

**PARALEGAL ASSOCIATION OF
SANTA CLARA COUNTY
(PASCCO)**

BYLAWS

**AS AMENDED ON NOVEMBER 18, 2010, AND
AS AMENDED, NOVEMBER 16, 2017**

ARTICLE I
NAME

The name of this Association shall be the PARALEGAL ASSOCIATION OF SANTA CLARA COUNTY (referred to as “PASCCO” or “Association”).

ARTICLE II
PRINCIPAL OFFICE

The principal office for the transaction of the activities, affairs and business of the Association is located in Santa Clara County, California. The Association does not maintain a principle office for the transactions or the affairs of this Association. Alternatively, it shall maintain a post office box for the receipt of correspondence.

ARTICLE III
PURPOSE

1. General Purpose: This Association is a non-profit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.
2. Specific Purpose: The specific objectives and purposes of this Association shall be:
 - a. To constitute a county-wide voice on behalf of the paralegal profession;
 - b. To advance, foster, and promote the paralegal professional within the legal community;
 - c. To establish good fellowship among Association members, NALA, CAPA and members of the legal community;
 - d. To promote high standards of ethical and professional competence;
 - e. To further education among members of the profession;
 - f. To interact with bar associations; and
 - g. To support and carry out the programs, purposes, aims, and goals of NALA and CAPA as defined by their respective Bylaws.

ARTICLE IV
AFFILIATIONS

This Association shall be affiliated with the National Association of Legal Assistants (“NALA”) and the California Alliance of Paralegal Associations (“CAPA”).

ARTICLE V
POLICY

This Association shall be non-sectarian, non-partisan, non-profit, and non-union. No actions or programs may be initiated or undertaken (now or in the future) in conflict with PASCCO's bylaws or policies and procedures, or the bylaws and policies of NALA and CAPA.

ARTICLE VI
CODE OF ETHICS

Every member of this Association shall subscribe to and be bound by NALA's Code of Ethics and Professional Responsibility and CAPA's Code of Ethics (collectively, "Codes"), in addition to any other code so adopted by this Association. Violations of the NALA or CAPA Code(s) shall be grounds for immediate dismissal from membership and/or removal from office.

ARTICLE VII
MEMBERSHIP

A "Paralegal" is a person who holds himself or herself out to be a paralegal, who is qualified by education, training or work experience, and who either contracts with or is employed by an attorney, law firm, corporation, governmental agency, or other entity, and who performs substantive legal work under the direction and supervision of an active member of the State Bar of California, as defined in Section 6060, or an attorney practicing law in the federal courts of this state, that has been specifically delegated by the attorney to him or her, and who complies with the educational and all other requirements of Business and Professions Code §6450, et seq., and as amended from time to time.

There shall be four (4) classes of membership. The qualifications of each class shall be as follows:

1. **VOTING MEMBER**: Any paralegal, as defined by this Article, residing or employed in California, with more than six (6) months' work experience.

Voting members shall have the right to vote at all general membership meetings and the right to hold office with this Association. Any voting member may retain such status for a maximum of one (1) year from the effective date of a leave from employment as a paralegal.

2. **ASSOCIATE MEMBER**: Any paralegal otherwise qualified as a voting member or other legal professionals who would like to support PASCCO. Associate members are ineligible to hold office, make motions, or vote.

3. **STUDENT MEMBER**: Any person (a) not a graduate of a paralegal program; (b) with less than one (1) year work experience as a paralegal, and (c) enrolled in an educational institution's paralegal training program, as defined in business and Professions Code Section 6450 et seq., as amended from time to time. Student members are ineligible to hold office, make motions or vote.

4. **SUSTAINING MEMBER**: Any law firm, corporation, governmental agency, educational institution, legal support services company, or special interest entity that supports PASCCO's purposes, goals and aims. Sustaining members are ineligible to hold office, make motions or vote.

Waiver of membership qualification may be applied for by written petition to the board of directors, and passed by a two-thirds (2/3) vote of the board of directors.

ARTICLE VIII

APPLICATION FOR MEMBERSHIP

Applications for membership shall be submitted on forms approved by this Association's Board of Directors and shall be subject to the approval of the Board of Directors.

The forms should clearly state this Association is an affiliated association of NALA and CAPA, and that all voting members are bound by the NALA Code of Ethics and Professional Responsibility and the CAPA Code of Ethics, in addition to any other code so adopted by this Association.

ARTICLE IX

DUES/FEES

Each member must pay, within the time and on the conditions established by the board, fees, dues and assessments in amounts to be fixed from time to time by the board. The fees dues and assessments shall be equal for all members of each class, but the board, 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.

ARTICLE X

MEETINGS OF MEMBERS

1. **Membership Meetings**. The meetings of the members of this Association may be held monthly at a location and time to be determined in the membership's best interest. In that event, the Board of Directors may select an alternate date at the

board's sole discretion. The general membership shall be notified of the membership meetings. The meetings may be suspended by a two-thirds (2/3) vote of the Board of Directors.

2. Special Meetings. Any special meetings of the general membership of this Association may be called from time to time by the President or by two or more members. The general membership shall be notified of special meetings.
3. Quorum. One-fourth (1/4) of the total voting membership, present at any membership meeting, either in person or by written proxy, shall constitute a quorum for the transaction of business.
4. Voting Rights. Each voting member shall be entitled to one (1) vote, either by roll call, ballot, or proxy. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.
5. Proxies. A proxy vote by a Voting Member shall be given by written consent and shall be reflected in the minutes of this Association. The proxy format shall be approved by the Board of Directors. Proxies shall be effective for one (1) meeting only.

Any meeting may be adjourned from time to time by a majority vote of the members who are present in person. In the absence of a quorum, no other business shall be voted upon at such meeting of this Association.

ARTICLE XI **BOARD OF DIRECTORS**

The Board of Directors shall be composed of elected and appointed officers. The Board of Directors shall act as a planning committee, bringing recommendations to the membership for a vote. The duties of the Board of Directors shall include the authority to conduct the business affairs of this Association, the right by a majority vote of the Directors to adopt the rules for governing this Association, and the power to receive and disburse monies of this Association.

Any matters subject to vote by the Board of Directors must be submitted for consideration at least one board meeting prior to the actual vote. Any vote by the Board of Directors may be taken by secret ballot at the request of any board member. The vote shall be recorded in the minutes of this Association. The Secretary shall conduct and announce the number of members physically present preceding any secret ballot.

1. Qualifications. The Directors of this Association shall be Voting Members (as

defined in Article VII of these Bylaws) and may be elected by the Voting Members of this Association, or appointed by the Board of Directors.

2. Term of Office. The term of office shall be one (1) calendar year.
3. Compensation and Expenses. No director shall be compensated for their services as a Director. However, persons may be reimbursed for out-of-pocket expenses in connection with Association-related activities, provided the expenses have been pre- authorized by the board of directors and receipts evidencing such expenses are provided in a timely manner to the treasurer.
4. Removal from Office. Any director of this Association may be removed from office by a two-thirds (2/3) vote at any meeting of the board of directors for:
 - a. Failure to carry out the prescribed duties of their office;
 - b. Breach of the fiduciary duty to this Association; or
 - c. Absence from three (3) consecutive Board meetings.
 - d. In the event a director fails to fulfill their term they shall be barred for no less than one (1) year before they can run for a position again.
5. Vacancies. The board of directors shall fill vacancies by a majority vote at any meeting of the board. Each director elected to fill a vacancy shall serve until the end of the term. In the event a director fails to fulfill their term they shall be barred for no less than one (1) year before they can run for a position again.
6. Parliamentary Procedure. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE XII

MEETINGS OF THE BOARD OF DIRECTORS

1. Date of Meetings. The meetings of the Board of Directors shall be held either on the first Thursday of the month or on a schedule as determined appropriate by the acting board of directors to effectively accomplish the business of the association. Any schedule set is subject to change by the board. The meetings shall be subject to notice on the Association's website.
2. Special Meetings. The President or any two (2) members of the Board of Directors may call any special meetings.

3. Notice. Notice of any special meeting of the Board of Directors shall be subject to 72-hours written notice directed to all elected officials.
4. Quorum. The presence of two-thirds (2/3) of the directors shall constitute a quorum for the transaction of business. Directors may/may not vote by proxy.
5. Action Without a Meeting. Any action permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided a majority of the elected officers have individually or collectively consented orally or in writing to such action. Any oral or written consent shall state that the action was taken by consent of the majority of the board of directors without a meeting and shall be filed with the minutes of the subsequent board meeting.

ARTICLE XIII **OFFICERS**

1. Elected Officers. The elected officers shall be a President, a First Vice President, a Vice President of Programs, a Vice President of Education, a Treasurer, a Secretary, a NALA Liaison, two (2) CAPA Directors.
2. Term & Qualifications. All officers shall be a director and shall vote on all matters before the Board. All officers shall serve a one-year term commencing January 1 through December 31. Any candidate for the office of President shall have successfully served two elected terms on the Board of Directors. Any candidate for any other elected Board position shall have successfully served at least one year in an appointed Board position, unless the Board of Directors in its discretion determine that circumstances warrant otherwise.

President

The duties of the President are:

- a) To supervise and direct the general business of this Association,;
- b) To preside over the meetings of the Board of Directors and general membership meetings of this Association;
- c) To call the monthly meetings of the Board of Directors;
- d) The President shall review and make recommendations to the Directors

regarding Association policy; and

- e) To affix the signature of this Association on such written documents as authorized by the Board of Directors.

The President shall appoint a NALA Alternate Liaison. The President shall be a member of all committees.

First Vice President

The duties of the First Vice President are:

- a) In the absence of the President, the First Vice President shall perform the duties of the President;
- b) The First Vice President shall be the chairperson of the Membership Committee;
- c) The First Vice President will maintain the current roster of membership; and
- d) The First Vice President will be responsible for communicating with the membership including all regular blasts and responding to membership-related questions sent to the membership e-mail account
- e) The First Vice President shall perform any other duties prescribed by the President of the Board of Directors as a function of the First Vice President.

Vice President of Programs

The duties of the Vice President of Programs are:

In the absence of the First Vice President, the Vice President of Programs shall perform his/her duties;

- a) The Vice President of Programs shall maintain the Association calendar, which includes all activities, events and administrative action dates;
- b) The Vice President of Programs will serve as Chairperson of the Program Committee; and
- c) The Vice President of Programs shall perform any other duties prescribed by the Board of Directors as a function of the Vice President of Programs.

Vice President of Education

The duties of the Vice President of Education are:

- a) The Vice President of Education shall be the Chairperson or shall appoint and supervise the Chairperson of the Seminar Committee;
- b) Serve as Chairperson of the Public Relations Committee;
- c) The Vice President of Education shall perform any other duties prescribed by the Board of Directors as a function of the Vice President of Education.

Secretary

The duties of the Secretary are:

- a) To keep a book of Minutes for all meetings of the Board of Directors;
- b) To have a summary of the Minutes of the previous Board of Directors meeting prepared for publication in *Res Ipsa Loquitur*; and
- c) To answer any general correspondence addressed to this Association at the direction of the Board of Directors.

Treasurer

The duties of the Treasurer are:

- a) To maintain accurate accounts of all financial records of this Association;
- b) To manage the financial transactions with the appointed financial institutions as authorized by the Board of Directors;
- c) To receive, account for, and deposit all funds payable to this Association;
- d) To disburse, through vouchers recognized by the appointed financial institutions, all funds of this Association as authorized by the Board of Directors;
- e) To submit a written financial report at each regular meeting of the Board of Directors to be attached to the official Minutes as a part of the permanent record, and to be published in *Res Ipsa Loquitur*;
- f) To act as Chairperson of the semi-annual meetings of the Budget Committee and to report to the Board of Directors on the budget of the Association; and

- g) To make payment to NALA and CAPA of the Annual Renewal Fee for continuing affiliation with these organizations.

All records of the Treasurer shall be and are subject to audit at any and all times designed by the Board of Directors, but at least once each fiscal year. The Board of Directors shall appoint a special Audit Committee.

NALA Liaison

The NALA Liaison shall be a NALA active member, and:

- a) Shall be familiar with the NALA bylaws and Standing Rules;
- b) Shall receive minutes of all NALA meetings;
- c) Shall report quarterly on Association activities to the NALA Affiliated Associations Director on forms provided by NALA headquarters;
- d) Shall report all officers' names to NALA headquarters and the NALA Affiliated Associations Director;
- e) Act as a liaison between NALA and this Association;
- f) Shall be the spokesperson and representative for this Association in NALA matters; and
- g) Shall vote and otherwise act on behalf of this Association as required.

Candidates for the position of NALA Liaison shall have successfully completed at least one (1) of the following:

1. One (1) term as NALA Alternate, or as a CAPA Director;
2. A minimum of two (2) years as a NALA active member; or
3. A minimum of four (4) terms in a PASCCO Board position (elected or appointed).

This officer may submit items this Association wishes discussed to the NALA Affiliated Associations Director and shall participate in discussion sessions at NALA annual meetings. A written report to this Association's members on the NALA annual meeting is required to be published in this Association's quarterly newsletter within sixty (60) days of the meeting.

This officer shall, within sixty (60) days of passage, notify NALA headquarters and the Affiliated Associations Director of any changes in this Association's bylaws.

This officer shall be the main contact between NALA and this Association. This officer

shall be a member of the governing body of this Association.

CAPA Director(s)

The CAPA Director(s) shall:

- a. Attend all (3) Board Meetings (in person or telephonically as permitted).
Pay PASCCO'S annual dues and any monies due the Alliance as required in February.
Make an Opportunity Drawing sale commitment of \$200. Promote CAPA Programs:
 - a) Each Director shall volunteer for a committee and/or project assignment related to CAPA;
 - b) Association shall be responsible that Directors' responsibilities are being met;
 - c) Ensure monthly status reports are presented to CAPA President by 20th of each month;
 - d) Aid in the solicitation of a Sustaining Member (current Application will be provided);
 - e) Aid in the solicitation of Speakers or Exhibitors related to any Conference event;
 - f) Conference Committee Chair(s) will provide contract and rates, as applicable;
 - g) Contribute to RECAP and CAPA Connections; Distribution to Membership upon receipt;
 - h) Submit articles about Association (In the Neighborhood);
 - i) Seek substantive articles (paralegal profession, professional development or practice);
 - j) Promote CAPA events - June Conference, Leadership, G.O.A.L., via newsletters, electronic communications, emails and at local seminar/meetings;
 - k) Ensure Association's Free Attendance Certificate is provided to a member for June Conference.

Communicate CAPA's benefits and resources to the membership via website, social media platforms, or member communications (as below):

1. Act as a liaison between CAPA and this Association;
2. Be the spokesperson and representative for this Association in CAPA matters; and
3. Vote and otherwise act on behalf of this Association as required.

ARTICLE XIV **Directors**

Appointed Directors. The appointed Directors shall be a NALA Alternate Liaison. The President may also appoint a maximum of five (5) Director(s)-at-Large.

Director(s)-at-Large

The President may appoint up to a maximum of five (5) Director(s)-at-Large, who shall serve as advisors and mentors to the Board of Directors and who shall perform such other duties as prescribed by the President or the Board. Any director so appointed shall have successfully served at least four (4) prior terms (elected or appointed) on the Board.

Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director at least thirty (30) days after election and/or appointment. With the exception of the NALA Liaison(s), Association officers are not required to be NALA members.

NALA Alternate Liaison

The NALA Alternate Liaison must be an individual NALA active member, shall have all the power and responsibilities of the NALA Liaison, and shall act in the event the NALA Liaison is unable to act.

ARTICLE XV NOMINATIONS AND ELECTIONS OF OFFICERS

The President shall appoint a Nominations and Elections Chairperson at least sixty (90) days prior to the annual election of officers to present a slate of officers to the membership thirty (60) days prior to election. No name shall be on the slate without the consent of the candidate.

Election shall be by ballot via email in November on the slate of nominees presented by the Nominations and Elections Committee and on nominations from the floor at the designated general membership meeting. The ballot may be dispensed with should there be only one candidate for any office, provided there is no objection, and the President may declare the nominee elected by acclamation. A chairperson and two tellers shall be appointed by the President to receive ballots so cast and to announce the results to the President. The President shall thereupon declare elected to each office the candidate receiving the majority of votes cast for that particular office.

Election results shall be reflected in the minutes of this Association at the next regularly scheduled board meeting.

ARTICLE XVI COMMITTEES AND LEGAL PRACTICE SECTIONS

1. Limit of Committee Authority and Action. The Board of Directors may establish standing, special, or temporary committees or sections as may from time to time be needed to carry out various projects of this Association. Unless specifically so authorized by appropriate resolution of the Board of Directors, no standing, special or temporary committee (or section) shall preempt the stated authority and function of

any officer of this Association. No standing, special or temporary committee or section shall represent this Association or hold itself out as being vested with any authority without the specific authorization of the Board of Directors. No such committee or section shall likewise incur any financial obligation or enter into any contract for this Association without the prior specific authorization of the Board of Directors therefore.

2. Qualifications. Committee and Legal Practice Section Chairpersons shall be Voting Members of this Association.
3. Committee Meetings. The Board of Directors may call meetings of a Committee at the request of the Chairperson of the committee or the Board of Directors.
4. Legal Practice Section Meetings. Legal Practice Section Chairpersons shall have responsibility for at least three (3) meetings per year.
5. Appointment to Board. Chairpersons of special committees, standing committees and legal practice sections shall be appointed by the Board of Directors of this Association and shall serve in this capacity for the balance of the calendar year.

ARTICLE XVII **FISCAL YEAR**

The fiscal year of this Association shall begin January 1 and end on December 31.

ARTICLE XVIII **RETENTION OF NALA AFFILIATION**

NALA affiliation is renewable annually by payment of the affiliation fee and submission of a current membership roster. In the event of suspension of affiliation, this Association may re-affiliate with NALA by submitting a new application with membership roster, Bylaws, sample of educational programs, petition and current initial fee.

In addition to the renewal fee, this Association must comply with the required reports and requested procedures as outlined in these and NALA's Bylaws.

It is required that this Association hold a minimum of four (4) educational events or a total of ten (10) hours of education during each fiscal year in order to maintain affiliation with NALA. These programs may be held in connection with a general meeting of the membership and may also include legal practice section meetings, committee meetings and the annual educational seminar.

The NALA annual renewal fee is payable on October 1, and is delinquent on November 1. Payment received after the due date must be accompanied by a late fee penalty established by

NALA.

ARTICLE XIX
RETENTION OF CAPA AFFILIATION

CAPA affiliation is maintained by compliance with CAPA's requested procedures and special report filing requirements. Membership fee is payable once a year at the February board meeting.

ARTICLE XX
AMENDMENTS TO BYLAWS

Bylaw amendments (not in conflict with NALA and CAPA bylaws) may be adopted by two-thirds (2/3) of the voting members. Approval of the bylaw amendments may be done by email, mail or at a general membership meeting. NALA and CAPA shall be provided with copies of any amendments within sixty (60) days of passage.

Upon approval by the Board of Directors, all proposed amendments or revisions shall be submitted to the membership of this Association for action at its next regular meeting provided written notice of the proposed amendments or revisions shall have been given to each voting member not less than ten (10) days prior to said meeting.

ARTICLE XXI
DISSOLUTION

In the event of dissolution of this Association, all property and assets shall be distributed to a non-profit charitable organization, as defined by the Internal Revenue Code, to be selected at a membership meeting by a majority vote, in person or by proxy, of the remaining members of this Association, written notice having been given to members of this Association, the NALA Affiliated Associations Director, and the CAPA Secretary at least fifteen (15) days prior to the meeting. In no event shall any of such property and assets be distributed to any member or private individual.

CERTIFICATE OF SECRETARY

I, [name of Secretary], certify that I am the Secretary of the Paralegal Association of Santa Clara County, a California nonprofit mutual benefit corporation, that the above bylaws, consisting of [thirteen] (13) pages, are the bylaws of the Association as adopted by the Board of Directors on [date], as amended on November 18, 2010, and as amended on October ____, 2017.