

# BYLAW OF THE SEQUOIA PARALEGAL ASSOCIATION

## ARTICLE I

The name of the association shall be the Sequoia Paralegal Association (hereinafter the “Association”), consisting primarily of paralegals from Tulare and Kings Counties. The term paralegal is synonymous with the term legal assistant.

## ARTICLE II

### **Purpose**

#### **Section 2.01**

The Purpose of the Association is to:

- (A) Foster, encourage, expand, and promote the business conditions and standards of the paralegal profession.
- (B) To establish standards of professional and ethical conduct, and encourage a high order of ethical and professional attainment;
- (C) Promoting the public interest by educating the legal community, in particular the public, in general, on the role of paralegals in the delivery of high quality legal services;
- (D) Educating employers and consumers regarding the role of paralegals in the functions, capabilities, and delivery of legal services; and
- (E) Promoting the common business and professional interests of paralegals through sponsorship and encouragement of educational and informational activities and programs for their benefit.
- (F) To aid in the advancement of employment opportunities of paralegals.

#### **Section 2.02**

To maintain mutually beneficial working relationships with local, state, and national paralegal and bar associations.

## ARTICLE III

### **Membership**

#### **Section 3.01**

Membership Qualifications: Any person or entity dedicated to the purpose of this Association and meeting the qualifications for membership shall be eligible for membership upon acceptance of the Membership Application by the Board of Directors, and payment of such dues and fees as from time to time may be fixed by the Board of Directors for the particular class in which memberships sought. Membership status shall be reviewed on an annual basis.

#### **Section 3.02**

Classes of Memberships:

- (A) Voting Members: Any person who is a practicing paralegal in the State of California and meets the requirements of the California business and Professions Code sections 6450 et seq., shall be eligible for voting membership. Voting Members in good standing shall have the right to vote, as set forth below in section 5.07 on the election of officers, and on business of the Association as shall be presented by the Board of Directors. Voting members of the Association must live and/or work in Tulare and/or Kings County.
- (B) Associate Members: Any person who, at the time that membership is sought does not meet the requirements for either Voting or Student membership, but who is deemed by the Board of Directors to be entitled to membership by virtue of either training or experience, shall be eligible for associate membership. Associate members shall be entitled to fully participate in the activities and affairs of the Association except they shall not be entitled to vote or serve as an officer. Any Associate Member whose circumstances make them eligible for Voting Membership may apply to the Board of Directors to update their membership to voting status.
- (C) Student Member: Any person who is enrolled and participating in a recognized paralegal certification program or similar course of legal training or studies shall be eligible for student membership. Student members shall be entitled to fully participate in the activities and affairs of the Association except they shall not be entitled to vote or serve as an officer. Any Student Member whose circumstances make them eligible for Voting Membership may apply to the Board of Directors to update their membership to voting status. Students of the OCS Paralegal program who graduate in May of a particular year shall be elevated to Voting for no additional cost for the remainder of that fiscal year.
- (D) Sustaining Member: Any person or entity otherwise not qualifying for membership but is interested in supporting the purposes and goals of the Association shall be eligible for sustaining membership upon making a monetary, or equivalent in-kind contribution to the Association in an amount to be determined annually by the Board of Directors, in its discretion, may limit to not less than (1) the number of natural persons authorized to participate in Association activities and affairs in the capacity of representative or agent (the “authorized representative”) of such sustaining and members shall be subject to all provisions of the Bylaws and laws applicable to nonmembers of this Association. Sustaining Members shall not be entitled to vote or serve as an officer.

(E) The Board of Directors of this Association may at any time or from time to time prescribe further rules and regulations defining and governing the admission of individuals to any classification of membership in this Association.

Section 3.03

Application: Applications for membership shall be submitted on forms approved by the Board of Directors.

Section 3.04

Approval: Application for membership shall be presented at the next regularly called meeting of the Board of Directors, and shall require a majority of the votes cast for approval. Approval of membership shall be noted on the application forms where specified.

Section 3.05

Rejection: An application for any class of membership shall be rejected if the applicant has not met any one or more of the qualifications required for the class of membership applied for, or the applicant has been convicted of a felony.

Section 3.06

References to Members: The Association may refer to persons or entities of the associate, student and sustaining classes or to other persons or entities associated with it as “members” even though such persons or entities are not Voting Members as defined above in subsection 3.02(A). References in the Bylaws to “members” shall mean members as set forth in their relevant sections of 3.02(A)-(E).

Section 3.07

Fees Dues and Assessment; Good Standing: Each member must pay, within the time and on the conditions established by the Board of Directors, fees, dues and assessments in amounts to be fixed from time to time by the board of Directors. The fees, dues and assessments shall be equal for all members of each class, but the Board of Directors, in its discretion, may set different fees, dues and assessments for each class. Those members who have paid the required fees, dues and assessments in accordance with this section shall be members in good standing.

Section 3.08

Membership in the Association is personal to the member and is non-transferrable either voluntarily or by operation of law.

## ARTICLE IV

### Membership Termination

Section 4.01

Voluntary Termination: A member of this Association may resign from membership at will by submitting a written resignation to the Board of Directors of the Association. Unless otherwise specified, such resignation shall be deemed to be effective upon receipt, and dues for the current year shall be forfeited.

- Section 4.02 Expiration of a period of Membership: Unless the member is renewed on the renewal terms fixed by the Board of Directors.
- Section 4.03 Failure of a member to pay dues, fees or assessments as fixed by the Board of Directors within the time set by the Board of Directors shall be cause for termination.
- Section 4.04 Occurrence of any even which renders a member ineligible for membership exempt to the extent that membership validity may be continued in a different class.
- Section 4.05 Expulsion or suspension of a member may be made pursuant to section 4.06 below, based on the good faith determination by the Board of Directors or a committee of the Board of Directors designated to make such determination, that the member has failed in a material and serious degree to observe the rules of conduct expected of a paralegal, or the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association, or for willful failure to abide by these Bylaws.
- (A) Involuntary termination or suspension of membership, shall be determined by a two-thirds (2/3) vote of the Board Directors.
- (B) A member who has been expelled may be reinstated upon the vote of two-thirds (2/3) of the Board of Directors after the filing of written request for reinstatement with the Board Secretary. The Board of Directors may condition such reinstatement upon such terms as it deems necessary.
- Section 4.06 Procedure for Expulsion, Suspension or Termination:  
Following the good faith determination that a member should be suspended or expelled, or a membership terminated or suspended the following procedure shall be followed:
- (A) A member shall be given not less than fifteen (15) days' prior notice of the proposed expulsion, suspension or termination, and the reasons therefore. Notice shall be given by any method reasonable calculated to provide actual notice (written, electronic, telephonic, etc.). Any notice given by mail shall be sent first-class or certified mail, postage prepaid, to the last known address of the member as shown on the Association's records.
- (B) A member proposed to be expelled, suspended or terminated shall be given an opportunity to be heard, either orally or in writing, not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. The hearing

shall be held on the written statement considered by the Board Directors or by a committee appointed by the Board of Directors to determine whether or not the proposed expulsion, suspension or termination should take place.

- (C) Prior to the effective date of the proposed expulsion, suspension, or termination, the Board of Directors or committee designated by the Board of Directors shall decide whether or not the member should be expelled or terminated or sanctioned in some other way. Notice of such decision shall be given to the affected member immediately by any reasonable means, including e-mail, and, if mailed, sent by first-class or certified mail, postage prepaid, to the last known address of the member as shown on the Association's records. The decision of the Board of Directors or committee designated by the Board of Directors shall be final. An expelled, suspended or terminated member is not a member in good standing.
- (D) Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice must be commenced within six (6) months after the effective date of the expulsion, suspension or termination.

## ARTICLE V

### **Meetings of Members**

#### **Section 5.01**

Attendance: All members, Voting, Associate, Student and Sustaining, shall be entitled to attend regular and education meetings. Attendance at Board of Director meetings is by invitation of the Board of Directors.

#### **Section 5.02**

Place of Meetings: Meetings of the members shall be held at any place designated by the Board of Directors or by the written consent, given before or after the meeting, of all the persons entitled to vote.

#### **Section 5.03**

Annual Meeting: An annual meeting of members shall be held on such date and at such time as from time to time the Board of the Directors designate. At this meeting, any proper business may be transacted subject to the subsections in the Article V.

#### **Section 5.04**

Special Meetings: A special meeting of the members may be called for any lawful purpose by the Board of Directors, or the President, or by fifteen percent (15%) or more of the voting members.

#### **Section 5.05**

Calling meetings: if a special meeting is called by any person (other than the Board of Directors) entitled to call a meeting, the request

specifying the general nature of the business proposed to be transacted, shall be submitted in writing (e-mail and/or written letter) to the President, Vice-President or the Secretary of the Association. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 5.06, stating that a meeting will be held at as specified time and dated filed by the Board of Directors; provided however, that the date of such meeting shall not be less than thirty-five (35) nor more than ninety (90) days following receipt of the request. IF the notice is not given within twenty (20) days after the request, the person(s) requesting the meeting may give the notice. Noting contained in this subsection shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.

(A) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. It shall not be necessary to give any notice of the business to be transacted at an adjourned meeting other than an announcement at the meeting at which such adjournment is taken.

#### Section 5.06

#### Notice Requirement for Members' Meetings:

- (A) General Notice Requirement: Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given in accordance with this section to each member entitled to vote. The notice shall specify the place, date and jour of the meeting, and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or (ii) in the case of the general and annual meetings, those matters which the Board of Directors, at the time the notice is given, intends to present for action. The notice of any meeting at which the Board of Directors or officers are to be elected shall include the names of all persons who are nominees at the time notice is given.
- (B) Notice of Certain Agenda Items: Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only, if the notice or written waiver of notice states the general nature of the proposal(s): (i) Removing a director without cause; (ii) Filing a vacancy on the Board of Directors; (iii) Amending the Bylaws; (iv) Approving a contract or transaction of the Association and one or more Directors between the Association and any entity in which a director has a material financial interest.

(C) Manner of Giving Notice: Notice of any meeting of members shall be in writing, and shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting, either personally, electronically, or by first-class or certified mail, or by other means of written communication, charges and postage prepaid, addressed to each member entitled to vote at the address of that member appearing on the books of the Association, or at the address given by the Member to the Association for purposes of notice. Notice may be published at least once in the Association's newsletter (if any such newsletter is available). Notwithstanding any other provision of this subsection 5.06(C), if notice is given by mail and such notice is not mailed first-class or certified, that notice shall be given not less than twenty (20) days before the meeting.

Section 5.07

Quorum: A majority of the voting members of the Association, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members.

Section 5.08

Loss of Quorum: The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough member to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members require to constitute a quorum.

ARTICLE VI

**Voting**

Section 6.01

Members Qualified to Vote: Only Voting Members in good standing on the date of an item to be voted on shall be entitled to vote. Each voting member shall be entitled to one vote and shall not have the right to cumulate votes.

Section 6.02

Manner of Casting Votes: Voting may be by voice, ballot, e-mail notification (to the Secretary), or proxy.

Section 6.03

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

Section 6.04

Approval by Majority Vote: If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to core and voting on any matter shall be the act of the

members, unless voting by class or the vote of a greater number is required by these Bylaws.

Section 6.05

In no event shall a Voting Member whose membership has been involuntarily terminated vote.

Section 6.06

Voting by Proxy: At any meeting of the membership of the Association, any Voting Member in good standing shall have the right to vote either in person or by written proxy ("proxy"), which shall take substantially the form set forth by the Association. A member may appoint another member and one alternate as proxy by an appropriate written designation and proxy. Any such proxy shall be valid only for that single meeting for which it shall have been given. No person shall solicit any proxies, and proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the person appointed by the President.

Section 6.07

Written Waiver of Notice or Consent by Absent Member:

- (A) Written Waiver of Consent: The transaction of any meeting of members, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if a quorum be present, either in person or by proxy, and it, either before or after the meeting, each person entitled to vote, not present in person or by proxy, signs a written waiver of notice of a consent to the holding of the meeting or an approval of the minutes thereof. The waiver of notice-or consent or approval need not specify either the business taken for approval of any of those matters specified above, the waiver of notice or consent or approval shall state the general nature of the proposal. All such waivers, consents and approvals shall be filed with the Association or made a part of the minutes of the meeting.
- (B) Waiver by Attendance: Attendance of a member at a meeting shall constitute a waiver of notice of and presence at that meeting, except when the member objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. In addition, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 6.08

Action by Written Ballot Without a Meeting:



- (A) General: Any action that may be taken at any meeting of members may be taken without a meeting upon compliance with the provisions of this section 6.08.
- (B) Solicitation of Written Ballots: The Association shall distribute one (1) written ballot to each member entitled to vote on the matter; ballots shall be mailed or delivered by any approved manner, including electronically, except that where the context so requires in order to give meaning and effect to this provision, references in subsection 5.06(C) to "notice" shall be changed to "ballot" and references to "meeting" shall be construed to mean the date determined in accordance with subparagraph (ii) below of this subsection (B). All solicitations of votes by ballot shall: (i) indicate the number of responses or percentage of approvals needed to meet the requirement; (ii) specify the date by which the ballot must be received in order to be counted.
  - (1) Set forth the proposed action;
  - (2) Provide the members with an opportunity to specify approval or disapproval of any proposal; and
  - (3) Provide a reasonable time within which to return the ballot to the Association.
- (C) Quorum: Approval by Majority Vote. Approval by written ballot shall be valid only when the number of votes cast by ballot, including those ballots marked "withhold," within the time specified equals or exceeds the quorum required to be present at the meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (D) Revocation: A written ballot may not be revoked.
- (E) Filing: All written ballots shall be filed with the Secretary of the Association and maintained in the Association records for a period of at least three (3) years.

Section 6.09

Action by Written Consent Without a Meeting: Any action required or permitted to be taken by the members may be taken without a meeting if all members individually or collectively shall consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 6.10

Record Date for Notice, Voting, Written Ballots and Other Action:

- (A) If determined by the Board. For the purposes of determining the members entitled to notice of any meeting of the members,

Board may fix, in advance, a record date, which shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. For purposes of determining the members entitled to vote at a meeting of members or entitled to exercise any rights in respect of any other lawful action, the Board may fix, in advance; a record date, which shall be not more than sixty (60) days prior to the date of the meeting or of such other action. For the purpose of determining the members entitled to vote by written ballot, the Board may fix, in advance, a record date which shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited.

- (B) If not determined by the Board.
- (i) Record Date for Notice of Voting: If not fixed by the Board, the record date for determining members entitled (a) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given, or, if notice is waived, the business day next preceding the day on which the meeting is held, and (b) to vote at the meeting, shall be day on which the meeting is held.
  - (ii) Record Date for Action by Written Ballot: If not fixed by the Boars, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.
  - (iii) Record Date for Other Action: If not fixed by the Board, the record date for determining members entitled to exercise any rights in respect of any other lawful action shall be date on which the Board adopts the resolution relating thereto, or the sixtieth (60<sup>th</sup>) day prior to the date of such other action, whichever is later.
- (C) "Record Date" Defined. For purposes of this section 6.10, a person holding a membership as the close of business on the record date shall be deemed a member of record.

## Section 6.11

### Proxies:

- (A) Right of Members. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Association. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney in fact.
- (B) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in force and effect until (i) revoked by the member executing it before the vote is case pursuant to that proxy, (a) by a writing delivered to the Association stating

that the proxy is revoked, or (b) by a subsequent proxy executed by such member and presented to the meeting, or (c) as to any meeting, by personal attendance and voting at a meeting by such member, or (ii) written notice of the death or incapacity of the maker of the proxy, or the termination of a membership as a result thereof, is received by the Association before the vote pursuant to the proxy is counted.

Notwithstanding the foregoing provision of this subsection, no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy.

Section 6.12

When voting is for elections, the President may designate an Elections and Nominations Chair. A nominations form shall be sent to all Voting Members to solicit nominations for all offices. After a designated time determined by the Board of Directors, a ballot shall be forwarded to all Voting Members. Voting may be made by mailing the written ballot or by electronic transmission. All election votes shall be forwarded to the Elections and Nominations Chair. In the event of a tie vote for any office, the tie shall be broken by a vote of a quorum of the Board of Directors. A Board of Director shall not be entitled to vote to break a tie for any office for which he or she is a candidate. The majority vote of the Board of Directors shall constitute the decision of the Board of directors. After elections are completed, the original ballots and/or electronic ballots shall be forwarded to the Secretary.

ARTICLE VII

**Election of Directors and Officers**

Section 7.01

Subject to the limitations of the laws of the State of California and these Bylaws as to actions to be authorized or approved by its members, all Association powers shall be exercised by or under the authority of, and the business and affairs of this Association shall be controlled by a Board of Directors. The Board of Directors shall consist of the current elected officers of the Association elected by the Voting Members, the immediate Past President, and appointed chairpersons of each established committee. Business shall be conducted according to the most current edition of Roberts Rules of Order.

Section 7.02

The Voting Members shall elect all officers of the Association with the exception of the immediate past President.

Section 7.03

Nominations by Committee and Balloting Procedure: By September 1st each year the President shall select a committee to solicit nominations of those Voting Members in good standing for election to the Board as officers for the next term. The solicitation of nominations shall be forwarded by acceptable means (i.e.: e-mail, U.S. Mail, text, etc.), advising members that they have the right, as a Voting Member, to nominate candidates for directors and offices. The solicitation of nominations shall specify the date by which nominations by members must be received in order to be placed on the ballot indicating the election date, which shall be the date by which ballots are to be received in order to be counted (the "election date"). Nominations shall be returned to the Nomination Chair at the address noted in the solicitation of nominations. The nomination committee shall make its report on nominations to the Board of Directors thereon by the first Board of Directors meeting in November.

Section 7.04

Nominations From the Floor: If there is a meeting to elect directors and offices, any Voting Member present at the meeting in person or by proxy may place names in nomination.

Section 7.05

All nominations for directors and officers, whether made by ballot, e-mail, or from the floor shall be completed by November 1<sup>st</sup>.

Section 7.06

Ballots: Once nominations for directors and officers are complete the nominating committee thereafter shall forward to each Voting Member, a ballot listing the names of all candidates nominated pursuant to this sections 7.03 and 7.04 by acceptable means (i.e.: e-mail, U.S. Mail, text, etc.) Ballots shall be returned to the Nomination Chair at the address noted in the solicitation of nominations and the ballot no later than December 10th at which time elections will be closed. No later than December 18th all members of the Association shall receive notification of the officers and directors elected for the upcoming year.

Section 7.07

Term of Office: Term of elected and appointed officers shall be one year. Directors shall take office on January 1 and shall hold their respective office until their respective successors are elected or appointed, and have qualified, or until their death, resignation or removal.

Section 7.08

Compensation for Officers: All elected and appointed officers of this Association shall serve without compensation, except that all proper expenses shall be reimbursed upon the approval or ratification by the Board of Directors.

## ARTICLE VIII

### Section 8.01

General Powers: Subject to the provisions and limitations set forth by any applicable California law and as set forth in these Bylaws relating to action required to be approved by the members, the activities and affairs of the Association shall be managed and powers shall be exercised by or under direction of the Board of Directors.

### Section 8.02

Special Powers: Without prejudice to these general powers, but subject to the same limitations, the Board of Directors shall have the power to: (i) Appoint and remove at the pleasure of the Board, all agents and committee chairs/members of the Association; prescribe powers and duties of the officers, agents and committee chairs/members consistent with these Bylaws. (ii) Designate any place within or outside the State of California for the holding of any meeting of members. (iii) Adopt and prescribe the forms of membership consistent with the provisions of these Bylaws.

### Section 8.03

Number and Qualification of Directors: The minimum authorized number of Directors shall be eight (8). The Board shall include the President, Vice President, Secretary, Treasurer, CAPA Primary Representative, CAPA Secondary Representative, Board Member at Large, and the immediate Past President (if applicable). Only Voting Members of the Association in good standing who live and/or work in Tulare/Kings Counties shall be eligible to serve as members of the Board of Directors.

### Section 8.04

Election and Term of Office of Directors: The Directors set forth in Section 8.03 above shall be elected at an annual meeting of the members by a quorum of those eligible Voting Members in attendance, to hold office from January 1 through December 31 of each year, or until their successors are duly elected and qualified. Elections may also be conducted by ballot as referenced in Article VI above. Each Director, including a Director elected to fill a vacancy shall hold office until expiration of the term of which elected until a successor has been elected and qualified. Directors may also be removed upon their death, resignation and/or removal.

### Section 8.05

Removal: Any officer or Director may be removed at any time, with cause, by a two-thirds (2/3) vote of the Board of Directors or a majority vote of the membership. The membership shall be notified in advance of the proposed removal and may vote in person, by proxy, by e-mail, by U.S. Mail or by text as the situation dictates.

## Section 8.06

### Vacancies:

(A) Events causing a vacancy on the Board shall exist on the occurrence of the following: (i) the death or resignation of any Director or officer. (ii) The declaration by resolution of the Board of Directors of a vacancy in the officer of a Director who has been declared of unsound mind by an order of the court or convicted of a felony. (iii) The vote of the members to remove any officer. (iv) The increase of the authorized number of Directors. (v) The failure of the members, at any meeting at which any Director or Directors are to be elected, to elect the number of directors required to be elected at such meeting.

(B) Resignations: Except as provided in this subsection, any Director may resign effective upon giving notice to the chairperson of the Board of Directors, if any, or the President, or the Secretary, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a later time, the Board of Directors may elect a successor to take office effective as of the date on which the resignation becomes effective.

(C) Filling Vacancies: Except for a vacancy created by the removal of a Director by the members, vacancies on the Board of Directors may be filled by a majority of the Board of Directors then in office, whether or not less than a quorum, or by a sole remaining office. The members may fill any vacancy or vacancies not filled by the Directors and shall fill any vacancy created by removal of a Director by the members.

(D) No Vacancy on Reduction of Number of Directors: No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

## Section 8.07

### Responsibilities of Officers:

(A) **President:** Subject to such supervisory powers as given by the Board of Directors, the President, subject to the control of the Board of Directors, shall be the general manager and Chief Executive Officer of the Association and generally supervise, direct and control the activities and affairs and the officers of the Association. The President shall control the internal business and affairs of the Association. The President shall preside at all meetings of the members, and all meetings of the Board of Directors. The President shall serve as ex officio non-voting member of all committees created pursuant to Article IX below, and have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.

(B) **Vice President:** In the absence or disability of the President, the Vice President shall perform all the duties of the President, and, when so acting, shall have the powers of and be subject to all of the

restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice President by the Board of Directors or by the Bylaws.

(C) **Secretary**: (i) The Secretary shall keep or cause to be kept, at such place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board of Directors, of committees of the Board of Directors, and members, with the time and place of holding, whether annual, regular or special, and if special, how authorized, the notice given, the names of those present at the meetings of Board (and committees), and the number of members present or represented at members' meetings. (ii) The Secretary shall keep or cause to be kept, at such place as the Board of Directors may direct, record of the Association's members, showing the names of all members, their addresses and the class of membership held by each. The Secretary shall keep the original copies of all Applications for Membership. (iii) The Secretary shall also have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.

(D) **Treasurer**: (i) The Treasurer shall keep or cause to be kept, at such place as the Board of Directors may direct, adequate and correct books and accounts of the transactions of the Association, and shall send or cause to be sent to the members and Board of Directors such financial statements and reports as are required by these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times. (ii) The Treasurer shall deposit all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors, and disburse the funds of the Association as may be ordered by the Board of Directors after Board approval of Association expenses. (iii) The Treasurer shall render to the President or chairperson of the Board of Directors, if any, when requested, any account of all transactions as Treasurer and of the financial condition of the Association. (iv) The Treasurer shall collect all Association mail that is received in the Association 's post office box. (v) The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

(E) **Board Member at Large**: (i) The Board Member at Large shall act as a liaison between the Association and the College of the Sequoias Paralegal Association, and in general, perform all the duties incident to the office of Board Member at Large. (ii) The Board Member at Large shall also have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.

**(F) Primary Representative to the California Alliance of Paralegal Associations** (CAPA): The primary representative to CAPA shall have the following powers: (i) General: The primary representative shall be the spokesperson for the association at CAPA matters, shall represent the Association as set forth below in Section 8.07(ii) below, and shall perform such other or additional duties and have such other additional responsibilities as may be assigned from time to time by the Board of Directors. (ii) Voting: When the agenda for any regular CAPA meeting is received before the date of any meeting of the board which precedes such CAPA meeting, the Primary Representative shall submit the agenda to the Board of Directors for advisory vote with respect to all proposed resolutions appearing on the agenda. The Primary Representative shall present the Board of Director's position at such CAPA meeting, and shall vote in accordance with the advisory vote of the Board of Directors. When CAPA requires a vote of its members on a given resolution or agenda item and the timing of the vote is such that the matter cannot be presented at a meeting of the Board of Directors, the Primary Representative, in his/her discretion, shall vote on behalf of the Association with respect to such resolution or agenda item and shall inform the Board of Directors at its next regular meeting, of the vote so cast. (iii) Expenditures: The Primary Representative shall not authorize or approve any expenditure by the Association to or on behalf of CAPA without the Board of Directors' prior approval or authorization of such expenditure. (iv) Primary Representative's Expenditures in Representing the Association. Only reasonable and pre-approved expenses shall be incurred by the Primary CAPA Representative. Such expenses include travel expenses, hotel costs, meals, and other CAPA related costs. All costs incurred by the CAPA Primary Representative shall be presented to the Boards of Directors who will vote on then authorize what it considers to be reasonable expenses commiserate with the budget of the Association.

**(G) Secondary Representative to the California Alliance of Paralegal Associations** (CAPA): In the absence of the Primary Representative, or in the event of the inability or refusal of the Primary Representative to act, the Secondary Representative shall perform the Duties of the Primary Representative, and when so performing such duties, shall have all the powers of and be subject to all the restrictions upon the Primary Representative.

**(H) Resignation or Removal and Filling Vacancies:** Any CAPA Representative may resign at any time upon written notice to the Board. Any CAPA Representative may be removed as such representative with or without cause by the vote of 2/3 of the Board of Directors in office, whether or not a quorum. Vacancies in the position of CAPA Representative shall be filled by a majority vote



of the Board of Directors then in office, whether or not a quorum, or by a sole remaining officer.

(I) **Past President:** For purposes of continuity of leadership, upon the election of a President to begin a new term on January 1, the President of the prior year shall serve as a Board of Director in an advisory role. The Past President shall not have a vote as a Board of Director.

#### Section 8.08

(A) **Place of Meetings: Meeting by Telephone or Electronics:** Meetings of the Board shall be held at any place that has been designated by resolution of the Board or in the notice of the meeting, or if not stated in the notice or if there is no notice or resolution of the Board, at any place deemed appropriate by the Board of Directors. Meetings may be held telephonically and/or by electronic means as the Board deems appropriate.

(B) The Board shall hold a regular meeting in January of each year for the purpose of organization, and the transaction of any other business which properly may be brought before the meeting. The Secretary shall make notice to all Board members four (4) days prior to said meeting by U.S. Mail, or forty -eight (48) hours' notice delivered personally, by telephone (including a voice messaging system), or by electronic mail or other electronic means.

(C) **Other Regular Meetings:** Other regular meetings of the Board may be held without notice on such dates and at such times and places as from time to time may be fixed by the Board.

(D) **Special Meetings:**

(i) **Authority to Call:** Special meetings of the Board for any purpose may be called at anytime by the President or any two (2) Directors.

(ii) **Notice:**

(a) **Manner of Giving Notice:** Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

- By e-mail or text;
- By personal delivery of written notice;
- By first class mail;
- By telephone communication, either directly to the Director or person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director;
- Or by other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means.

All such notices shall be given or sent to the Director's address, telephone or electronic mail address as shown on the records of the Association.

(b) Notice sent by first class mail shall be deposited in the United States mail, postage prepaid, at least four (4) days before the time set for the meeting. Notices by personal delivery, telephone, or electronic mail shall be given at least forty-eight (48) hours before the time set for the meeting.

(c) The notice shall state the time of the meeting and the place. It need not specify the purpose of the meeting.

Section 8.09

Quorum: A majority of the authorized Directors entitled to vote constitutes a quorum of the Board of Directors for the transaction of business. The following matters require the affirmative approval of a majority of the number of Directors entitled to vote: adoption, amendment or repeal of by-laws, approval of contracts or transactions between the Association and one or more of the Directors and any entity in which a Director has a financial interest, and indemnification of Directors. A meeting at which a quorum are initially present, may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting:

Section 8.10

Waiver of Notice: Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to the holding of the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice of consent need not specify the purpose of the meeting. All such waivers, consent and approvals shall be filed with the Association records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting without protesting before or at its commencement, the lack of notice to such Director.

Section 8.11

Adjournment: A majority of the Directors present at a meeting of the Board, whether or not a quorum is present, may adjourn the meeting to another place and time.

Section 8.12

Notice of Adjournment: Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of the adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.

Section 8.13

Action Without Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written

consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 8.14

Fees and Compensation of Directors: Directors shall receive no compensation for their services or on behalf of the Association, but shall be entitled to such reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable as the Association at the time the resolution was adopted.

ARTICLE IX

**Committees of the Board**

Section 9.01

The Board, by resolution adopted by a majority of the number of Directors then in office, may designate one or more committees with the legal authority to act for the Association to the extent specified in the resolution creating such committee, each consisting of two (2) or more Directors, the President of the Association as an ex officio nonvoting member, and no persons who are Directors, to serve at the pleasure of the Board. In the same manner, the Boars may appoint members and alternates; alternates may replace any absent members at any meeting. Any such committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution may: (a) Take any initial action on matters which requires approval of the members or approval of a majority of all members; (b) Fill vacancies on the Board or any committee which has the authority of the Board; (c) Fix compensation of the Directors for serving on the Board or on any committee; (d) Amend or repeal the Bylaws or adopt new Bylaws; (e) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable and appealable; (f) Appoint any other committees of the Board or the members of these committees.

Section 9.02

Meetings and Actions of Committees of the Board: Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with, the foregoing provisions of these Bylaws concerning meetings and other actions of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board, or in the absence of a Board resolution, but resolution of the committee. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the Secretary of the Association. The Board may adopt rules for the government of any

committee not inconsistent with the provision of these Bylaws, or in the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 9.03

Other Committees: The Board may, from time to time, create and appoint members to serve on such other committees as it deems necessary or advisable to carry on the business and affairs of the Association. These committees shall have such powers, duties and authority as the Board may delegate to them, provided, however, that such committees shall not have the authority of the Board.

ARTICLE X

**Officers**

Section 10.01

The officers of the Association shall be a President, Vice President, Secretary, Treasurer, CAPA Primary Representative, CAPA Secondary Representative, Board Member at Large, and Past President (if applicable).

Section 10.02

Election of Officers: The Officers of the Association shall be elected annually by the Voting Members as specified in Article VII

Section 10.03

Other Officers: The Board may appoint and may authorize the President or another officer to appoint any other officers that the Association may require. Such officers shall serve at the pleasure of the Board and have the title, hold office for the period, have the authority to perform the duties specified in the Bylaws or determined from time to time by the Board. Vacancies in such offices shall be filled by and at the discretion of the Board.

Section 10.04

Removal of Officers: Except for officers appointed by the Board pursuant to Section 10.3 above, and without prejudice to the rights, if any, an Officer may be removed with or without cause by the vote of a majority of the Voting Members taken at a meeting held for that purpose.

Section 10.05

Responsibilities of Officers: The responsibilities of each Officer elected to the Association shall be as set forth in Section 8.07 of these Bylaws.

ARTICLE XI

**Records and Reports**

Section 11.01

The Association shall keep adequate and corrects books and records of account including (A) Minutes in written form of the proceedings of its members, Board and committees of the Board; (B) Record of its members, giving their names and addresses and the class of membership held by each.

Section 11.02

Members' Inspection Rights:

(A) Upon a member's reasonable interest as a member, members shall have the right to inspect and copy thee record of members' names, addresses and voting rights during usual business hours on five (5) days' prior written demand upon the Association, which demand must state the purpose for which the inspection rights are requested.

(B) Any member may inspect the accounting books and records and minutes of the proceedings of the members, the Board and committees of the Board upon written demand to the Association at any reasonable time for a purpose reasonably related to such person's interest as a member.

Section 11.03

Bylaws: The Association shall keep its Bylaws as amended to date, which shall be open to inspection by its members, at all reasonable times during normal business hours.

Section 11.04

Directors' Inspection Rights: Every Director/Officer shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind of the Association. This inspection by a Director/Officer may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 11.05

Annual Report: The Association shall notify each member yearly of the members' right to receive a financial report pursuant to this section. The Board shall promptly cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared not later than one-hundred-twenty (120) days after the close of the Association's fiscal year. Such report shall contain the following information:

(A) The balance of funds of the Association at the end of such fiscal year;

(B) A statement of the place where the names and addresses of current members are located.

ARTICLE XII

## **Construction and Definitions**

### **Section 12.01**

Unless the contest otherwise requires, the terms Officers and Directors are interchangeable. Without limiting the generality of the terms, the singular includes the plural and the plural includes the singular, and the term "person:" includes both legal entity and a natural person.

## ARTICLE XIII

### **Amendment by Members**

### **Section 13.01**

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the Voting Members, provided, however, that such adoption, amendment or repeal requires approval by the Voting Members of the action would:

- (A) Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption or transfer in a manner different than such action affects another class;
- (B) Materially and adversely affect such class as to voting, dissolution, redemption or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
- (C) Increase or decrease the number of memberships authorized for such class;
- (D) Increase the number of memberships authorized for another class;
- (E) Effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
- (F) Authorize a new class of memberships. Further, where any provision of these Bylaws requires the vote of a larger portion of the members than otherwise required by law, such provision may not be altered, amended or repealed except by the vote of such greater number. No amendment may extend the term of a Director beyond that for which such Director was elected.

### **Section 13.02**

Amendment by the Board:

- (A) Subject to the rights of members under Section 13.1 above and the limitations set forth in this section, the Board may adopt, amend, or repeal Bylaws unless the action would:
  - (i) Materially and adversely affect the rights to voting, dissolution, redemption or transfer;
  - (ii) Increase or decrease the number of members authorized in total or for any class; or

(iii) Affect an exchange or reclassification of the membership.

(B) Number of Directors: Once members have been admitted, a Bylaw specifying or changing a fixed number of Directors or the minimum or maximum number or changing from a fixed to a variable Board of vice versa may be adopted only by the approval of the members.

(C) Voting Requirement: If any provision of these Bylaws requires the vote of a larger portion of the Board than otherwise required by law, such provision may not be altered, amended or repealed except by such greater vote.

(D) Members' approval required: The Board may not adopt, amend or repeal, without the approval of the members, any Bylaw if the adoption, amendment or repeal thereof would:

- (i) Increase or extend the terms of Directors;
- (ii) Increase the quorum for member's meetings;
- (iii) Change proxy rights;
- (iv) Authorize cumulative voting.

#### ARTICLE XIV

##### **California Alliance of Paralegal Associations**

###### Section 14.01

For as long as the Association deems it in the Association's best interests, the Association shall be and remain a member of the California Alliance of Paralegal Associations (CAPA).

###### Section 14.02

A Primary and Secondary Representative to CAPA shall be elected by the Voting Members as set forth in Article VIII above.

###### Section 14.03

Powers and Limitations of Representatives:

(A) The Primary Representative shall have the duties and powers as set forth in Section 8.07(F) above.

(B) The Secondary Representative shall have the duties and powers as set forth in Section 8.07(G) above.

#### ARTICLE XV

##### **Fiscal Year**

###### Section 15.01

The fiscal year of the Association shall commence on January 1 and shall end on December 31 of each year.

## ARTICLE XVI

### **Continuing Education Requirements**

#### Section 16.01

Requirements: Voting Members of this Association shall complete the minimum continuing legal education (“CLE”) requirements as set forth by Business and Professions Code Section 6450, et seq. or any subsequent requirements for paralegals set forth by California law.

#### Section 16.02

Sources: Continuing legal education requirements may be satisfied from any of the following sources:

- (A) One-Hour CLE credit per one hour of seminars or classroom instruction offered by paralegal associations, established bar associations, universities, colleges, or by other approved sources dealing with one or more aspects of law and the legal profession;
- (B) One-Hour CLE credit per one hour of seminars or classroom instruction offered by paralegal associations, established bar associations, universities, colleges, or by other approved sources, not directly concerned with law, which would be of some benefit-to an individual working in the paralegal profession; or
- (C) Other continuing education in the legal field, such as viewing a video tape, attending 1n- house training, teaching a class, publishing a paper, taking the CLA exam, or doing any other relevant activity.



## **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am presently the duly elected and acting Secretary of the Sequoia Paralegal Association, and the above Bylaws consisting of twenty-four (24) pages, excluding this page, are the Bylaws of this Association duly adopted at a meeting of the Board of Directors on May 28, 2014, and by vote of the members effective as of June 4, 2014

/s/

---

Gail Holiman, Secretary