15, 2006

ARTICLE I.

NAME

The name of this corporation shall be Southeast Texas Association of Paralegals, which is referred to in these bylaws as the Corporation or SETAP. This association shall be affiliated with the National Association of Legal Assistants, Inc.

ARTICLE II.

OBJECTS AND PURPOSES

The purpose or purposes for which this non-profit Corporation is formed are as set forth in the Articles of Incorporation of the Corporation, as may be amended from time to time, including but not limited to the following purposes:

- 2.1 To establish good fellowship among association members, the National Association of Legal Assistants, Inc. and members of the legal community.
- 2.2 To encourage a high order of ethical and professional attainment.
- 2.3 To further education among members of the profession.
- 2.4 To cooperate with bar associations.
- 2.5 To support and carry out the programs, purposes, aims and goals of the National Association of Legal Assistants, Inc.

ARTICLE III.

POWERS

Section 1. In effectuating its purposes, SETAP shall have all powers conferred by applicable law, specifically including the power to:

- (a) Solicit, receive, acquire and hold money and property, real or personal, by grant, contract gift, contribution, bequest, devise and otherwise.
- (b) Administer and expend such money and property, including the proceeds, income, rents and profits derived from such property or money, for the purposes for which SETAP is formed.
- (c) Enter into, make, perform, and carry out contracts and grants of every kind for any lawful purpose with the specific and primary purpose for which SETAP is formed, with any person, firm, corporation, association, government or political entity or subdivision.

- (d) Purchase or acquire, own, hold, use, lease (either as leaser or as lessee), sell, exchange, assign, convey, dispose or, mortgage or encumber real or personal property.
- (e) Borrow money, incur indebtedness and issue bonds, notes and debentures, and to secure the payment or performance of any such obligations.
- (f) Sue and be sued.
- (g) To enter into, perform and carry out contracts of every kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of SETAP.
- (h) Do all other acts necessary or expedient for the administration of the affairs of SETAP and the attainment of its specific and primary purpose.

Section 2. Notwithstanding any of the foregoing statements of powers, SETAP shall not engage in any activities which are not in furtherance of, and limited to, the purposes set forth in the Articles of Incorporation, as amended from time to time, of SETAP.

ARTICLE IV. POLICY

This association shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of the National Association of Legal Assistants, Inc. or of the policies of that Association.

ARTICLE V. MEMBERSHIP

Membership in this association shall be open to paralegals, legal assistants, students in paralegal or legal assistant programs and attorneys or paralegal educators, based on requirements approved by association members.

SETAP shall have four classes of members: Active, Associate, Student and Sustaining. Active members shall have voting privileges and shall be eligible to hold office in SETAP. Associate, Student and Sustaining members shall have all the privileges and prerogatives of active members, except voting, holding office or serving in a voting capacity on a committee. The Board of Directors shall establish criteria and dues for each class of membership, which criteria shall be approved by the members.

A member may be expelled and membership thereby terminated or application for membership or for reinstatement of membership may be rejected for:

- (a) Conviction of a felony involving moral turpitude;
- (b) Revocation or suspension of a license or permit to practice or engage in a profession or occupation;
- (c) Expulsion from or suspension of membership in a law related professional association;
- (d) Conviction of a misdemeanor involving theft, embezzlement, or fraudulent misappropriation of money or other property.

**ARTICLE VI.
APPLICATION FOR MEMBERSHIP**

Applications for membership shall be submitted to SETAP on membership application forms. The forms should clearly state that the association is an affiliated association of the National Association of Legal Assistants and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by the association. Approval of membership shall be noted on the forms in accordance with standing rules adopted by this association.

**ARTICLE VII.
DUES AND ASSESSMENTS**

Membership dues shall be due September 1st of each year, beginning in 2005, payable by October 1st. Dues shall not be pro-rated.

**ARTICLE VIII.
MEETINGS**

The members shall meet at no less than quarterly intervals, which may include attendance of seminars or workshops sponsored by SETAP. Fifteen (15) active members of SETAP shall constitute a quorum. In the event of a vote of dissolution, a quorum shall consist of two-thirds (2/3) of the voting members of SETAP.

Special meetings may be called by the President or the Board upon fifteen (15) days' written notice to all members of record.

It is required that SETAP hold a minimum of four educational events or a total of 10 hours of education during each fiscal year in order to maintain affiliation with the National Association of Legal Assistants, Inc. These programs may be held in connection with a regular meeting of the membership.

Annual meetings shall be held each year for the purpose of electing officers and hearing reports of officers and chairmen. Notice of annual meetings shall be in writing to all members of record at least thirty (30) days prior to the meeting, and will also contain the slate of officers recommended by the nominating committee.

**ARTICLE IX.
BOARD OF DIRECTORS**

There shall be a Board of Directors (the "Board") composed of voting and non-voting members. The voting members shall be the elected and appointed officers. Non-voting members include Liaisons, Standing Committee and Special Committee Chairmen. The Board shall have the authority to manage the business and affairs of SETAP, consistent with the purposes established in its Articles of Incorporation, as may be amended from time to time, including all lawful powers necessary, expedient and appropriate to:

- (a) Issue policy statements on behalf of SETAP;
- (b) Determine the scope and extent of the activities of SETAP in furtherance of its non-profit purposes and policies;
- (c) Supervise and approve the publication of final documents, reports and policy statements generated by SETAP; and
- (d) Approve projects and grants in accordance with and in furtherance of the non-profit purposes of SETAP.

The elected officers shall be President, President-Elect, First Vice President, Second Vice President, Secretary, Treasurer and NALA Liaison.

The appointed officers shall be the Parliamentarian and Executive Advisor.

The liaisons shall be State Bar Liaison, Paralegal Program Liaison, Texas Alliance of Paralegal Associations Liaison (TAPA Liaison) and Jefferson County Bar Association Liaison. The State Bar Liaison and Paralegal Programs Liaison shall be appointed by the President. The President shall automatically assume the office of TAPA Liaison. The President-Elect shall automatically assume the office of Jefferson County Bar Association Liaison.

Each voting member of the Board shall have one vote on every matter voted on by the Board. No proxy voting shall be permitted.

The Board shall have regular meetings at no less than quarterly intervals at a time and place as the Board may provide by resolution, without other notice than was set forth within any such resolution.

Special meetings of the Board may be called by or at the request of the President or any two members of the Board. The person or persons authorized to call special meetings of the Board may fix the time and place for holding any special meetings of the Board called by them. Notice of any special meeting of the Board shall be given at least three days prior thereto by written notice delivered personally or sent by mail or facsimile or electronic mail to each member of the Board at his address as shown in the records of SETAP. Any member of the Board may waive notice of any meeting, as provided by the Texas Non-profit Corporation Act. The attendance of a member of the Board at any meeting shall constitute a waiver of notice as such meeting, except where a member of the Board attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or in these Bylaws.

A majority of the members of the Board entitled to vote shall constitute a quorum for the transaction of business.

The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law of these Bylaws.

Term of office shall be one year. Successive terms shall be limited to one year.

No officer or member shall be compensated for association duties. However, upon majority vote of the Board, persons may be reimbursed for out-of-pocket expenses in connection with association-related activities, provided the expenses have been authorized prior to expenditure.

ARTICLE X. ELECTION OF OFFICERS

The President shall appoint a Nominations and Elections Chairman at least sixty (60) days prior to the annual meeting of the association to present a slate of officers to the membership thirty (30) days prior to the election. No name shall be on the slate without consent of the candidate. Nominations from the floor shall be accepted and election shall be by majority vote of members present.

Names of appointed officers must be presented by the President by the first meeting of the new fiscal year.

Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director at least thirty (30) days after election and/or appointment.

Unexpired terms of office shall be filled by appointment of the Board.

Any officer (elected or appointed) absent from three consecutive meetings without good cause may be removed from office by the Board.

ARTICLE XI. STANDING AND SPECIAL COMMITTEES

The President shall appoint chairmen for the following standing committees:

- Membership (First Vice President)
- Educational Programs (Second Vice President)
- Finance (Treasurer)
- Nominations and Elections
- Audit
- Public Relations
- Job Bank
- Newsletter

Special committee chairmen may be appointed by the President, as needed, with the approval of the Board.

ARTICLE XII.
DUTIES OF ELECTED AND APPOINTED OFFICERS

President: The President shall assume the position of TAPA Liaison. The President shall preside over all Board meetings and membership meetings. The President shall appoint a Parliamentarian, an Executive Advisor, and standing and special committee chairmen as provided in these Bylaws. The President shall pass files to the successor immediately upon installation and shall cause all other officer and chairmen's files to be passed to respective successors.

President-Elect: The President-Elect shall assume the position of Jefferson County Bar Association Liaison. In addition, the President-Elect may assist the President at TAPA meetings at the discretion of the Board and shall perform whatever other duties the Board may from time to time prescribe.

First Vice-President: The First Vice-President shall preside and shall assume all duties assigned to the President in the President's absence. The First Vice President shall automatically be chairman of the Membership Committee and shall be charged with the responsibility of developing programs to encourage membership in SETAP. The First Vice President shall receive applications for membership and present names of applicants to the Board for acceptance or rejection. Upon approval by the Board, applications shall be signed by the First Vice President and delivered to the Treasurer with dues payment. The First Vice President, in cooperation with the Treasurer, is responsible for keeping a current roster of membership and reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

Second Vice-President: The Second Vice-President shall automatically be chairman of the Education Committee. These duties shall include planning seminars, workshops, and working with NALA and the Paralegal Division of the State Bar of Texas in the event of co-sponsorship of any programs. The Second Vice President shall be responsible for fulfilling the education requirement of continuing affiliation with NALA, as set forth in Article VII of these bylaws.

Secretary: The Secretary shall be responsible for minutes of all meetings and keeping permanent minutes. SETAP minutes of any meeting shall be available to the NALA President upon request.

Treasurer: The Treasurer shall deposit all funds and make all disbursements, subject to approval of the Board and as provided in the budget. Any extraordinary expenses must be approved by the Board before obligation to pay. The Treasurer shall be chairman of the Finance Committee, which committee shall prepare a budget for the ensuing fiscal year that shall be adopted by the Board. The Treasurer may be bonded (premium paid by SETAP). The Treasurer shall submit written financial reports at each regular meeting to be attached to the official minutes as part of the permanent record. The Treasurer, in cooperation with the First Vice President, is also responsible for keeping a current roster of membership and reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

NALA Liaison: This officer shall be a NALA active member, shall be familiar with the NALA bylaws, shall receive minutes of all NALA meetings and shall represent SETAP at the NALA annual meeting of affiliated associations. This officer shall report quarterly on association activities to the NALA Affiliated Associations Director on forms provided by NALA headquarters, and shall report all officers' names to NALA headquarters and the NALA Affiliated Associations Director.

The NALA Liaison may submit items SETAP wishes discussed to the NALA Affiliated Associations Director and shall participate in discussion sessions at NALA annual meetings. A report to association members on the NALA annual meeting is required. This officer shall, within sixty days of passage, notify the NALA Affiliated Associations Director of any changes in the association's bylaws. This officer shall be the main contact between NALA and SETAP. This officer shall be a member of the governing body of SETAP.

Parliamentarian: The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. The Parliamentarian shall be familiar with SETAP bylaws and NALA bylaws, shall receive all proposed bylaw amendments, and prepare standing rules, and amendments to standing rules and bylaws upon request of the Board. Robert's Rules of Order Newly Revised shall serve as parliamentary authority for items not covered by the bylaws or standing rules of SETAP.

Executive Advisor: The Executive Advisor shall advise the officers and the Board whenever so requested, and shall perform whatever other duties the Board may from time to time prescribe. The Executive Advisor shall be a past president of SETAP, shall have significant experience as an active member of SETAP's Board of Directors, and shall have demonstrated an ongoing commitment to SETAP and its goals.

ARTICLE XIII. FISCAL YEAR

The fiscal year of SETAP shall be from July 1 to June 30 of each calendar year.

ARTICLE XIV. CODE OF ETHICS

Every member of SETAP shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of the National Association of Legal Assistants, Inc. and any other code so adopted by the membership of SETAP. Violations of the NALA Code shall be grounds for immediate dismissal from membership and/or removal from office. The Board shall serve as a grievance committee to review grievances. Appeal shall lie from the Board of Directors' decision to SETAP's membership. Appeal shall lie from the decision of SETAP's membership to the proper NALA functionary.

**ARTICLE XV.
AMENDMENT TO BYLAWS**

Bylaw amendments (not in conflict with NALA bylaws) may be adopted by two-thirds (2/3) of the voting members present at any regular meeting. Notice of proposed bylaw amendments shall be published in the SETAP newsletter immediately prior to the meeting at which the proposed amendments shall be put to a vote. The NALA Affiliated Associations Director must be advised of any amendments within sixty (60) days of passage.

**ARTICLE XVI.
DISSOLUTION**

In the event of dissolution of SETAP, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining members of SETAP, notice having been given to members of SETAP and the NALA Affiliated Associations Director at least fifteen (15) days prior to the meeting. In no event shall any of such property and assets be distributed to any member or private individual.

**ARTICLE XVII.
RETENTION OF AFFILIATION**

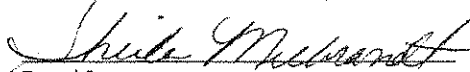
Affiliation with NALA is renewable each year by payment of an affiliation fee and attached to a current membership roster. In the event of suspension of affiliation, this association may reaffiliate with NALA by submitting a new application with membership roster, bylaws, sample of educational programs, petition and current initial fee.

In addition to the renewal fee, this association must comply with the required reports and requested procedures as outlined in these bylaws.

The annual renewal fee is payable on October 1 and delinquent November 1. Payment received after due date must be accompanied by a late fee penalty established by NALA.

ADOPTED BY THE MEMBERSHIP THIS 15TH DAY OF JUNE, 2006.

ATTEST:


President


Secretary