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BYLAWS OF
TENNESSEE PARALEGAL ASSOCIATION
(A Tennessee Not-For-Profit Corporation)

ARTICLE 1

NAME AND PURPOSES

1.1 Name. The name of the corporation is TENNESSEE PARALEGAL ASSOCIATION. This association shall be affiliated with the National Association of Legal Assistants, Inc.

1.2 Purposes. The purposes of this corporation shall be to establish good fellowship among society members, the National Association of Legal Assistants, Inc. and members of the legal community; to encourage a high order of ethical and professional attainment; to further education among members of the profession; to cooperate with Bar associations; to support and carry out the programs, purposes, aims and goals of the National Association of Legal Assistants, Inc. and as otherwise provided in its charter.

1.3 Policy. This society 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 the National Association of Legal Assistants, Inc., or of the policies of that Association.

1.4 Educational Programs. It is required that this society hold a minimum of four (4) educational events or a total of ten (10) hours of education during each fiscal year in order to maintain affiliation with the National Association of Legal Assistants, Inc. These programs may be held in connection with a regular meeting of the membership.

1.5 Retention of Affiliation. Affiliation with the National Association of Legal Assistants, Inc., is renewable each year by payment of an affiliation fee and attached to a current membership roster. In the event of suspension of affiliation, this society may reaffiliate with NALA by submitting a new application with membership roster, bylaws, sample of educational programs, petition

and current initial fee. In addition to the renewal fee, this society 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 the due date must be accompanied by a late fee penalty established by NALA.

1.6 Regions. As the needs of the membership require, the State of Tennessee shall be divided into specific geographic regions, the exact number to be determined from time to time by the Governing Board based upon membership, and at least one (1) director shall be elected to represent each region.

ARTICLE 2

MEMBERS

2.1 Application for Membership. Applications for membership shall be submitted to the Association on forms approved by the NALA Affiliated Associations Director and the Governing Board of this association. The forms should clearly state that the association is an affiliated association of the National Association of Legal Assistants and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by the association.

2.2 Classes. The corporation is to have four (4) classes of members as follows:

A. Active Members. Active membership is open to any individual who meets at least one of the following requirements. This is the only membership classification which carries full voting privileges. Active members are also the only TPA members who may serve as association officers, members of the Board of Directors or committee chairmen.

1. Any individual who has successfully completed the Certified Legal Assistant (CLA) examination of NALA, or
2. Any individual who has graduated from an ABA approved program of study for legal assistants, or
3. Any individual who has graduated from a course of study for legal assistants which is institutionally accredited but not ABA approved, and which requires no less than the equivalent of 60 semester hours of classroom study, or
4. Any individual who has graduated from a course of study for legal assistants other than those set forth in 2 and 3 above, plus not less than six months of in-house training

as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant, or

5. Any individual who has received a baccalaureate degree in any field, plus not less than six months in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant, or
6. Any individual who has a minimum of three years of law related experience under the supervision of an attorney, including at least six months of in-house training as a legal assistant, whose attorney-employer attest that such person is qualified as a legal assistant, or
7. Any individual who has a minimum of two years of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant.

B. Associate Members. Associate membership is open to any individual who meets at least one of the following qualifications.

1. Those members of bar associations endorsing legal assistant concept or involved in the promotion of the legal assistant profession, or
2. Those members of the educational field endorsing the legal assistant concept or involved in the promotion of legal assistant profession, or
3. Those persons directly involved in the supervision of legal assistants.

C. Student Members. Student membership is open to any individual who is a full-time student in good standing in any college, junior college or other school pursuing a course of study as legal assistant. A full-time student shall be defined as one enrolled for a minimum of 12 semester hours or equivalent or who is taking all legal assistant courses offered provided the individual is not employed as a legal assistant.

D. Sustaining Members. Sustaining membership is available to those individuals, law firms, corporations and legal assistant program representatives who endorse the legal assistant concept or are actively involved in the promotion of the legal assistant profession who contribute dues of \$50 or any amount in excess thereof.

2.3 Rejection of Membership Application. An application for any class of membership shall be rejected by the Governing Board if (i) the applicant has not met at least one of the qualifications set

out in Paragraph 2.2 or (ii) the applicant has been convicted of a felony.

2.4 Code of Ethics. Every member of this society shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of the National Association of Legal Assistants, Inc. Violations of the Code shall be grounds for immediate cancellation of membership or removal from office, or both, as they may, from time to time, be amended.

2.5 Cancellation of Membership. The Governing Board, by majority vote, may cancel the membership of any member upon determining that such member has (i) been convicted of a felony, or (ii) violated the Code of Ethics of the National Association of Legal Assistants, Inc. Any person whose membership has been cancelled pursuant to this Paragraph 2.5 shall be notified in writing within ten (10) days of such action. Cancellation of membership shall automatically remove such member from any position as an officer, director or committee member.

2.6 Appeal. Any person whose membership shall have been cancelled pursuant to Paragraph 2.5 may make written appeal for reinstatement in one of the following ways: (i) to the Governing Board, which appeal shall be considered and passed upon at the next regular, annual or special meeting of the board, held at least thirty (30) days following receipt of such appeal. Appellant shall have the right to appear before the Governing Board at such meeting; (ii) to the membership, by forwarding written notice of appeal at least thirty (30) days prior to the date of the annual meeting or of any regular meeting. Such appeal shall be placed on the agenda of such meeting as one of the items of regular business scheduled.

Membership will be reinstated only upon majority vote of the membership. The right to appeal cancellation of membership shall be limited to one (1) appeal. No person whose membership shall have been cancelled and whose application for reinstatement is pending shall exercise any rights of membership pending the determination of such appeal.

ARTICLE 3

MEETINGS OF MEMBERS

3.1 Annual Meetings. An annual meeting of the members shall be held during November of each year, or at a time which is within the period beginning sixty days prior to the close of any fiscal year and ending six months following the close of any fiscal year if the notice of the meeting designates it as an annual meeting.

3.2 Regular Meetings. Regular meetings of the members shall be held annually, unless otherwise determined by the Governing Board.

Meetings of the chapters shall be held as necessary to conduct their business.

3.3 Special Meetings. Special meetings of the members may be called by the president, secretary, or by the board. A special meeting of the members may also be called by not fewer than one-twentieth (1/20) of all the members entitled to vote.

3.4 Place of Meetings. Meetings of members shall be held at the principal office of the corporation in Tennessee or at such other place as is designated in the notice of the meeting.

3.5 Notice Requirements. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered by or at the direction of the president, the secretary or the person or persons calling the meeting, to each member entitled to vote at the meeting. If mailed, such notice shall be delivered not less than ten, nor more than sixty days before the date of the meeting and shall be deemed to be delivered when deposited in the United States mail addressed to each member at such member's address as it appears on the membership books of the corporation, with postage thereon prepaid. If delivered personally, such notice shall be delivered not less than five, nor more than sixty days before the day of the meeting and shall be deemed delivered when actually received by the member. A list of members shall be kept at the corporation's principal office or at such other place as the board may designate and shall give the names and addresses of all members.

3.6 Waiver of Notice. Whenever the members are authorized to take any action after notice to any person or persons, or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time if at any time before or after such action is completed each person entitled to such notice or entitled to participate in the action to be taken, or such person's attorney-in-fact or proxy holder, submits a signed waiver of notice or of such requirement.

3.7 Quorum. One-tenth (1/10) of the members of the corporation entitled to vote at the meeting, either present in person or represented by duly executed proxy, shall constitute a quorum at all meetings of the members, provided, however, that if there are fewer than fifty (50) members on the date of any meeting of the members, five (5) members shall constitute a quorum. The vote of any interested party may be counted in determining whether a quorum of members is present at a meeting which ratifies or approves a transaction of the corporation. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

3.8 Voting. Every active member of record shall be entitled at each meeting of members, and upon each proposal presented at the meeting, to one vote. Whenever any corporate action, other than the election of directors and except as otherwise provided by law or the charter, is to be taken by vote of the members, it shall be taken if authorized by a majority of the members at a meeting at which a quorum is present or represented and entitled to vote thereon. Directors shall be elected by a plurality of the votes cast in the election. There shall be no cumulative voting.

3.9 Action by Consent. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the persons entitled to vote thereon.

3.10 Minutes of Meeting. Society minutes of any meeting shall be available to the NALA President upon request.

ARTICLE 4

DUES

4.1 Annual Dues. Annual dues for all classes of members shall be fixed by the Governing Board. Such dues may be assessed at a different rate for each class of members.

4.2 Initiation Fee and Payment of Dues. An initiation fee shall be payable on submission of an application by a prospective member for active or student membership. Those memberships for which application is received after October 15 of any year and for which approval is granted, will have payment of dues cover the entire succeeding calendar year. Thereafter, annual dues shall be due on the first day of February of each year and will be delinquent after May 1 of each year. Any member who fails to pay annual dues by the first day of May of any year will have membership privileges suspended; such member may be reinstated during the same calendar year upon payment of the annual dues plus a reinstatement fee equal an amount to the then applicable initiation fee. Any person suspended from membership privileges and not reinstated during the same calendar year will be removed from membership and required to submit a new application for consideration of membership.

ARTICLE 5

MEETINGS OF GOVERNING BOARD

5.1 Annual Meetings. An annual meeting of the Governing Board shall be held immediately after the annual meeting of the members or at a time which is within the six months following the close of any

fiscal year if the notice of the meeting designates it as an annual meeting.

5.2 Regular Meetings. Regular meetings of the board shall be held at least quarterly. Unless otherwise determined by the board, regular meetings shall be held during the months of February, May, August and November of each year.

5.3 Special Meetings. Special meetings of the board may be called by the president, the secretary, or by any two board members.

5.4 Place of Meetings. Board meetings shall be held at the principal office of the corporation at Chattanooga, Tennessee, or at any other place, within or without the state of Tennessee, as the board may from time to time select or at any place designated in the notice of a meeting.

5.5 Notice Requirements. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the person or persons calling the meeting, shall be delivered either personally or by mail by or at the direction of the president, the secretary or the person or persons calling the meeting, to each board member. If mailed, such notice shall be delivered not less than five, nor more than thirty days before the date of the meeting and shall be deemed to be delivered when deposited in the United States mail addressed to each board member at such board member's last known address, with postage thereon prepaid. If delivered personally, such notice shall be delivered not less than two, nor more than thirty days before the date of the meeting and shall be deemed delivered when actually received by the board member.

5.6 Waiver of Notice. Attendance of a board member at a meeting shall constitute a waiver of notice of the meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever the board or any committee of the board is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice or of such requirement.

5.7 Quorum. At all meetings of the board, one-third (1/3) of the board members then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the board shall be required for the transaction of business. Except with respect to indemnification proceedings, common or interested board members may always be counted in determining the presence of a quorum at a meeting of the

board or of a committee which authorizes, approves or ratifies a transaction of the corporation. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

5.8 Voting. The vote of a majority of the board members present at a meeting at which a quorum is present shall be the act of the board or any committee.

5.9 Presumption of Assent. A board member who is present at a meeting of the board, or any committee thereof, shall be presumed to have concurred in any action taken at the meeting, unless such board member's dissent thereto shall be entered in the minutes of the meeting or unless such board member shall submit a written dissent to the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver or send such dissent by registered or certified mail to the secretary of the corporation promptly after the adjournment of the meeting. Such rights to dissent shall not apply to a board member who voted in favor of such action. A board member who is absent from a meeting of the board, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless such board member shall deliver or send by registered mail or certified mail a dissent thereto to the secretary of the corporation or shall cause such dissent to be filed in the minutes of the proceedings of the board or committee within a reasonable time after learning of such action.

5.10 Action by Consent. Board members and members of any committee designated by the board may take any action which the board or committee is required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of the board members or committee members.

5.11 Telephone Meeting Allowed. Participation by members of the board or any committee designated by the board in any telephone meeting of the board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other shall be permitted. Participation in such a meeting pursuant to this Paragraph 5.11 shall constitute presence in person at such meeting. The board members shall be promptly furnished a copy of the minutes of any meeting held under this paragraph.

5.12 Minutes of Meetings. Society minutes of any meeting shall be available to the NALA president upon request.

ARTICLE 6

GOVERNING BOARD

6.1 Qualifications. The affairs of the corporation shall be managed by our Governing Board, which shall consist of the officers, regional directors, and chapter chairpersons, each of whom shall be an active member of the association. Members of the Governing Board need not be residents of the State of Tennessee. Board members are required by law to be of legal age.

6.2 Number. There shall be no fewer than three (3) nor more than twenty-five (25) board members, the exact number to be determined from time to time by the Governing Board. All board members shall have equal and full voting responsibilities as members of the Governing Board.

6.3 Removal. All board members shall serve at the pleasure of the members and any board member removed at any time without cause by a majority vote of all the members titled to vote.

6.4 Vacancies in Board. A vacancy occurring in the board or any committee for any reason need not be filled prior to the next annual meeting unless the remaining board members are fewer in number than that required by law; any vacancy may be filled for the unexpired term by the members of the corporation or, in the discretion of the board, it may elect a member to fill a vacancy until the next annual meeting is held.

6.5 Committees. The board, by resolution adopted by a majority of the entire board, may designate an executive committee, consisting of two or more board members, and other committees, consisting of two or more persons, who may or may not be board members, and may delegate to such committee or committees all such authority of the board that it deems desirable. Only the specific delegation of the board shall be effective to give a committee the authority to adopt, amend or repeal the bylaws. The committee shall report any action taken to the meeting of the board next following the taking of such action, unless the board otherwise requires. The board may designate one or more board members as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of each such committee shall serve at the pleasure of the board. The designation of any such committee and the delegation thereto of authority shall not relieve any board member of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the board shall govern meetings of the executive and other committees.

6.6 Compensation. Governing Board members as such shall not receive any compensation for their services as board members, but the executive committee or the board may authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Nothing herein shall preclude a board member from serving the corporation in any other capacity and receiving compensation for such services.

ARTICLE 7

OFFICERS

7.1 Titles of Officers. The corporation shall have a president, a secretary, a treasurer, a NALA Liaison and such other officers as are elected, each of whom shall be an active member of the association. One person may be elected to more than one office except that the offices of president and secretary may not be held by the same person. With the exception of the NALA Liaison, society officers are not required to be NALA members.

7.2 Election. All officers shall be elected or appointed at the annual meeting of the members or at any special meeting of the members. Names of newly elected or appointed officers shall be submitted to NALA Headquarters and Affiliated Associations Director at least thirty (30) days after election or appointment.

7.3 Term of Office. The officers of the corporation shall be elected for term not to exceed one year. Subject to the provisions of Paragraph 7.4, each officer shall hold office until the expiration of the term for which such officer is elected and thereafter until a successor has been elected or appointed and qualified. Officers shall not serve more than 2 consecutive terms in a single office.

7.4 Removal. Any officer may be removed by the vote of a majority of the entire board whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights. Any vacancy created by removal under this Paragraph 7.4 shall be filled for the unexpired term by the Governing Board any regular or special meeting.

7.5 Duties. All officers as between themselves and the corporation shall have such authority and perform such duties in the management of the corporation, in addition to those described in these bylaws, as usually appertain to such officers of corporations not for profit, except as may be otherwise prescribed by the board.

The following officers shall have specific duties in connection with this association's affiliation with the National Association of Legal Assistants, Inc.:

Secretary. In addition to the duties which usually appertain to this office, the secretary's record of Association minutes of any meeting shall be made available to the NALA president upon request.

Treasurer. In addition to the duties which usually appertain to this office, the treasurer is also responsible for keeping a current roster of membership and reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

NALA Liaison. This officer shall be a NALA member, shall be familiar with NALA Bylaws and Standing Rules, shall receive minutes of all NALA meetings, and shall represent the Society at the NALA Annual Meeting. This officer shall report quarterly on Society activities to the NALA Affiliation Chairman on forms provided by NALA Headquarters. and shall report all officers' names to NALA Headquarters and the NALA Affiliation Chairman. This officer may submit items the Society wishes discussed to the NALA Affiliation Chairman and shall participate in discussion sessions at NALA Annual Meetings. A report to Society members on the NALA Annual Meeting will be required. This officer shall, within sixty (60) days of passage, notify the NALA Parliamentarian and Affiliation Chairman of any changes in the Society's Bylaws. This officer shall be the main contact between NALA and the Society and must be empowered to bind the association. This officer shall be a member of the governing body of this Society.

The Parliamentarian, or such other officer as the president may designate, shall be familiar with this association's bylaws and NALA Bylaws.

7.6 Compensation. Officers as such shall not receive any compensation for their services as officers, but the executive committee or the board may authorize reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Nothing herein shall preclude an officer from serving the corporation in any other capacity and receiving compensation for such services.

ARTICLE 8

REGIONAL DIRECTORS

8.1 Election and Term. Regional directors shall be elected by the members of each respective region at annual meetings of members, for terms not to exceed three years. Each director shall hold office until the expiration of the term for which such director is elected,

and thereafter until a successor has been elected and qualified, or until such director is removed as provided in Paragraph 8.2 below. Each active member of each respective region shall be entitled to one vote for each director to be elected and the result will be determined by the plurality of the votes cast.

8.2 Removal. All directors shall serve at the pleasure of the members and any director may be removed at any time without cause by a majority vote of all the members entitled to vote for such director.

8.3 Vacancies. A vacancy occurring by removal under Paragraph 8.2 or for any other reason may be filled for the unexpired term by the members entitled to elect such director.

ARTICLE 9

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Any officer or director, or his executor or administrator, shall be entitled to indemnification in accordance with Section 48-18-501, et sag of the Tennessee Business Corporation ACT.

ARTICLE 10

MISCELLANEOUS

10.1 Offices. The principal office of the corporation shall be at such place as shall be designated by the Board.

10.2 Seal. The corporation may have a corporate seal which may be altered at pleasure; but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

10.3 Investments, Contracts and Bank Accounts. In the absence of other arrangement by the board, the president of the corporation may vote, endorse for transfer or take any other action necessary with respect to shares of stock and securities issued by any corporation and owned by this corporation; and may make, execute and deliver any proxy, waiver or consent with respect thereto. In the president's discretion, this authority may be delegated by the president to another officer of the corporation. The Governing Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and

in such manner as shall from time to time be determined by resolution of the Governing Board. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks or other depositories as the Governing Board may select, or as may be designated by any officer or officers agent or agents of the corporation to whom such power may be delegated by the Governing Board.

10.4 Acceptance of Gifts. The Governing Board or any officer of the corporation or any agent of the corporation to whom such authority may be delegated by the board, may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

10.5 Bond. At the direction of the board, any officer or employee of the corporation shall be bonded. The expense of furnishing any such bond shall be paid by the corporation.

10.6 Dissolution. In the event of dissolution of this Society, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code of 1954, as amended. In no event shall any such property and assets be distributed to any member or private individual.

ARTICLE 11

AMENDMENT

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of a majority of the members present at any regular or special meeting. The resulting bylaws may contain any provision for the regulation and management of business of the corporation not inconsistent with law and the charter and not in conflict with NALA Bylaws. The NALA Parliamentarian must be advised of any amendments within sixty (60) days of passage. Any amendment of the charter inconsistent with these bylaws shall operate to amend the bylaws pro tanto, and those bylaws or parts of bylaws which merely summarize or restate the provisions of the charter or the provisions of the Tennessee General Corporation Act or other law applicable to the corporation shall be operative with respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.