



ATLANTA PARALEGAL ASSOCIATION, INC.

The Bylaws of the Association adopted on June 18, 2014 are hereby deleted in its entirety and completely restated and amended as approved by the APA membership on January 13, 2018

FIRST AMENDED AND RESTATED BYLAWS

OF THE

ATLANTA PARALEGAL ASSOCIATION, INC.

a Corporation organized under the Georgia Non-Profit Corporation Act

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ARTICLE I - NAME

The name of this corporation is the Atlanta Paralegal Association, Inc. (“APA”).

ARTICLE II - AFFILIATION AND POLICY

APA shall be affiliated with the National Association of Legal Assistants, Inc. (“NALA”). APA shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of NALA or of the policies of APA.

APA recognizes that these Bylaws cannot be all inclusive as to the policies of APA. Therefore, the Board of Directors is empowered to promulgate regulations, policies and procedures from time to time as they deem appropriate which shall be incorporated herein and known as Standing Rules of APA (“Standing Rules”). A copy of the Standing Rules will be furnished to members upon request.

ARTICLE III - DEFINITION AND PURPOSES

3.01. Definition of a Paralegal. For the purposes of these Bylaws, the definition of a paralegal as promulgated by the State Bar of Georgia and the American Bar Association in 1997, as may be amended in the future, is hereby incorporated. Further, a paralegal should meet such definitions as set out by the Supreme Court of Georgia, and be qualified by education, training or work experience and be employed or retained by a lawyer, law office, corporation, governmental agency or other entity in a capacity or function which involves the performance, under the ultimate direction and supervision of a lawyer, or specifically delegated substantive legal work that requires knowledge of legal concepts and is customarily, but not exclusively, performed by a lawyer. The terms legal assistant and paralegal are used interchangeably and are considered the same within the terms of the Bylaws.

3.02. Purposes. The purposes of APA are:

- A. To establish good fellowship among APA Members, NALA and members of the legal community; and
- B. To encourage a high order of ethical and professional attainment; and
- C. To further educate members of the paralegal profession; and
- D. To support and carry out the programs, purposes, aims and goals of NALA; and
- E. To promote the paralegal profession in the State of Georgia and to cooperate with organized bar associations, or any judiciary or legislative branch in the state, regarding training, employment and regulation or non-regulation of paralegals in the state; and
- F. To provide opportunities for the advancement, furtherance and exchange of education, experience, opinions and information for the development and improvement of the professional skills of the members of APA and the public through discussion, study, luncheons, seminars and publications.

ARTICLE IV - MEMBERSHIP

4.01. Right to Membership. Membership in APA shall be open to paralegals (as defined in Section 3.01), students pursuing a course of studies as a paralegal, attorneys or paralegal educators and any individual or firm which endorses the paralegal concept or is involved in the promotion of the paralegal profession, who meets the qualifications and requirements for membership according to the provisions of these Bylaws (the “Member”). Such person(s) or entity may become a member of APA upon payment of dues as prescribed by these Bylaws.

4.01(a) All procedures, rules and regulations regarding membership are to be determined by the Board of Directors. The Board of Directors may at any time or from time to time prescribe further rules and regulations defining and governing the admission of individuals to membership in APA, which said rules and regulations shall be as promulgated in the Standing Rules, if any.

4.02. Classes of Membership. APA shall have one or more classes of membership, each class having certain rights, duties and benefits as the Board of Directors shall determine.

4.02(a) Voting Membership. The voting membership of APA shall consist of paralegals or legal assistants who meet certain qualifications as prescribed by the Board of Directors and as promulgated in the Standing Rules, if any.

4.02(b) Non-Voting Membership. Non-voting membership in APA shall consist of students and firms, institutions or organizations who promote the paralegal profession and as promulgated in the Standing Rules, if any.

4.03. Application of Membership. To become a member of APA, a qualified person shall submit an application on a form approved by the Board of Directors. The form must clearly state that APA is an affiliated association of NALA and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any other code of ethics adopted by the Board of Directors. Applications received without payment of appropriate dues or fees will be considered incomplete.

4.04. Transfer of Membership. Membership in APA may not be transferred or assigned.

4.05. Rejection of Membership Application. An application for membership will be rejected by the Board of Directors if the applicant has not met at least one of the qualifications as set forth in the Standing Rules, if any, or may be rejected if the applicant has participated in unethical or unprofessional conduct or practices.

4.06. Suspension or Cancellation of Membership. Membership in APA may be suspended or cancelled with cause as defined as (i) convicted of a felony; (ii) violated any code of ethics as set forth in these Bylaws; (iii) been found guilty of conduct to actually and substantially injure the good name of APA; (iv) failed to maintain a high standard of professional ethics, which in either case would have been deemed sufficient for a rejection of a membership application; or (v) engaged in the unauthorized practice of law. Additionally, by a majority vote of the Board of Directors, the board may cancel the membership of a director for such cause as described in this Section 4.06. Right to appeal shall be as provided in Section 4.07 or as provided for in the Standing Rules, if any and not otherwise.

4.07. Appeal of Cancellation of Membership. An individual whose membership has been rejected, suspended or cancelled may make a written appeal for reinstatement. The disciplinary procedures and right of appeal are promulgated in the Standing Rules, if any, or as otherwise specified in these Bylaws.

4.07(a) No individual whose membership has been cancelled as aforesaid shall have the right to apply for reinstatement more than one time.

4.07(b) An individual whose membership has been suspended or cancelled and whose appeal for reinstatement is pending may not exercise any rights of membership pending the determination of such appeal by the Board of Directors.

4.08. Liability of Members. No Member of APA shall be personally liable for any of APA's debts, liabilities, or obligations, unless the Member has agreed in writing for such debt, liability or obligation.

4.09. Limitations of Membership.

4.09(a) No Member shall be permitted to use his or her membership in APA as a means of soliciting business from other Members of APA.

4.09(b) No Member shall use the APA membership list directly or indirectly for the solicitation of business or for the purposes of supporting public issues or candidates for public office.

4.10. Annual Dues and Assessments. All Members of APA, shall be liable for the payment of dues and assessments fixed in accordance with the provisions of this Section 4.10. The Board of Directors is empowered to fix and determine the annual dues for Members from time to time as it deems appropriate. All dues shall be due and payable in accordance with the policies of APA as in effect from time to time. The Board of Directors shall have the power to levy additional assessments deemed necessary to the maintenance of APA, but no such assessment shall be made except by a two-thirds vote of the entire Board of Directors. Dues and assessments are non-refundable.

ARTICLE V - MEETINGS OF MEMBERS

5.01. Regular Meetings. Regular meetings of APA Members shall be held as deemed necessary at such time and place designated by the Board of Directors and which may include attendance at APA sponsored seminars or workshops. APA is required to hold a minimum of four (4) educational programs or a total of ten (10) hours of education during each fiscal year in order to maintain its affiliation with NALA. These educational programs may be held in connection with a regular meeting of Members.

5.02. Annual Meeting. The annual meeting of membership shall be held at such time and place designated by the Board of Directors for the purposes of electing and installing officers in accordance with Article 7 of these Bylaws, hearing reports of officers and chairpersons, electing a NALA Liaison and adopting a budget for the ensuing fiscal year.

5.03. Special Meetings. Special meetings of APA Members may be called upon by either: (i) a majority of the members of the Board of Directors, (ii) the President or (iii) by a written request signed by at least ten percent (10%) of Members, in good standing and with voting authority, and shall be held at such time and place as may be designated.

5.04. Notice of Meetings. Notice of meetings shall be in writing and delivered via United States mail or electronic mail, to a Member of record at his or her last known address as shown in the official membership list of APA or by e-mailing such notice to a Member at his or her last known e-mail address. Notice shall be deemed delivered when deposited in the United States mail or when sent via electronic means as deliverable. Each notice shall state the purpose of such meeting.

5.04(a) Regular Meetings. Notice of a regular meeting, including an educational program as described in Section 5.01, shall be in writing to all Members of record at least ten (10) days prior to the meeting.

5.04(b) Special Meetings. Notice of a special meeting shall be in writing to all Members of record at least two (2) days prior to the meeting. Members are limited to transacting business specifically set forth in the notice, except no business may be transacted that is explicitly reserved for the annual meeting held as set forth in Section 5.02.

5.04(c) Annual Meeting. Notice of the annual meeting shall be in writing to all members of record at least thirty (30) days prior to the meeting. Notice must include a slate of candidates for officers.

5.05. Electronic Meetings. A Member may participate in a regular or special meeting by, or conduct a meeting through the use of, any means of electronic or telephonic communication by which all Members may simultaneously participate. A Member participating in a meeting through electronic or telephonic means is deemed to be present in person at the meeting. All persons in attendance are to be advised of the electronic or telephone means of communication in use and the names of the participants shall be divulged to all attendees.

5.06. Quorum. Except as hereinafter provided and as otherwise provided by law, at any meeting of the Members, a quorum shall be five percent (5%) of the Members, in good standing and with voting authority, present or by proxy. Action in all matters except as otherwise specified within these Bylaws shall be decided by majority vote of the Members, in good standing and with voting authority, present and voting at a meeting at which there is a quorum. The Members at such meeting may continue to do business until adjournment, notwithstanding the departure from the meeting of enough members to leave less than a quorum and shall not affect the validity of the meeting until adjournment.

5.07. Voting. Each Member is entitled to one (1) vote on each business matter upon which a vote is called. A vote may be cast either orally or in writing. When any transaction of APA business matters is to be taken by vote, it shall be authorized by a majority vote of the Members, present or by proxy. Only Members, in good standing and with voting authority, shall be qualified to vote at membership meetings or upon other matters coming to the Members for action.

5.08. Voting by Individual Proxy. At any meeting of the membership of APA, a Member, in good standing and with voting authority, shall have the right to vote in person or by individual proxy. Any such individual proxy shall be valid only for that single meeting for which it shall have been given in the event said Member is unable to attend and not otherwise. No person shall solicit any proxies and proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the Secretary or in the event of the annual meeting by the Nominating and Elections Chairperson.

ARTICLE VI - BOARD OF DIRECTORS

6.01. Members. The members of the Board of Directors of APA shall include voting and non-voting members. The voting members of the Board of Directors shall consist of the elected officers and the non-voting members of the Board of Directors shall include the appointed officers and chairpersons of standing committees.

6.02. Duties and Authority. The Board of Directors shall act as the governing body of APA and shall have the power to manage, operate and direct the affairs of APA and other such powers as may be exercised and performed by a nonprofit organization. The Board of Directors may delegate these powers as they deem appropriate.

6.03. Qualifications. A director must be (i) legally competent to enter into contracts; (ii) a citizen of the United States of America; (iii) a Member of APA, in good standing and with voting authority, and (iv) actively employed as a paralegal or legal assistant.

6.04. Compensation. All elected and appointed officers of APA shall serve without compensation and shall not receive any compensation for serving in such capacity whether it is as a guest, speaker or otherwise, in which his or her presence is requested as a representative of APA, including his or her attendance in any meetings. Certain out-of-pocket expenses, i.e., actual travel or other like expenses, paid or incurred by an officer in the performance of any proper duty or function may be reimbursed upon the approval or ratification by the Board of Directors as promulgated in the Standing Rules, if any.

6.05. Meetings. The Board of Directors shall meet at such date, time and place designated by the Board of Directors. The meetings of the Board of Directors are open for all classes of membership to attend and to participate in discussions. A Member of the Board of Directors may participate in a meeting through the use of any means of electronic or telephonic communication or other means of remote communication which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting. Only members of the Board of Directors may vote at the meeting.

6.06. Quorum and Voting. A majority of the Board of Directors present at a meeting shall constitute a quorum and shall be required at all meetings of the Board of Directors for transacting business. In the absence of a quorum at a duly called meeting, the meeting may be adjourned by majority vote of the members of the Board of Directors present at the meeting and without further notice other than posting a notice of such continuance on APA's website for not less than twenty-four (24) hours thereafter designating the continuance of the meeting to a time and place specified until a quorum exists. The composition of a quorum shall not include vacant board positions. Each director is entitled to one (1) vote regardless of the number of offices held. A vote of a majority of the members of the Board of Directors present at a meeting at which a quorum exists constitutes an action of the Board of Directors.

6.07. Proxy. Members of the Board of Directors may not appoint any person to act as a proxy and may not attempt to act at any meeting through a proxy, agent or attorney-in-fact.

6.08. Action without Meeting. Action required or permitted to be taken at a Board of Director's meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, and included in the minutes and filed with organizational records of APA reflecting the action taken. Action taken under this Section 6.08 becomes effective when the last director responds unless the consent specifies an effective date, in which event the action taken is effective as of the date specified.

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

6.10. Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any business matter is taken shall be deemed to have assented to such action. If a dissent is noted following the action, the director shall request his or her dissent be entered in the minutes of the meeting or

the director shall file written dissent to such action with the Secretary of the meeting before adjournment. The director shall otherwise deliver such written dissent by registered mail to the Secretary not more than five (5) days after the adjournment of such meeting. Such right to record dissent shall not apply to a director who has earlier voted in favor of any action.

6.11. Gifts. The Board of Directors may accept on behalf of APA any contribution, gift, bequest or devise for the general purposes or for any special purpose of APA.

ARTICLE VII - OFFICERS

7.01. Election of Officers. The election of officers shall take place at the annual meeting of APA. Except for the office of President, Members, in good standing and with voting authority, shall elect the First Vice President; Vice President, Membership; Vice President, Education; Secretary; Treasurer; NALA Liaison and other such offices as deemed necessary to perform designated duties. The President shall be elected by the Board of Directors as prescribed in these Bylaws.

7.01(a) The President shall appoint a Nominations and Elections Chairperson at least ninety (90) days prior to the annual meeting. Said Chairperson shall send a call for candidates at least sixty (60) days prior to the annual meeting. The Chairperson shall present a slate of candidates for office to the Members at least thirty (30) days prior to the annual meeting. No name shall be on the slate without consent of the candidate.

7.01(b) Nominations from the floor shall be accepted only if there are no candidates for a vacancy and election shall be by majority vote of the Members, present, in good standing and with voting authority.

7.01(c) Voting for officers shall be by ballot at the annual meeting except when there is but one candidate for any office. In that event, if there is no objection, the chair may declare the candidate elected.

7.01(d) Two or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity, if the instrument is required by law, or the Articles of Incorporation, or these Bylaws, to be executed and acknowledge or verified by two or more officers.

7.01(e) Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform such duties as prescribed, from time to time, by the Board of Directors.

7.01(f) The Board of Directors may prescribe such other procedures as may be necessary or appropriate for the conducting of elections.

7.02. Election of President. The Board Directors shall hold an election for the office of President at a regular meeting to be held at least two (2) weeks prior to the annual meeting of the membership. The President must be elected from the membership of the Directors as prescribed in these Bylaws or as promulgated in the Standing Rules, if any. The President shall serve beginning from the annual meeting in the year which the election occurred until the date of the following annual meeting of the next ensuing fiscal year of said term.

7.02(a) If there is a vacancy in the office of the President, the First Vice President will become the President. At the next regularly scheduled meeting, there will be an election for First Vice President.

7.03. Appointment of Officers. The President shall appoint a Member, in good standing and with voting authority, as an officer of a vacant position or chair prior to the first board of directors meeting of the new fiscal year.

7.04 Tenure of Officers. Elected officers of APA shall serve a one (1) year term or until their successors are duly elected and qualified. Such term of office, including the term of President, commences at the annual meeting in which the election occurred and ends on the date of the following annual meeting of the year of the expiration of said term. Appointed officers shall serve a one (1) year term. No officer shall serve more than two (2) consecutive terms in the same office.

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

7.06. Resignation. An officer may resign at any time by delivering written notice to the Secretary and President. Such resignation shall be effective at the date of the receipt of such notice, unless specified to be effective as of a certain date stated therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Should any member of the Board of Directors cease to be a Member of APA, he or she will automatically be deemed to have resigned from office.

7.07. Failure to Act. If any person serving as a director is absent from two (2) consecutive Board of Director meetings or a total of three (3) meetings during their term without reasonable cause, then said director shall be removed from the Board of Directors and such position may be declared vacant and may be filled by the President, upon approval of the Board of Directors, as an interim vacancy.

7.08. Removal. A director may be removed from office for cause by a majority vote of the remaining voting members of the Board of Directors. Cause shall be defined as having: (i) been convicted of a felony, or (ii) violated the Code of Ethics of APA. Additionally, the directors may cancel the membership of a director by a majority vote of the remaining voting members of the Board of Directors upon determining that such director has: (a) been guilty of conduct actually and substantially to injure the good name of APA, 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) has 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 APA.

7.09. Vacancies. Upon an officer's death, resignation, removal, inability to act or failure to act as described in Section 7.07, the President, upon approval of the Board of Directors, may appoint an individual to fill the officer's position until such time as a successor is duly elected and qualified at the next annual meeting. The First Vice President shall, in the absence, disability, resignation or removal of the President, become Acting President and shall perform and exercise the powers of the President for the unexpired term of that office.

ARTICLE VIII - DUTIES OF OFFICERS

8.01. President. The President shall have general supervision of APA's business affairs, shall conduct all of the regular business of APA, shall see that all orders and resolutions of the board of directors are enforced and put into effect, shall be its principal officer and agent, shall automatically be and serve as chairperson of the Board of Directors, shall preside at all meetings and execute all contracts, bonds, mortgages and all other instruments whatsoever incident to the conduct of business of APA. The President shall have such other and further authority, power and discretion as shall reasonably be necessary, incident to or convenient for the accomplishment of the purposes of APA and transaction of all of its business of whatsoever nature except as shall be prohibited under the laws of the State of Georgia or absolutely reserved to the Board of Directors in these Bylaws or hereafter limited by an act of the Board of Directors. The President shall appoint a Parliamentarian and standing and special committee chairpersons as provided by these Bylaws. The President shall pass files to successor immediately upon installation and shall cause all other officers and chairpersons' files to be passed to respective successors. The President shall be an ex-officio (nonvoting) member of all committees except the committee on nominations and elections.

8.02. First Vice President. The First Vice President shall preside and assume all duties assigned to the President in the President's absence. The First Vice President's duties shall also include assisting the Vice President – Education in planning educational programs., supervising the functioning of the various committees established by the Board of Directors and consult with the President in the exercise of the President's general charge and supervision of the business and affairs of APA and other duties as promulgated in the Standing Rules, if any. If the President is incapacitated, temporarily unable to function in his or her role or has a conflict which renders him or her incapacitated in the short or long term, the First Vice President shall serve in the position of President for all purposes under these Bylaws. The First Vice President shall so serve in such capacity until the President is able to resume his or her responsibilities, or until the next election, whichever occurs first.

8.03. Vice President, Membership. The Vice President, Membership shall be charged with the responsibility of developing programs to encourage membership in APA and other duties as promulgated in the Standing Rules, if any. The Vice President, Membership shall be the chairperson of the Membership Committee.

8.04. Vice President, Education. The Vice President, Education shall supervise the planning of educational programs and work with the NALA Liaison in fulfilling the educational requirements as described in Section 5.01 and other duties as promulgated in the Standing Rules, if any. The Vice President, Education shall be the chairperson of the Education Committee.

8.05. Secretary. The Secretary shall attend all meetings of the members and shall be responsible for recording minutes of all meetings of the Board of Directors and maintaining accurate organizational records. In the event there is no Nominating and Elections Chairperson, all duties of such chairperson shall be assumed by the Secretary. The Secretary shall give notices of meetings and perform other duties as from time to time may be assigned by the President or the Board of Directors, including giving notice of meetings and other duties as promulgated in the Standing Rules, if any. Minutes shall be made available to the NALA President upon request.

8.06. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of APA and shall receive, and give receipts for, moneys due and payable to APA from any source whatsoever; and in general, perform duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or Board of Directors, and as promulgated in the Standing Rules, if any.

The Treasurer is responsible for keeping a current roster of membership and reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA. The Treasurer shall be the chairperson of the Finance Committee.

8.07. NALA Liaison. This officer shall be a NALA member and in good standing with NALA, the cost of membership which shall be paid for by APA. The NALA Liaison shall be familiar with the NALA bylaws and standing rules, receive minutes of all NALA meetings, and represent APA at the NALA annual meeting of affiliated associations. In the event the NALA Liaison is unable to attend the NALA annual meeting of affiliated associations, the Board of Directors may designate another NALA member, in good standing with NALA, to serve as its representative.

The NALA Liaison shall report APA activities bi-annually to the NALA Affiliated Associations Director on forms provided by NALA headquarters, and shall report all officers' names to NALA headquarters and the NALA Affiliated Associations Director.

The NALA Liaison may submit items that APA wishes discussed to the NALA Affiliated Associations Director and shall participate in discussion sessions at NALA annual meetings. A report from the NALA Liaison to APA Members on the NALA annual meeting is required. The NALA Liaison shall, within sixty (60) days of passage, notify the NALA Affiliated Associations Director of any changes in APA's Bylaws. This officer shall be the main contact between NALA and APA. The NALA Liaison shall be a member of the governing body of APA.

8.08. Parliamentarian. The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with APA's bylaws and NALA bylaws, shall receive all proposed bylaw amendments, and shall prepare standing rules and amendments to standing rules and bylaws upon request of the Board of Directors.

ARTICLE IX - COMMITTEES

9.01. Limit of Authority and Action. The Board of Directors may at any time or from time to time constitute either standing or special committees, for such purposes and vested with such authority as it shall determine to be in the best interests of APA. Unless specifically authorized by appropriate resolution of the Board of Directors, no standing committee or special committee shall preempt the stated authority and function of any officer of APA. Furthermore, no such committee shall represent APA or hold itself out as being vested with any authority without the specific authorization of the Board of Directors. Likewise, no such committee shall incur any financial obligation or enter into any contract for APA without the prior specific authorization of the Board of Directors.

9.02. Standing Committees. The standing committees shall include, but not limited to the following: Membership, Education, Finance and Nominations and Elections and such others as set forth in the Standing Rules, if any. A standing committee may be created by the majority vote of the Board of Directors and its duties shall be as promulgated in the Standing Rules, if any.

9.03. Special Committees. Special committees may be created and appointed by the President, subject to the approval of the Board of Directors and its duties shall be as promulgated in the Standing Rules, if any.

9.04. Chairperson. The President shall appoint such standing and special committee chairperson(s) whose appointments are not otherwise provided for in these Bylaws, subject to the approval of the Board

of Directors. and shall announce such appointments to the Board of Directors within thirty (30) days after the appointment has been made and accepted. In the event there is no Nominating and Elections Chairperson, all duties of such chairperson shall be assumed by the Secretary. The chairperson(s) shall serve a one (1) year term and shall be a Member(s), in good standing and with voting authority, except as otherwise provided for the chair positions as promulgated in the Standing Rules, if any. Any vacancy in any chair for any cause shall be immediately filled by appointment of the President.

9.05. Members. A chairperson shall have authority to solicit such committee members as may be necessary to carry out the duties of such committee. A committee member thereof may be removed by the chairperson authorized to appoint such member whenever in their judgment the best interests of APA shall be served by such removal.

9.06 Committee Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or as promulgated in the Standing Rules, if any.

ARTICLE X - INDEMNIFICATION AND INSURANCE

10.01. Personal Liability. An officer, director or Member 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 officer, director or Member by APA if, in good faith, such officer, director or Member 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 APA.

10.02. Indemnification of Persons. APA shall indemnify to the fullest extent authorized or permitted by and in accordance with the Georgia nonprofit Corporation Code, O.C.G.A. § 14-3-856 (as amended) or successor codes thereto, any person, director, officer, member, volunteer, employee or agent of APA (collectively called “person” in this Article XI), who was, is, or is threatened to be, made a named defendant or respondent or a party to an action, suit, or proceeding, whether civil, criminal, administrative or investigative because such person is or was a director, officer, member, volunteer, employee or agent of APA or was otherwise serving at the request of APA or was otherwise performing APA activities as authorized by the Board.

10.03. Insurance. APA may purchase and maintain insurance or similar arrangements on behalf of any person who is or was a director, officer, member, volunteer, employee or agent of APA against any liability asserted against him or her and incurred by the person in any such capacity or arising out of the person’s status as such, whether or not APA would have the power to indemnify the person against such liability under Section 10.01 of this Article.

10.04. Defenses of Claims. The Board of Directors may authorize such expenditures as it shall deem to be in the best interest of APA for the investigation and defense of claims made or suits brought by any persons whomsoever either against APA, its directors, officers, members, volunteers, employees or agents, or any of them without regard to the nature of the alleged claim or suit. The Board of Directors shall not be allowed to retain counsel to file suit without prior approval of a quorum of members of the Board.

10.05. Other Protection and Indemnification. The protection and indemnification provided hereunder shall not be deemed exclusive of any other rights to which such person may be entitled, under any agreement, insurance policy or vote of the members of APA, or otherwise.

ARTICLE XI - CODE OF ETHICS

11.01. Code of Ethics. Every member of APA shall subscribe to and be bound and governed by the NALA Code of Ethics and Professional Responsibility, the American Bar Association Model Guidelines for the Utilization of Paralegal Services, as amended, the American Bar Association Model Rules of Professional Conduct and any other code of ethics so adopted by a majority vote of the Board of Directors of APA (the “Code”).

11.02. Ethical Misconduct. Any and all ethical misconduct or appearance of ethical misconduct shall be reported to the President. Violations of the Code shall be grounds for immediate suspension of membership and/or removal from office. Appeal may be made in accordance with Section 4.07 of these Bylaws and as promulgated in the Standing Rules of APA, if any, and not otherwise.

ARTICLE XII - CONFLICT OF INTEREST AND CONTRACTS

12.01. Conflict of Interest. Directors, officers or chairpersons shall disclose any entity under consideration by APA in which they have a financial interest; and may not vote upon any resolution in which they have a financial interest and/or a conflict of interest.

12.02. Contracts. Any contract or other transaction (i) between APA and one (1) or more of its Directors, or (ii) between APA and any corporation, firm or organization of which one (1) or more of its Directors are shareholders, members, directors, officers, employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director(s) at the meeting of the Board of Directors of APA, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or hers or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors. The Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by an affirmative vote of a majority of the Directors present following disclosure or with knowledge of such interests. Such Director(s) so interested may be counted when present at meeting(s), as the case may be, for the purposes of determining whether a quorum exists but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Article XII shall be not construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

12.03. Accounting. No member, director or officer shall be liable to account to APA for any profit indirectly or directly realized from or through any such transaction or contract with APA by reason of his or her interests therein which shall have been either approved or ratified as aforesaid.

ARTICLE XIII - FISCAL YEAR

The fiscal year of APA shall be determined at the discretion of the Board of Directors, and may be changed by the Board of Directors at any annual, regular or special meeting. In the absence of any such determination, the fiscal year shall begin on the 1st day of January and end on the 31st day of December of that same year.

ARTICLE XIV - AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of two-thirds (2/3) of Members, in good standing and with voting authority, present or represented by proxy at any meeting, a quorum being present, provided the proposed amendment has been given to the membership in writing at least ten (10) days prior to the meeting. Any amendment to the Bylaws must be reported to the NALA Affiliated Association Director within sixty (60) days of passage.

ARTICLE XV - DISSOLUTION

APA may be dissolved by the affirmative vote of not less than two-thirds (2/3) of the members, in good standing and with voting authority, or by unanimous vote of all duly elected and qualified members of the Board of Directors. In the event of dissolution of APA, 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 APA, notice having been given to members of APA 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. Upon dissolution, consideration should be given to distribution of assets for scholarships to ABA-accredited paralegal programs in the state of Georgia.

ARTICLE XVI - RETENTION OF AFFILIATION

Affiliation with NALA is renewable each year by payment of an affiliation fee and attached to a current membership roster. In the event of suspension of affiliation, APA 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, APA must 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. This affiliation agreement shall be reviewed periodically by the affiliate director of NALA and president of NALA and President and NALA Liaison of APA, at the request of either party. Each party agrees that this agreement may from time to time be amended by attachment executed by the President and Secretary of each party, subject to the approval of the Board of Directors of each of the parties hereto.

ARTICLE XVII – CONFIDENTIALITY

Directors, officers and members shall maintain strict confidentiality regarding the names of members, volunteers, and contributors except when permission is given by the person affected to waive the confidentiality, such as when a member opts to participate in APA's online membership directory. This duty shall include, but shall not be limited to, the prohibition of the dissemination of the mailing list of APA for compensation. For purposes of these Bylaws, any breach of this duty of confidentiality shall be deemed not to be in the best interests of APA.

ARTICLE XVIII – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order Newly Revised (the “Rules”) shall be the parliamentary authority where applicable and where there is no conflict between said Rules, the Bylaws or Articles of Incorporation of APA. In the absence of a duly appointed Parliamentarian at any meeting, the President shall appoint a substitute parliamentarian for such meeting.