

BY-LAWS



**KENTUCKY PARALEGAL
ASSOCIATION**

**BYLAWS
OF
KENTUCKY PARALEGAL ASSOCIATION, INC.**

ARTICLE I

NAME

The name of the Association shall be Kentucky Paralegal Association, Inc. The corporation shall have a mailing address of P. O. Box 2675, Louisville, Kentucky 40201-2675 and shall have such other places of business as shall be determined by the Board of Directors.

ARTICLE II

PURPOSES

The purposes of Kentucky Paralegal Association, Inc. (the "Association" or "KPA") shall be to:

1. Serve as a unified voice for Kentucky paralegals on any and all issues affecting their profession.
2. Encourage educational programs and training of paralegals and to promote continuing education of paralegals in the legal profession.
3. Cooperate with the Kentucky Bar Association, American Bar Association and local bar associations.
4. Promote ethics and high standards of professionalism and to comply with the code of ethical responsibility as adopted by this Association.
5. Inform paralegals of developments in the paralegal profession; to act as a forum for exchanging ideas and disseminating information.
6. Encourage the expanded use and full utilization of paralegals in all aspects of the legal profession.
7. Further promote the working relationship between paralegals and attorneys in law offices, corporations and government agencies.
8. Increase the awareness of the public, the judiciary and the legal community of the scope of paralegal responsibilities.

ARTICLE III

ADMISSION, MEMBERSHIP & TERMINATION

1. Admission. In order for a person to become an active member of the KPA, that individual must meet one of the following criteria in Paragraph (i) – (vii):

- (i) A bachelor's or associate's degree in Paralegal Studies from an ABA approved paralegal program or a paralegal studies program that is not ABA approved but meets the substantive legal studies requirements pursuant to the ABA guidelines; or
- (ii) A bachelor's degree in any field which includes 24 completed hours in substantive paralegal studies.
- (iii) A bachelor's degree in any field plus 24 completed credit hours in substantive paralegal studies or 1 year work experience as a paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney. Said experience must be attested to by the paralegal's supervising attorney and verified by the membership committee; or
- (iv) An associate's degree in any field plus 24 completed credit hours in substantive Paralegal Studies or an associate's degree and 1 year work experience as a paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney. Said experience must be attested to by the paralegal's supervising attorney and verified by the membership committee; or
- (v) A certificate from an ABA approved paralegal program or a paralegal studies program that is not ABA approved but meets the substantive legal studies requirements pursuant to the ABA guidelines; or
- (vi) A certificate or degree in substantive paralegal studies requiring a minimum of 24 credit hours for completion and 1 year work experience as a full-time paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney. Said experience must be attested to by the paralegal's supervising attorney and verified by the membership committee; or
- (vii) As of the date of application, a minimum of 5 years work experience as a paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney. Said experience must be attested to by the paralegal's supervising attorney and verified by the membership committee.

Substantive legal tasks are duties, tasks or functions that require legal training, and which would otherwise normally be performed by an attorney.

Attorneys not eligible to practice law in any state, whether by suspension or disbarment, are not eligible for membership in this Association.

Application for membership shall be submitted to the Membership Committee, or to any KPA Board member, who will then in turn promptly deliver the application to a member of the Membership Committee. Once the Membership Committee has determined that such application meets the necessary requirements, the application shall be approved subject to the payment of dues. Any willful misstatement in the application shall be grounds for rejection of the application or for expulsion of the member if he/she has been elected to membership. The Board shall review any questionable membership applications.

Denial of Admission. Any individual who is denied membership to the KPA may appeal such decision directly to the Board. It shall be the responsibility of that individual (the "appellant") to request an appeal in writing. The letter shall be addressed to the President with a carbon copy being sent to the Membership Committee.

The appellant shall state his/her case in support of their application at the next regularly scheduled Board meeting. A representative of the Membership Committee shall be present to explain the basis of the Committee's denial for membership. The appellant and membership representative shall each be limited to five minutes.

At the end of the presentation, the Board shall vote to decide the issue of membership for that particular applicant. It shall also be within the Board's authority to defer a vote on an individual's application pending further inquiry into his/her qualifications.

2. Membership.

- (a) Active Members. Any paralegal who meets one of the criteria outlined in Paragraph (i) – (vii) membership requirements of the KPA and upon acceptance of his/her application for membership and payment of dues shall become an Active Member of the KPA. Said member shall be entitled to one vote on all matters, and shall be eligible to serve as an officer or director of the KPA.
- (b) Associate Members. Any person who formerly has been employed as a paralegal, any person who is employed as a paralegal but who does not live or work in the State of Kentucky, or any persons who have graduated with a certificate or degree in paralegal studies program requiring a minimum of 24 credit hours for completion and are currently obtaining their one year of experience as a full-time paralegal shall upon acceptance of the application for membership and payment of dues shall become an Associate Member of the KPA. Said members shall not be entitled to vote nor be eligible to serve as an officer or director of the KPA.
- (c) Student Members. Any student enrolled in a paralegal training program that would allow them to meet the qualifications for active membership upon acceptance of an application for membership and payment of dues shall become a Student Member of the KPA. Student members shall not be permitted voting privileges nor be eligible to serve as an officer or director of the KPA.

- (d) Sustaining Members. Any law firm, corporation, ABA-approved educational institution or Bar Association who shares the goals and purposes of the KPA according to Article II of the Bylaws and payment of dues shall become a Sustaining Member of the KPA upon approval of the Board. Sustaining Members shall not be entitled to vote but shall be kept apprised of the KPA by receiving the newsletter.
 - (e) Recordation of Membership. The Membership Chairperson of the KPA shall keep a record of the name and address of each member. The record shall also include date of admission, type of membership, date dues were paid and, if necessary, reason for termination.
3. Termination. Termination may occur due to:
- (a) Failure to pay dues within thirty (30) days of the due date;
 - (b) Written resignation to the Membership Chairperson by any member; and/or
 - (c) The Executive Committee shall have the authority to remove any paralegal who fails to comply with the ethical standards adopted by the KPA.

Terminated members may be reinstated by a simple majority vote of the Membership Committee upon approval of a new application detailing the reason(s) of such termination and payment of all delinquent dues, if any.

ARTICLE IV

DUES

1. Annual Dues. The Board of Directors will determine the annual dues of the KPA, which shall be non-refundable. The dues will be payable in February of each year, and shall be in effect until January of the following year. Dues must be paid by March 15th. The Board will have discretion in charging late fees. New members shall be asked to submit dues with their application or the application shall not be accepted.

2. Dues for New Members. New members who join the KPA between January 1 and July 31 of each year shall pay the entire amount of the annual dues. New members joining the KPA after August 1 of each year shall pay one-half of the annual dues. There will be no additional proration of dues.

3. Dues for Sustaining Members. Dues for sustaining members will be determined annually by the Board.

ARTICLE V

DIRECTORS

1. Election. Upon application and approval of same by the Board of Directors, a local organization of paralegals within the Commonwealth of Kentucky may elect one liaison who shall serve on the KPA Board of Directors in a voting position. The liaison must be an active member of the KPA and the local organization. Liaisons shall be elected for one-year terms and there shall be no limitation on successive terms of office.

The membership shall elect one Professional Development Committee (PDC) Chairperson and one Education Committee Chairperson who shall then serve as Directors of the KPA. Directors shall be Active Members of the KPA and shall have no limitations on their successive terms of office.

2. Number and Term. The Board of directors shall include all duly elected directors and duly elected officers. Each director shall hold office for one-year from January 1st to December 31st or until his or her successor is elected or at which time he or she resigns or is re-elected. The president of any paralegal association representing Kentucky members shall have a standing position on the KPA Board of Directors. Standing positions shall be non-voting.

3. Power and Duties. The Board of Directors shall have charge over the business affairs and assets of the KPA. The Directors may do all that is lawful and necessary and which is not in conflict with any statute or the Articles of Incorporation or these Bylaws in order to carry out the goals and purposes of the KPA.

4. Quorum. The Board may act by vote of a majority of those members entitled to vote at any meeting at which a quorum is present. A quorum is one-half (1/2) of the Board of Directors entitled to vote. Directors of the KPA who are unable to attend a meeting of the Board of Directors may give their written proxy to another KPA Director to act in their stead. The proxy must be in writing on the appropriate KPA form and delivered to the Secretary to be attached to the minutes of the meeting.

5. Removal and Resignation. A Director may resign by written notice delivered to the President of the KPA. This notice shall contain the date the resignation is to take effect which date shall not be less than fifteen (15) working days before such effective date. A Director may be removed from office by a simple majority vote of Directors. Possible removal is subject to review after failure to attend three (3) board meetings or for such other reasons that the Board may determine.

6. Vacancies. The remaining Directors may appoint an interim director from the Director's respective district to fill such Director's remaining term. The interim director, so appointed, shall be that person who received the second greatest number of votes at the last annual election, but who, however, did not receive enough votes to be elected to the Board (or the next such person is that person is unavailable). If the position was unopposed, the Board shall have the discretion to appoint an interim director from the district in which the resigning director was elected, if appropriate.

ARTICLE VI

OFFICERS

1. Election. The officers shall be elected by the Active Members of the KPA on an annual basis either by mail or at a special meeting called for that purpose. All officers shall hold office for one year until a successor is elected. All officers shall be directors for that simultaneous period of time. The President of the KPA can concurrently serve as an officer of a local association but may not serve as president of a local association and the KPA concurrently. Officers shall consist of President, President-Elect, Vice-President, Secretary, and Treasurer. The Board of Directors may elect additional officers as they may deem necessary. There is no limit on successive terms of office, with the exception of the President who is limited to two successive one year terms.

2. Duties. The duties of the officers shall be as follows:

(a) President. The President shall be the chief executive officer of the 'KPA; shall. preside at all meetings of the members and Board of Directors;-shall have general and active management of the business of the KPA; and shall see that all orders and resolutions of the Board are carried into effect.

(b) President-Elect. The President-Elect shall serve as the assistant chief executive officer of the KPA; shall work with the President in all aspects of the management of the KPA; shall serve as the KPA President at the conclusion of the current President's term of office. In the event of the President's death, inability or refusal to act, or in the event for any reason it shall be impractical for the President to act personally, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

(c) Vice-President. The Vice-President, in the absence of the President and President-Elect, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties and have such authority from time to time may delegated or assigned to him/her by the President, President-Elect or by the Board of Directors.

(d) Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of the meetings of the directors and any regular or special meetings of the members or directors; answer correspondence as the President or Board may direct; and perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or Board of Directors.

(e) Treasurer. The Treasurer shall have the custody of the KPA's funds and shall keep full and accurate accounts of receipts and disbursements; deposit all monies in the name and to the credit of the KPA; disburse the funds of the KPA; make written reports of all transactions and the financial conditions of the KPA; prepare and maintain a budget for the KPA; and such other duties as may be assigned by the President or Board of Directors.

3. Qualifications. Candidates for President and President Elect must have served one term of office on the Board prior to seeking nomination.

4. Removal and Resignation. Any officer may resign by written notice delivered to the President. The notice shall contain the date the resignation is to take effect and should be given no less than fifteen (15) working days before such effective date.

An officer may be removed from office by a majority vote of Directors. Possible removal is subject to review after failure to attend three (3) Board meetings or for such other reasons that the Board may determine.

The Board of Directors may appoint an interim officer to fill such removed or resigned officer's unexpired term of office.

5. Vacancies. The Board of Directors may appoint an interim officer to fill such officer's remaining term. The interim officer, so appointed, shall be that person who received the second greatest number of votes for that position at the last annual election but did not receive enough votes to be elected. If that person is unavailable or the position was unopposed, the Board of Directors shall have the discretion to appoint an interim officer or to leave the position vacant. The Board shall attempt to appoint an officer from the district from which the displaced officer originated, if appropriate.

6. Proxy. Officers of the KPA who are unable to attend a meeting of the Board of Directors may give their written proxy to another KPA Officer to act in their stead. The proxy must be in writing on the appropriate KPA form and delivered to the Secretary to be attached to the minutes of the meeting.

7. Audit. The financial records of the KPA shall be audited on a yearly basis, or as the Board deems necessary. Said audit to be performed by an independent auditor selected by the Executive Committee.

ARTICLE VII

COMMITTEES

1. Committees. It shall be the duty of the Board of Directors to create such Committees as shall be needed to perform the duties necessary to promote the goals of the KPA. Each Committee shall serve at the pleasure, control and direction of the Board.

Committees shall make reports to the Board of its activities either at meetings or in writing. The Committees may act by a simple majority of its members in attendance. Any act in the regular course of business done by a Committee shall be within the authority delegated to it by the Board of Directors. The President shall appoint one or more Committee Chairpersons. The Committee Chairperson shall report the activities of the Committee to the Board at the Board meetings. Failure by the Committee Chairperson or a designated member to report the Committee's activities to the Board after three (3) meetings, will subject the Chairperson to review by the Board for possible removal.

2. Executive Committee. The Executive Committee shall be comprised of the President, President-Elect, Vice-President, Secretary, Treasurer, and two members of the Board of Directors elected by a majority vote of the Board at the first meeting following the annual meeting of the members. The President shall chair the Executive Committee. The Executive Committee shall have and may exercise the authority of the Board of Directors when the Board is not in session, except to the extent, if any, that such authority shall be limited by the Board and except that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation or the Bylaws of the KPA. Meetings of the Executive Committee shall be held at such times and places as the chairperson of the Executive Committee shall decide.

A quorum for an Executive Committee meeting shall be half of the members of the Executive Committee.

3. Nominating Committee. The purpose of the Nominating Committee shall be to seek and to evaluate candidates for office and to present them to the Board in such time as to allow the Committee to have one month to evaluate candidates for office. The Board shall immediately advise the membership of the composition and purpose of the Nominating Committee. The Committee shall consist of at least two (2) active members appointed by the Board and the President-Elect who shall act as - chairperson of the Committee. The Committee shall solicit and accept nominations from the active members of the KPA and from the current Board, contact nominees for their willingness to serve, and shall review the nominees for qualifications; suitability and eligibility. The Committee shall present the slate of officers and directors to the Board and then to the membership by ballot.

4. Committees. The KPA shall have the following committees: Finance, Scholarship, Membership, Newsletter, Public Relations, Education, Professional Development, Ways and Means, Job Bank and Paralegal Conference.

ARTICLE VIII

MEETINGS

1. Meeting of KPA Members. The regular meeting of the full membership shall be held at least annually.

2. Board Meetings. Meetings of the Board of Directors shall be held quarterly or at the discretion of the Board thereafter. The first meeting of the Board shall be held in November or December and shall be a combination of the new Board and old Board. The purpose shall be to create and discuss the goals for the committees and the KPA for the coming year.

3. Committee Meetings. Committees shall meet monthly or at any other time as determined by the Chairperson of the Committee.

4. Special Board and General Membership Meetings. The President, any member of the Board of Directors, or a majority of the Active Members, may call special meetings of the Membership. The President or any Board member may call a special meeting of the Board.

5. Place and Notice of Meeting. Notice of meetings shall be given not less than ten (10) days or more than thirty (30) days before the date of such meeting. A notice shall be mailed to each member stating the time, place, date and purpose of the meeting or may appear in any newsletter mailed to the Members of the KPA and shall constitute notice of a meeting. Any member may waive notice of a meeting in writing either before or after the meeting is held. Attendance by a member shall constitute a waiver of notice for that meeting.

6. Voting. Each Active Member is entitled to one vote, either in person or by proxy, of the matters before the members at a meeting.

7. Action Without a Meeting. Any action which must or may be taken at a meeting of the members or directors of a corporation may be taken without a meeting by written consent setting forth the action signed by all of the members entitled to vote with respect to the subject matter, or all of the directors, as the case may be. Such consent has the same effect as a unanimous vote. KRS 273377.

8. Meetings by Teleconference. Any or all directors or committee members may participate in a committee meeting or Board of Directors meeting by, or through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. Any member so participating in a meeting by this means is deemed to be present in person at the meeting.

9. Quorum. The number of Active Members at a meeting in person or by proxy, shall constitute a quorum for the transaction of business at any meeting.

ARTICLE IX

INDEMNIFICATION

Each person who is or was a member, director, trustee, or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer or employee or arising out of such person's status as a member, director, trustee, officer or employee; provided, however, no such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification: Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not

paid by the corporation within 90 days after a written claim has been received by the corporation, the member, director, trustee, officer or employee may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

ARTICLE X

AMENDMENT OF BYLAWS

The Bylaws may be amended by the Board of Directors at any meeting in which a quorum is present.

Adopted & Amended November 8, 2007