



**AMENDED AND RESTATED BYLAWS**  
**OF THE**  
**MISSISSIPPI PARALEGAL ASSOCIATION, INC.**  
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**ARTICLE I.  
NAME**

1.1. The name of this association shall be Mississippi Paralegal Association, Inc., a non-profit 501(c)6, (hereinafter referred to as "MPA"). This association shall be affiliated with the National Association of Legal Assistants, Inc. (hereinafter referred to as "NALA").

**ARTICLE II.  
ARTICLES OF INCORPORATION, PURPOSES AND DEFINITIONS**

2.1. To establish good fellowship among Mississippi Paralegal Association members and with the National Association Legal Assistants and members of the legal community.

2.2. To encourage a high order of ethical and professional attainment.

2.3. To further education among members of the profession.

2.4. To cooperate with the bar associations.

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

2.6. To promote the organization of local paralegal educational program affiliates in Mississippi.

**ARTICLE III.  
POLICY**

3.1. This Mississippi Paralegal 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 the bylaws of the National Association of Legal Assistants, or of the policies of that Association.

**ARTICLE IV.  
MEMBERSHIP**

4.1. Definition of a Legal Assistant. A legal assistant or paralegal is a person qualified by education, training or work experience who is employed or retained by a lawyer, law office, corporation, governmental agency or other entity who performs specifically delegated substantive legal work for which a lawyer is responsible. (Adopted by the ABA in 1997 and by NALA in 2001). Membership of the Mississippi Paralegal Association shall be open to any legal assistant, paralegal, or legal aide who meets the membership requirements as set forth in Sections 4.2 and 4.3 below. Membership shall also be open to such other parties as set forth in Sections 4.4, 4.5, 4.6 and 4.7 below.

42. Qualifications for Active Member. In order to become an active member of the Mississippi Paralegal Association, one shall qualify for Active Membership under one of the following requirements:

4.2.1 Any individual who has successfully completed the Certified Paralegal (CP) and/or the Advanced Certified Paralegal (ACP) examination(s) of NALA and is in good standing;

4.2.2 Any individual who has graduated from an ABA approved program of study for legal assistants or paralegals;

4.2.3 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;

4.2.4 Any individual who has graduated from a course of study for legal assistants other than those set forth in 4.2.2 and 4.2.3 above, plus not less than six months of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant;

4.2.5 Any individual who has received a baccalaureate degree in any field, plus not less than six months in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant;

4.2.6 Any individual who has a minimum of three years of law-related experience under the supervision of an attorney, including at least six months of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant; or

4.2.7 Any individual who has a minimum of two years of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant.

4.3 Active Members Only May Vote or Hold Office. Only Active members of the Mississippi Paralegal Association may vote or hold office as a member of the Board of Directors or an elected or appointed officer. \*\*Active, Student, and Associate members are encouraged to participate in committee activities.

4.4 Qualifications for Associate Members. The following shall qualify for Associate membership (Repositioned 2015):

4.4.1 Those members of bar associations endorsing the legal assistant concept or involved in the promotion of the legal assistant profession;

4.4.2 Those members of the educational field endorsing the legal assistant concept or involved in the promotion of the legal assistant profession; or

4.4.3 Those individuals, law firms, corporations and legal assistant program representatives who endorse the legal assistant concept or are involved in the promotion of the legal assistant profession.

4.5 Qualifications for Retired Membership. (Amended 2015). The following shall qualify for Retired membership:

- 4.5.1 I have been an active member of the Mississippi Paralegal Association in the past, but I am currently retired.

The fee for Retired Membership will be waived. Retired membership does not include voting privileges.

4.6 Qualifications for Student Members. Those individuals who are students in good standing in any university, college, junior college or other approved school pursuing a course of studies as a legal assistant may qualify for student membership. The application for membership must be accompanied with a letter from the school administration department stating the student is in good standing.

4.7 Qualifications for Sustaining Members. Non-voting membership, open to any person, law firm, business, or other organization interested in furthering the purpose of MPA.

4.7.1 Level 1: Basic membership benefits, including access to Members Only Facebook and LinkedIn Groups, member rates to all MPA-sponsored events, unlimited networking opportunities, and one advertisement (will be active for 12 weeks) on MPA's social sites, including the website. Request member provide 1 door prize valued at \$75.00+ or 100 small promotional items per year.

4.7.2 Level 2: Basic membership benefits, including access to Members Only Facebook and LinkedIn Groups, member rates to all MPA-sponsored events, unlimited networking opportunities, and three advertisements (active for 24 weeks) on MPA's social sites, including the website. Request member provide 1 door prize valued at \$75.00+ or 100 small promotional items.

4.7.3 Level 3: Basic membership benefits, including access to Members Only Facebook and LinkedIn Groups, member rates to all MPA-sponsored events, unlimited networking opportunities, and five advertisements (active 52 weeks) on MPA's social sites, including the website, and your business logo will be included on MPA's website and linked to your company website. Request member provide 1 door prize valued at \$75.00+ or 100 small promotional items.

## **ARTICLE V. APPLICATION FOR MEMBERSHIP**

5.1. Application for membership shall be submitted to the Affiliated Association on forms approved by the Association's membership. The forms should clearly state that the Association is an Affiliated Association of the National Association of Legal Assistants, Inc. and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to the code adopted by the Association. Approval of membership shall be noted on the form in accordance with standing rules adopted by this Association.

5.2. A membership application may be rejected by the Mississippi Paralegal Association if the requirements for membership set forth in Article IV hereof have not been met by the applicant. An application for any class of membership shall be rejected by the Membership Officer if (1) the applicant has not met any one or more of the qualifications set out in Sections 4.2.1 through 4.2.7, or (2) the applicant has been convicted of a felony.

Membership in the Mississippi Paralegal Association may be terminated based on the following grounds:

- 5.2.1 Falsification of information required in the membership application;

- 5.2.2 Conviction of a felony;
- 5.2.3 Violation of the NALA Code of Ethics and Professional Responsibility, as such Code is referenced in Article XIV hereof and set forth in the membership application;
- 5.2.4 Non-payment of dues when such are due and payable;
- 5.2.5 Failure to comply with these Amended and Restated Bylaws or the Standing Rules of the Mississippi Paralegal Association; or
- 5.2.6 Any conduct which would reflect unfavorably upon the Mississippi Paralegal Association.
- 5.3 Termination of membership and appeal there from shall follow the procedure set forth in Article XIV of these Bylaws (Amended 2015).
- 5.4 Retention of Active Membership shall be as set in Standing Rule III.H.

## **ARTICLE VI. MEETINGS**

6.1. The Mississippi Paralegal Association shall meet at not less than sixty (60) day intervals, which may include attendance at seminars or workshops sponsored by the Mississippi Paralegal Association and/or its geographical regions as defined in Article VIII, Section 8.3. One-fourth (1/4) of the membership of the Mississippi Paralegal Association shall constitute a quorum. In the event of a vote to dissolve the Association, a quorum shall consist of two-thirds (2/3) of the voting members of the Mississippi Paralegal Association.

6.2. Special meetings may be called by the President upon fifteen (15) days' written notice to all members of record.

6.3. It is required that the Mississippi Paralegal Association, and/or its geographical regions as defined in Article VIII, Section 8.3, 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 the National Association of Legal Assistants, Inc. These programs may be held in connection with a regular meeting of the membership.

6.4. An annual meeting of the combined geographical regions shall be held during the month of October for the purpose of declaring and certifying the results of the online election of officers and hearing reports of officers and chairman. Notice of the annual meeting shall be in writing to all members of record at least thirty (30) days prior to the meeting. The notice will also contain the slate of officers.

As part of the notice of election and slate of officers, a separate sheet for district director will reflect the geographic district and candidates.

6.5. The President, or the President's appointee, and the NALA Liaison will be eligible to attend the NALA Convention, should the funds be available and subject to Board approval.

**ARTICLE VII.  
DUES AND ASSESSMENTS**

7.1. The annual dues of the Mississippi Paralegal Association shall be as set forth in the Standing Rule IV.A.

7.2. These fees shall be due November 1 of each year, payable no later than November 15th. Non-payment of dues by December 1 shall be basis for termination of membership in accordance with Article V of these Bylaws. Terminated members shall pay an additional Fifteen Dollars (\$15.00) reinstatement charge over and above annual dues. Dues are non-refundable and shall not be prorated.

**ARTICLE VIII.  
OFFICERS AND CHAIRMEN**

8.1. Elected Officer. Elected officers shall be the President, Vice President/Education, Vice-President/Membership, Treasurer, Secretary, NALA Liaison, Student Liaison, and District Directors. The President and Vice-President/Education must be full-time paralegals.

8.2. Appointed Officers. The Parliamentarian and Paralegal Educator Advisor shall be appointed officers of the Board of Directors.

8.2.1 The appointed officer shall be the Parliamentarian. The Parliamentarian shall be a non-voting member of the Board of Directors, except to break a tie vote; and

8.2.2 The Paralegal Educator Advisor shall be a non-voting ex-officio member of the Board of Directors.

8.3. Regions. This Association shall be divided into three geographical regions within the State of Mississippi, each region to be represented on the Board of Directors by a person designated as a District Director from each region. The Board shall have the authority to appoint a temporary district director for any district director position which is vacant. The district director may be from any region and must be an active member. The geographical breakdown of each district is as follows:

8.3.1 Northern District: Alcorn, Attala, Benton, Bolivar, Calhoun, Carroll, Chickasaw, Choctaw, Clay, Coahoma, DeSoto, Grenada, Holmes, Humphreys, Itawamba, Lafayette, Lee, Leflore, Lowndes, Marshall, Monroe, Montgomery, Noxubee, Oktibbeha, Panola, Pontotoc, Prentiss, Quitman, Sunflower, Tallahatchie, Tate, Tippah, Tishomingo, Tunica, Union, Washington, Webster, Winston and Yalobusha counties;

8.3.2 Central District: Adams, Amite, Claiborne, Copiah, Franklin, Hinds, Issaquena, Jefferson, Kemper, Lauderdale, Leake, Lincoln, Madison, Neshoba, Newton, Pike, Rankin, Scott, Sharkey, Simpson, Smith, Warren, Wilkinson, and Yazoo counties; and

8.3.3 Southern District: Clarke, Covington, Forrest, George, Greene, Hancock, Harrison, Jackson, Jasper, Jefferson Davis, Jones, Lamar, Lawrence, Marion, Pearl River, Perry, Stone, Walthall, and Wayne counties.

8.4. Term of Office shall be one (1) year and shall run concurrently with the fiscal year. Successive terms shall be limited to one (1) year.

Compensation. No officer or member shall be compensated for duties performed on behalf of the Mississippi Paralegal Association. However, upon three-fourths (3/4) majority vote of the Board of Directors, persons may be reimbursed for out-of-pocket expenses in connection with activities related to the Mississippi Paralegal Association, provided the expenses have been authorized by either the Board of Directors or the membership prior to expenditure.

## **ARTICLE IX. ELECTION OF OFFICERS**

9.1. At least sixty (60) days prior to the annual meeting of the Mississippi Paralegal Association, the Board of Directors shall appoint a nominations and elections chairman. This committee chairman will present a slate of officers to the membership fourteen to twenty-one (14-21) days prior to the voting period. The voting period shall be fourteen to twenty-one (14-21) days prior to the annual meeting with the ending date to be the Monday immediately prior to the annual meeting. The elections may be conducted through electronic means. No name shall be on the slate without the consent of candidate. Nominations from the membership shall be accepted through the end of the voting period [the Monday prior to the annual meeting]. To be elected, a candidate must receive over fifty percent (50%) of the total vote from the voting membership. In the event of a tie, a run-off election will be set up.

9.2. Names of consenting appointed officers must be presented by the President by the first meeting of the new fiscal year.

9.3. Names of newly elected or appointed officers shall be submitted to the NALA headquarters and Affiliated Associations Director at least thirty (30) days after election and/or appointment. With the exception of the NALA Liaison, officers of the Mississippi Association are not required to be NALA members, as set forth in Article IV, only active members may hold office.

9.4. Interim vacancies in any office specified in section 8.1 or 8.2 of the Bylaws of the Mississippi Paralegal Association occurring by the resignation, death, removal or inability to act as an officer shall be filled by vote of the Board of Directors.

9.5. Any officer (elected or appointed) absent from two (2) consecutive meetings without good cause may be removed from office by the Board of Directors. Any vacancy created thereby shall be filled by appointment of the Board of Directors.

9.6. The officers (elected or appointed) shall serve at the pleasure of the Board of Directors, and their services may be terminated at any time by the Board of Directors, with or without cause, and without further obligation.

9.7. An officer may resign at any time by delivering notice, in writing, to the President. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.



**ARTICLE X.  
BOARD OF DIRECTORS**

10.1 General Powers. Except to the extent that the authority of the Board is dispensed with or limited in the Articles by a description therein of who will perform some or all of the duties of the Board, all corporate powers of the Association shall be exercised by or under the authority of the business and affairs of the Association shall be managed under the direction of the Board, which is, subject to any limitation set forth in the Articles, vested with full power to determine the Association's policies within the purposes and limits of the Articles, these Bylaws, the Mississippi Business Corporations Act and other applicable statutory and common laws of the State of Mississippi; provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

10.2 Number, Appointment and Tenure. The Board of Directors shall consist of the persons elected or appointed as officers as provided in Sections 8.1 and 8.2 of these Bylaws. The term of the directors shall correspond to the term for the offices designated in Section 8.1 and 8.2 of these Bylaws.

10.3. Filling of Vacancies. Interim vacancies in the Board of Directors occurring by the resignation, death, removal or inability to act of a director shall be filled by vote of the remaining directors.

10.4. Annual Meeting. The annual meeting of the Board of Directors shall be held prior to the annual membership meeting and at the same place. The Secretary shall give notice of the time for which such meeting shall have been called not less than thirty (30) days prior to the date fixed for the meeting.

10.5. Regular Meetings. The Board of Directors shall meet monthly and at other times as called by the President.

10.6. Special Meetings. Special meetings may be called by appropriate resolution of a majority of the Board of Directors.

10.7. Electronic Meetings Permitted. Unless the Articles provide otherwise, the Board may permit any or all directors to participate in an annual, regular or special meeting by, or conduct such a meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, a meeting as specified in this Section may be conducted solely by remote communication.

10.8. Action by Consent of Directors. Unless the Articles provide otherwise, any action required or permitted to be taken at a meeting of the Board may be taken without such a meeting if one or more written consents, describing and evidencing the action so taken, shall be signed by all of the members of the Board and included in the minutes or filed with the corporate records reflecting the action taken, with such action to be effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent is to have the same effect as a meeting vote and may be described as such in any document.

10.9. Notice of Regular and Special Meetings. The Secretary shall cause written notice of such meetings to be given not more than ten (10) days prior to the date fixed for the regular meeting and not less than three (3) days prior to the date fixed for any special meeting. Notice shall be deemed to have been properly given when delivered in person, by telegram, by electronic means, or by mail and, if mailed, shall be deemed to

have been delivered when deposited in a sealed envelope with postage prepaid in the United States mail addressed to the director at his or her last known or ascertainable address. If notice is given by electronic means, notice shall be deemed to have been delivered when sent.

10.10. Waiver. When any notice whatsoever is required to be given to directors by these Bylaws, by the Articles of Incorporation, or by law, then a waiver in writing of such notice executed by such director shall be deemed equivalent thereto. Additionally, the presence of any director at any meeting shall likewise be deemed to be the equivalent of notice and shall constitute a waiver of notice unless such director shall specifically appear for the purpose of contesting the validity of such meeting and shall then file with the Secretary a written protest to such effect before the meeting shall have been commenced and declared to be in order.

Notwithstanding anything to the contrary in this Article X, no notice whatsoever shall be given of the call of any meeting to a director who shall have waived notice as aforesaid.

10.11. Proxy of Director. A director shall not appoint any person as attorney-in-fact or proxy, nor shall any director attempt to act at any meeting through a proxy, agent or attorney-in-fact. A director may submit a written ballot on questions and matters before the Board which have been included in any advance agenda for any meeting.

10.12. Secret Ballot. Upon demand of any director, the vote on any question, proposition or motion shall be taken by secret written ballot.

10.13. Quorum. A majority of the entire Board of Directors shall constitute a quorum and shall be requisite at all meetings of the directors for the transaction of any business. In the absence of a quorum at any duly called meeting, the directors present by majority vote and without further notice other than announcement may adjourn the meeting from time to time until a quorum shall attend. The Board may adjourn and continue for an interim not to exceed three (3) days; provided, however, that should the Board of Directors determine the meeting cannot then be held, additional like adjournments or continuances may be permitted. Any business may be transacted at such adjourned meeting which might have been transacted at the meeting as originally called.

10.14. Voting. Except as shall otherwise be provided for in the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. A director who is present at a meeting of the Board or a committee thereof when corporate action is taken is deemed to have assented to the action taken unless:

- (a) such director objects, at the beginning of the meeting or promptly upon his arrival, to holding the meeting or transacting business at the meeting;
- (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) such director delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting.

This right of dissent or abstention is not available to a director who votes in favor of the action taken.

10.15. Executive and Other Committees. Unless the Articles provide otherwise, the Board, by resolution,

may create an Executive Committee and/or one (1) or more other committees and appoint from among its members two (2) or more directors to serve as the members of each such committee at the pleasure of the Board, and each such committee shall have and may exercise the authority of the Board to the extent specified either in such resolution or amendments thereto, consistent with the laws of the State of Mississippi, or in the Articles; provided, however, that such a committee may not:

- (a) authorize a distribution;
- (b) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;
- (c) elect, appoint or remove directors or fill vacancies on the Board or on any of its committees;
- (d) adopt, amend or repeal the Articles or Bylaws; or
- (e) take any other actions which committees are prohibited from taking by the Act.

The requirements of these Bylaws and the Articles governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to such committees and their members as well.

10.16. Compensation to Directors. Directors shall not receive any fee for attendance at any meetings or for serving in such capacity provided, however, that the Board may approve actual travel or other like expenses paid or incurred by any director in the performance of any proper duty or function in accordance with the Standing Rules of this Association.

10.17. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the president or secretary. A resignation is effective when the notice thereof is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

10.18. Removal. A director may be removed from office for cause by the affirmative vote of two-thirds (2/3) of all of the then duly elected and qualified members of the directors. Cause shall be defined as having:

- a. been convicted of a felony, or
- b. violated the Code of Ethics of the Association.

Additionally, the directors may cancel the membership of a director by majority vote and upon determining that such director has:

- a. been guilty of conduct actually and substantially to injure the good name of the Corporation, 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 membership application, or
- c. any substantial neglect of duty, or
- d. any physical or mental disability or illness to such an extent as will prospectively render such director unable to promptly resume the performance of his or her duties

- within a reasonable time, or
- e. such unethical or immoral conduct by such director which together with publicity or anticipated publicity will reflect unfavorably upon the Association.

10.19. Defenses of Claims. The Board of Directors may authorize such expenditures as it shall deem to be in the best interests of this Association for the investigation and defense of claims made or suits brought by any persons whomsoever either against this Association, its directors, officers, or agents, or any of them without regard to the nature of the alleged claim or suit.

10.20 Personal Liability of Directors. A director shall have no personal liability for any claims or damage that may result from acts in the discharge of any duty imposed or exercise of any power conferred upon such director by this Association if, in good faith, such director shall have acted with ordinary care and prudence or alternatively shall have relied upon the opinion of an attorney, accountant or other professional consultant of the Association.

## ARTICLE XI. STANDING AND SPECIAL COMMITTEE CHAIRMEN

11.1. The Board of Directors shall appoint the following standing committee chairmen:

Educational Programs (Vice President/Education) Membership (Vice President/Membership)  
Reserve Fund (Treasurer)  
Bylaws (Parliamentarian)  
Student Liaison (Student Liaison/Mentorship Program) Nominations and Elections  
Audit (former Treasurer of the Board)  
Job Bank  
Social  
Bar Relations  
Pro Bono  
Professional Development (NALA Liaison)  
IT/Technology

11.2 The Parliamentarian shall also serve as Historian of MPA.

11.3 Other committee chairman may be specially appointed by the President, as needed.

## ARTICLE XII. DUTIES OF ELECTED AND APPOINTED OFFICERS AND CHAIRMEN

12.1 President. The President shall preside over all Board of Directors meetings and membership meetings. The President shall appoint a Parliamentarian subject to approval of the Board of Directors. The President shall pass files to successor immediately upon installation and shall cause all officers and chairman to pass their files to their respective successors. The President shall be ex-officio (non-voting) member of all committees except the committee on nominations and elections. The President shall have the authority to disburse funds and shall be bonded for this purpose with the bond premium to be paid by the Association.

12.2 Vice President/Education. The Vice President/Education shall preside and shall assume all duties assigned to the President in the President's absence. This officer shall automatically be chairman of the

Education Committee and the Technology Committee; the duties of this position shall include planning seminars including making the seminar reservations, workshops, and programs and coordinating any educational events co-sponsored by the Mississippi Paralegal Association, NALA or student associations with the NALA Liaison Officer or the Student Liaison Officer. The Vice President/Education shall also be responsible for fulfilling the education requirements under Article VI of these Bylaws and shall report such educational meetings to MPA's NALA Liaison Officer and maintain a list of remote viewers for CLE auditing purposes. The Vice President/Education shall serve as Parliamentarian when this officer is absent.

12.3. Vice President/Membership. The Vice President/Membership shall automatically be chairman of the Membership Committee and shall be charged with the responsibility of developing programs to encourage membership in the Mississippi Paralegal Association.

The Vice President/Membership shall be responsible for recruiting by sending out letters to prospective members, receiving and reviewing applications for membership, and overseeing the procedures of subsequently approving applicants by recommending same to the Mississippi Paralegal Association, and accepting the candidates for membership. Upon approval by the Mississippi Paralegal Association, applications shall be signed by this officer and dues payments delivered to the Treasurer.

The Vice President/Membership shall be responsible for the renewals of existing members of the Mississippi Paralegal Association. This officer is to maintain current roster of the Mississippi Paralegal Association membership and is responsible for distribution of the membership roster to the membership. This officer, working with the NALA Liaison, is also responsible for reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

Additionally, the Vice President/Membership shall work with the NALA counterpart and NALA Second Vice President to encourage membership in NALA.

12.4. Secretary. This officer will obtain reservations for all monthly general membership meetings and for other called meetings. The Secretary will be responsible for noticing in writing all meetings, taking minutes of all meetings and keeping permanent minutes. All minutes of meetings shall be approved at the next monthly Board of Directors meeting. This officer shall assist the President in any way, including giving notice of meetings, new job bank listings, and other correspondence. Minutes of any meeting of the Mississippi Paralegal Association shall be available to the NALA President upon request.

12.5 Treasurer. The Treasurer shall deposit all funds and approve all disbursements, subject to approval of the Board of Directors. Any extraordinary expenses must be authorized by the membership before obligation to pay. The Treasurer shall file documents with the Internal Revenue Service as required by law as a non-profit 501(c)6 Corporation. The Treasurer shall be bonded, with the premium to be paid by the Mississippi Paralegal Association. All disbursements of funds must be paid with an MPA check or debit card, signed by the Treasurer and/or the President.

This officer shall submit a written financial report at least quarterly and it shall be attached to the official minutes as part of permanent record. The Treasurer shall submit a Reserve Fund report to the Board quarterly. The Treasurer shall determine that the Operating Funds meet the annual deposit transfer to the Reserve Fund. (See Article XVIII).

The Treasurer shall prepare a budget for the ensuing fiscal year which shall be adopted by the membership at the annual meeting. The budget shall be submitted to the Board of Directors prior to presentation at the annual meeting.

12.6 NALA Liaison. This officer shall be a NALA member, shall be familiar with the NALA Bylaws and Policies of the NALA Board of Directors, shall receive minutes of all NALA meetings, and shall represent the Association at the NALA annual meeting of affiliated associations. The Mississippi Paralegal Association shall pay all expenses incurred by the NALA Liaison for attendance at the NALA yearly Convention and Annual Meeting. This officer shall be the main contact between NALA and the Mississippi Paralegal Association and must be empowered to bind the Mississippi Paralegal Association. This officer shall be a member of the governing body of the Mississippi Paralegal Association.

Reporting to NALA. This officer shall report twice yearly on Mississippi Association activities to the NALA Affiliated Associations Director and NALA Headquarters on electronic forms provided by NALA for the Affiliate Annual Report for inclusion in the Affiliated Associations Annual Meeting and the Affiliate Mid-Year Report. This officer shall report all officers' names to NALA Headquarters and the NALA Affiliated Associations Director within thirty (30) days of passage and/or appointment. This officer will maintain an electronic file of reports submitted to NALA Headquarters.

Renewal Fee. The NALA Liaison is also be responsible for seeing that the renewal fee for continued affiliation with NALA is paid in a timely manner by the Treasurer. The NALA Liaison is responsible for all correspondence in regard to the renewal fee. This officer, working with the Vice President/Membership, is also responsible for keeping a current roster of the membership and reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

NALA Annual Meeting. This officer may submit items for discussion on behalf of the Mississippi Paralegal Association to the NALA Affiliated Associations Director for the Affiliate's Meeting and shall participate in discussion sessions at the NALA annual meeting. A report to Mississippi Paralegal Association members on NALA's annual meeting will be required.

Bylaws Changes. This officer shall, within sixty (60) days of passage, notify the NALA Headquarters and the Affiliated Associations Director of any change in the Mississippi Paralegal Association's Bylaws.

Professional Development. This officer shall work with the Vice President/Education in coordinating any educational events co-sponsored by the MPA and the NALA. This officer shall chair the Professional Development Committee. This officer shall keep members informed of NALA's CLE programs and CP certification requirements.

NALA Members. This officer shall coordinate and relay all NALA happenings and events with NALA members. The officer shall encourage all individual NALA members in Mississippi to participate in NALA Conventions and MPA Seminars.

12.7 Student Liaison (Amended 2015). The Student Liaison shall automatically be Chairman of the Student Liaison Committee and the Mentoring Program Chairman. This officer shall be the primary contact between the Mississippi Paralegal Association and any student legal assistant associations in Mississippi. This officer shall be responsible for corresponding between the Mississippi Paralegal Association, Affiliate Group Members, and any other student associations. This officer shall work with the Vice President/Education and Region Directors in coordinating any educational events co-sponsored by the Mississippi Paralegal Association, Affiliate Group Members, and any other student associations. This officer shall assist and encourage Affiliate Group Members, any other student associations, and students and shall answer their inquiries about the Mississippi Paralegal Association, Affiliate Group Membership, various student associations, and the legal

assistant profession. The Student Liaison shall maintain information on the legal assistant educational and training programs in Mississippi; shall make this information available to all interested persons; and shall be responsible for correspondence with the directors of these programs.

The Student Liaison will coordinate the Affiliate Membership groups. The Student Liaison will maintain the Affiliate Group Membership rosters.

12.8 District Directors. The District Directors from the two districts other than the district in which the President resides will be responsible for presiding over all membership meetings in their respective elected geographical district. Each district may appoint committees to assist in the formulation of activities for each geographical region. Monthly reports shall be submitted in writing to the Board of Directors and made a permanent part of the minutes of each respective Board of Directors meeting. The District Directors are responsible for providing a list of prospective members to the Secretary and Vice President/Membership.

The District Directors shall be members of the Education Committee and shall assist the Vice President/Education in meeting the educational requirements under Article VI of these Bylaws. The District Directors in the two districts other than the district where the Vice President/Education resides shall be responsible for obtaining speakers and educational programs at the membership meetings in their respective districts. The District Directors shall also assist the Vice President/Education in planning regional workshops and seminars, including making seminar reservations.

The Southern Region Director shall build membership in the Southern Region and shall assist the Technology Chairman with remote meetings in the Southern District. The Southern Region Director shall preside over all membership meetings in the Southern District.

The Northern Region Director shall build membership in the Northern Region and shall assist the Technology Chairman with remote meetings in the Northern Region. The Northern Region Director shall preside over all membership meetings in the Northern District.

The Central Region Director/Seminar Chairman shall build membership in the Central Region and shall obtain speakers for seminars (the Vice President of Education shall obtain speakers for the monthly luncheons). The Central Region Director shall preside over all meetings outside of Hinds, Madison, and Rankin Counties.

12.9 Parliamentarian. The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with Mississippi Paralegal Association Bylaws and the NALA bylaws. This officer shall receive, review, or prepare any proposed bylaw and standing rule amendments. Roberts Rules of Order Newly Revised shall serve as parliamentary authority for items not covered by these Bylaws or the Mississippi Paralegal Association standing rules. In the absence of the Parliamentarian, the Vice President/Education shall serve as Parliamentarian.

12.10 Audit Committee. The Audit Committee will be composed of a past treasurer who will serve as Chairman and two members selected by the chairman whose purpose is to audit the Treasurer's books at the close of the fiscal year prior to the transfer of the accounts to the newly-elected Treasurer. In the event the incumbent Treasurer is elected to a second term, the audit will be performed following the annual meeting and prior to the first regular meeting of the membership.

12.11 Nominations and Elections. See Article IX.

12.12 Job Bank Chairman. This appointee will maintain a Job Bank for MPA members. Upon request

by a law firm, or other entity, this chairman will update and publish the Job Bank on the internet pursuant to the Standing Rule VII.A.7. This chairman will further notify the Secretary of all new job listings to be sent to Members. This chairman will also encourage firms to use the Job Bank service.

This Chairman is not to use this position for the purpose of seeking employment on a personal basis.

12.13 Social Chairman. The Chairman of the Social Committee plans and carries out, arrangements for any social functions. When a meal or other refreshment is required, this Committee makes all necessary arrangements. This Chairman and Committee also assists with seminars as needed.

12.14 Bar Relations Chairman. This Chairman shall be responsible for establishing communication with the national, state, county and local bar associations on behalf of the Mississippi Paralegal Association with information to promote and encourage recognition of the legal assistant profession. This Committee shall keep the members of this Association apprised of all ABA activities regarding associate membership and provide the required documentation.

This Committee shall monitor any bills introduced into the Mississippi State Legislature which would affect the legal assistant/paralegal profession and members of this Association and keep its members apprised of any pending and passed legislation in other jurisdictions

12.15 Pro Bono Chairman. This Chairman and Committee shall work in conjunction with the Mississippi Pro Bono Project sponsored by the Mississippi State Bar. This Chairman and Committee will be responsible for any community/volunteer work and/or community service projects undertaken by the organization.

12.16 Technology Chairman. This Chairman and Committee shall be in charge of technology, including providing remote viewing/recording at the regular monthly luncheon and any additional continuing legal education events hosted by MPA. The Chairman is responsible for maintaining the continuing legal education videos on the internet for future use. Any costs associated with such duties are to be reimbursed by the Mississippi Paralegal Association upon approval by the Board. The Chairman shall be familiar and abide by the Mississippi Paralegal Association's Social Networking and Internet Postings Policy adopted in 2019.

### **ARTICLE XIII. FISCAL YEAR**

13.1. The fiscal year of the Mississippi Paralegal Association shall be from January to December.

### **ARTICLE XIV. CODE OF ETHICS**

14.1. Every member of the Mississippi Paralegal Association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of the National Association of Legal Assistants, Inc. and any other code so adopted by the membership of this Association. Violations of the NALA Code shall be grounds for immediate dismissal from membership and/or removal from office. Procedure for termination of membership on these grounds and the other grounds set forth under Article V of these Bylaws shall be as follows:

Notice of termination and reasons therefore shall be mailed by U.S. certified mail, return receipt requested, to the member by the Membership Committee. Such member shall have thirty (30) days from the



postmarked date of the notice to request an appeal of the termination to be heard before the Board of Directors. The appeal will be effective upon notice to the President, in writing, sent by U.S. Certified mail, return receipt requested.

**ARTICLE XV.  
AMENDMENTS TO BYLAWS**

15.1. Bylaw amendments (not in conflict with NALA bylaws) may be adopted by two-thirds (2/3) of members present at any regular meeting of the combined geographical regions. The NALA Liaison officer shall send amendments, within sixty (60) days of passage, directly to the NALA Parliamentarian, with copies to NALA Headquarters and the NALA Affiliated Associations Director.

**ARTICLE XVI.  
DISSOLUTION**

16.1. In the event of dissolution of the Mississippi Paralegal 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 Mississippi Paralegal Association present or represented by proxy at a meeting duly called for such purpose, notice having been given to members of the Mississippi Paralegal 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 XVII.  
RETENTION OF AFFILIATION**

17.1. Affiliation with the National Association of Legal Assistants, Inc., is renewable each year by payment of an affiliation fee, which fee shall be accompanied by a current membership roster of the Mississippi Paralegal Association. In the event of suspension of affiliation, the Mississippi Paralegal 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, the Mississippi Paralegal Association must comply with the required reports and requested procedures as outlined in these Bylaws.

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

**ARTICLE XVIII.  
RESERVE FUND**

18.1. General. The Mississippi Paralegal Association shall formally establish a Reserve Fund to ensure the long-term viability of the Mississippi Paralegal Association. This fund will not be shown in the Operating Account but will be held in a separate account having its own financial statement. It will be audited annually.

18.2. Goal of Reserve Fund. The goal of the Mississippi Paralegal Association is to establish the Reserve Fund with an initial transfer of *Two Thousand Five Hundred Dollars* from the Operating account, and thereafter annually transfer, from the Operating account to the Reserve Fund, no less than *One Thousand Dollars*. The annual transfer shall occur within *30 days* of the new fiscal year commencing January 2015.

- 18.2.1 Once the Reserve Fund reaches *Five Thousand Dollars* (\$5,000.00) the goal will be deemed met, and the Board may transfer to the Reserve Fund as the Operating Account allows.
- 18.2.2 After the Reserve Fund goal of *Five Thousand Dollars* (\$5,000.00) is met, if the Board votes to withdraw any amount from the Reserve Fund, the transfer of at least *One Thousand Dollars* (\$1,000.00) shall be initiated as outlined in 18.2 above until the Reserve Fund goal has been met again.

18.3. Annual Budget transfer of Funds. The annual budget presented to the Mississippi Paralegal Association shall include an item line showing the current amount in the Reserve Fund and the anticipated interest earnings over the fiscal year. The budget will also include a line for the anticipated net transfer from the Operating account to the Reserve Fund.

18.4. Procedure for Expenditures. To spend monies from the Reserve Fund, the MPA President must:

18.4.1 Call a special meeting of the Board of Directors;

18.4.2 Instruct the Association's Audit Committee to conduct an emergency audit of the Operating account and Reserve Fund;

18.4.3 Submit a copy of the emergency audit report to the Board of Directors within ten days of the special called meeting;

18.4.4 Submit a full report to the Board of Directors outlining the specific need(s) for the withdrawal within ten days of the special called board meeting; and

18.4.5 A motion must be made from the floor after all relevant documentation has been fully considered by the Board and time has been properly allotted for debate. There shall be a 7-3 vote, or higher, in order for the motion to pass. The Parliamentarian shall not vote.

18.5. Limits to Transfer of Funds. The Board shall not allow a transfer that exceeds the income earned by the Reserve Fund to date in the current fiscal year. If, during the fiscal year, the Operating Account experiences cash flow deficits in excess of income the Board of Directors may authorize temporary transfers from the Reserve Fund; i.e. the Reserve Fund will provide an interest-free overdraft for the Operating Account which must be rectified by the end of the fiscal year.

18.6. Inability to Meet Annual Deposit Transfer. Should the Board of Directors find it impractical to meet the annual deposit transfer to the Reserve Fund, the Treasurer will recommend to the Board an amount that the Treasurer determines to be appropriate to transfer for the fiscal year. After the Board *unanimously* approves the Treasurer's recommendation, the Treasurer will be instructed to transfer the recommended funds from the Operating account into the Reserve Fund immediately-and report to the Board of Directors. The amount to be transferred to the Reserve Fund shall be no less than *Five Hundred Dollars*.

18.7. Reporting. The Treasurer shall submit a Reserve Fund report to the Board quarterly.