

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

AMENDED, November 18, 2010

**ARTICLE I
NAME**

The name of this Association shall be the PARALEGAL ASSOCIATION OF SANTA CLARA COUNTY (referred to as "PASCCO" or "Association"). This Association shall be affiliated with the *National Association of Legal Assistants (NALA)* and the *California Alliance of Paralegal Associations (CAPA)*.

**ARTICLE II
PURPOSES**

The purposes of PASCCO:

1. To constitute a county-wide voice on behalf of the paralegal profession;
2. To advance, foster, and promote the paralegal professional within the legal community;
3. To establish good fellowship among Association members, NALA, CAPA and members of the legal community;
4. To promote high standards of ethical and professional competence;
5. To further education among members of the profession;
6. To interact with bar associations; and
7. To support and carry out the programs, purposes, aims, and goals of NALA and CAPA as defined by their respective Bylaws.

**ARTICLE III
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 policies and Bylaws of NALA and CAPA.

ARTICLE IV **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 V **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.

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 (NON-VOTING)**: Any paralegal otherwise qualified as a voting member or other legal professionals who would like to support PASCCO.
3. **STUDENT MEMBER (NON-VOTING)**: 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.
4. **SUSTAINING MEMBER (NON-VOTING)**: Any law firm, corporation, governmental agency, educational institution, legal support services company, or special interest entity that supports PASCCO's purposes, goals and aims.

The rights and privileges of voting members are the right to vote at all general membership meetings and the right to hold an office within this Association. In every other respect, the rights and privileges of voting, associate, student and sustaining members shall be the same.

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 VI **APPLICATION FOR MEMBERSHIP**

Application for membership shall be submitted initially and annually 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 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 VII **DUES/FEES**

Annual membership dues, assessed and payable on a calendar year basis, shall be paid and collected as follows:

1. Initial membership dues shall be payable at the time of application. Initial dues received between November 1 and December 31 shall be applied to include membership for the following calendar year.
2. Renewal applications/dues postmarked after January 31 shall incur a late fee.
3. The Board of Directors shall set the dues and late fees for membership in this Association.

ARTICLE VIII **MEETINGS OF MEMBERS**

1. Membership Meetings. The meetings of the members of this Association maybe 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 during July and August by a two-thirds (2/3) vote of the Board of Directors.
2. Nominations and Election of Officers. The President shall appoint a Nominations and Elections Chairperson at least sixty (60) days prior to the annual election of officers to present a slate of officers to the membership thirty (30) days prior to election. No name shall be on the slate without the consent of the candidate.

Election shall be by secret ballot via email or U.S. mail in November on the slate of nominees presented by the Nominations and Elections Committee and on nominations from the floor. The ballot may be dispensed with should there be but 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.

3. 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.
4. 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.
5. Voting Rights. Each voting member shall be entitled to one vote, either by roll call, ballot, or proxy.
6. 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 IX **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 these Bylaws, Article V) and may be elected by the 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 officer or Director shall be compensated for Association duties. 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.
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.

ARTICLE X

MEETINGS OF THE BOARD OF DIRECTORS

1. Date of Meetings. The meetings of the Board of Directors shall be held on the first Thursday of each month, but are subject to change by the Board. The meetings shall be subject to notice in the newsletter of this Association.
2. Special Meetings. The President or two (2) or more Directors may call any special meetings of the directors from time to time. Such meeting shall be subject to 72 hours written notice directed to all elected officials.
3. Quorum. The presence of two-thirds (2/3) of the officers shall constitute a quorum for the transaction of business. Officer may not vote by proxy
4. 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 XI

OFFICERS AND CHAIRPERSONS

1. **Elected Officers.** The number of elected officers shall be no less than eight (8) and shall include the President, First Vice President, Vice President of Policy, Vice President of Education, Treasurer, Secretary, NALA Liaison and CAPA Primary Representative.

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, including a pre-publication review of the monthly newsletter, *Res Ipsa Loquitur*;
- (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; and
- (d) To affix the signature of this Association on such written documents as authorized by the Board of Directors.

The President shall appoint a Parliamentarian, a NALA Alternate Liaison and a CAPA Secondary Representative. 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 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 Policy

The duties of the Vice President of Policy are:

- (a) In the absence of the First Vice President, the Vice President of Policy shall perform his/her duties;
- (b) The Vice President of Policy shall review and implement Association policy;
- (c) The Vice President of Policy shall maintain the Association calendar, which includes all activities, events and administrative action dates;
- (d) The Vice President of Policy will serve as Chairperson of the Program Committee; and
- (e) The Vice President of Policy shall perform any other duties prescribed by the Board of Directors as a function of the Vice President of Policy.

Vice President of Education

The duties of the Vice President of Education are:

- (a) To serve as Chairperson of the Public Relations Committee and Speakers Bureau Committee;
- (b) The Vice President of Education shall be the Chairperson or shall appoint and supervise the Chairperson of the Seminar Committee; and
- (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*; and
- (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.

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.

The Treasurer is also responsible for payment to NALA of the Annual Renewal Fee, accompanied by a current membership roster, for continuing affiliation with NALA.

NALA Liaison

This officer 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 CAPA Primary or Secondary Representative;
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 monthly 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 Primary Representative

The CAPA Primary Representative shall:

- (a) Act as a liaison between CAPA and this Association;
 - (b) Be the spokesperson and representative for this Association in CAPA matters; and
 - (c) Vote and otherwise act on behalf of this Association as required.
2. Appointed Officers. The appointed officers shall be the parliamentarian, the NALA Alternate Liaison and the CAPA Secondary Representative. The president may also appoint a maximum of five (5) Director(s)-at-Large. .

Parliamentarian

The Parliamentarian shall attend all the meetings and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with Association Bylaws, NALA Bylaws, CAPA Bylaws and shall receive all proposed Bylaw amendments.

This officer shall also prepare Policies and Procedures and amendments to the Policies and Procedures and Bylaws upon request. Robert's Rules of Order, Newly Revised, shall serve as

parliamentary authority for items not covered by these Bylaws or this Association's Policies and Procedures.

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.

CAPA Secondary Representative

The CAPA Secondary Representative shall act as a designated alternate in the absence of the Primary Representative and shall assume such duties and responsibilities delegated by the CAPA Primary Representative.

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.

ARTICLE XII **COMMITTEES AND SPECIALTY 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 Specialty Section Chairpersons shall be voting members of this Association. Chairperson of special committees, standing committees and sections shall be appointed by the Board of Directors of this Association and shall be members of the Board of directors for the balance of the calendar year.

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. Section Meetings. Section Chairpersons shall have responsibility for at least three (3) meetings per year.

ARTICLE XIII **EDUCATIONAL EVENTS**

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 section meetings, committee meetings and the Annual Seminar.

ARTICLE XIV **FISCAL YEAR**

The fiscal year of this Association shall end on December 31.

ARTICLE XV **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 XVI **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.

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 XVII
RETENTION OF CAPA AFFILIATION

CAPA affiliation is maintained by compliance with CAPA's requested procedures and special report filing requirements. Affiliation fees consist of per capital assessments of the PASCCO membership roll, accruing three times per year in February, June and November.

ARTICLE XVIII
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.