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BYLAWS OF THE LOUISIANA STATE PARALEGAL ASSOCIATION, INC.

As Revised September 22, 2012

ARTICLE I

NAME

The name of this Association shall be LOUISIANA STATE PARALEGAL ASSOCIATION, INC., hereinafter referred to as "Association." This Association shall be affiliated with the National Association of Legal Assistants, Inc.

The Louisiana State Paralegal Association, Inc. adopts the following Mission Statement:

The Louisiana State Paralegal Association, Inc., as the leader of the paralegal profession in Louisiana, is dedicated to the advancement and betterment of the paralegal profession throughout the State of Louisiana and in general. LSPA strives to increase the recognition of the paralegal field by promoting the benefits of effective and increased utilization of paralegals. Working diligently to maintain the integrity of the profession, LSPA promotes high ethical standards for its membership and offers a voluntary certification examination to identify Louisiana paralegals who have demonstrated a high degree of competency in the profession. LSPA also promotes continuing legal education for its members. Further, LSPA is dedicated to providing a network of professional support to paralegals in their careers.

ARTICLE II

OBJECTS AND PURPOSES

- 2.1 To promote the paralegal profession.
- 2.2 To establish and maintain working relations and to cooperate with state and local bar associations.
- 2.3 To further education among members of the paralegal profession.
- 2.4 To promote the exchange of information regarding duties, functions and responsibilities peculiar to the paralegal profession.
- 2.5 To encourage a high order of ethical and professional conduct and attainment.
- 2.6 To participate in any other way in the advancement of the paralegal profession.

2.7 To establish good fellowship among Association members, the National Association of Legal Assistants, Inc., and members of the legal community.

2.8 To support and carry out the programs, purposes, aims and goals of the National Association of Legal Assistants, Inc.

ARTICLE III

POLICY

This Association shall be a nonsectarian, nonpartisan, nonunion and nonprofit corporation. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the by-laws of the National Association of Legal Assistants, Inc., or of the policies of that Association.

ARTICLE IV

ANNUAL AND FISCAL YEAR

The annual and fiscal year of the Association shall begin on October 1 and end on September 30.

ARTICLE V

MEMBERSHIP

5.1. Classes of Membership

The Association shall have four classes of members. The designations, qualifications and rights of each class shall be as follows:

A. Voting Member - Any individual who meets at least one of the following requirements may become a voting member.

1. Any individual who has graduated from an ABA approved program of study for legal assistants.
2. Any individual who has graduated from a course of study for legal assistants which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of 60 semester hours of classroom study.
3. Any individual who has graduated from a course of study for legal assistants other than those set forth in (1) and (2) above, and who also has at least one year of experience as a legal assistant under the supervision of a licensed attorney who attests such person is qualified as a legal assistant.

4. Any individual who has attained a Bachelor's Degree in any field and has at least one year of experience as a legal assistant under the supervision of a licensed attorney who attests such person is qualified as a legal assistant.

5. Any individual who has at least three years of experience as a legal assistant under the supervision of a licensed attorney who attests such person is qualified as a legal assistant.

6. Any individual who has attained the Certified Legal Assistant (CLA) designation bestowed by the National Association of Legal Assistants or who has attained the Louisiana Certified Paralegal (LCP) designation bestowed by the Louisiana State Paralegal Association.

A voting member shall be entitled to one vote on all matters which require the vote of the members of the Association and shall have the right to make motions and hold office subject to the further requirements set forth under Article VII, Section 1 herein.

B. Associate/Student Member - Any individual who meets at least one of the following requirements may become an associate/student member.

1. Any individual who is a student in good standing in any approved university, college, junior college or other approved school for pursuing a course of study as a paralegal, provided that all such schools and curricula shall be subject to the approval of this Association.

2. Any working paralegal who does not meet the qualifications for voting membership.

Associate/student members shall not be entitled to vote on matters which require the vote of the members of the Association and shall not have the right to make motions or hold office.

C. Sustaining Member - The following may become sustaining members.

1. Any individual, corporation, partnership, organization or other entity interested in supporting the Association.

2. Those members of bar associations endorsing the paralegal concept or involved in the advancement of the paralegal profession.

Sustaining members shall not be entitled to vote on matters which require the vote of the members of the Association and shall not have the right to make motions or hold office.

D. Honorary Member - Membership is open to any individual who endorses the paralegal concept or is actively involved in the promotion of the paralegal profession. Approval for membership is subject to a majority vote of the general membership.

Honorary members shall not be entitled to vote on matters which require the vote of the members of the Association and shall not have the right to make motions or hold office.

5.2 Admission Procedure

Application to become a voting or non-voting member shall be made on a form approved by the Board of Directors. The completed application shall be submitted to the Membership Committee for approval and processing. Payment of dues is prerequisite to membership.

The forms should clearly state that the Association is an affiliated association of the National Association of Legal Assistants and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to the Code of Ethics adopted by this Association.

Any applicant denied membership approval by the Membership Committee may appeal to the Board of Directors upon written request to the President of the Association.

5.3 Annual Dues

The annual dues of this Association shall be determined by the vote of the membership at the annual meeting and/or any other meeting of the membership called by the Board of Directors.

Each member shall pay annual dues, in advance, on or before October 1 of each year. If any member shall be in default in the payment of dues by the last day of October of such year, the Membership Committee shall cause notice thereof to be sent to said member. If any member shall be in default in the payment of dues for a period of two months, his/her membership may be terminated by the Board of Directors.

Members terminated for non-payment of dues may be reinstated at any time upon payment of the full current year's dues, in addition to a late charge in an amount to be determined by the Board of Directors.

5.4 Resignation or Reclassification of Membership

Any member may resign by filing a written resignation with the Membership Committee, but such resignation shall not relieve the member so resigning of the obligation to pay outstanding dues, assessments or other charges accrued and unpaid.

Members are required to notify the Membership Committee Chairman of any change in membership class. The Membership Committee Chairman shall advise the member, the Board of Directors and the Treasurer of the reclassification. Any reclassification from an associate/student membership to a voting membership during the then current year will result in an increase in dues.

Any resignation or reclassification from voting membership to associate/student membership or resignation during the then current year will not result in a refund of any portion of the dues.

5.5. Reinstatement

Upon written request signed by a former member and filed with the Membership Committee, the Board of Directors may, by the affirmative vote of a majority of the members of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

5.6 Transfer of Membership

Membership in the Association shall not be transferred or assigned.

5.7 Rejection of Membership Applications

An application for any class of membership shall be rejected if the applicant has not met any one or more of the qualifications set forth in these By-Laws or if the applicant has pled no contest, guilty, and/or has been convicted of a felony, and whether or not it has been expunged.

ARTICLE VI

MEETINGS

6.1 Annual/Regular Meetings

The annual meeting of the members shall be held each year in September for the purpose of electing officers, considering proposed by-law amendments, considering proposed resolutions, hearing reports of all officers and committee chairpersons, and adopting a budget for the ensuing financial year.

The regular meetings shall be held from time to time as deemed necessary by the Board of Directors.

Notice of any annual/regular meetings shall be in writing to all members of record at least 30 days prior to the meeting.

6.2 Voting

Each voting member of the Association shall be entitled to one vote on each matter that is submitted to a vote of the membership or may designate in writing a proxy therefor.

6.3 Quorum

A. At all annual business meetings of the general membership of the Association those voting members in good standing, present in person or by proxy, shall be sufficient to constitute a quorum, provided that not less than five percent (5%) of the voting members shall be present. In no case shall fewer than ten (10) voting members constitute a quorum.

B. At all business meetings of the Board of Directors (Elected Officers, LCP Certifying Board Chairman) of the Association, those voting members in good standing, present in person or by proxy, shall be sufficient to constitute a quorum, provided that not less than twenty percent (20%) of the voting members shall be present. In no case shall fewer than three (3) voting members constitute a quorum.

(1) For purposes of calculating a quorum of the Board of Directors, the presence of the President, the Parliamentarian and the Associate Student Liaison shall not be counted towards the total number of members of the Board of Directors present nor necessary to conduct a vote as these are non-voting members of the Board of Directors. In accordance with these by-laws, the President shall cast a vote only for purposes of breaking a tied vote. Additionally, as non-voting members of the Board of Directors, the President, Parliamentarian and Associate Student Liaison may not hold a proxy for purposes of casting that proxy's vote.

(2) For purposes of calculating a quorum, if any office is vacant, the total number of the membership of the Board of Directors present and necessary for voting shall be reduced by each vacant office.

(3) At all meetings of the Executive Committee in order for a quorum to be present, those present and voting shall be no less than two (2) voting members, other than the President.

C. Notice of all meetings shall be given in compliance with Article 6.6 of these by-laws.

6.4 Special Meetings

A special meeting of the members may be called by the Board of Directors or by ten percent (10%) of the voting membership. It shall be the duty of the Secretary to fix the time of the meeting within five (5) days of the request which shall be held not more than fifteen (15) days after receipt of the request. If the Secretary shall neglect or refuse to fix the time of meeting, the Board of Directors shall be empowered to do so.

6.5 Place and Time of Meeting

The Board of Directors may designate the place and time for any annual/regular or special meeting called by the Board of Directors or the membership in accordance with Article VI, Section 6.4.

6.6. Notice of Meeting

Written notice stating the place, hour and date of any meeting shall be distributed either personally, by U.S. mail, by facsimile transmission or by electronic mail to each member, with the exception of the Annual Meeting, notice of which shall always be distributed either personally or by U.S. mail to each member. Publication of said notices will be made whenever possible. Telephone notice shall not be sufficient except in the case of an emergency, which shall be defined as any situation which requires action within a ten (10) day period. Notice of the meeting shall be deemed delivered when 1) deposited in the United States Mail, addressed to the member at his/her address as it appears on the records of the Association, with postage prepaid; or 2) written facsimile confirmation is received by the sender of said notice, documented proof of which shall be retained by the sender; or 3) when electronic mail is used the sender shall request a return message from the receiver of the notice indicating his/her receipt, and notice is not considered delivered until such time as the return message is received.

6.7 Continuing Education

This Association shall hold a minimum of four educational events or a total of 10 hours of education during each fiscal year in order to maintain affiliation with the National Association of Legal Assistants, Inc. These programs may, but need not necessarily, be held in connection with a regular meeting of the membership.

ARTICLE VII

OFFICERS

7.1 Officers and Qualifications

The officers of the Association shall be chosen by the voting members of the Association at the annual meeting and shall be a President, a President-Elect, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and a NALA Liaison, and such other officers as the needs of the Association may require from time to time. In order to qualify for nomination as an officer that individual must be actively employed as a paralegal and be a voting member of this Association.

However, termination of employment which does not exceed six (6) months shall not require an officer to resign from his/her position with this Association. No member of this Association serving as an officer can hold a concurrent position as another officer.

A Parliamentarian shall be appointed by the President with the approval of the Executive Committee and shall be a non-voting member of the Executive Committee.

The Executive Committee shall be composed of the elected officers and the Parliamentarian.

Any member who has been convicted of a felony shall be prohibited from serving as an officer or committee chairman of the Association.

7.2 Duties of Officers

All officers shall be required to attend those Board meetings and special meetings that are deemed by the President to be mandatory meetings. Any officer, elected or appointed, who fails to fulfill his prescribed duties, including attendance at meetings, without a showing of good cause for such failure, may be removed from office by the Executive Committee, pursuant to the provisions of Section 7.5.

A. President

The President shall preside over all Executive Committee meetings, Board of Directors meetings, and membership meetings. The President shall be the Chairman of the Executive Committee, and shall be the advisor and liaison to the Credentials, Lobbying, Newsletter, Awards, Program, and Compensation/Utilization Committees. The President shall appoint special committee chairpersons as provided in these bylaws. The President is an ex-officio member of the LCP Certifying Board. The President shall pass files to the successor no later than October 1 of that calendar year and shall cause all other officer and chairperson files to be passed to respective successors. The President shall be an ex-officio (non-voting) member of all committees. The President may cast a vote in committee matters only for the purpose of breaking a tie.

B. President-Elect

The President-Elect shall serve as President in the fiscal year following the annual year of his/her election as President-Elect and shall succeed the President should the position become vacant for any reason. If the President-Elect succeeds the President because of a vacancy in the office during the year of his/her election, he/she shall nevertheless be entitled to serve as President for the full year following the election for which he/she was elected President-Elect.

The President-Elect shall assist the President in coordinating organizational activities, shall be the chairman of the Long Range Planning Committee, shall be a member of the Finance and Budget Committee, and shall perform such other duties as may be requested from time to time by the Executive Committee.

Should the President-Elect be required to succeed the President because of a vacancy in the office, the duties of the President-Elect will be assumed by the First Vice-President with the exception of serving as President for the next fiscal year.

C-1. First Vice-President

The First Vice-President shall be responsible for keeping a current roster of membership of the Association, and shall be the chairman of the Membership Committee and shall act as advisor and liaison for the Job Bank and Marketing Committees and, together with the Second

Vice-President, to the Continuing Legal Education/Seminars Committee. The First Vice-President shall perform such other duties as the Executive Committee may prescribe and the President may delegate.

C-2. Second Vice-President

The Second Vice-President shall act as advisor and liaison for the Continuing Legal Education/Seminars Committee, the LCP Review Course Committee, the Speakers' Bureau Committee, and the Pro Bono Committee. The Second Vice-President is responsible for performing the duties set forth in Article VII, Section 7.3, and shall perform such other duties as the Executive Committee may prescribe and the President may delegate.

D. Secretary

The Secretary shall attend all sessions of the Board of Directors meetings, the Executive Committee meetings, and all meetings of the members; shall keep or cause to be kept a record of all the votes of the Association and the minutes of all the transactions in a book to be kept for that purpose; shall prepare the Annual Report of the Association for presentation at the Annual Meeting; and shall perform such other duties as may be prescribed by the Executive Committee and the President, including giving notice of meetings. Association minutes of any meeting shall be available to the NALA President upon request. The Secretary shall be advisor and liaison to the Historian/Scrapbook Committee.

E. Treasurer

- (1) The Treasurer shall deposit all Association funds and make all Association disbursements, subject to the approval of the Board of Directors and as provided in the budget. Any one-time extraordinary expense or obligation over \$300.00, or any unbudgeted expense or obligation recurring more than once in a fiscal year must be approved by the Board of Directors before the Association shall become obligated to pay same. Once the Board of Directors has approved such expense or obligation, the Treasurer shall promptly make the disbursement(s) required to fulfill the Association's obligation to pay.
- (2) The Treasurer shall be the Chairperson of the Finance and Budget Committee, which shall prepare a budget for the ensuing fiscal year, to be adopted by the membership at the annual meeting. The budget shall be submitted by the Treasurer to the Board of Directors for review and approval prior to presentation at the annual meeting.
- (3) All disbursements of Association funds must be made by an Association check, prepared by the Treasurer and signed by the President and President-Elect.

- (4) The Treasurer shall submit a written financial report at each regular meeting to be attached to the official minutes as part of the permanent record. In addition, the Treasurer shall have available for review by the Board at each regular meeting, copies of the bank statements for the applicable quarter of the fiscal year, all invoices, expense vouchers, and other supporting documentation justifying each disbursement and deposit made since the previous regular meeting.
- (5) The Treasurer shall prepare and file all reports required by local, state, and federal governments.
- (6) The Treasurer is responsible for obtaining a security bond for the fiscal year covering the Treasurer, the President, and the President-Elect in an amount to be determined by the Board of Directors and approved by the membership as part of the annual budget.
- (7) The Treasurer shall be responsible for preparing and filing all papers and reports required by law as necessary to maintain the corporate status of the Louisiana State Paralegal Association, Inc.
- (8) The Treasurer shall be responsible for paying the renewal fee for continued affiliation with NALA.
- (9) The Treasurer shall be the advisor/liaison to the Fundraising, Grant Proposal, Scholarship, and Sponsorship Committees.
- (10) The Treasurer shall also deposit all funds and make all disbursements into a separate checking account created as a result of any funds given or granted to or by the Association for the purpose of funding the Association's Louisiana Certified Paralegal (LCP) program, subject to the approval of the Board of Directors and as provided in the LCP budget.
 - (a) All expenses must be approved by the Board of Directors before obligation to pay.
 - (b) The Treasurer and the Chairperson of the Certifying Board shall prepare the budget for the LCP program and submit it to the Board of Directors for review and approval.
 - (c) All disbursements of Certifying Board funds must be made by an Association check, prepared by the Treasurer and signed by the President and the Chairperson of the Certifying Board.
 - (d) The Treasurer shall submit a written financial report at each regular meeting of the Certifying Board and Board of Directors to be attached to the official minutes as part of the permanent record.

- (e) The Treasurer shall prepare and file all reports required by the grantor and local, state, and federal governments.
- (f) The Treasurer is responsible for obtaining a security bond for the fiscal year covering the Chairperson of the Certifying Board in an amount to be determined by the Board of Directors as part of the annual Certifying Board budget.

F. Parliamentarian

The Parliamentarian shall attend all meetings and give opinions on parliamentary procedure upon request of the President. This officer shall be familiar with the Association's bylaws, NALA by-laws, and Robert's Rules of Order, Newly Revised, shall receive all proposed bylaw amendments, prepare bylaw amendments upon request of the Board of Directors, and send notification of all proposed bylaw amendments to the general membership.

G. NALA Liaison

This officer shall be an active member of NALA, shall be familiar with the NALA by-laws, shall receive minutes of all NALA meetings, and shall represent the Association at the NALA annual meeting of affiliated associations. This officer shall report on Association activities to the NALA affiliated associations director on forms provided by NALA headquarters, in compliance with NALA requirements, and shall report all officers' names to NALA headquarters and the NALA affiliated associations director and shall also provide a report of Association membership annually to NALA. This officer may submit items the Association wishes discussed to the NALA affiliated associations director and shall participate in discussion sessions at NALA annual meetings. A report to Association members on the NALA annual meeting will be required. This officer shall notify the NALA affiliated associations director of any changes in the Association's by-laws in compliance with NALA requirements. This officer shall be the main contact between NALA and the Association. This officer shall be a member of the governing body of this Association.

7.3 Nominations and Elections of Officers

Not less than sixty (60) days prior to the annual meeting, the Second Vice-President shall ensure that names are solicited for inclusion on the ballot. Such nominees must be voting members of the Association actively employed as paralegals. A list of nominees together with their qualifications will be submitted to the voting membership at least thirty (30) days prior to the annual meeting. Election of officers will be by written ballot or by any other method established by the membership.

Prior to the annual meeting, the President shall appoint a Credentials Chairperson with the President acting as advisor/liaison.

Names of newly elected or appointed officers shall be submitted by the NALA Liaison to NALA headquarters and the NALA Affiliated Associations Director thirty (30) days after election and/or appointment.

7.4 Term of Office

The terms of officers shall be concurrent with the fiscal year of the Association. No officer shall serve more than two (2) consecutive terms in any one office.

7.5 Removal of Officers

Any officer, elected or appointed, may be removed from office for cause by the affirmative vote to such effect of two-thirds (2/3) of all of the then duly-elected, appointed and qualified members of the Executive Committee. Good cause shall be defined as having: (a) been convicted of a felony, or (b) violated the Code of Ethics of the Association. Additionally, the Executive Committee may cancel the membership of any officer by majority vote and upon determining that such member has (a) been guilty of conduct that actually and substantially injures the good name of this Association; or (b) failed to maintain a high standard of professional ethics or personal conduct which in either case would have been deemed sufficient for a rejection of the member's membership application; or (c) for any substantial neglect of duty, including failure to attend board meetings as delineated in Section 7.2 of these Bylaws; or (d) any physical or mental disability or illness such as will prospectively render such officer unable to promptly resume the performance of his or her duties within a reasonable time; or (e) such unethical, illegal, or immoral conduct by such officer which together with the attendant publicity will reflect unfavorably upon this Association.

7.6 Resignation

Any officer of the Association may resign at any time by giving written notice to the President or the Board of Directors. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.7 Vacancies

Vacancies for any elected office in the Association shall be filled by appointment by the Board of Directors and each person so appointed shall remain as an officer until the election of his/her successor by the members at the annual meeting called for that purpose.

7.8 Quarterly Reports

All elected officers shall provide written quarterly reports and an annual report to the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

8.1 Composition

The Board of Directors shall be composed of the Executive Committee, the Chairman of the Certifying Board, the Parliamentarian, and an Associate/Student Member so appointed to serve on the Board. The Parliamentarian and duly appointed Associate/Student Member shall be non-voting members of the Board of Directors.

8.2 Duties

The duties of the Board of Directors include, but are not limited to, governing the affairs of the Association according to the desires of the general membership.

8.3 Meetings

The Board of Directors shall meet in person quarterly. All members of the Executive Board must be present in person for the quarterly meetings; however, the President, through Board Policy, may at his/her discretion amend the mandatory personal appearance requirement for Committee Chairpersons as he/she deems appropriate.

The President may also call other Board of Directors meetings from time to time as deemed necessary. These other meetings may take place in person, by telephone conference call or by electronic Internet means, whichever method is deemed by the President to be the most appropriate, efficient and economical method to conduct and accomplish the business of the Association.

ARTICLE IX

COMMITTEES

9.1. Establishment

The Board of Directors may establish committees to exercise powers and authority to the extent provided by the resolution of the Board of Directors. Each committee so formed shall serve at the pleasure of the Board of Directors except those committees specified in Article X, Section 2.

9.2 Standing Committees

The Board of Directors of the Association shall establish the following permanent committees:

- A. Awards (President as advisor/liaison)

- B. Continuing Legal Education/Seminars (First Vice-President and Second Vice-President as advisor/liasons)
- C. Credentials (President as advisor/liaison)
- D. Executive (President as Chairperson)
- E. Finance and Budget (Treasurer as Chairperson; President-Elect as member; outgoing Treasurer as member)
- F. Fundraising (Treasurer as advisor/liaison)
- G. Grant Proposal (Treasurer as advisor/liaison; Certifying Board Chairperson as member)
- H. Historian/Scrapbook (Secretary as advisor/liaison)
- I. Job Bank (First Vice-President as advisor/liaison)
- J. Lobbying (President as advisor/liaison)
- K. Long Range Planning (President-Elect as Chairperson)
- L. Membership (First Vice-President as Chairperson)
- M. Newsletter (President as advisor/liaison)
- N. Program (President as advisor/liaison)
- O. Scholarship (Treasurer as advisor/liaison)
- P. LCP Review Course (Second Vice-President as advisor/liaison)
- Q. Sponsorship (Treasurer as advisor/liaison)
- R. Professional Development (President as advisor/liaison)
- S. Marketing (First Vice-President as advisor/liaison)
 - 1. Media Relations Sub-committee (reports directly to Marketing)
 - 2. Promotions Sub-committee (reports directly to Marketing)
 - 3. Publications Sub-committee (reports directly to Marketing)
- T. Pro Bono (Second Vice-President as advisor liaison)
- U. Compensation/Utilization Survey (President as advisor/liaison)

- V. Speakers' Bureau (Second Vice-President as advisor/liaison)
- W. Technology Committee (President as advisor/liaison).

Special committees and committee chairpersons may be appointed by the Board of Directors through the President as needed.

9.3 Reports

Each committee chairman shall make written quarterly and annual reports to the Board of Directors unless otherwise provided by these bylaws.

ARTICLE X

FINANCES

10.1 Funds

The Association's funds shall be kept in such banking institutions as may be determined by the Treasurer with the approval of the Board of Directors.

10.2 Withdrawals

The signature of the President or the President-Elect of the Association shall be necessary for withdrawals and for the use of the petty cash fund. Such funds may be established by the Board of Directors. The Treasurer, the President, and the President-Elect shall be bonded with the premium paid by the Association.

10.3 Compensation

No officer, chairman or member shall be compensated for Association duties. However, upon majority vote of the Board of Directors, persons may be reimbursed for out-of-pocket expenses in connection with Association related activities, provided the expenses have been authorized prior to expenditure.

10.4 Board Member Expenses

It shall be the responsibility of every board member and committee chairperson to submit all expenses due for reimbursement, whether for oneself, a law firm or other business entity, to the Treasurer of this Association within a reasonable amount of time after the expense has been incurred. Expenses shall be submitted regularly on no less than a quarterly basis, unless approval is obtained from the Board for a specific exception, with good cause shown, in advance of the expense being incurred. Such approval shall be granted upon simple majority vote of the Board. In addition, any and all expenses shall be submitted to the Treasurer of this Association no later than sixty (60) days after the close of a fiscal year. The Association shall not be held responsible

for any expenses submitted more than sixty (60) days after the close of a fiscal year without approval consisting of a two-thirds (2/3) majority vote of the Board.

10.5 No officer, chairperson, or member shall incur a financial obligation on behalf of this Association or which the Association might become responsible to pay without first obtaining proper board approval for the incurrence of said expense/obligation as outlined in these By-laws and as outlined in Board Policy.

ARTICLE XI

CODE OF ETHICS

Every member of this Association shall subscribe to and be bound by the Code of Ethics adopted by this Association and attached to these bylaws and the Code of Ethics and Professional Responsibility of the National Association of Legal Assistants, Inc.

ARTICLE XII

AMENDMENTS TO BYLAWS

These bylaws may be amended, altered or repealed (when not in conflict with NALA bylaws), by the affirmative vote of the majority of the voting members of any annual/regular or special meeting duly convened after due notice of that purpose. The NALA Affiliated Associations Director shall be advised of any amendments to these bylaws within sixty (60) days of passage.

ARTICLE XIII

DISSOLUTION

In the event of dissolution of this Association, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining members of the Association, notice having been given to members of the Association and the NALA affiliated associations director 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.

ARTICLE XIV

RETENTION OF AFFILIATION

Affiliation with the National Association of Legal Assistants, Inc. is renewable each year by payment of an affiliation fee attached to a current membership roster. In the event of suspension of affiliation, this Association may reaffiliate 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 shall comply with the required reports and requested procedures as outlined in these bylaws.

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

ARTICLE XV

CERTIFYING BOARD

15.1 This Board shall be charged with the responsibility for and administration of a Louisiana statewide certifying examination for paralegals.

15.2 The Board shall consist of a minimum of six (6) members with a minimum of Two (2) practicing paralegal members of this association (one of whom will be appointed Chairman of the Certifying Board by the President and must be an active voting member); a minimum of two (2) members of the Louisiana State Bar Association; and a minimum of two (2) paralegal educators, with staggered terms as set forth below, to be appointed by the President subject to the approval of the Board of Directors. An increase of these members may be added at the discretion of the Board. The paralegal members of the Certifying Board must be CLA's. After the first two (2) years of existence of the Certifying Board, all subsequent paralegal members of the Certifying Board must have received Louisiana state certification. Each member will serve a term of two (2) years, except that the terms shall be staggered. During the first year of the existence of this Board, one paralegal member, one attorney and one paralegal educator shall be appointed to serve a term of one (1) year. Thereafter, all terms of office shall be for two (2) years.

15.3 After the first two (2) years of the existence of the Board, the Chairman of the Board shall have served on this Board for at least one (1) year and, as Certifying Board Chairman, shall be a voting member of the Board of Directors of the Louisiana State Paralegal Association, Inc.

15.4 The first two (2) paralegal members of the Certifying Board will be required to waive, in writing, on a form furnished by the Louisiana State Paralegal Association, the right to take the Louisiana state certification examination for a period of two (2) years following the completion of such paralegal's term on the Certifying Board.

15.5 The immediate past Chairman of the Certifying Board will serve on the Certifying Board in an advisory capacity for a term of one (1) year.

15.6 The Chairperson of the Certifying Board shall be a member of the Grant Proposal Committee.

ARTICLE XVI

ASSOCIATE/STUDENT BOARD MEMBER

16.1 Qualifications

An Associate/Student Member (as defined in 5.1(B)) shall be appointed by the President, with the approval of the Executive Committee, to serve on the Board of Directors of this Association. Said member shall be a non-voting board member and shall not have the right to make motions.

16.2 Duties

The Associate/Student Board Member shall attend all meetings and shall apprise the Association in all respects as to the associate/student members and shall promote membership in the Association of associate/student members. The Associate/Student Board Member will also be required to submit to the Newsletter Chairman an article for publication in a column so designated for "Associate/Student Members" in *The Advocate*.

16.3 Term of Office

The term of office of an Associate/Student Board Member shall be for the duration of that member's status as classified under "associate/student member" (Section 5.1(B)), but not to exceed more than two (2) consecutive terms, each term being one (1) year, as "Associate/Student Board Member."

16.4 Resignation

The duly appointed Associate/Student Board Member may resign at any time by giving written notice to the President or the Board of Directors. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

16.5 Quarterly Reports

The Associate/Student Board Member shall provide written quarterly and annual reports to the Board of Directors.

ARTICLE XVII

ELECTRONIC TRANSMISSIONS

Unless otherwise specified in the bylaws, all members of the Board of Directors (officers and committee chairs) shall perform their tasks by electronic e-mail, with attachments if required. An acknowledgment of receipt of e-mail must be sent from the recipients. This would

include the distribution of requests for nomination, ballots, proxies, and any other documents pertaining to the nominations and elections process.

What acknowledgments are not received, such transmittals shall be sent by mail. A copy of all acknowledgments shall be printed and placed in the sender's file as proof of mailing. All attachments shall also be posted by the Technology Committee in the members-only section of the website in pdf format for easy retrieval by members.

All Board members are required to furnish the Membership Chair a current, preferred e-mail address, so that any electronic transmittal shall be accurately made. The Membership Chair shall furnish each Board member a list of current and updated, as necessary, e-mail addresses. The Technology Committee shall post this list in the members-only section of the website.

ARTICLE XVIII

ASSOCIATION RECORDS RETENTION/DISPOSAL/BACKUP POLICIES

Section 1. Retention/Disposal Policy

All files and materials of the Association shall be retained according to the following policy:

- A. Never destroy:
 - 1. Original corporate charter of LSPA and other corporate documents containing a Notary seal.
 - 2. First President's materials.
 - 3. Photographs, newspaper clippings, and other memorabilia contained within the Association Scrapbooks.
- B. Retain Presidents' materials for three (3) years in hard copy.
- C. Retain Treasurers' materials for ten (10) years in hard copy.
- D. The Historian shall maintain an index of material contained in the Association's library. The Historian shall ensure that all officers and committee chairs comply with the Association's policy on records retention. The Historian shall notify the President should any officer or committee chair fail to comply with this policy.
- E. Each officer and committee chair is responsible for transferring the files of his/her position to a successor within two weeks of his/her selection or within two weeks of appointment. Failure to do so may result in the withholding of reimbursement of expenses incurred by the outgoing officer or committee chair.

F. Each succeeding officer shall deposit with the Historian all Association materials in their possession that are older than three (3) years, in accordance with the electronic backup policy provided in Section 2 below.

Section 2. Electronic Backup Policy

A. Official records of LSPA shall be stored either in hard copy or in digital electronic medium, with electronic storage being the preferred method for storing such records. After such records have been converted into a digital electronic medium, hard copies may be destroyed in accordance with the policy provided in Section 1 above.

B. The President and Treasurer may fulfill their respective responsibilities for record retention as provided in Section 1 of this Article by causing their respective materials to be transferred to and stored in digital electronic medium. The Secretary may fulfill his/her responsibility for record retention as set forth in Article VII, Section 7.2(D) by causing the records for which the Secretary is responsible to be transferred to and stored in digital electronic medium. Notwithstanding these provisions, these officers shall comply with the records retention policy provided in Section 1 above.

C. The Historian may fulfill his/her responsibilities for Association records and/or library retention, as set forth in Section 1 of this Article, by causing said materials to be transferred and stored in digital electronic medium in accordance with the policy provided in Section 1 above.

D. In addition to Subsections (B) and (C) above, each officer and committee chair is responsible for maintaining the LSPA documents s/he generates, gathers and stores in furtherance of his/her responsibilities as such, in digital electronic medium, as provided in Subsection (A) above, and shall transmit these electronically stored materials, along with or in lieu of hard copies, to his/her successor in office in accordance with the provisions of Section 1(E) above.

I hereby certify that the above are the Bylaws of the Louisiana State Paralegal Association, Inc. and include amendments adopted at the Annual Meeting of the Louisiana State Paralegal Association, Inc. on September 22, 2012 at Lafayette, Louisiana.

Sandy Pourciaux, LSPA Secretary
2012 Annual Meeting