

**AMENDED AND RESTATED  
BYLAWS OF  
LOUISVILLE ASSOCIATION OF PARALEGALS**

**ARTICLE I**

**NAME**

The name of the Association shall be LOUISVILLE ASSOCIATION OF PARALEGALS ("LAP").

**ARTICLE II**

**DEFINITIONS**

For purposes of this and other LAP documentation:

1. "Paralegal" shall mean a person qualified through education, training or work experience to perform substantive legal tasks under the direct supervision of an attorney.
2. "Paralegal" shall be synonymous with "Legal Assistant."
3. "Ethics" shall mean conduct of behavior generally accepted in the legal community, including adherence to any Code of Ethics and/or Code of Professional Responsibility as adopted by the LAP.
4. "Substantive Legal Tasks" shall mean duties, tasks or functions that require legal training, and which would otherwise normally be performed by an attorney.

**ARTICLE III**

**PURPOSES**

The purposes of the LAP shall be to:

1. Expand the use of Paralegals in all aspects of the legal profession;
2. Establish and promote a working relationship between Paralegals and attorneys, business entities and government;
3. Cooperate with all appropriate bar and paralegal associations to promote high ethical standards and professionalism for Paralegals;
4. Encourage educational programs and training to promote continuing legal education for Paralegals; and
5. Inform Paralegals of developments in the paralegal profession and act as a forum for exchanging ideas.

## ARTICLE IV

### **ADMISSION, MEMBERSHIP AND TERMINATION**

1. **Admission; Expulsion.** Application for membership shall be submitted to the Membership Committee, or to the LAP's Board of Directors ("Board"), who will in turn promptly deliver the application to the Membership Committee. If the Membership Committee determines that the applicant does not meet the requirements of membership, referenced in Section 2 of this Article, then the Membership Committee shall deliver the application to the Board, along with its recommendations for rejection. The Board shall act on the application at its next regular meeting. An applicant may be rejected (or a member expelled) by a vote of the Board for such reason(s) as the Board deems appropriate, in its sole discretion, including without limitation, any willful misstatement in the application or the conviction of the applicant or member of a felony.

Any individual who is denied membership to or expelled from the LAP may appeal such decision directly to the Board. It shall be the responsibility of that individual (the "appellant") to request in writing such an appeal within thirty (30) days of the Board's decision. Copies of the letter shall be addressed to the President and to the Chairperson of the Membership Committee.

The appellant shall state his or her case in support of his or her membership at the next regular Board meeting. A representative of the Membership Committee shall be present to explain the basis of the Committee's recommendation of expulsion or denial of membership. The appellant and Membership Committee representative shall each be limited to ten (10) minutes during which time Board members may make inquiries.

The Board shall vote by a majority of the entire Board to decide the issue of membership for that particular appellant. It shall be within the Board's authority to defer a vote on an individual's application or expulsion pending further inquiry into the matter. Within forty-five (45) days following the date of the Board meeting at which such appeal was heard the Board of Directors shall notify the appellant of its decision.

2. **Membership.**

(a) All members of the LAP shall be entitled to receive all mailings, notices, and newsletters of the LAP as well as such other privileges specifically provided herein or by the Board.

(b) There shall be six classes of members:

(i) **ACTIVE MEMBERS.** Active Members shall have all the voting power of the LAP. An active member of the LAP must be currently employed as a paralegal and meet one of the following educational or experience criteria:

(A) A bachelor's degree in paralegal studies;

(B) An associate's degree in paralegal studies;

(C) A bachelor's degree or an associate's degree in any field plus a minimum nine month certificate in paralegal studies or a certificate from an ABA approved institution in paralegal studies;

(D) A bachelor's degree in any field plus one year of full-time employment as a paralegal; or

(E) As of the date of the application, a minimum of 5 years continuous 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 or attorneys

(ii) STUDENT MEMBERS. A student enrolled full or part time in a paralegal training program, or receiving on-the-job training, may become a Student Member of the LAP. Student Members shall not have voting privileges or be eligible to serve as officers or directors of the LAP.

(iii) ASSOCIATE MEMBERS. Associate membership is open to any individual who endorses or is involved in the promotion of the Paralegal profession and meets at least one of the following qualifications:

(A) Any person who, at the time of application for active membership, does not meet active membership criteria, and does not otherwise qualify as a student member;

(B) Members of bar associations;

(C) Members of the educational field; or

(D) Persons directly involved in the supervision of Paralegals.

Associate members are entitled to the benefits of LAP Active Membership, including serving on any committee (other than the Nominating and Membership Committees), and joining any specialty section. However, Associate members shall not have voting privileges and shall not be eligible to serve as officers or directors of the LAP.

(iv) SUSTAINING MEMBERS. Sustaining membership is available to those individuals, law firms, corporations, institutions and paralegal program representatives who endorse or are actively involved in the promotion of the paralegal profession. Sustaining Members shall not have voting privileges nor be eligible to serve as officers or Directors of the LAP.

(v) NON-RESIDENT MEMBERS. Non-Resident membership is open to any paralegal or individual who endorses or is involved in the promotion of the Paralegal profession and is not a resident of the Louisville/Jefferson County metropolitan area.

(vi) **EMERITUS MEMBERS.** Emeritus membership is open to any individual who has retired from the Paralegal profession. Emeritus Members shall be eligible to serve as a voting member of the Board of Directors or serve on any committee, but they shall not be eligible to serve as an officer.

(c) Attorneys. Attorneys not eligible to practice law in any state because of suspension or disbarment are not eligible for membership in the LAP.

(d) Non-qualification. A member's status (i.e., Active, Student, etc.) shall be changed appropriately to reflect any change in such member's qualifications or in the status qualifications as established from time to time by the Board.

(e) Recordation of Membership. The Recording Secretary and Chairperson of the Membership Committee of the LAP 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 paid and, if necessary, reason for termination.

3. **Effective Date.** Membership criteria as described in this Article shall apply to all new and renewal applications submitted after the effective date of these Amended and Restated Bylaws.

4. **Termination.** In addition to termination or expulsion by vote of the Board as provided herein, a member's membership may be terminated due to such member's failure to pay dues, or written resignation to the Recording Secretary by any member. Terminated members may be reinstated by the vote of the Board upon approval of a new application detailing the reason(s) of such termination and payment of all delinquent dues, if any; provided if the termination occurs solely due to the failure to pay dues, reinstatement may occur after such dues are paid without the need for a new application.

## ARTICLE V

### **DUES**

**Annual Dues.** The Board of Directors will determine the annual membership dues for all classes of membership in the LAP, which shall be nonrefundable. The membership dues will be payable in June of each year, for the following year, and must be paid within thirty (30) days of notification. The Board of Directors will have discretion in charging late fees. New members shall submit dues with their membership application.

## ARTICLE VI

### **DIRECTORS**

1. **Qualification; Election.** A Director must be an Active Member. Directors shall be elected annually by the Active Members as set forth in these Bylaws.

2. **Number and Term.** The number of Directors shall be fixed by resolution of the Board, but shall not be less than twelve (12) or more than fourteen (14). Each Director shall hold office for one (1) year from July 1 until June 30 of the following year or, until his or her successor is elected and duly qualified or until such time he or she resigns.
3. **Power and Duties.** The Board of Directors shall have charge over the business affairs and assets of the LAP. The Directors may do all that is lawful and necessary, which does not conflict with any statute or the Articles of Incorporation and the Bylaws of the LAP, in order to carry out the purposes of the LAP. Except as otherwise specifically required herein or in the Articles of Incorporation of the LAP, the Board may act by a vote of a majority of those members entitled to vote at any meeting at which a majority of the Board is present.
4. **Removal and Resignation.** A Director may resign by written notice submitted to the President of the LAP. The notice shall contain the date the resignation is to take effect and should be given no less than fifteen (15) working days before the effective date of the resignation. A Director may be removed from office by a vote of a majority of those Active Members entitled to vote at any meeting at which a majority of the Active Members is present. A Director is subject to possible removal after failure to attend three (3) successive Board meetings by unanimous vote of the remaining board.
5. **Vacancies.** In the event of a vacancy on the Board due to resignation or removal, the Board of Directors may appoint an interim Director to fill a Director's unexpired term. The interim Director so appointed shall be that person who received the greatest number of votes at the last annual election, but who, however, did not receive enough votes to be elected to the Board of Directors (or the next such person if that person is unavailable, and so on).
6. **Specialty Sections.** It shall be the prerogative of the Board of Directors to create Specialty Sections which will be comprised of members of similar practice specialty or interests. Specialty Sections shall be under the direct supervision of the Second Vice President.

## **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 purposes of the LAP.
2. **Authority; Reports.** 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. Committee Chairpersons shall be named by a simple majority of Committee members or by appointment of the Board. The Committee Chairperson shall report the activities of the Committee to the Board of Directors at the monthly Board meetings. Failure by the Committee Chairperson, or a designated member, to report the Committee's activities to the Board after three (3) Board meetings, will subject the Committee Chairperson to review by the Board for possible removal.
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 membership of the LAP at a duly called membership meeting. The Committee shall solicit and accept nominations from the Members of the LAP and review the nominees for qualifications, suitability, and

eligibility, and shall contact nominees to determine their willingness to serve. The Committee shall present the nominees to the membership by ballot.

4. **Membership Committee.** The purpose of the Membership Committee shall be to seek qualified persons for membership in the LAP, to solicit and accept applications for membership in the LAP, and to make recommendations for rejection or acceptance of applicants for membership in the LAP. The Membership Committee shall also make recommendations to the Board concerning the establishment of membership criteria. The Membership Committee shall also, upon request of the Board, make recommendations to the Board concerning expulsion of a member of the LAP.
5. **Committee Budget and Expenses.** Before any business shall be conducted by any Committee, the Committee Chair shall tender an annual budget for Board approval. The Board of Directors shall have the option of approval, rejection or modification of Committee budgets. Once a budget is approved, it shall be kept by the Treasurer. Any expenditures in excess of \$100 over budget shall be submitted by the Committee Chair to the Board of Directors for approval prior to commitment of such funds. Any expenditures in excess of \$500 shall require the signature of the Treasurer and either the President or President Elect on the issuing check. The Treasurer shall bring any out-of-budget items to the attention of the Board of Directors.

## **ARTICLE VIII**

### **OFFICERS**

1. **Election.** Officers shall be elected annually by the Active Members at the Annual Meeting of the LAP. Officers shall be Active Members of the LAP.
2. **Number and Term.** Officers shall consist of a President, President Elect, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, and Treasurer, each of whom shall be a director. Each officer shall hold office for one (1) year from July 1 until June 30 of the following year or until his or her successor is elected and duly qualified or until such time as he or she resigns or is re-elected. The Board of Directors may elect additional officers as they may deem necessary. All officers shall be Directors for that simultaneous period of time. There is no limit on successive terms of office, except that the term of President and President Elect shall be limited to one (1) consecutive term.
3. **Power and Duties.** All officers shall be required to attend meetings of the Board. In addition, the power and duties of the officers shall be as follows:

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

**(b) President Elect.** The President Elect shall become familiar with the day-to-day responsibilities of the office of President and the Board of Directors. The President Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The President Elect shall succeed to the office of President at the expiration of the elected term.

(c) **First Vice President.** The First Vice President shall perform such duties and have such authority that may be delegated or assigned to him or her by the President or Board of Directors. The First Vice President shall supervise the Program and Ad-Hoc Committees.

(d) **Second Vice President.** The Second Vice President shall assist the President and the First Vice President in the Administration of the day-to-day business and affairs of the LAP, and supervise the Specialty Sections and the Ways and Means Committee and perform such other duties as the President and the Board may prescribe or delegate.

(e) **Recording Secretary.** The Recording Secretary shall keep or cause to be kept a record of the proceedings of the monthly meetings of the Board of Directors, and any regular or special meetings of the members or Board of Directors; shall keep or cause to be kept a record containing the names and addresses of all members of the LAP and the class of membership held by each; maintain custody and control of the corporate records; and in general perform all duties incident to the office of Recording Secretary and such other duties as may be assigned by the President or Board of Directors.

(f) **Corresponding Secretary.** The Corresponding Secretary shall give or cause to be given notice of all meetings in accordance with the provisions of the Bylaws; prepare an agenda with the President for the monthly Board of Director meetings; answer correspondence as the President and Board may direct; and perform all duties incident to the office of Corresponding Secretary and such other duties as may be assigned by the President or Board of Directors.

(g) **Treasurer.** The Treasurer shall have the custody of all funds and shall keep full and accurate accounts of receipts and disbursements; deposit all moneys and other valuable effects in the name and to the credit of the LAP; disburse the funds of the LAP; submit written reports pertaining to the financial transactions and the financial condition of the LAP at Board of Director and/or membership meetings and perform such other duties as may be assigned by the President or Board of Directors. The Treasurer will be bonded and responsible for the obligations under the Bond.

4. **Qualifications.** Candidates for President and President Elect must have at one time served at least one (1) term of office on the Board of Directors.
5. **Removal and Resignation.** An officer may resign by written notice submitted to the President (or, in the case of the President, to the Board) of the LAP. The notice shall contain the date the resignation is to take effect and should be given no less than fifteen (15) working days before the effective date of the resignation. An Officer may be removed from office by a vote of a majority of those Active Members entitled to vote at any meeting at which a majority of the Active Members is present. An Officer is subject to possible removal after failure to attend three (3) successive Board meetings by unanimous vote of the remaining board.

6. **Vacancies.** The Board of Directors may appoint an interim officer to fill the unexpired term of any officer who has resigned or been removed.

## **ARTICLE IX**

### **MEETINGS**

#### **1. Meetings of LAP Members.**

- (a) Regular membership meetings shall be held every other month. The regular membership meeting held in May of each year shall constitute the annual membership meeting, at which directors and officers shall be elected.
- (b) Notice of regular and special meetings shall be given not less than ten (10) days before the date of such meeting. A notice shall be given to each member stating the time, place, date, and purpose of the meeting, provided any matter may be acted upon at any regular meeting regardless of whether such matter is noticed in the notice of the Meeting. The notice may appear in any newsletter mailed to the members of the LAP, in which case such newsletter 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.
- (c) The President, any member of the Board of Directors, or a majority of the Active Members, may call special meetings of the Membership.
- (d) Each Active Member is entitled to one vote, either in person or by proxy, on all matters before the members at a meeting.
- (e) A majority of the number of Active Members, in person or by proxy, shall constitute a quorum for the transaction of business at any meeting.

#### **2. Monthly Board Meetings.**

- (a) Meetings of the Board of Directors shall be held monthly or more frequently at the discretion of the Board of Directors. The first meeting of the newly elected Board of Directors for each year shall be held within a reasonable time following the election of officers and directors and shall be a combination of the outgoing members of the Board of Directors and the incoming members of the Board of Directors. The purpose of this meeting shall be to create and discuss goals of the LAP and its committees for the following year.
- (b) Notice of monthly Board meetings shall be given not less than ten (10) days before the date of such meeting. A notice shall be mailed to each Board member stating the time, place, date, and purpose of the meeting, provided any matter may be acted upon at any regular meeting regardless of

whether such matter is noticed in the notice of the meeting. Any Board member may waive notice of a meeting in writing either before or after the meeting is held. Attendance by a Board member shall constitute a waiver of notice for that meeting.

- (c) The President or any Board member may call a special meeting of the Board.
  - (d) Each Board member is entitled to one vote on the matters before the members at a Board meeting.
  - (e) A quorum consisting of a majority of the Board is necessary for the transaction of business at any meeting of the Board of Directors.
3. **Committee Meetings.** Committees shall meet monthly or at any other time as determined by the Committee.
4. **Proxy.** Officers of the LAP who are unable to attend a meeting of the Board of Directors, shall give their written proxy to another LAP Officer to act in their stead. The proxy must be in writing. The original must be delivered to the Recording Secretary to be attached to the minutes of the meeting.

## **ARTICLE X**

### **CONSTRUCTION**

Unless the context specifically requires otherwise, any reference in these Bylaws to any gender shall include all other genders; any reference to the singular shall include the plural; and any reference to the plural shall include the singular.

## **ARTICLE XI**

### **AMENDMENT OF BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any meeting at which a quorum is present.

*Effective as approved by the 2008-2009 Board of Directors*