



FIFTH AMENDED AND RESTATED
BYLAWS OF THE
HOUSTON METROPOLITAN PARALEGAL ASSOCIATION
An Association organized under the Texas Non-Profit Corporation Act

ARTICLE I

NAME

The name of the association is the Houston Metropolitan Paralegal Association, formerly known as Houston Legal Assistants Association founded in 1978("Association").

ARTICLE II

PURPOSES, STRUCTURE, AND DEFINITION

Section 2.01. Purposes. The purposes of the Association are to initiate, sponsor, promote and carry out plans, policies and activities which will further the professional development, education, employment, acceptance by and integration into the legal and business community of qualified paralegals.

Section 2.02. Structure. The Association as an organization shall be nonprofit, nonpartisan and non-bargaining.

Section 2.03. Definition of Paralegal. For the purposes of these Bylaws, the definition of a paralegal promulgated by the State Bar of Texas Paralegal Division in 1987 and the ABA 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 the State of Texas, 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, of specifically delegated substantive legal work that requires knowledge of legal concepts and is customarily, but not exclusively, performed by a lawyer.

ARTICLE III

MEMBERSHIP

Section 3.01. Classes of Members. There shall be five classes of members consisting of Voting Members, Associate Members, Student Members, Affiliate Members, and Subscribing Members.

Membership shall be open to any Paralegal (as defined in Section 2.03 of these Bylaws) who is an employee of, or self-employed on a freelance basis by, an attorney, a law firm, corporate legal department, government, judicial or legal agency, or any other organization devoted primarily to the practice of law, regardless of the title by which the person is classified within the organization, and meet the following criteria:

(A) Voting Members. Any person who meets the requirements set forth below and such additional standards as the Membership Committee may from time to time prescribe may become a Voting Member.

(1) Shall be currently employed as a Paralegal under the direct supervision of an attorney and performing substantive legal work 80% of the time, have eight (8) hours of substantive continuing legal education within the past 12 months, and meet at least one of the following criteria:

(a) Board Certified Paralegal through the TBLS and have been employed as a Paralegal for at least one year.

(b) Certified Legal Assistant/Certified Paralegal through NALA and have been employed as a Paralegal for at least one year.

(c) Bachelor's Degree or higher degree in any field and have been employed as a Paralegal for at least one year.

(d) Completed an ABA approved program of education and training for Paralegal and have been employed as a Paralegal for at least three years.

(e) Been employed as a paralegal for at least five consecutive years.

A Paralegal who has been a Voting Member and is temporarily unemployed may renew his or her membership and shall continue to retain Voting Member status and all attendant rights and privileges for period of up to one year following such unemployment. If such person remains unemployed for more than one year, his or her membership status will be changed to Associate Member. Determination of continued Voting Membership in the Association shall be based upon verification of previous Voting Membership status and signature of an attorney or Voting Member of the Association attached to the membership renewal form.

Additionally, to maintain Voting Member status, a renewing member must submit with his/her renewal form verification of completion of eight (8) clock hours of continuing

legal education as outlined in the Continuing Legal Education Policy detailed in Section 3.02 of these Bylaws. Such verification may be on forms approved by the Board of Directors of the Houston Metropolitan Paralegal Association, the State Bar of Texas, the American Bar Association, the National Association of Paralegals, and such other organizations as may be approved by the Board of Directors of the Association. Members who renew without such verification will be renewed as Associate Members as described in Article III, Section 3.01(B) of these Bylaws.

Only Voting Members are entitled to vote on matters which require the vote of members of the Association and only Voting Members shall be eligible to serve as an officer, director, chairperson of a standing committee, or chairperson of a special committee of the Association.

PHP - Professional Houston Paralegal. Any person who meets the Voting Members requirements set forth in section 3.01 (A)(1) before July 1, 1998 and such additional standards as the PHP Committee may from time to time prescribe, may become a PHP member and be eligible for the benefits available for such membership as determined by the PHP Committee. In order to become a PHP member and use the PHP designation, the member must verify with the PHP Committee that they have met the following PHP criteria:

- (a) shall be a Voting Member in good standing having met all the Voting Membership requirements;
- (b) shall be employed as a Paralegal under the ultimate direction and supervision of a licensed attorney;
- (c) shall have a minimum of ten (10) clock hours of continuing legal education per year and shall adhere to the provisions outlined in the Continuing Legal Education Policy detailed in Section 3.02 of these Bylaws;
- (d) shall have a 4-year degree; and/or an associate's degree plus five (5) years experience as a Paralegal; and/or an associate's degree plus successfully completed and maintained the CLA/CP, TBLS or NFPA certifications and/or been employed as a paralegal for at least ten (10) consecutive years.
- (e) verify all of the above with the PHP Committee by submitting a verification and application for PHP Designation to the PHP Committee for approval; or
- (f) shall have been a PHP on or before January 1, 1999, and shall submit verification of continued employment as a Paralegal and of continuing legal education hours in a form approved by the Board of Directors of the Association.

The verification and application can be submitted for review and approval by the PHP Committee at any time. All PHPs will be required to reapply to use the PHP designation annually. Only Voting Members of the Association shall be eligible to make application to become a PHP.

(B) Associate Members (Non-Voting). Any person who meets the requirements set forth below and such additional standards as the Membership Committee may from time to time prescribe may become an Associate Member.

(1) Shall meet at least one of the following criteria:

- (a) Presently employed as a trial coordinator, legal LAN administrator, supervisor of a Paralegal program, or like position (as determined by and at the sole discretion of the Board of Directors of the Association) within a law firm, corporation, or agency.
- (b) Completed a Bachelor's Degree or higher degree in any field.
- (c) Completed an ABA approved program of education and training for Paralegals.
- (d) Completed a minimum of sixty (60) semester hours (or equivalent quarter hours) of which fifteen (15) are substantive legal courses.
- (e) Been employed as a paralegal for at least five consecutive years.

PLUS, ONE OF THE FOLLOWING:

- (a) Currently employed as a Paralegal under the direct supervision of an attorney and performing substantive legal work 80% of the time.
- (b) Currently employed as a trial coordinator, legal LAN administrator, supervisor of a Paralegal program, or like position (as determined by and at the sole discretion of the Board of Directors of the Association) within a law firm, corporation, or agency, and has previously been employed as a paralegal.

A Paralegal who has been an Associate Member and is temporarily unemployed may renew his or her membership and shall continue to retain Associate Member status and all attendant rights and privileges for period of up to one year following such unemployment. If such person remains unemployed for more than one year, his or her membership status will be revoked.

Associate Members cannot vote or hold office. Associate Members are entitled to renew as a Voting Member upon meeting the criteria for Voting Membership under Article 3.01 (A). An Associate Member in good standing may fully participate in the affairs of the Association by serving on any standing or special committee as defined in Article VIII of these Bylaws (except where such participation is not granted pursuant to Article VIII of these Bylaws).

(C) Student Members (Non-Voting). Any person who is currently enrolled in a formal course of study for Paralegals at a college, university, junior college, or post-secondary school, which course of study requires resident classes or courses for completion of such

Paralegal program which would qualify the applicant to meet the educational requirements to take the CLA/CP and/or TBLS examinations, may become a Student Member by meeting such additional standards, if any, as may from time to time be prescribed by the Membership Committee. A Student Member in good standing may fully participate in the affairs of the Association by serving on any standing or special committee as defined in Article VIII of these Bylaws (except where such participation is not granted pursuant to Article VIII of these Bylaws). After the Student Member has graduated from a formal course of study, he or she may remain a Student Member for no more than two (2) years. After the expiration of this two (2) year period of time, the student must upgrade his or her membership to that of Voting or Associate Member by submitting to the Membership Committee the appropriate application and receiving approval from the Membership Committee.

(D) Affiliate Members (Non-Voting). Any law firm, agency, association, educational institution, corporation or other entity interested in supporting the Paralegal profession and the Association may become an affiliate member by meeting such additional standards, if any, as may from time to time be prescribed by the Membership Committee.

(E) Subscribing Members (Non-Voting). Any paralegal association or other professional association that receives the Association's regular publications as approved by the Board of Directors annually may become a Subscribing Member.

Section 3.02 Continuing Legal Education Policy. All members renewing as Voting Members must provide evidence of completion of eight (8) hours of continuing legal education as follows:

(A) Definitions:

(1) "Association" refers to the Houston Metropolitan Paralegal Association.

(2) "Continuing Legal Education" or "CLE" means relevant education courses or activities, including educational activities involving the use of computer based resources, classes, seminars, workshops, videos, in-house training, self-study or reading material on relevant topics for working paralegals. Approved organizations include, but are not limited to, professional attorney and/or paralegal associations such as the Association, NALA, NFPA, the State Bar of Texas, other paralegal associations or certifying bodies, accredited colleges and universities, paralegal certification programs, organizations specializing in providing continuing legal education, law firms and corporations.

Approved topics may include any of the following:

- substantive legal or paralegal issues;
- issues regarding the specific nature of the paralegal profession (such as enhancing computer research skills, increasing time management skills and networking skills, or paralegal certification issues) [up to two hours credit];
- courses in connection with the pursuit of an associate degree, a bachelor degree, an advanced degree or a paralegal certificate which relate to substantive legal or paralegal issues [up to four hours credit];
- self-study courses or reading which relates to substantive legal or paralegal issues [up to two hours credit]. Evidence of self-study must be submitted using the form indicated in Attachment "A";

- study courses for certification by NALA, the Texas Board of Legal Specialization, or other certifying body that may from time to time be recognized by the Association;
- authoring an article or publication on substantive law to employed paralegals and paralegal students [up to two hours credit];
- in-house legal training primarily for the education of attorneys and/or paralegals which relate to substantive legal or paralegal issues [up to two hours credit].

(3) "Hour" means clock hour. One hour of classroom time equals one hour of continuing legal education credit.

(4) "Voting Member" means a member as described under Section 3.01 of the Bylaws of the Houston Metropolitan Paralegal Association.

(5) "Associate Member" means a member as described under Section 3.01 (B) of the Bylaws of the Houston Metropolitan Paralegal Association.

(6) "Evidence" means a certificate, letter of completion or computer printout from the entity or institution providing continuing legal education.

(7) "Renewal" refers to forms submitted by current members of the Association to renew membership and not persons applying for new membership.

(8) "Membership year" means the duration of membership covered by one year's dues.

(B) Guidelines

(1) Members planning to renew as Voting Members must attach to their renewal forms evidence of completion of eight (8) hours of continuing legal education in approved topics during the preceding membership year.

(2) Evidence of CLE may be in the form of a certificate of attendance, a letter of completion, or a computer printout. The name of the organization providing continuing legal education must be clearly indicated, as well as the date of the event, the topic, the name of the speaker, and the number of hours attended.

(3) Two (2) hours of self-study may be submitted along with 6 hours of classroom continuing legal education to satisfy the requirement. Self study includes reading on legal issues, paralegal issues, administrative issues pertaining to law office administration and management. Evidence of self study must be submitted using the form indicated in Attachment "A".

(4) Those renewals received with evidence of eight (8) hours of continuing legal education will be processed as "Voting Member" renewals. These members will continue to receive all newsletters and notices of Association meetings, seminars and functions and will be retained on the mailing list for voting purposes pertaining to elections, referendums and changes in Association Bylaws and policies.

(5) Those renewals received without evidence of eight (8) hours of continuing legal education will be processed as "Associate Member" renewals. These members will continue to receive all newsletters and notices of Association meetings, seminars and functions, but will not be retained on the mailing list for voting purposes pertaining to elections, referendums and changes in Association Bylaws and policies.

(6) Members who did not meet the continuing legal education requirements and who were renewed as Associate Members may upgrade their membership status at any time to Voting Member status if otherwise eligible, by submitting evidence of completion of eight (8) hours of continuing legal education which will apply to the current renewal year only and may not also be applied to the following renewal year. Restated, members must complete eight (8) hours of continuing legal education per renewal year to maintain voting status.

(7) Members who complete more than eight (8) hours of continuing legal education per membership year may not apply the additional hours to the following year.

(8) The Association will routinely determine compliance with the continuing legal education requirements. In the event that questionable or noncompliance evidence is submitted, the Membership Committee will be called upon to make a final determination.

(9) These guidelines are to be applied liberally with emphasis on the philosophy of continuing legal education. It is recognized that the Association is not a regulatory body, but rather a professional organization specifying standards for its membership.

(10) The Association will not provide preapproval for continuing legal education courses.

(11) The Board may amend this policy from time to time as required to meet the needs of the Association.

Section 3.03. Application Procedure. Application to become a member of the Association shall be made on forms, which have been approved by the Board of Directors. A card or certificate evidencing membership in the Association for the current fiscal year shall be issued to a new member upon his or her acceptance as a member and payment of the appropriate amount of dues. If the Association does not approve an application because the applicant has failed to meet all of the requirements for membership, the Association shall promptly notify the applicant of the decision. If the Association reviews an application that is questionable, the Association will meet with the First Vice President to discuss the questionable application before granting a decision. An applicant may resubmit his or her application upon fulfillment of the requirements for membership.

Section 3.04. Code of Ethics. All members of the Association shall be governed by the Code of Ethics and Professional Responsibility, adopted by the membership, as amended from time to time (the "Code"). Amendments of the Code may be effected by a two-thirds vote of the members present and voting at any meeting of the membership, provided that written notice of the proposed amendment, stating the date, place, hour and purpose of such meeting, shall be provided to the membership at least ten days prior to such meeting.

Section 3.05. Disciplinary Action. A member may be reprimanded or have his or her membership suspended or revoked for a finding of willful misrepresentation upon application for membership or for

violation of the Code. The disciplinary procedures and right of appeal shall be made available upon request.

ARTICLE IV

ANNUAL DUES AND ASSESSMENTS

Section 4.01. Annual Dues. Annual dues shall be assessed for all classes of members in such amounts as the Board of Directors may determine from time to time, upon approval of the Voting Members. Dues shall become payable on the 1st day of March of each year.

Section 4.02. Delinquency. When any member shall be in default in the payment of dues for a period of 30 days from the beginning of the fiscal year or from the date such dues become payable, the Association shall immediately cause notice thereof to be sent to such member. If any member shall be in default for a period of 60 days, such person's membership may thereupon be terminated. Individuals so terminated may be reinstated at any time upon reapplication and payment of required dues; provided, however, that a late fee, as set from time to time by the Board of Directors, shall be assessed against such individual.

Section 4.03. Assessments. Special assessments other than annual dues or late fees must be approved by the affirmative vote of two-thirds of the Voting Membership present in person at the meeting at which such special assessment is considered. The purpose, amount and method of payment shall be fully described in the written notice of such meeting.

ARTICLE V

MEETING OF MEMBERS

Section 5.01. Regular Meetings. Regular meetings of the Association for business, educational and social purposes of general interest to the membership shall be held each month at such date, place and hour as the Board of Directors may determine from time to time. Written notice stating the date, place and hour of such regular meetings shall be provided to the membership at least 10 days, but not more than 60 days, prior to such meetings. By action of the Board, a monthly meeting may be postponed or canceled.

Section 5.02. Annual Meetings. The regular meeting held in the month of April of each year shall be designated as the annual meeting for the purpose of installing newly elected officers.

Section 5.03. Special Meetings. Special meetings of members may be called at any time by the President or by a majority of the Board of Directors or by ten percent of the Voting Members. Written notice stating the date, place, hour and purpose of such special meeting shall be provided to the membership at least 10 days, but not more than 60 days, prior to such meeting.

Section 5.04. Voting. Only Voting Members of the Association shall have the right to vote and each Voting Member shall be entitled to cast one vote.

Section 5.05. Quorum. A majority of Voting Members present at a meeting, notice for which shall have been duly given, shall constitute a quorum for the purpose of the transaction of any business requiring the vote of the Voting Members of the Association.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.01. Powers. The Board of Directors shall be the governing body of the Association and shall manage, control and direct the affairs and property of the Association.

Section 6.02. Composition. The Board of Directors shall have as Voting Members the elected and appointed officers of the Association and the chairpersons of the standing committees. If the Board of Directors has voted for and has created the ex-officio office, which office shall be filled by the immediate and past President of the Association, such office shall be non-voting. While serving on the Board of Directors, all Board members must be current with their annual dues.

Section 6.03. Representation of the Association. The President-Elect and an additional member of the Board of Directors, which member may volunteer or be appointed by the President, will represent the Association at meetings of the Texas Alliance of Paralegal Associations.

Section 6.04. Place of Meeting. Meetings of the Board of Directors may be held either within or without the State of Texas, at whatever place is specified by the officers or Directors calling a meeting. In the absence of a specific designation, the meeting shall be held at the principal office of the Association.

Section 6.05. Meetings. All meetings of the Board of Directors of the Association shall be closed to non-Board members unless there is a prior specific request to and approval by the Board for a non-Board member to attend a specific meeting.

Section 6.06. Regular Meetings. Regular meetings of the Board of Directors shall be held each month at such date, place, and hour as may be determined by the President. At the discretion of the President, and upon verbal or written notice furnished to the other Directors prior to such meeting, the regular meeting for a given month may be postponed or canceled.

Section 6.07. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any other two members of the Board of Directors, upon verbal or written notice furnished to the other members of the Board of Directors not less than 24 hours prior to such meeting.

Section 6.08. Telephone Meetings. Regular or Special meetings of the Board of Directors may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting held pursuant to this section shall constitute presence in person at such meeting.

Section 6.09. Vacancy in Office of President-Elect. If a vacancy occurs in the office of the President-Elect more than 120 days from the date of scheduled installment as President, a vote of the regular Voting Members shall be taken, unless such vacancy occurs as the direct result of the President-Elect's ascent to the Presidency. The Parliamentarian shall solicit nominations for President-Elect by furnishing a nomination form to all regular Voting Members. The completed form shall be returned to the Parliamentarian within 15 days. The Parliamentarian must secure the oral/written approval of the nominee for election prior to the placement of the nominee's name on the ballot. If the nominee declines the nomination, request for withdrawal must be made in writing. Ballots containing the names of the nominees will be distributed by mail (postal or electronic) or website. The completed Ballots shall be

provided within 20 days to the Parliamentarian who will count the votes and determine the election results. If a vacancy occurs in the office of the President-Elect as the direct result of the President-Elect's ascent to the Presidency within 120 days or less from the date of scheduled installment as President, the office will remain vacant. If a vacancy occurs in the office of the President-Elect for other reasons within 120 days or less from the date of scheduled installment as President, then the Board of Directors shall have the authority to appoint an interim President-Elect from among the then-serving Elected Officers of the Board of Directors who have served a minimum of one (1) year on the Board to serve the remaining days of the term.

Section 6.10. Vacancies on the Board of Directors in Other Offices, Other than that of the President-Elect. Vacancies on the Board of Directors shall be filled by the affirmative vote of the majority of the remaining Voting Members of the Board, though less than a quorum, and each person so elected shall serve as Director for the unexpired portion of the term and until a successor has been duly elected and has so qualified.

Section 6.11. Resignations. Any Director of the Association may resign at any time by giving written notice to the President or the Recording Secretary of the Association. Such resignation shall take effect upon the receipt of such notice or at any later time specified therein.

Section 6.12. Removal. Any Director may be removed by a majority vote of the remaining voting Directors whenever in the judgment of the Board the best interests of the Association would be served thereby. Prior written notice of such action shall be furnished to each Director, including the member whose removal is being considered.

Section 6.13. Interest of Directors. Any contract or other transaction between the Association and one (1) or more of its Directors, or between the Association and any firm or organization of which one or more of its Directors are members or employees, or in which they are interested, or between the Association and any Association or association of which one or more of its Directors are shareholders, members, Directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Association, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section 6.13 shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 6.14. Code of Conduct. All Directors will be required to agree to be bound by the Directors Code of Conduct. Prior to placing a nominee's name on the ballot, the election and/or the appointment of any Director, he or she shall receive a copy of the Directors Code of Conduct to review and execute. All Directors shall receive a copy of the Directors Code of Conduct upon joining the Board of Directors.

Section 6.15. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the voting Directors is present at a meeting, a majority of the voting Directors present may adjourn the meeting from time to time without further notice.

Section 6.16. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 6.17. Voting by Proxy. A Director may vote in person or by proxy executed in writing by the Director. Each proxy shall be revocable unless expressly provided therein to be irrevocable.

Section 6.18. Presumption of Assent. Any person serving as a Director or as a member of a committee of the Board of Directors who is present in person at a meeting of the Board of Directors or such committee at which action on any Association matter is taken shall be presumed to have assented to the action taken unless a dissent or abstention shall be entered in the minutes of the meeting, or unless the Director shall file a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. Such right to dissent or abstain shall not apply to a Director or member of such committee who voted in favor of such action.

Section 6.19. Attendance. A Director may be removed for failure to attend three (3) regularly scheduled Board meetings without good cause during his or her term. Attendance may be made in written report. It shall be the duty of each Director to report to the President the reason for any absence if he or she is unable to attend any Board meeting. Written notice of pending removal shall be given to the Director in question at least five days prior to the next regularly scheduled Board meeting, and such Director shall have the right to attend the meeting and speak to the other Board members regarding such absences. If a majority of the voting Directors present at the meeting following the third absence finds that good cause for such absences has not been shown, such non-attending Director shall automatically be removed from the Board and his or her position shall be declared vacant by the President.

Section 6.20. Electronic Voting. The Board of Directors may vote electronically on matters of immediate importance. When putting a resolution to the Board in this manner, all Board members must be included in the request for votes. The objection to an electronic vote of any one Board member within 48 hours of the initial request is sufficient to postpone the matter until the next regular Board meeting for further discussion. If the motion fails to achieve a majority of the Board within seventy-two hours of being called to such a vote, the motion fails. The vote of a majority of the Board of Directors shall constitute the act of the Board of Directors, unless the act of a greater number is required by law or these By-laws. The results of the vote will be recorded by the Secretary.

ARTICLE VII

OFFICERS

Section 7.01. Number, Term and Designation.

(A) Elected Officers. The elected officers of the Association shall be a President-Elect, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Treasurer and Parliamentarian. The President-Elect shall automatically assume the responsibilities of the office of President upon completion of his or her elected term as President-Elect, or in the event of unscheduled ascent due to a vacancy in the office of President. Any candidate for elected office must have been a Voting Member for a minimum of twelve (12) consecutive months prior to the nomination. The officers shall be installed at the annual meeting, and shall hold office for one year, except Treasurer and First Vice President who shall serve for two years, or until their successors have been duly elected and have qualified. No elected officer shall serve more than two terms consecutively in the same capacity (unless no duly qualified person stands for

election), or the officer is duly elected for additional terms and is otherwise eligible according to these Bylaws. No elected officer can simultaneously serve in more than one Board position at any time.

(B) Appointed Officers. The appointed officers of the Association shall be the Historian and such other officers as may be deemed desirable by the Board of Directors to carry on the work of the Association. Such officer shall be appointed by the President, subject to the approval of the Board of Directors, and may serve more than one term consecutively in the same capacity.

Section 7.02. Election. The Board of Directors shall appoint from the regular membership of the Association a committee of at least three members to be known as the "Election Committee". The Parliamentarian shall act as Chairperson of the Election Committee. The Election Committee shall solicit nominations for the elected offices by furnishing a nomination form to all Voting Members not less than 60 days prior to the Election deadline. The Parliamentarian shall obtain the approval of the nominee to the elected position prior to the placement of the nominee's name on the ballot. If the nominee declines, their withdrawal must be received in writing. Election deadline is defined as the last day that all completed ballots are counted and winners are announced. The completed nomination form shall be returned to the Committee not less than 45 days prior to the Election deadline. Ballots containing the names of the two nominees receiving the highest number of nominations for each office and marked in such a manner as to denote an original ballot shall be distributed by mail (postal or electronic) or website, to all Voting Members within 20 days after the deadline to receive nominations has passed. Voting Members are required to provide the completed ballot to the Association's Election Committee. The ballot must be received within 30 days by United States or electronic mail, website or by hand delivery. Facsimile transmissions of ballots will not be accepted. The Election Committee shall tally the votes and determine the election results. Candidates may also be elected by write-in vote.

Section 7.03. President. The President shall:

- (A) Preside at all meetings of the Association and the Board of Directors;
- (B) Appoint the Historian and such other officers or committee chairpersons not provided by election, all of which appointments are subject to the approval of the Board of Directors;
- (C) Serve as an ex-officio member of any committee (except the Election Committee) which the President shall so desire;
- (D) See that all orders and resolutions of the Association are carried into effect;
- (E) Execute all contracts and other documents on behalf of the Association (except where the execution thereof shall be expressly delegated by the Board of Directors to another officer or agent of the Association);
- (F) Serve as secondary representative of the Association to meetings of the Texas Alliance of Paralegal Associations;
- (G) Have general supervision over the affairs of the Association, subject to the direction and approval of the Board of Directors; and
- (H) Step down as President following completion of his or her one-year term of office but may serve as an appointed Standing Committee Chair.

Section 7.04. President-Elect. The President-Elect shall:

- (A) The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President;
- (B) Use the term of office to become thoroughly familiar with all matters pertaining to the Association;
- (C) Formulate plans for his or her term of office as President;
- (D) Serve as the primary representative of the Association to meetings of the Texas Alliance of Paralegal Associations;
- (E) Serve as a member of the budget committee along with the Treasurer and such other officers as designated by the President to review, approve and implement an annual budget for the Association;
- (F) Be responsible for the preparation and distribution of the Association's Annual Report;
- (G) Conduct the bi-annual salary survey; and,
- (H) Perform such other duties as may from time to time be assigned to this office by the President or the Board of Directors.

Section 7.05. Vice Presidents. There shall be three Vice Presidents who in the order designated below, shall, in absence or disability of the President and President-Elect, perform the duties and exercise the powers of the President and shall, if necessary, succeed to that office.

- (A) The First Vice President shall, in the absence or disability of the President and President-Elect, perform the duties and exercise the powers of the President, and shall serve as chairperson of the Membership Committee. Due to the complex and detailed duties performed by the First Vice President, the First Vice President shall be elected for a two-year term.
- (B) The Second Vice President shall, in the absence or disability of the President, President-Elect and the First Vice President, perform the duties and exercise the powers of the President, and shall serve as chairperson of the Program Development Committee.
- (C) The Third Vice President shall, in the absence or disability of the President, President-Elect, First Vice President and Second Vice President, perform the duties and exercise the powers of the President, and shall serve as chairperson of the Public Relations Committee.

Section 7.06. Recording Secretary. The Recording Secretary shall keep or cause to be kept a record of the proceeding of all meetings of the Association and the Board of Directors in a minute book to be maintained for that purpose. The Recording Secretary shall preserve in a permanent file all minutes, exhibits and other attachments as well as all files received from the previous Recording Secretary, which shall be delivered to the successor Recording Secretary together with the minute book.

Section 7.07. Treasurer. The Treasurer shall have custody of the funds of the Association, shall collect all dues and assessments, and disburse the funds of the Association as may be ordered by the Board of Directors. The Treasurer shall keep full and accurate accounts of all receipts and disbursements, and shall deposit the funds in the name and to the credit of the Association in such depositories as the Board of Directors may direct. The Treasurer shall also serve as a member of the Budget Committee along with the President-Elect and such other officers as designated by the President to review, approve and implement an annual budget for the Association. On request of the Board of Directors, the Treasurer shall furnish a bond for the faithful discharge of duties of the office of Treasurer at the expense of the Association. The Treasurer shall render an account of all transactions and of the financial condition of the Association to the President and the Board of Directors. Due to the complex and detailed financial duties performed by the Treasurer, the Treasurer shall be elected for a two-year term.

Section 7.08. Parliamentarian. The Parliamentarian shall interpret the Bylaws of the Association and rule on all questions of order arising in the conduct of the meetings of the Association. Robert's Rules of Order Newly Revised shall be the parliamentary authority where applicable. In the event of a conflict between such Rules and the Bylaws of the Association, the provisions of the Bylaws shall govern. The Parliamentarian shall incorporate into the Bylaws all duly adopted amendments, and shall perform such other duties as are customarily assigned to such officer. The Parliamentarian shall also act as chairperson of the Election Committee.

ARTICLE VIII

COMMITTEES

Section 8.01. Standing Committees. Standing Committees of the Association shall be as follows:

- A) Membership/1st Vice President;
- (B) Program Development/2nd Vice President;
- (C) Public Relations/3rd Vice President;
- (D) Career Development (Career Day);
- (E) Education Liaison;
- (F) Newsletter;
- (G) Continuing Legal Education;
- (H) Ethics;
- (I) Employment Relations (Job Bank);
- (J) Professional Certification;
- (K) Community Service;
- (L) Social;

(M) PHP;

(N) Historian;

(O) Ways and Means; and

(P) Immediate Past President.

The Membership Committee, the Program Development Committee and the Public Relations Committee shall be chaired respectively by the First Vice President, Second Vice President, and Third Vice President. The chairpersons of all standing committees shall be Voting Members appointed by the President subject to approval by the Board of Directors. Should a committee be chaired by more than one person in a co-chairperson capacity, one of the co-chairpersons shall be designated to vote on all actions taken at the Board meetings requiring a vote as a member of the Board of Directors. The chairpersons shall select such members of their respective committees from among the Voting, Associate or Student Members as are deemed by the chairpersons necessary to fulfill the responsibilities of the committees. Student Members shall not be able to serve on the following committees: Career Development Committee, Budget Committee, Election Committee, or the Professional Certification Committee. Additional standing committees as shall be deemed advisable may be authorized by the Board of Directors.

Section 8.02. Special Committees. There shall be vested in the Board of Directors authority to create such special committees as may be deemed necessary for specific purposes. The chairpersons of special committees shall be Voting Members appointed by the President, subject to the approval of the Board of Directors, and such chairpersons shall select the members of their committees from among the Voting, Associate or Student Members. The chairperson shall furnish reports and attend Board meetings as may be requested by the Board of Directors, but shall have no voting rights unless they hold an elected position.

Section 8.03. Duties of Committees. The duties of the committees shall be as follows:

(A) Membership Committee. The Membership Committee shall be responsible for (i) drafting appropriate application and related membership forms as may be necessary to comply with the provisions of Article III of these Bylaws; (ii) working with Association Administrative Assistant in reviewing any questionable membership applications for membership; (iii) conducting membership drives; (iv) maintaining a current membership roster; and (v) generally coordinating all membership matters relevant to the Association in accordance with guidelines established by resolution of the Board of Directors.

(B) Programs Committee. The Programs Committee shall be responsible for developing programs for the Association's regular meetings, in accordance with guidelines established by resolution of the Board of Directors.

(C) Public Relations Committee. The Public Relations Committee shall be responsible for promoting a favorable image of the Association and of the Paralegal profession in the business and legal community, in accordance with guidelines established by resolution of the Board of Directors. The Public Relations Committee will assist the President-Elect and promote the Association's Annual Report.

(D) Career Development Committee. The Career Development Committee shall be responsible for coordinating information relating to employment opportunities for members of the Association in accordance with guidelines established by resolution of the Board of Directors.

(E) Education Liaison Committee. The Education Liaison Committee shall be responsible for advising the Board of Directors on Paralegal education matters, keeping and continually updating records on Houston area paralegal education institutes and college programs, meeting with representatives of the institutes and colleges annually and promoting Board policy and the Association membership standards with Houston area educators.

(F) Newsletter Committee. The Newsletter Committee shall be responsible for preparing, publishing and distributing the Association's newsletter in accordance with guidelines established by resolution of the Board of Directors.

(G) Continuing Legal Education Committee. The Continuing Legal Education Committee shall be responsible for developing programs, seminars and materials relating to continued education of Paralegals in accordance with guidelines established by resolution of the Board of Directors.

(H) Ethics Committee. The Ethics Committee shall be responsible for upholding and enforcing a high standard of compliance with the Code of Ethics of the Association. The Ethics Committee shall also be responsible for the grievance procedure as outlined in Section 3.04.

(I) Employment Relations Committee. The Employment Relations Committee shall be responsible for maintaining relationship with employers and members concerning the Job Bank Benefits with guidelines established by resolution of the Board of Directors.

(J) Professional Certification Committee. The Professional Certification Committee shall act as a member resource for information pertaining to the CLA/CP exam offered by the National Association of Legal Assistants, the TBLS exam offered by the State Bar of Texas, the NFPA exam offered by the National Federation of Paralegal Affiliates and any other professional certification as may develop for the Paralegal profession.

(K) Community Services Committee. The Community Services Committee shall be responsible for developing programs and activities, and working with other organizations to provide opportunities for members to engage in community services work, including community involvement activities, in accordance with guidelines established by resolution of the Board of Directors.

(L) Social Committee. The Social Committee shall be responsible for organizing and coordinating the social activities of the Association, and promoting greater interaction among the members, in accordance with guidelines established by resolution of the Board of Directors.

(M) PHP Committee. The PHP Committee shall be responsible for (i) drafting appropriate application and verification forms as may be necessary to comply with Article III of these Bylaws; (ii) reviewing and approving all applications, verifications and other documentation submitted by eligible PHP members as may be necessary to comply with the provisions of Article III of these Bylaws; (iii) conducting membership drives for the PHP section; (iv) conducting PHP section meetings; (v) maintaining current PHP membership rosters, and (vi) generally coordinating all PHP membership matters relevant to the Association in accordance with the guidelines established by resolution of the Board of Directors.

(N) Historian. The Historian shall prepare a historical record of the activities of the Association in a book provided for that purpose.

(O) Ways and Means Committee. The Ways and Means Committee shall conduct research and assist the Board of Directors and its committees in fund-raising ideas.

(P) Immediate Past President. The Immediate Past President shall serve on the Board of Directors in an advisory capacity. The Immediate Past President is not entitled to vote on Board matters.

Section 8.04. Limits of Committees' Authority. Without prior specific authorization of a majority vote of the Board, a committee shall not (i) preempt the stated authority and function of any Officer or Director of the Association; (ii) incur any financial obligation nor enter into any contract on behalf of the Association without the prior approval of the Board of Directors; (iii) incur cost of over \$500.00 for any Association function unless a detailed analysis of the cost is presented to the Board and the Board has voted to incur the cost; or (iv) exceed the authority given to such committee by these Bylaws.

ARTICLE IX

ADMINISTRATIVE ASSISTANT

Section 9.01. Definition. The Association Administrative Assistant represents the Association as the liaison to the general public through telephone inquiries and informational mailings. The Association Administrative Assistant works with the Board members on a variety of projects. The Association Administrative Assistant shall perform any duties as may be assigned by the President or the Board of Directors. The Association Administrative Assistant's employment with the Association will be as a contract employee with responsibilities, payments, and hours as outlined in the contract approved by the Board of Directors. Hiring and termination of the Association Administrative Assistant is to be approved by the Board of Directors as outlined in the Administrative Assistant's contract. The Association Administrative Assistant shall be evaluated by the Board of Directors annually at a date agreed upon by the Board of Directors and the Association Administrative Assistant.

ARTICLE X

GENERAL PROVISIONS

Section 10.01. Fiscal Year. The fiscal year of the Association shall begin on the first day of April and end on the last day of the following March.

Section 10.02. Assets. The Association shall be authorized to raise funds by fees, dues, solicitations, benefits, lectures, and other legitimate methods. The Association shall be authorized to receive gifts, legacies, and bequests (for general or specific purposes), subject to approval of the Board of Directors. The Board of Directors may create reserves for such purposes as it shall deem beneficial to the Association and may, if it deems it beneficial to the Association, abolish the reserves.

Section 10.03. Budget. At the beginning of each fiscal year, the Board of Directors shall adopt a budget for the year. Such budget shall be prepared and presented by the Budget Committee, members of who shall be the President, Treasurer, the President-Elect and such other officers as designated by the President. The Treasurer shall be authorized to make any expenditure provided for in the budget adopted.

ARTICLE XI

INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

Section 11.01. Indemnification at the Discretion of the Association. The Association shall indemnify any person who was, is, or is threatened to be, made a named defendant or respondent in a proceeding because such person is or was a director, officer, employee, agent or serving at the request of the Association as a director, officer, employee or agent, as follows:

(A) Such person shall be indemnified against penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding but, if the person is found liable to the Association or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (i) is limited to reasonable expenses actually incurred by the person in connection with the proceedings, and (ii) shall not be made in respect of any proceedings in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Association.

(B) Such a person shall be indemnified against obligations resulting from the above-listed proceedings only if it is determined that such person (i) conducted himself or herself in good faith; (ii) in the case of conduct in his or her official capacity, reasonably believed that his or her conduct (1) was in the Association's best interests; or (2) was not opposed to the Association's best interests; and (iii) in the case of any criminal proceeding had no reasonable cause to believe his or her conduct was unlawful.

Section 11.02. Indemnification for Reasonable Expenses. The Association shall indemnify a director or officer against reasonable expenses incurred by such person in connection with a proceeding in which such person is a party as a result of his or her position as a director or officer, if such person has been wholly successful, on the merits or otherwise, in the defense of the proceeding. Determination as to reasonableness of expenses shall be made by a majority of the Board of Directors.

Section 11.03. Expenses Advanced. The Association may pay or reimburse in advance of the final disposition of a proceeding any reasonable expenses incurred by a director, officer, employee, agent or person serving at the request of the Association as a director, officer, employee or agent who was, is or is threatened to be, made a named defendant or respondent in such a proceeding after the Association receives a written affirmation by such director, officer, employee or agent of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification as set forth in Section 11.01 hereof, and a written undertaking by or on behalf of each person, to repay the amount paid or reimbursed if it is ultimately determined that she or he has not met these requirements.

The termination of proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements set forth in Section 11.01 hereof. A person shall be deemed to have been found liable in respect of any claim, issue or

matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

Expenses for which such a person may be reimbursed include expenses incurred in connection with the appearance of such person as a witness or other participation in a proceeding at a time when he or she is not named defendant or respondent.

Section 11.04. Insurance. The Association may purchase and maintain insurance or make other similar arrangements on behalf of any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust, sole proprietorship, employee benefit plan or other enterprise against any liability asserted against him or her in such a capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability under these Bylaws. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance, the insurance or arrangement may provide for payment of liability with respect to which the Association would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Association. Without limiting the power of the Association to procure or maintain any kind of insurance or other arrangements, the Association may, for the benefit of the person indemnified by the Association, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by a grant of a security interest or other lien on the assets of the Association; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Association or with any insurer or other person deemed appropriate by the Board of Directors, regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Association. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

Section 11.05. Reliance Upon Books, Reports and Records. Neither a Director nor a member of any committee shall be liable if, in the exercise of ordinary care, he or she relied and acted in good faith upon written financial statements of the Association represented to him or her to be correct by the President or by the officer of the Association having charge of its books of account, or certified by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Association.

Section 11.06. 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 the Association, or otherwise.

Section 11.07. Notice of Indemnification or Advance of Expenses. Any indemnification or advance of expenses to a person in accordance with Article XI shall be reported in writing to the members with or before the notice or waiver of notice of the new members. meeting or with or without a meeting pursuant to Section A, Article 9.10 of the Texas Business Corporations Act and, in any case, within the twelve month period immediately following the date of the indemnification and advance.

ARTICLE XII

AMENDMENTS

These Bylaws may be amended by an affirmative vote of the Voting Members. Written notice setting forth such proposed amendment shall be furnished to all Voting, Associate and Student Members not less than 30 days, but not more than 70 days prior to the deadline for voting on such amendments.

ATTACHMENT A

VERIFICATION OF SELF STUDY

(Sample Form)

I, _____, verify that I have completed two (2) hours of self-study in compliance with the Continuing Legal Education Policy of the Houston Metropolitan Paralegal Association for the membership year of _____. In accordance, I have read the following materials:

Title of Article/Book	Author	Number of Pages	Hours Studied

Date _____ Signed _____

SWORN AND SUBSCRIBED TO before me on this _____ day of _____, in the year _____.

(Seal)

Notary Public in and for the State of Texas

My Commission Expires:
