

**BYLAWS OF
REDWOOD EMPIRE ASSOCIATION
OF PARALEGALS**

(As Amended December, 2006)

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**BYLAWS OF
REDWOOD EMPIRE ASSOCIATION OF PARALEGALS**

(As amended December 2006)

**ARTICLE ONE
NAME AND PRINCIPAL OFFICE**

1.1 Name.

The name of this corporation shall be REDWOOD EMPIRE ASSOCIATION OF PARALEGALS, hereinafter referred to as the "Association."

1.2 Principal Office

The principal place of business of the Association shall be in Santa Rosa, California, and the principal office of the Association shall be located at 37 Old Courthouse Square, Suite 100, Santa Rosa, CA 95404, unless and until changed by appropriate resolution of the Board of Directors.

The Association shall have and shall continuously maintain in this state a registered office and also a registered agent.

**ARTICLE TWO
ARTICLES OF INCORPORATION AND PURPOSES**

2.1 Articles of Incorporation.

The Articles of Incorporation are hereby incorporated into and made a part of these Bylaws.

2.1 Purposes.

The purposes of this Association are those as set forth in its Articles of Incorporation and shall be exclusively of a non-profit nature, all within the meaning of Section 501(c)(6) of the Internal Revenue Code as amended.

**ARTICLE THREE
MEMBERSHIP**

Only those persons who shall qualify for membership according to the provisions of these Bylaws shall be and become members.

3.1 Classes of Membership.

(a) **Voting.** The following individuals, having met the requirements of California Business

and Professions Code, § 6450 (or any successor or substitute sections of that code regulating paralegals), including the continuing education requirements, shall qualify for voting membership:

(i) Any individual who holds a certificate of completion of a paralegal program approved by the American Bar Association.

(ii) Any individual who holds a certificate of completion of a paralegal program at, or a degree from, a postsecondary institution that requires the successful completion of a minimum of 24 semester, or equivalent, units in law-related courses and that has been accredited by a national or regional accrediting organization or approved by the Bureau for Private Postsecondary and Vocational Education.

(iii) Any individual who holds a baccalaureate degree or an advanced degree in any subject, a minimum of one year of law-related experience under the supervision of an attorney who has been a voting member of the State Bar of California for at least the preceding three years or who has practiced in the federal courts of this state for at least the preceding three years, and a written declaration from this attorney stating that the person is qualified to perform paralegal tasks.

(iv) Any individual who holds a high school diploma or general equivalency diploma, a minimum of three years of law-related experience under the supervision of an attorney who has been a voting member of the State Bar of California for at least the preceding three years or who has practiced in the federal courts of this state for at least the preceding three years, and a written declaration from this attorney stating that the person is qualified to perform paralegal tasks. This experience and training shall have been completed no later than December 31, 2003.

(b) Student Members. The following shall qualify for student membership:

(i) Full or part-time students, in good standing, currently pursuing a course of studies as a paralegal.

(c) Associate Members. The following shall qualify for associate membership:

(i) Attorneys, legal professionals, judicial officers or paralegal educators who are not primarily working paralegals.

(d) Sustaining Members. The following shall qualify as sustaining members:

(1) Companies, law firms or individuals who are not paralegals, but who/which endorse and/or promote the paralegal profession.

3.2 Rejection of Membership Applications

An application for any class of membership shall be rejected by the Board of Directors if the applicant has not met one or more of the qualifications as set forth herein.

3.3 Members Qualified to Vote.

Only voting members in good standing 45 days before the annual or special meeting shall have been called to order shall be qualified to vote at membership meetings or upon other matters coming to the members for action. No voting member who is delinquent in the payment of any dues or other assessments shall be qualified to vote. In no event shall student, sustaining or associate members vote.

3.4 Dues and Assessments.

(a) The annual dues for members shall be fixed by the Board of this Association.

(b) The annual dues may be set in different amounts for each class of membership, but dues for all members within one class shall be the same.

(c) Dues shall be due and payable upon qualification for membership and thereafter annually, on January 1, of each new year. Dues shall become delinquent if not paid by April 1 and membership will be automatically terminated.

3.5 Resignation of Members.

A member may resign at will by submitting a written resignation to the Association at its principal office. Such resignation, if it has no effective date stated therein, shall be deemed to be effective when received by the Board of Directors, and dues for the current year will be forfeited.

3.6 Removal from Membership.

The Board of Directors, by a majority vote, shall cancel the membership of any member upon determining that such member has engaged in conduct materially and seriously prejudicial to the interests of the Association, failed in a material and serious degree to observe the Association's Bylaws, or failed to maintain a high standard of professional ethics.

3.7 Notice of Removal or Cancellation.

Any individual whose membership has been cancelled shall receive notice from the Board of Directors, by first class mail directed to the last known address of the member as shown on the Association's records, setting forth the cancellation of membership, the date of cancellation, and the reasons therefore.

3.8 Appeals from Cancellation of Membership.

Any individual whose membership has been cancelled may make written appeal for reinstatement as follows:

(a) To the Board of Directors, which appeal shall be considered and passed upon at the next

regular meeting of the Board of Directors held thirty (30) days or more thereafter. Appellant shall have the right to appear before the Board of Directors at said meeting.

(b) To the membership by forwarding written notice of appeal to the Secretary at the principal office of the Association not less than ninety (90) days prior to the date of the next annual meeting. Such notice shall be placed upon the agenda of the next annual meeting as one of the items of regular business scheduled. The member will be reinstated only upon a majority vote at such meeting.

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

(d) No individual whose membership has been cancelled and whose application for reinstatement shall be pending shall exercise any rights of membership pending the determination of such application.

ARTICLE FOUR MEETINGS

4.1 Annual Meeting.

The annual meeting of the members shall be held on the third Wednesday in September of each year, at a place to be determined by the Board of Directors, for the purpose of electing officers and directors and for the transaction of such other business as may properly come before such meeting. If the annual meeting is not held on the day designated herein, the then existing Board of Directors shall cause such meeting to be called as soon thereafter as conveniently possible after giving the required notice to members; provided, however, that such meeting shall be held within sixty (60) days of the date for such annual meeting designated herein.

4.2 Regular Meetings.

Regular meetings of the members of the Association shall be held at such times and places as may be determined by the Board of Directors.

4.3 Special Meetings.

Special meetings of the members of the Association may be called either by the President, the affirmative vote of two-thirds (2/3) of the Board of Directors, or by five percent (5%) of the voting members.

4.4 Notice of Meetings.

Notice stating the place, day, hour, and business to be transacted at any meeting of the members shall be conveyed personally, either by first class mail, by email, or by telephone to each member at the address or telephone number appearing on the records of the Association no less than ten (10) nor more than ninety (90) days before the date of such meeting.

4.5 Quorum.

Twenty percent (20%) of the voting members of the Association represented in person or by proxy shall constitute a quorum at all meetings of the members for the transaction of business. In the absence of a quorum, the members present in person or by proxy may adjourn such meeting by majority vote of those present without notice other than an announcement to the effect that the meeting shall be continued to a time and place specified until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have earlier been transacted at the meeting as originally called.

4.6 Voting.

(a) Only voting members in good standing forty-five (45) days before the annual or special meeting shall have been called to order shall be qualified to vote upon matters coming to the members for action. In no event shall student, sustaining or associate members vote.

(b) Voting may be by voice or written ballot unless otherwise provided by these Bylaws. Any proposition before a meeting of the membership, by a majority vote of the quorum present, shall be taken by written ballot. The motion for written ballot shall take precedence over any pending question, proposition or motion before the meeting. If such motion carries, then the ballot shall be written and shall not require the identification of the voting member or proxy who is voting.

4.7 Proxies.

Qualified members shall have the right to vote either in person or by individual proxy. A member may appoint another member as proxy by an appropriate written designation, and said proxy shall be valid only for that single meeting for which it shall have been given and not otherwise.

ARTICLE FIVE DIRECTORS

5.1 General Powers.

The business of this Association shall be managed and controlled by its Board of Directors except as otherwise provided for in these Bylaws or by statute.

5.2 Qualifications of Directors.

Only qualified voting members of the Association shall be eligible for election or

appointment to office as a director. Directors must qualify as voting members of the Association for the duration of their term in office.

5.3 Number of Directors.

The Board of Directors shall number five (5) persons, who shall be elected annually by the members. The elected directors of the Association shall be a President, Vice President, Secretary, Treasurer and Primary Representative.

5.4 Nominations.

In the month of June preceding the annual meeting of the membership, the Board of Directors shall appoint a Nominating Committee which shall consist of at least four (4) qualified voting members of the Association. No more than two (2) directors shall serve on the Nominating Committee. The purpose of this committee shall be to solicit at least five (5) qualified members willing to serve as directors of the Association, which shall include: President, Vice -President, Secretary, Treasurer, and Primary Representative. The names of the nominees shall be made known to the membership no later than thirty (30) days prior to the annual meeting, either by publication in the Association's newsletter or by special notice delivered to the members via first class mail or by email.

5.5 Election.

Prior to the annual meeting of the membership, the Board of Directors shall appoint an Election Committee, which shall consist of at least two (2) qualified voting members of the Association Election Committee, shall prepare the ballot, which shall identify each of the nominees and allow for elective, write-in nominations of qualified members willing to serve. At the annual meeting, the Election Committee shall distribute, collect and tally the ballots. The five (5) persons who receive the most votes for each officer position shall take office as directors commencing January 1 of the following year. In the event of a tie vote, the tie shall be broken by a vote of a majority of the Officers/Directors then in office.

5.6 Term of Office.

The President, Vice President, Secretary, Treasurer and Primary Representative shall be elected each year at the annual meeting of the Association for a term of one calendar year to begin on the first day of January following the annual meeting at which they were elected and shall serve until their successors have been duly elected and qualified.

5.7 Removal.

Directors may be removed by the vote of a majority of the Board of Directors of the Association.

5.8 Resignation.

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

5.9 Vacancies.

(a) Any Board member who is absent for three consecutive Board meetings may be deemed to have resigned from the Board, and the position that was held by the resigning Board member shall be filled pursuant to Section 5.9(b), below.

(b) Any vacancy occurring on the Board of Directors caused by removal, disqualification, resignation, or any other cause, shall be filled by a vote of the majority of the remaining directors. A member appointed to fill a vacancy on the Board of Directors shall hold office until the next annual election of directors.

5.10 Regular Meetings.

(a) At the first meeting of the Board of Directors immediately following the annual meeting of the membership, the newly elected directors shall meet with the current Board of Directors for the purpose of scheduling additional meetings to effect an orderly transfer of the affairs of the Association.

(b) Thereafter, the Board of Directors shall meet monthly, at a time and place to be determined by the Board, and notice of the monthly meetings shall be published in the Association's newsletter or sent to the members by email.

5.11 Special Meetings.

Special meetings of the Board of Directors may be called for any purpose either by the President or by any two (2) directors. The time and place of any special meeting shall be fixed at the time of calling the meeting

5.12 Notice of Meetings.

Notice of the date, time and place of all meetings of the Board of Directors, other than regular meetings held pursuant to Section 5.10 of these Bylaws, shall be given to each director no less than four (4) days before the meeting by first class mail or forty-eight (48) hours before the meeting by email or by oral notice. Such notice may be given at the request of the President or by the persons

who called the meeting. Notice of any meeting need not be given to any director who signs a waiver of notice at such meeting, or a consent to holding the meeting, or any approval of the minutes thereof either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice. All such waivers, consents and approvals shall be filed with the Association records or made a part of the minutes of the meeting.

5.13 Action without Meeting.

Any action of the Board of Directors under these Bylaws may be taken by polling the members of the Board by telephone or by email without a meeting. If the vote is not unanimous, then the action shall be brought before the next regular meeting of the Board for resolution. If the vote is unanimous, then the action and the time, date and manner of vote shall be documented in the Minutes of the next regular meeting of the Board of Directors together with the statement that the Bylaws of the Association authorize the directors to so act. Such documented unanimous vote shall have the same force and effect as a vote taken at a regular or special meeting of the Board of Directors.

5.14 Quorum.

Three (3) directors shall constitute a quorum for the transaction of business. The action of a majority of the directors present at any meeting at which there is a quorum shall be valid as an act of the Association. In the absence of a quorum, the directors may adjourn the meeting but may not transact any business.

5.15 Fees and Compensation.

Directors shall not be compensated for their services in such capacity. Reimbursement of expenses may be made to directors upon resolution of the Board of Directors.

ARTICLE SIX OFFICERS

6.1 President.

The President shall be the chief executive officer of the Association, shall preside as chairperson of the meetings of the members and Board of Directors, shall have general supervision, direction, and control of the internal business and affairs of the Association, shall be an ex- officio member of all committees, and in general shall perform all duties incident to the office of President and have such other powers and duties as may be prescribed by the Board of Directors from time to time, or by these Bylaws.

6.2 Vice President.

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice- President shall perform the duties of the President, and when so acting shall have all the power

of and be subject to all the restrictions upon the office of President. The Vice-President shall perform such other duties as may be assigned from time to time by the President or by the Board of Directors.

6.3 Secretary.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, be custodian of the records of the Association, keep the seal of the Association in safe custody, see that all notices are duly given as required by law or these Bylaws and in general perform all duties as may be assigned from time to time by the President or the Board of Directors.

6.4 Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds of the Association, receive and give receipt for monies due and payable to the Association from any source whatsoever, and deposit all money not otherwise employed, in the name of the Association, in banks, trust companies or other depositories selected by the Board of Directors. The Treasurer shall provide regular written reports concerning the financial affairs of the Association to each member of the Board of Directors, keep a register of the names and addresses of all members as provided by the Secretary, and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or by the Board of Directors. If required by the Board or the voting members, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as shall be determined by the Board of Directors.

6.5 Primary Representative.

The Primary Representative shall be the spokesperson for the Association in national, regional or state paralegal organization matters, represent the Association as required as set forth in Article Seven, below, and perform such other duties as may be assigned from time to time by the President or the Board of Directors.

ARTICLE SEVEN COMMITTEES

7.1 Board Appointment.

The Board of Directors may at any time, or from time to time, appoint such standing or special committees as it shall determine to be in the best interests of this Association. Further, the Board of Directors shall appoint the members of each such standing or special committee unless otherwise designated by a resolution adopted by a majority of the Directors of the Board. All committee members shall be members of the Association.

7.2 Authority of Committees.

No standing or special committee shall preempt the stated authority and function of the Board of Directors of the Association, and no standing or special committee shall represent the Association nor incur any financial obligation without the specific authorization of the Board of Directors.

7.3 Chairperson.

Each committee shall be chaired by a member of the Association duly appointed by the President with the approval of the Board of Directors. The President, with the approval of the Board of Directors, may remove any Chairperson whenever it is determined that the best interests of the Association shall be served by such removal.

7.4 Director as Ex Officio Member of Committee.

Each committee shall have as an ex officio member a Director, as determined by the Board of Directors, who shall act as liaison for that committee to the Board of Directors.

7.5 Standing Committees.

Unless otherwise designated by resolution adopted by a majority of the Directors of the Board, the Standing Committees of the Association shall be:

- (a) Membership;
- (b) Educational Development;
- (c) Publications;
- (d) Bar Liaison and Public Relations;
- (e) Employment.

7.6 Other Committees.

The Board of Directors may at any time establish one or more other committees whose members may, but need not be, Directors. Such other committees may perform duties and take actions as may be authorized by the Board, except that they may not take any action which, under these Bylaws, may be taken only by the Board or a standing committee.

7.7 Audit Committee.

At the direction of the Board of Directors, the President shall appoint an Audit Committee. Said committee shall be composed of the outgoing Treasurer, the incoming Treasurer and one other

member. The purpose of the committee will be to review the books of this Association at the close of the year and prepare a summary of the findings which shall be presented to the incoming Board of Directors within four (4) months of the close of the year under audit.

ARTICLE EIGHT NATIONAL REGIONAL AND STATE REPRESENTATION

8.1 Primary Representative.

A Primary Representative to any national regional or state paralegal organization shall be selected by the nominating committee and elected pursuant to Sections 5.4 and 5.5 of these Bylaws. The Primary Representative shall also serve as a director of this Association.

8.2 Secondary Representative.

A Secondary Representative to any national regional or state paralegal organization shall be a voting member of the Association duly appointed by the President with the approval of the Board of Directors. The President, with the approval of the Board of Directors, may remove any Secondary Representative whenever it is determined that the best interests of the Association shall be served by such removal.

8.3 Powers of Representatives.

The Primary Representative to any national, regional or state paralegal organization shall have the following powers and duties:

(a) Voting. When the agenda for the regular meeting of the national, regional or state organization is received before the regular meeting of the Board immediately preceding such national, regional or state meeting, the Primary Representative shall submit the agenda to the Board and request an advisory vote of the Board on all proposed resolutions on the agenda. The Primary Representative shall present the Board's position at the national, regional or state meeting, and whenever possible, vote according to the advice of the Board. When the national, regional or state organization requires a vote of its members on a resolution which is considered a matter of Association policy and the timing of the vote is such that the matter cannot be presented at a regular meeting of the Board, the Primary Representative shall vote on behalf of the Association in his or her discretion, and inform the Board of the vote at the next regular Board meeting.

(b) Expenditures. The Primary Representative shall not have the authority to approve expenditure by the Association to or on behalf of any national regional or state organization, unless such expenditure is authorized by a majority of the Board of Directors of the Association.

(c) Secondary Representative. In the absence of the Primary Representative, or in the event of the Primary Representative's inability or refusal to act, the Secondary Representative shall perform the duties of the Primary Representative and, when so acting, shall have all the powers of and be

subject to all the restrictions upon the position of Primary Representative. A Secondary Representative, when not acting in the capacity of Primary Representative, may be removed by the President with the approval of the Board of Directors whenever it is determined that the best interests of the Association shall be served by such removal.

(d) Fees and Compensation. Primary and Secondary Representatives shall not be compensated for their services in such capacity. Reimbursement of expenses may be made to the Primary and Secondary Representative upon resolution of the Board of Directors.

ARTICLE NINE MISCELLANEOUS

9.1 Fiscal Year.

The fiscal year shall be from January 1 through December 31 of each year.

9.2 Books and Records.

The Board of Directors shall cause to be kept correct and complete records of account of membership of the Association.

9.3 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or to execute and deliver any instruments in the name and on behalf of the Association. Such authority may be general or limited, which determination shall be within the discretion of the Board. All such authority must be in writing to be valid.

9.4 Checks.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers as shall from time to time be determined by resolution of the Board. No blank checks shall be issued without the prior, written authorization of two Directors, and such written authorization shall thereafter be made a part of the records of the Association as maintained by the Secretary

9.5 Deposits.

All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks or other federally-insured depositories as the Board of Directors may select.

9.6 Gifts.

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

9.7 Indemnification.

The indemnification provisions of the California Corporations Code shall govern the Association's right to indemnify its directors, officers, employees and agents

**ARTICLE TEN
AMENDMENTS TO BYLAWS**

10.1 Amendments.

Subject to any provisions of law applicable to the amendment of Bylaws of the Association, these Bylaws, or any part thereof, may be altered, amended, or repealed and new Bylaws adopted by approval of the majority of the voting members of this Association.

10.2 Amendment Procedure.

All proposed amendments shall be submitted to the Board of Directors for consideration; notice of the proposed changes shall be sent to all voting members two (2) months prior to any vote.