

**AMENDED BYLAWS
OF THE
TEXAS PANHANDLE
PARALEGAL ASSOCIATION**

*Formerly the
Texas Panhandle Association
of Legal Assistants*

Effective September 18, 2008

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**ARTICLE I
NAME AND PURPOSES**

1.1 Name

The name of the association is the "TEXAS PANHANDLE PARALEGAL ASSOCIATION" (hereinafter referred to as "TPPA"). TPPA is a Texas Unincorporated Nonprofit Association.

1.2 Definition of Paralegal

Throughout these Bylaws, the term "paralegal" is frequently utilized. For purposes of these Bylaws, a "paralegal" is defined as:

"A legal assistant or paralegal is a person qualified by education, training or work experience who is employed or retained by a lawyer, law office, corporation, governmental agency or other entity who performs specifically delegated substantive legal work for which a lawyer is responsible." *Adopted by the National Association of Legal Assistants, Inc. in July 2001*

1.3 Affiliation with NALA

TPPA is and shall continue to be an Affiliated Association of the National Association of Legal Assistants, Inc. ("NALA") and shall satisfy the requirements to maintain its affiliation in good standing. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the policies or Bylaws of NALA.

1.4 Purposes

TPPA shall be nonsectarian, nonpartisan, nonprofit and non-union. The purposes of TPPA are:

- (i) to establish good fellowship among its members, NALA, the Paralegal Division of the State Bar of Texas, and members of the legal community;
- (ii) to encourage a high order of ethical and professional attainment;
- (iii) to further education among members of the profession;
- (iv) to cooperate with bar associations; and
- (v) to support and carry out the programs, purposes, aims and goals of NALA.

1.5 Principal Office

The principal office of TPPA shall be in Amarillo, Potter County, Texas.

ARTICLE II MEMBERS

2.1 Classes of Members

2.1.a. Active Member. A person eligible for Active membership shall be currently employed as a paralegal under the ultimate supervision of a licensed attorney and shall also meet at least one of the following criteria:

- (i) Any individual who has successfully completed the Certified Legal Assistant/Paralegal (CLA/CP) examination of NALA, and/or the Texas Board of Legal Specialization of the Paralegal Division of the State Bar of Texas, or
- (ii) Any individual who has graduated from an ABA approved program of study for paralegals, or
- (iii) Any individual who has graduated from a course of study for paralegals which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of 60 semester hours of classroom study, or
- (iv) Any individual who has graduated from a course of study for paralegals other than those set forth in (ii) and (iii) above, plus not less than six months of in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal, or
- (v) Any individual who has received a baccalaureate degree in any field, plus not less than six months in-house training as a paralegal whose attorney-employer attests that such person is qualified as a paralegal, or
- (vi) Any individual who has a minimum of three years of law related experience under the supervision of an attorney, including at least six months of in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal, or
- (vii) Any individual who has a minimum of two years of in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal.

An Active member shall be entitled to one vote on all matters presented to the members.

2.1.b. Freelance Member. A Freelance member is a person eligible for Active membership pursuant to the criteria listed in Section 2.1 .a. above, except that he/she contracts for substantive legal work independently and must be performed under the ultimate supervision of a duly licensed attorney. Applicants for Freelance membership must submit the Acknowledgment of Applicant form,

signed by two Active members. The Supervising Attorney's Verification must be signed by a practicing attorney for whom the applicant has worked within the past twelve months prior to applying for membership.

A Freelance member shall have all the privileges of an Active member.

2.1.c. Associate Member. A person eligible for associate membership shall meet one of the following criteria:

- (i) is currently employed as a paralegal under the ultimate supervision of a duly licensed attorney, but has not yet satisfied the other criteria of an Active member set out in Section 2.1.a. above;
- (ii) is an Active or Freelance member, who, upon the expiration of a membership year, is no longer employed as a paralegal. Such member may renew as an Associate member pursuant to Section 2.3.c. below; or
- (iii) is a person that is seeking employment as a paralegal, and who would otherwise meet the criteria for Active membership, but has not yet obtained a position as a paralegal.

An Associate member will have the right to vote, hold office or serve as the Chairperson of any Standing Committee. An Associate member may also chair an ad hoc committee at the discretion of the Board of Directors.

2.1.d. Student Member. A person eligible for student membership shall be an individual who is enrolled in a course of study leading to a position as a paralegal and does not meet the criteria of an Active, Freelance, or Associate member.

A Student member shall not have the right to vote, hold office, or serve as a Director or Chairperson of any Standing Committee.

2.1.e. Sustaining Member. Those eligible for Sustaining membership shall be those individuals, law firms, corporations, businesses and paralegal program representatives who endorse the paralegal concept, promote the paralegal profession and contribute support to TPPA.

A Sustaining member shall not have the right to vote, hold office, or serve as a Director, Chairperson or member of any Standing Committee.

2.1.f Voting Members. For the purposes of these bylaws, Active, Associate and Freelance members shall herein collectively be known as Voting members.

2.2 Admission

Application to become a member as outlined in Section 2.1 above shall be made on a form approved by the Board of Directors. The forms should clearly state that TPPA is an Affiliated Association of NALA, and that all members are bound by the NALA Code of

Ethics and Professional Responsibility (hereinafter referred to as “NALA Code of Ethics”) in addition to the TPPA Code of Ethics and Professional Responsibility (hereinafter referred to as “TPPA Code of Ethics”). Such application shall be submitted to the Membership Committee together with the required annual dues described in Section 2.6 below.

An application for any class of member shall be rejected by the Membership Committee if the applicant has not met any one or more of the qualifications as set out in Section 2.1 above or if the applicant has been convicted of a felony.

If the Membership Committee determines that an applicant does not meet the requirements for Voting membership, the Membership Committee shall deny the application for membership. Notice of such denial shall be given by the Membership Committee to such applicant within thirty days of submission of the application. Any applicant who is denied membership shall have the right to a hearing before the Board of Directors within thirty days after a written request for such hearing is delivered to the President. The decision of the Board of Directors in such matters shall be final. An applicant may reapply at any time in the future when the applicant believes he/she meets TPPA’s membership requirements.

2.3 Reclassification

Reclassification of any TPPA Membership shall be done in the following manner:

- 2.3.a. Non-voting to Voting.** A non-voting member who has satisfactorily completed the requirements for Voting membership may make a written application for reclassification as a Voting member. If the application is approved, upon payment of the difference in the amount of dues for the current and the desired memberships, the applicant will be reclassified as a Voting member in the desired membership category.
- 2.3.b. Student to Associate.** A Student member who has satisfactorily completed the requirements for Associate membership shall notify the Membership Chairperson of such eligibility and request status as an Associate member.
- 2.3.c. Voting to Non-voting.** Any Voting member, upon becoming ineligible for a Voting membership, must notify the Membership Chairperson of such ineligibility and request status as a non-voting member.

If it is determined by the Membership Committee that a Voting member has become ineligible for a Voting membership and the member has not requested a change of status within sixty days from the date the member became ineligible, the Membership Chairperson will notify the member of the proposed reclassification. The member will have thirty days to respond to the Membership Chairperson with respect to reclassification. If there is no response within thirty days, the Membership Chairperson will advise the member, the Secretary and the Treasurer of the reclassification. Leave of

absence granted by an employer shall not be considered termination of employment for the purpose of this section.

2.4 Resignation

A member may resign from TPPA by submitting a written resignation to the Membership Chairperson. If the resignation has no effective date, it shall become effective when accepted by the Board of Directors and the dues for the current year will be forfeited.

2.5 Reinstatement

Any member of TPPA who resigns may reapply to the Membership Chairperson for reinstatement within the term of membership. If the member was a Student member at the time of resignation and reapplies for a membership as a Voting member, the member will be responsible for payment of the difference in the amount of dues required for Voting membership.

2.6 Dues

Each member will pay dues to TPPA in an amount that has been determined by the Board of Directors. Dues may be determined by the Board of Directors without approval by the membership.

Each member shall pay the annual membership dues at the time the application for membership is submitted to the Membership Chairman.

If a member resigns during the membership term, the dues shall be forfeited.

The dues to be paid by any member who makes application during the membership term may be adjusted or prorated at the discretion of the Board of Directors.

2.7. Revocation

The Board of Directors will revoke the membership of any member by a majority vote upon determining that the member has violated TPPA's Code of Ethics.

ARTICLE III OFFICERS

3.1 Elected Officers

The Officers of TPPA will include the President, President-Elect, Secretary, Treasurer, and NALA Liaison. All Officers shall be elected annually by the voting members.

3.2 Qualifications and Term of Office

A candidate for elected office must be a voting member in good standing for a minimum of six (6) months prior to the annual meeting and election of officers. Term of office shall be one year.

3.3 Duties

3.3.a. President. The President shall preside over all meetings of the membership and the Board of Directors, and will be entitled to one vote at such meetings. The President may appoint a voting member to serve as Parliamentarian, Advisor, Historian, and Special and Standing Committee Chairpersons as provided in these Bylaws. The President will be a non-voting member of all committees except the Nominating Committee for the election of Officers. The President will pass the materials to his/her successor immediately upon installation, and will cause all other Officers' and Chairpersons' materials to be passed to respective successors.

3.3.b. President-Elect. The President-Elect will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and perform other duties as the Board of Directors or the President may delegate. The President-Elect will automatically serve as President the following year. The President-Elect will act as Chairperson of all fundraisers sponsored by TPPA. The President-Elect will also be a non-voting member of the Scholarship Committee.

3.3.c. Secretary. The Secretary must attend all meetings of the Board of Directors and keep a full and accurate account of their proceedings. The Secretary shall keep the seal of TPPA and shall affix it to all documents requiring the seal.

3.3.d. Treasurer. The Treasurer must:

- (i) keep a full and accurate account of the receipts and disbursements of TPPA,
- (ii) deposit all monies and other valuable objects in the name of TPPA in a depository, or depositories, as designated by the Board of Directors from time to time,
- (iii) furnish a report of the finances of TPPA whenever requested by the Board of Directors or the President; and
- (iv) furnish a bond securing the fiduciary duties which the Board of Directors may at any time require, at the expense of TPPA.

Unless otherwise directed by the Board of Directors, the Treasurer will have no duty to determine that any report or return must be filed or any tax paid to any governmental body.

3.3.e. NALA Liaison. The NALA Liaison must be a member of NALA and shall be familiar with the NALA Bylaws and Standing Rules. If requested by the TPPA

Board of Directors, the NALA Liaison shall represent TPPA at the NALA Annual Meeting of Affiliated Associations, at the expense of TPPA. The NALA Liaison must report TPPA's activities to the NALA Affiliated Associations Director on forms provided by NALA headquarters, and report all TPPA Officers' names to NALA headquarters and the NALA Affiliated Associations Director. The NALA Liaison is also responsible for ensuring that the Affiliated Associations membership renewal fee is paid for continued affiliation with NALA.

The NALA Liaison may submit items for discussion on behalf of TPPA to the NALA Affiliated Associations Director, participate in discussion sessions at NALA annual meetings, and report to the TPPA members on the NALA Annual Meeting, if present.

The NALA Liaison shall, within sixty days of passage, notify the NALA Parliamentarian and Affiliated Associations Director of any changes in TPPA's Bylaws. The NALA Liaison shall be the main contact between NALA and TPPA and shall be a member of the governing body of TPPA.

The NALA Liaison shall be responsible for obtaining continuing legal education (CLE) credit for all programs sponsored by TPPA.

3.4 Elections

The Officers of TPPA shall be elected in the following manner:

3.4.a. Nominations. The President will appoint a Nominating Committee not less than two months before the annual meeting in April. This committee shall consider all eligible members as possible candidates for each elected office, and shall, at the regular meeting immediately prior to the annual meeting of the membership, make recommendations for these offices and take nominations from the floor.

At the annual meeting of the members, nominations for each elected office may be made from the floor.

The Nominating Committee shall prepare a ballot with the slate of candidates for distribution to the voting members. The ballot shall allow space for nominations from the floor.

3.4.b. Voting. At the annual meeting in April, the Nominating Committee shall distribute to each voting member an official ballot containing the names of the candidates for office.

After the votes have been counted, the Chairperson of the Nominating Committee must report the number of votes received by each nominee, then announce the name of the person receiving the highest number of votes for each office to have

been elected. Such declaration shall be final and binding upon all persons and shall be published in the May newsletter.

Names of newly elected or appointed Officers shall be submitted to NALA headquarters and the Affiliated Associations Director within thirty days after election and/or appointment.

ARTICLE IV BOARD OF DIRECTORS

4.1 Board Members

The Board of Directors ("Board Members") shall consist of the elected Officers, Chairpersons of each Standing Committee and the Advisor. The President shall serve as Chairman of the Board. Each Director shall be entitled to one vote at meetings of the Board of Directors at which he/she is present.

4.2 General Powers

The Board Members shall review all general business and committee recommendations. The Board Members shall make reports and recommendations to the membership at the regular membership meetings or in the TPPA newsletter. The Board Members shall also transact any business between meetings of the membership and report thereon at the next regular meeting of the membership or in TPPA's newsletter. The business and affairs of TPPA shall be managed by its Board Members, which may exercise all such powers of TPPA and do all such lawful acts and things as are not otherwise directed or required to be exercised by the members under the terms of these Bylaws.

4.3 Regular Meetings

Regular meetings of the Board of Directors shall be held monthly, on such day and at such time and place as shall be from time to time determined by the Board Members.

4.4 Special Meetings

Upon two days notice to each Board Member, special meetings of the Board of Directors may be called by the Chairman of the Board. Special meetings shall also be called by the Chairman of the Board upon request of any three Board Members. Matters to be considered shall be limited to those stated in the notice of the meetings.

4.5 Quorum and Voting at Meetings

The presence of a majority of the voting Board Members shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board of Directors. Voting by proxy shall not be permitted. Except as otherwise specifically provided by these Bylaws, at a meeting at which there is a quorum, the affirmative vote

of a majority of the Board Members present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Board Members present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present.

4.6 Attendance at Meetings

At the discretion of the majority of the Board Members, any Board Member may be removed for failure to attend two regularly scheduled Board of Directors meetings without good cause during his/her term. Upon determination by the Chairman of the Board that a Board Member has failed to attend two regularly scheduled Board of Directors meetings, the Chairman of the Board will notify such Board Member in writing to appear at the next regularly scheduled Board of Directors meeting to show cause why he/she should not be removed from the Board of Directors. If a majority vote of the Board Members present and voting at the meeting following the second absence finds that good cause for such two absences has not been shown, such non-attending Board Member shall be removed automatically from the Board of Directors and his/her position shall be declared vacant by the Chairman of the Board.

4.7 Vacancies

Interim vacancies on the Board of Directors occurring by resignation, death or removal as aforesaid, and not addressed below, shall be filled by nomination and a majority vote of the remaining Board Members. Any interim Board Member shall serve only until the next annual meeting of the membership.

ARTICLE V APPOINTMENTS OF BOARD MEMBERS

5.1 Appointments by President

A Parliamentarian and an Advisor may be appointed by the President with the approval of a majority of the Board Members. Their duties shall be as follows:

5.1.a. Parliamentarian. The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. The Parliamentarian shall serve as a non-voting member of the Board of Directors.

The Parliamentarian shall be familiar with the Bylaws of TPPA and the Bylaws of NALA. Roberts' Rules of Order, Newly Revised shall serve as parliamentary authority for items not covered by these Bylaws.

5.1.b. Advisor. The Advisor shall attend all meetings and be a voting member of the Board of Directors. The Advisor shall advise the Board Members on any matters concerning TPPA.

**ARTICLE VI
REMOVAL OF BOARD MEMBERS AND VACANCIES OF OFFICE**

6.1 Removal of Board Members

Any Board Member may be removed from such position by a majority vote of all qualified Board Members, for good cause. The person sought to be removed shall be given not less than fourteen days notice prior to the date of such action. Notice of the action and the charges against him or her shall be the responsibility of the party or parties bringing the complaint.

6.2 Good Cause

Good cause shall be defined as having violated the Code of Ethics of TPPA. Additionally, the Board of Directors may cancel the membership of any Board Member by majority vote and upon determining that such Board Member has:

- (i) been guilty of conduct to actually and substantially injure the good name of TPPA;
- (ii) failed to maintain a high standard of professional ethics or personal conduct which would have been deemed sufficient for a rejection of membership application;
- (iii) substantially neglected his/her duty;
- (iv) acquired physical or mental disability or illness which renders such Board Member unable to promptly resume the performance of his/her duties within a reasonable time; and/or
- (v) exhibited unethical conduct.

6.3 Vacancies in Office

Procedures for filling vacancies in office shall be as follows:

- 6.3.a.** Except as more specifically set forth in this section, any vacancy in any office for an unexpired term shall be filled by the Board of Directors.
- 6.3.b.** If the President-Elect succeeds to the office of President because of a vacancy in the office during that year, he/she shall serve as President for the full year following the year for which he/she was elected President-Elect.
- 6.3.c.** If the President-Elect has resigned or has been removed from office pursuant to 6.1 above during his/her term of office, the vacancy shall be filled by the Board of Directors in the same manner as a vacancy in an unexpired term until the next annual election of Officers when both the President and President-Elect shall be elected by the membership.

ARTICLE VII MEETINGS

7.1 Regular Meetings

A regular meeting of the members shall be held monthly. The Board of Directors shall set the day, time and place at which all regular meetings will be held until changed by further action of the Board of Directors.

7.2 Education Requirements

TPPA is required to sponsor a minimum of four educational events or a total of ten hours of continuing legal education during each fiscal year to maintain its Affiliated Association status with NALA. These programs may be held in connection with a regular meeting of the membership.

7.3 Special Meetings

Special meetings of the members may be called

- (i) upon the written request of the President, or
- (ii) upon the written request of the majority of the Board of Directors; or
- (iii) upon the written request of ten percent of the voting members.

Written notice of the place, date, time and purpose of each special meeting of the members shall be given to each person entitled to notice of the meeting not less than ten days, nor more than thirty days, prior to the date of the meeting. Matters to be considered shall be limited to those mentioned in the call and notice of the meeting.

7.4 Annual Meetings

The regular meeting held in April of each year shall be designated as the Annual Meeting of the membership for the purpose of receiving annual reports from the Officers and Committee Chairpersons, electing Officers, and transacting other business as may be properly brought before the membership.

7.5 Notice

Unless otherwise provided by these Bylaws, no notice is required for regular or Annual Meetings of the members held in accordance with the action of the Board of Directors fixing the day, time and place of such meeting. If the day, time or place for a particular regular or Annual Meeting or for all future regular and/or Annual Meetings is changed, written notice of the change will be given to all persons entitled to notice not less than five days, nor more than thirty days, prior to the date of the meeting. Unless otherwise required by these Bylaws, no notice of regular or Annual Meetings will be required to specify the matters to be considered at the meeting.

7.6 Persons Entitled to Notice

The only persons entitled to receive notice of any regular, special or Annual Meeting of members are members in good standing on the day before the notice is mailed or otherwise delivered.

7.7 Quorum

The presence of one-fourth of the members entitled to vote at a meeting of members held in accordance with these Bylaws is necessary and sufficient to constitute a quorum for the transaction of business at any regular, special or Annual meeting. If a quorum is not present at any meeting of the members, the members present and entitled to vote may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present.

7.8 Voting

When a quorum is present at any meeting, the vote of a majority of the members entitled to vote shall be the act of all members unless the vote of a different number is required by these Bylaws. Any vote, except for the election of Officers, may be taken by voice or by show of hands. Each voting member is, at every meeting at which he/she is present, entitled to one vote. Voting by proxy will not be permitted.

ARTICLE VIII COMMITTEES

8.1 Standing Committees

TPPA shall have the following Standing Committees:

- A. Membership
- B. Public Relations
- C. Publications
- D. Job Bank
- E. Professional Development
- F. Scholarship

8.2 Chairpersons

The Chairpersons of the Standing Committees shall be appointed by the President with the approval of a majority of the Board of Directors. The members of each committee shall be chosen by the respective Chairperson. The President shall be a non-voting member of all Standing Committees.

8.3 Duties of Standing Committees

- 8.3.a. Membership.** It shall be the duty of the Membership Committee to promote, expand, stabilize and orient the membership, to prepare and amend as necessary the application for membership, to conduct membership drives and generally to coordinate all membership matters relevant to TPPA, in accordance with guidelines established by these Bylaws and by the Board of Directors.
- 8.3.b. Public Relations.** It shall be the duty of the Public Relations Committee to establish a liaison with the State Bar of Texas, the local bar association and various paralegal associations. The Public Relations Committee will publicize all TPPA activities and plan all TPPA social activities. The Public Relations Committee shall
- (i) promote the paralegal profession,
 - (ii) promote utilization of paralegals, and
 - (iii) educate the general public and legal community of the function of paralegals.
- 8.3.c. Publications.** The Chairperson of this Committee will act as editor of the newsletter and other publications as deemed necessary by the Board of Directors. The Publications Committee will have the responsibility of publishing and circulating the publications to the members. The Publications Committee may submit articles to the newspaper as deemed necessary by the Board of Directors.
- 8.3.d. Job Bank.** It shall be the duty of the Job Bank Committee to handle employment referrals between paralegals and employers according to guidelines as determined by the Board of Directors.
- 8.3.e. Professional Development.** It shall be the duty of the Professional Development Committee to arrange programs for general and special meetings of the membership which are intended to qualify for continuing legal education ("CLE") credit. The Professional Development Committee will plan and supervise seminars, study groups, CLA/CP review courses, and any other activities or events which relate to continuing education. The Professional Development Committee will coordinate all educational events with the NALA Liaison and any other credentialing entities to ensure that the events qualify for CLE credit.
- 8.3.f. Scholarship.** The Scholarship Committee shall consist of a Chairperson, three voting members, a person from the education field who is not a TPPA member, and the President-Elect of TPPA who will be a non-voting member of this committee. The number of scholarships to be awarded each year and the amount of each and the time when each will be awarded will be determined by the Board of Directors upon the recommendation of the Scholarship Committee.

The Scholarship Fund account will be maintained separately from the general operating account, and those funds will be used exclusively for scholarships, unless otherwise directed by a majority vote of the membership.

The Scholarship Fund will be based on proceeds derived from fund-raisers sponsored by this committee during the year, by donations to the Scholarship Fund, and by an amount to be contributed to the Scholarship Fund as determined by the Board of Directors at the end of each fiscal year.

8.4 Special Committees

A Historian and other committees may be appointed by the President with the approval of the majority of the Board of Directors.

8.5 Purpose of Committees

The purpose of all committees will be determined by the Board of Directors and may be determined to be in the best interest of TPPA

8.6 Approval of Committees and Recommendations

All actions and recommendations by all committees shall be submitted to the Board of Directors for approval before implementation. No standing or special committee shall represent TPPA, nor hold itself out as being vested with any authority, without the specific approval of the Board of Directors. No such committee shall likewise incur any financial obligation, nor enter into any contract for TPPA, without the prior specific approval of the Board of Directors, such approval to be included in the records of TPPA.

ARTICLE IX GENERAL PROVISIONS

9.1 Fiscal Year

The fiscal year of TPPA shall be determined by the Board of Directors.

9.2 Assets

TPPA may be authorized to raise funds by fees, dues, solicitation, benefits, lectures, and other legitimate methods. TPPA may be authorized to receive gifts, legacies and bequests (for general or specific purposes) subject to approval of the Board of Directors. The Board of Directors may create reserves for such purposes as it shall deem beneficial to TPPA and may, if it deems beneficial to TPPA, abolish the reserves.

9.3 Annual Statement

The President will present at each Annual Meeting and when called for by the vote of the members at any regular or special meeting of the members, a full and clear statement of the financial condition of TPPA. The responsibility for preparing such annual statement shall rest with the Treasurer and shall be published in the newsletter.

9.4 Construction

If any portion of these Bylaws shall be determined to be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held to be invalid or inoperative.

9.5 Methods for Notice

Under these Bylaws, where notice is required to be given to any member and no provision is made as to how the notice will be given, notice may be by mail, e-mail, or hand delivery addressed to the member at the member's address as it appears on the records of TPPA. Any notice required or permitted to be given by mail will be deemed to be delivered when deposited in the United States mail, postage prepaid.

9.6 Waiver

When a notice is required to be given to any member under these Bylaws, a waiver in writing signed by the member entitled to the notice, whether before or after the time stated in the notice, will be deemed equivalent to the giving of notice. Attendance at a meeting shall constitute a waiver of notice of such meeting except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

9.7 Indemnification

TPPA will indemnify any Board Member or former Board Member for expenses and costs (including attorneys' fees) actually and necessarily incurred by him/her, by action in court or otherwise, by reason of his/her being or having been a Board Member, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought.

9.8 Dissolution

In the event of dissolution of TPPA, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code. In no event shall any of such property and assets be distributed to any TPPA member or private individual.

**ARTICLE X
AMENDMENT OF BYLAWS**

10.1 Approval

These Bylaws may be amended (not in conflict with NALA Bylaws), including this provision, at any meeting of the members at which there is a quorum by a two-thirds vote, provided written notice of the proposed amendment is contained in the notice of the meeting. If after notice to the members, a quorum is not present at the meeting at which the amendment is proposed, the proposed amendment (excluding this provision) can be approved by a two-thirds vote of the entire Board of Directors.

10.2 Editorial Changes Permitted

The Board of Directors may make grammatical and correlated editorial changes in these Bylaws or amendments thereto, which in no way alter the intent or the meaning of the respective bylaw or amendment.

I hereby certify that I am the Secretary of TPPA and that the foregoing Amended Bylaws were duly adopted by the Members of TPPA on the 18th day of September, 2008.



Susan McIntire, Secretary