

**BYLAWS  
OF  
VOLUSIA COUNTY PARALEGAL ASSOCIATION, INC.**

**ARTICLE I  
NAME, OFFICE AND REGISTERED AGENT**

Section 1. **Name**. The name of this association shall be the Volusia County Paralegal Association, Inc. (the "Association"). This Association shall be affiliated with the National Association of Legal Assistants, Inc ("NALA").

Section 2. **Principal Office**. The principal office of the Association will be in the State of Florida, and at the time of the adoption of these Bylaws, the principal office is located at 125 N. Ridgewood Avenue, Suite 100, Daytona Beach, Florida 32114.

Section 3. **Registered Office and Agent**. The Association will have and continuously maintain a registered office and a registered agent in the State of Florida as required by the State of Florida Not for Profit Corporation Act. The registered agent will be either an individual resident of the State or an entity authorized to transact business in the State.

**ARTICLE II  
PURPOSES**

The purposes for which the Association is formed are as set forth in the Articles of Incorporation. Namely, the purposes for which this Association is organized will not be for pecuniary gain or profit, and no part of the income thereof will be distributable to its officers. The primary purposes and objectives of the Association are to establish good fellowship among Association members, NALA, and members of the legal community, to encourage a high order of ethical and professional attainment, to cooperate with bar associations, to support and carry out the programs, purposes, aims, and goals of NALA, to further education among members of the profession, to provide a forum for its members to share and exchange experiences, ideas, knowledge, opinions, and expertise; to sponsor and hold seminars, workshops, and other programs of instruction and training of paralegals designed to develop or improve their skills and capabilities, and; to promote and encourage student involvement in the profession, and to carry on such related activities that are permitted for corporations not for profit under the laws of the State of Florida and which are exempt from Federal income tax under section 501(c)(6) of the United States Internal Revenue Code of 1986 or the corresponding provisions of any future United States law.

The Association will not carry on activities not permitted to be carried on by a corporation exempt from federal income tax as an organization seeking 501(c)(6) status with the Internal Revenue Service.

Upon dissolution of this Association, its assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States law.

**ARTICLE III**

## POLICY

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

### ARTICLE IV MEMBERSHIP

Section 1. **Admission to Membership**. The membership of the Association will consist any individual, corporation or other legal entity who meets the criteria set forth in this Article IV. Applications for membership will be submitted in writing to the Secretary, on an application form prepared and approved by the officers of the Association and referred to the officers of the Association for confirmation of eligibility. Application forms should clearly state that the Association is an affiliated association of NALA and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by the Association. Membership shall be available to: (a) Active Members; (b) Student Members; (c) Associate Members; and (d) Patron Members, as defined below.

(a) **Active Members:** Active Members shall be paralegals who meet at least one of the following criteria:

- i. Awarded a CP or ACP designation by NALA – The Paralegal Association;
- ii. Awarded a RP® by the National Federation of Paralegal Associations;
- iii. Awarded a PP by the National Association for Legal Support Professionals;
- iv. Are currently registered with the Florida Bar as a Florida Registered Paralegal (FRP);
- v. Graduated from an ABA-approved paralegal program of study;
- vi. Graduated from a legal studies program from an accredited school which requires at least 60 semester hours of classroom study;
- vii. Graduated from a legal studies program which required less than 60 semester hours PLUS at least six (6) months of in-house training as a paralegal, as attested to by a supervising attorney;
- viii. Awarded a B.A. or B.S. in any field of study PLUS at least six (6) months of in-house training as a paralegal, as attested to by a supervising attorney;
- ix. Has a minimum of five (5) years of law-related experience under the

supervision of an attorney in the last eight (8) years INCLUDING at least six (6) months of in-house training as a paralegal, as attested to by a supervising attorney.

- (b) **Student Members:** Student membership shall be open to any individual who is actively enrolled in, either full- or part-time, and in good standing with any university, college, junior college, or other educational program pursuing a course of studies as a paralegal or legal assistant, and which school or institution is either (a) ABA-approved or (b) institutionally accredited by one of the regional agencies approved by the U.S. Department of Education for accreditation of higher education institutions and requires not less than the equivalent of sixty (60) semester hours of classroom study. In order to apply for student membership, an applicant must have signed an attestation from a professor or administrator confirming enrollment. Upon successful completion of the course of study, a Student Member may then apply for either Active or Associate membership in this Division.
  
- (c) **Associate Members:** Associate membership shall be open to any individual who has current law-related experience, such as legal secretaries, attorneys, judicial assistants, legal studies educators, member of a bar association, or recent graduates of a law related program who does not qualify as an Active Member or Student Member.
  
- (d) **Patron Members:** Patron Membership shall be open to any individual, company, firm, vendor, or institution who endorses the paralegal concept or is involved in the promotion of the paralegal profession, and those persons, companies, firms, vendors, or institutions interested in supporting the Association may become Patron Members. Patron membership does not include any individual who would otherwise qualify as an Active Member or Associate Member.

Section 2. **Voting.** Only Active Members shall be entitled to vote, hold office, or serve on as an officer of the Association. Active Members are requested to attend at least one (1) business meeting per year. Student Members shall have no voting rights and shall not serve as an officer or Committee Chair, but may participate on any Committee or Sub-Committee and may serve as Student Liaison to the officers of the Association. Associate Members have no voting rights and shall not serve as an Officer or Committee Chair, but may participate on any Committee or Sub-Committee. Patron Members have no voting rights and shall not serve as an officer or Committee Chair, but may participate on any Committee or Sub-Committee.

Section 3. **Resignations.** Resignation will be made in writing to the Secretary and acted upon by the officers of the Association at their next regular meeting. No resignation will be accepted by the officers of the Association unless the member's dues are in good standing.

Section 4. **Fees and Dues.** Annual dues will be set from time to time by the officers of the Association and will be due and payable according to the terms set by the officers of the Association.

Section 5. **Application for Membership.** Applications for membership shall be

submitted to the Vice President of the Association, along with the initial membership dues. The dues will not be prorated. Approval of membership shall be noted on the membership application and retained by the Association.

Section 6. **Determination of Membership Eligibility.** The officers of the Association shall determine an applicant's eligibility for membership based upon the standards set forth herein. The Vice President, after determining the eligibility of the applicant, shall present the name and application of the applicant to the officers of the Association at the next regularly scheduled meeting of the officers of the Association and make a recommendation to the officers of the Association. The officers of the Association shall, by a majority vote, either accept or reject the application for membership. Upon acceptance of an application, the Vice President shall certify the name of such new member to the Secretary and Treasurer and notify the applicant. Upon rejection, the Vice President shall notify the applicant of the rejection and the membership dues shall be returned to the applicant. An applicant is not deemed to be vested with membership until notified of acceptance or rejection by the Vice President.

Section 7. **Member Contact Information Change.** It is each member's sole responsibility to notify the officers of the Association of e-mail, physical mail, telephone, and/or any other contact information changes.

Section 8. **Code of Ethics and Revocation of Membership.** The Association reserves the right to deny or revoke membership to any individual who fails to conduct himself or herself in harmony with the professional nature of this entity. Every member of this Association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of NALA, and any other code so adopted by the membership of this Association. Violations of the NALA code shall be grounds for immediate dismissal from membership and/or removal from office.

Section 9. **Appeal of Revocation of Membership.** Any member whose membership shall have been cancelled may make written appeal for reinstatement to the officers. The appeal shall be considered at the next regular, annual or special meeting of the directors, and such decision shall be final. Appellant shall have the right to appear before the directors at said meeting. No individual whose membership shall have been canceled and whose application for reinstatement shall be pending shall exercise any rights of membership pending the determination of the appeal.

## ARTICLE V MEETINGS AND NOTICE

Section 1. **Regular Meetings.** The officers of the Association shall regularly meet at least six (6) times a year at a time and location designated by the officers of the Association, with at least four (4) general Association membership meetings per year.

Section 2. **Educational Meetings.** It is required that the Association 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 NALA. These programs may be held in connection with a regular meeting of the membership.

Section 3. **Business Meetings.** The Annual Business Meeting for the Association shall be

held in September for the purpose of electing officers, hearing reports of officers and chairpersons, electing a NALA Liaison, and adopting a budget for the ensuing fiscal year for the coming year. Notice of said meeting shall be in writing to all members of record at least 30 days prior to the meeting. Notice will contain the slate of candidates for office using a form approved by the officers of the Association.

Section 4. **Notice of Meetings.** Meetings may be called by the President upon seven (7) days' notice to all members of record via e-mail. Notice and information regarding items to be voted upon at meetings must be provided to all members via e-mail no later than seven (7) days prior to the meeting date scheduled for each vote.

Section 5. **Quorum.** One-fourth of the Active Members of the Association shall constitute a quorum for the purpose of transacting business. A majority vote of the Active Members present shall be required to approve any action, except amendments to these Bylaws. Only Active Members who are in good standing for a minimum of forty-five (45) days prior to any meeting that has been called to order where a motion is presented for a vote shall be qualified to vote.

Section 6. **Minutes.** Minutes must be kept at all meetings of the officers of the Association and must be provided to the President within two (2) weeks of the date of each meeting. Each Committee shall meet its reporting requirement to the officers of the Association by providing regular reports to the officers of the Association of all activities of the Committee. Minutes of all meetings shall be available to a Member upon written request.

Section 7. **Special Meetings.** Special meetings of the officers of the Association may be called at the direction of the President or by a majority of the voting officers then in office, to be held at such time, day and place as will be designated in the notice of the meeting.

Section 8. **Waiver of Notice.** Officers of the Association may waive notice of a meeting before or after the date and time specified in the written notice of meeting. All waivers of notice must be in writing, be signed by the officer entitled to the notice and be delivered to the Association for inclusion in the appropriate records. Neither the business to be transacted at, nor the purpose of, a meeting must be specified in a written waiver of notice. Attendance of a person at a meeting will constitute a waiver of a lack of notice, or defective notice of the meeting, or any particular matter to be considered at such meeting, unless the officer, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting, or when such matter is presented, objects to considering that particular matter because the meeting is not properly called or convened.

Section 9. **Quorum.** A majority of the officers then in office will constitute a quorum for the transaction of business at any meeting of the officers of the Association.

Section 10. **Manner of Acting.** Except as otherwise expressly required by law, the Articles of Incorporation of Volusia County Paralegal Association, Inc., or these Bylaws, the affirmative vote of a majority of the officers of the Association present at any meeting at which a quorum is present will be the act of the officers of the Association, and the affirmative vote of the Members present at any Meeting at which a quorum is present will be the act of the Members.

Section 11. **Proxies.** An officer entitled to vote at a meeting of the officers of the

Association, or an adjournment thereof, may vote in person or by proxy. An officer may appoint a proxy to vote or otherwise act for him or her by signing an appointment form. No appointment will be valid for more than one meeting. An executed facsimile or other electronic executed document appearing to have been transmitted by such person, or a photographic, photostatic or equivalent reproduction of an appointment form, will be deemed a sufficient appointment form. An appointment of a proxy is effective when received by the President or if received by the Association at its principal office in Florida. An appointment of a proxy is revocable by the officer unless the appointment form conspicuously states that it is irrevocable.

Section 12. **Written Consent In Lieu of a Meeting.** The officers of the Association may take action without a meeting if written consent to the action is given by two-thirds (2/3) of the officers.

Section 13. **Telephone Meeting.** Any one or more officers may participate in a meeting of the officers of the Association by means of a conference telephone, video conference or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone or webcam will be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14. **Urgent Matters.** If a meeting of the officers of the Association is not possible before action must be taken, the President and at least one other officer will consult and reach a consensus on how to proceed.

Section 15. **Open Meeting Understanding.** Meetings of the officers of the Association will be open to staff or non-officers upon invitation of a majority of the officers. The officers of the Association, by a majority vote of officers, may allow comments or presentations by a non-officer but absent such approval no such comments or presentations will be permitted.

## ARTICLE VI OFFICERS

Section 1. **Officers.** The officers of the Association will consist of a President, a Vice President, a Secretary, a Treasurer and a NALA liaison. The Association will have such other assistant officers as existing officers may deem necessary, and such officers will have the authority prescribed by the existing officers. One person may hold more than one office, other than the offices of President and Secretary.

Section 2 **Election of Officers.** The officers of the Association shall be elected by the membership at the October meeting of the officers of the Association. The President shall appoint a nominations and elections Chair at least 60 days prior to the annual meeting of the association to present a slate of officers to the membership 30 days prior to election. No name shall be on the slate without the consent of the candidate. Nominations from the floor shall be accepted and the election shall be by majority vote of members present.

Section 3. **Term of Office.** The officers of the Association will be installed at the annual meeting at which they are elected, except as provided for in Article V, Section 5, and will hold office for one year. Successive terms shall be limited to one year) until the annual meeting at the expiration

of their term or until their respective successors have been duly elected. No officer or member shall be compensated for duties in connection with the Association. However, upon majority vote of the officers, not including any assistant officers of the Association, persons may be reimbursed for out-of-pocket expenses in connection with association related activities, provided the expenses have been authorized expenses. Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director within thirty (30) days of election and /or appointment.

Section 4. **Resignation.** Any officer may resign at any time by giving written notice to the President of the Association. Such resignation will take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. **Removal.** Any officer may be removed from such office, with or without cause, by a two-thirds vote of the officers at any regular or special meeting of the officers of the Association called expressly for that purpose. Any officer absent from three consecutive meetings, without good cause, may be removed from office by the officers of the Association.

Section 6. **Vacancies.** A vacancy in any office shall be filled by vote of the currently acting officers for the unexpired term.

Section 7. **President.** The President will preside at all meetings of the officers. The President shall appoint a Parliamentarian and Student Liaison, special and standing committee chairs as provided in these bylaws. He or she may sign contracts or other instruments which the officers have authorized to be executed and will perform all duties incident to the office of President as may be prescribed by the majority vote of the officers.

Section 8. **Vice President.** The Vice President will cooperate with the President and all other officers of the Association and will perform functions of the President on a temporary basis if the President is unable. The Vice President will also perform such other duties as the officers of the Association may determine. This office shall automatically be chair of the committee on education. These duties shall include planning seminars, workshops and working with NALA in the event of co-sponsorship of any programs. The Vice President shall also be responsible for fulfilling the educational requirements under Article VI of these.

Section 9. **Secretary.** The Secretary will keep accurate minutes of the meetings of the officers of the Association, see that all notices are duly given in accordance with the provisions of these Bylaws, ensure corporate records are kept, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the officers of the Association. Association minutes of any meeting shall be available to the NALA President upon request.

Section 10. **Treasurer.** The Treasurer shall be responsible for all funds of the Association. The Treasurer shall ensure staff proper receipt and acknowledgement for moneys due and payable to the Association and deposit all such moneys in the name of the Association in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the officers of the Association. The Treasurer 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.

Section 11. **NALA Liaison.** While affiliated with NALA, this Association shall have a NALA Liaison. This officer shall be a NALA active member, shall be familiar with the NALA's bylaws, and shall represent the Association at the NALA annual meeting of affiliated associations. In the event the NALA Liaison is unable to attend the NALA annual meeting of affiliated associations, the Association may designate another NALA active member to serve as its representative. This officer shall report bi-annually 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. This officer may submit items the Association wishes to be 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 will be required. This officer shall, within sixty (60) days of passage, notify the NALA affiliated association director of any changes in the Association's bylaws. This officer shall be the main contact between NALA and the Association. This officer shall be a member of the governing body of this Association.

Section 12. **Parliamentarian.** The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with the Association Bylaws and NALA bylaws when affiliated with NALA and shall prepare standing rules and amendments to standing rules and bylaws upon request of the officers of the Association. Robert's Rules of Order Newly Revised serves as parliamentary authority for items not covered by these bylaws or the Association's standing rules.

## ARTICLE VII COMMITTEES

Section 1. **Committees of Officers.** The President may appoint the following standing committee chairs: Educational Programs and Membership (Vice President); Finance (Treasurer); Nominations and Elections; and Audit Committee. A special committee chair may be appointed by the President, as needed, with the approval of the officers of the Association. No committee will have the authority to amend or repeal these Bylaws, elect or remove any officer, adopt a plan of merger, or authorize the voluntary dissolution of the Association.

Section 2. **Qualifications.** Each committee will consist of at least three (3) members, at least one of whom will be an officer of the Association. The chair of each committee will be appointed by the officers of the Association.

Section 3. **Audit Committee.** The Audit Committee will be composed of the past treasurer and two members selected by the president whose purpose is to audit the treasurer's books at the close of the fiscal year prior to the transfer of accounts to the newly elected treasurer. In the event the incumbent treasurer is elected to a second term, the audit will be performed following the annual meeting and prior to the first regular meeting of the membership.

Section 4. **Vacancies.** Vacancies in the membership of committees may be filled by the President.

## ARTICLE VIII



## MISCELLANEOUS PROVISIONS

Section 1. **Fiscal Year**. The fiscal year of the Association shall be the calendar year.

Section 2. **Notice**. Whenever under the provisions of these Bylaws notice is required to be given to an officer, such notice will be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Association. Such notice will be deemed to have been given when deposited in the mail or with the delivery service. Notice may also be given by oral communication, facsimile, electronic mail, or hand delivery, and will be deemed given when sent or delivered. If notice is given by facsimile or electronic mail, it must be given at an electronic address or facsimile number designated by the recipient for that purpose.

Section 3. **Audit**. The financial accounts of the Association will be audited by an independent certified public accountant retained by the officers of the Association at such times as it deems necessary or is mandated by applicable law.

Section 4. **Conduct of Business**. All meetings will be conducted in accordance with the current edition of *Robert's Rules of Order*. All meetings of the officers of the Association should be conducted at the principal office of the Association unless a majority of the officers approve another location. The officers of the Association, by a majority vote of the officers, may approve a schedule of meetings for the fiscal year, or any portion thereof, and the location of such meetings.

Section 5. **Financial Commitments**. All non-budgeted expenses and disbursements in excess of \$50.00 shall be pre-approved by the officers of the Association, except in an emergency situation, where the Association President may authorize an expenditure for proper purposes until the officers of the Association can be informed and the President's action ratified. Expense vouchers with receipts attached shall be provided to the Treasurer prior to any reimbursement and shall be maintained as a part of the permanent records of the Association. The President shall be designated to approve the requests for reimbursement of the Treasurer. The checking and savings accounts for the Association shall be in the name of the Association and shall be maintained by the Treasurer. The Treasurer and one (1) other officer of the Association shall be authorized to sign on the accounts, but only one signature shall be required to withdraw funds.

Section 6. **Advisory Board**. An Advisory Board, without authority over the operations of the Association, comprised of dedicated individuals with ability to make significant contributions to the Association, and its mission, may, in the complete discretion of the officers of the Association, be formed, or disbanded, by a majority vote of the officers. The Advisory Board will not have voting privileges but will advise the officers of the Association on matters of concern to the Association, such advice to be given due respect and consideration by the officers of the Association. Advisory Board members may be appointed and removed by a majority vote of the officers.

## ARTICLE IX DISSOLUTION

Section 1. **Dissolution of Association**. In the event of dissolution of this Association, 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 the Association, notice have been given to members of the Association and the NALA Affiliated Associations Director at least 15 days prior to the meeting. In no event shall any such property and assets be distributed to any member or private individual.

Section 2. **Retention of NALA 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 education programs, petition, and current initial fee. In addition to the renewal fee, this Association must comply with the required reports and requested procedure as outlined in these Bylaws. The annual renewal fee is payable on October 1 and delinquent November 1. Payment received after the due date must be accompanied by a late fee penalty established by NALA. This affiliation agreement shall be reviewed periodically by the President and Affiliate Director of NALA and the President and NALA Liaison of the affiliate Association, at the request to either party. Each party agrees that this agreement may from time to time be amended by attachment executed by the President and Secretary of each party, subject to the approval of the Board of Directors (or, in the case of this Association, the officers) of each of the parties hereto.

## **ARTICLE X INDEMNIFICATION**

Unless otherwise prohibited by law, the Association shall indemnify any officer or any former or officer, and may by resolution of the officers indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being an officer or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of his or her own gross negligence in the performance of a duty to the Association.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such officer or employee. The Association may advance expenses or where appropriate may itself undertake the defense of any officer or employee. However, such officer or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The officers shall also authorize the purchase of insurance on behalf of any officer, employee, or other agent against any liability incurred by him or her which arises out of such person's status as an officer, employee, or agent, whether or not the Association would have the power to indemnify the person against that liability under law.

## **ARTICLE XI AMENDMENTS TO BYLAWS**

These Bylaws may be amended, or new Bylaws adopted upon the affirmative vote of two-thirds of all the officers then in office at any regular or special meeting of the officers. The notice

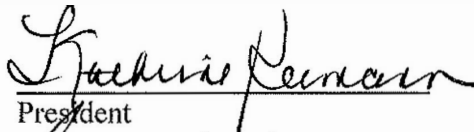
of the meeting shall set forth a summary of the proposed amendments. The NALA affiliated associations director must be advised of any amendments within sixty (60) days of passage.

These Bylaws shall be reviewed each year at the annual meeting of the officers.

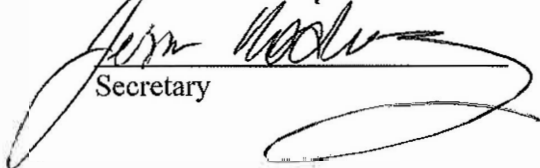
#### CERTIFICATION

I hereby certify that the attached is a true and correct copy of the Bylaws of the Volusia County Paralegal Association, Inc. adopted by the officers of the Association on the 8th day of November, 2023.

Dated this 8<sup>th</sup> day of November, 2023.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Treasurer

  
\_\_\_\_\_  
Secretary