



**BYLAWS OF  
ST. LOUIS PARALEGAL ASSOCIATION  
(the "Corporation")**

**ARTICLE I  
NAME**

The name of this association shall be the St. Louis Paralegal Association. This association shall be affiliated with the National Association of Legal Assistants, Inc.

As used in these Bylaws, the following terms mean:

- (a) SPA - St. Louis Paralegal Association
- (b) NALA - National Association of Legal Assistants, Inc.
- (c) Paralegal or Legal Assistant - Paralegals, also known as legal assistants, are a distinguishable group of persons who assist attorneys in the delivery of legal services. Through formal education, training, and experience, paralegals have knowledge and expertise regarding the legal system and substantive and procedural law which qualify them to do work of a legal nature under the supervision of an attorney.

**ARTICLE II.  
OBJECTS & PURPOSES**

- 2.1 To establish good fellowship among association members, NALA and members of the legal community.
- 2.2 To encourage a high order of ethical and professional attainment.
- 2.3 To further education among members of the profession.
- 2.4 To cooperate with bar associations.
- 2.5 To support and carry out the programs, purposes, aims and goals of NALA.

**ARTICLE III.  
POLICY**

This Corporation shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of NALA or the policies of NALA.

**ARTICLE IV.**  
**OFFICES**

The Corporation shall maintain in the State of Missouri a registered office and a registered agent at such office, and may have other offices within or without the State as may be determined by the Board of Directors.

**ARTICLE V.**  
**MEMBERS**

**Section 1. Classes of Members:** The Corporation shall have three classes of members. All members of the Association, regardless of class shall:

- (a) Be eligible to vote in Local, State and Federal elections or be a permanent resident of the United States;
- (b) Not have been previously disbarred from any state bar association.

The designation of each class and the qualifications of the members of each class shall be as follows:

- (a) **Voting Member.** Any person who
  - (i) has completed a formal training program at a recognized institution for training paralegals as attested by an education attestation, or who has been employed as a paralegal for a minimum of two (2) years as attested by an attorney-employer attestation; AND
  - (ii) is currently employed as a paralegal may become a voting member upon payment of annual dues and approval by the Board of Directors. For purposes of this Section, "Currently employed as a paralegal" means being so employed at the time of or within six (6) months of application, membership renewal, or reinstatement.

Notwithstanding the preceding, any voting member who has retired from the active work force by reason of age or permanent disability as determined by the Social Security Administration may retain voting membership upon payment of annual dues and approval by the Board of Directors.

Such membership may not be transferred or assigned. Voting members shall furnish a statement of their current employment/retired status signed by the member each year when their membership is renewed or at such other time as may be requested by the Board.

(b) Associate Member. Any person who

(i) is currently employed as a paralegal as attested by an attorney-employer

attestation OR

(ii) although not currently employed as a paralegal, has in the past been a voting member of the Corporation as reflected in the membership records of the Corporation OR

(iii) has completed a formal training program at a recognized institution for training paralegals as attested by an education attestation may be an associate member upon payment of annual dues and approval by the Board of Directors.

Such membership may not be transferred or assigned. Any associate member, upon satisfaction of the requirements for voting membership and payment of the balance required to equal the annual dues of a voting member, may become a voting member upon application and approval by the Board of Directors.

(c) Student Member. Any person who is enrolled in a formal course of study leading to a position as a paralegal as attested by an education attestation may become a student member upon payment of annual dues and approval of the Board of Directors. Such membership may not be transferred or assigned. Any student member, upon satisfaction of the requirements for voting or associate membership and payment of the balance required to equal the appropriate annual dues, may become a voting or associate member upon submission of an application and approval by the Board of Directors.

Section 2. Rejection of Membership Applications. An application for any class of membership shall be rejected by the Board of Directors if (a) the applicant has not met anyone or more of the qualifications as set out in Section 1 of this Article V or (b) the applicant has been convicted of a felony.

Section 3. Dues, Rights and Privileges. The right to hold an office or directorship shall be restricted to voting members who are employed as paralegals. Right of voting shall be restricted to voting members. Each voting member who has paid the required dues shall be entitled to one vote on each matter submitted to a vote of the members.

The annual dues for active, voting, associate and student members shall be as follows:

(a) Voting Members. The annual dues for voting members shall be \$50.00.

(b) Associate Members. The annual dues of associate members shall be \$45.00. (Provisions to increase dues or initiation fees may be determined by the Board of Directors without the necessity of further submission to or approval by the membership.)

(c) Student Members. The annual dues of student members shall be \$35.00.

Section 4. Payment of Dues. Dues of existing members shall be payable by of each year. Dues of new members shall be payable upon submission of application for membership.

Section 5. Failure to Pay Dues. Members failing to pay dues by of each year shall be suspended from membership after approval by the Board of Directors. Suspended members may be reinstated at any time upon payment of the full current year's dues and approval by the Board of Directors.

Section 6. Affiliation with NALA. Membership application 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 Corporation.

Section 7. Resignation of Members. A member may resign at will by submitting a written resignation to the Corporation at its mailing address. Such resignation shall be deemed to be effective when accepted by the Board of Directors if it has no effective date stated therein and dues for the current year will be forfeited.

Section 8. Cancellation of Membership. The Board of Directors shall cancel the membership of any member by a majority vote upon determining that such member has been convicted of a felony. Additionally, the Board of Directors may cancel the membership of any member by majority vote upon determining that such member has: (a) been guilty of actually and substantially injuring the good of this Corporation, or (b) failed to maintain a high standard of professional ethics. Right to appeal shall be as provided in these bylaws.

The members shall be notified by the Board in writing that their membership is being considered for cancellation. The member shall then have thirty (30) days to respond prior to actual cancellation or suspension of the membership.

The Board will form an ad hoc committee to consider any possible cancellations or suspensions of membership. This ad hoc committee shall be formed by randomly selecting names from the current roster of SPA voting members.

Section 9. Appeal from Cancellation of Membership. Any individual whose membership shall have been canceled may make written appeal for reinstatement as follows:

(a) To the membership, by forwarding written notice of appeal to the Secretary through the mailing address of the Corporation not less than thirty (30) days prior to the date of the next regular meeting. Such notice shall be placed upon the agenda of the next regular meeting as one of the items of regular business scheduled. The membership will be reinstated only upon majority vote of the Voting Members at such regular meeting.

(b) No individual whose membership shall have been canceled as aforesaid shall have the right to appeal for reinstatement more than one time.

(c) No individual whose membership shall have been canceled and whose application for reinstatement shall be pending shall exercise any rights of membership pending the determination of such application.

Section 10. Additional Procedures Governing Nominations and Elections.

(a) A nominee for an officer or director shall have been a voting member in good standing for a minimum of one (1) year prior to nomination.

(b) To be eligible to vote, a member shall have been a voting member in good standing for at least two (2) months prior to the election of officers and directors.

(c) A member shall accept only one (1) nomination for election at the annual meeting.

(d) Elections of directors and officers of the Corporation may be conducted by mail. In all elections conducted by mail, voting shall be by secret written ballot mailed to each voting member of the Corporation eligible to vote not later than ten (10) days prior to the date designated by the board of Directors as the last day for acceptance of ballots. The signature of the voting member shall be made in such a manner as to preserve the secrecy of the ballot, and the omission of the signature shall invalidate the ballot. Ballots, to be counted, must be received at the place designated by the Board of Directors for the return of ballots prior to 5:00 p.m. on the date designated by the Board of Directors as the last day for the acceptance of ballots.

Voting shall be by ballot at the annual meeting except when there is but one candidate proposed for each position on the slate of offices and with no nominations being made from the floor, the presiding officer may declare the slate of officers elected by "acclamation" as provided for in Roberts Rules of Order.

Section 11. Membership List. Not more than thirty (30) days after the end of the calendar year end of the Corporation, the secretary shall cause to be prepared a membership list for each class of membership as of the end of such year. Such lists shall constitute the membership register of the Corporation and shall be available for use at meetings of the membership and for other purposes described in these Bylaws.

Section 12. Annual Reports. Annual reports shall be furnished to the members according to the Act; provided, however, those such requirements shall be suspended by appropriate resolution of the membership at any annual or special meeting.

**ARTICLE VI.**  
**MEETINGS OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the members shall be held on the second Monday in March of each year, or on such other date as may be determined by the Board of Directors, for the purpose of either (1) announcing directors and officers elected as a result of the mail ballot or (2) conducting business as may properly come before the meeting. Directors and officers elected or announced at said annual meeting shall be installed at the Paralegal Annual Luncheon

held each year and shall begin their term of office at the next scheduled meeting. If the election of the Board of Directors shall not be held either by mail or ballot before the annual meeting or on the day designated herein for any annual meeting, then the existing Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently possible.

Section 2. Regular Meetings. Regular meetings of the Corporation shall be held on the second Monday of September, November, January and May, or on such date as may be determined by the Board of Directors, the time and place to be determined by resolution of the Board of Directors.

Section 3. Special Meetings. Special meetings of the members may be called either by the President, the Board of Directors, or by not less than one-half (112) of the voting members.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail or via e-mail to each member in good standing not less than five (5) days before the date of such meeting.

Section 5. Quorum. One-tenth of the voting membership of the Corporation in good standing shall constitute a quorum for the transaction of business at any duly called meeting.

Section 6. Voting by Proxy. A voting member may vote by proxy on any matter submitted to the members. Said proxy must be executed in writing by the member and must be received by the Corporation on or before the day and time scheduled of voting on the matter covered in the proxy.

Section 7. Educational Events. It is required that this association hold a minimum of four educational events for a total of 10 hours of education during each fiscal year in order to maintain affiliation with NALA. The programs may be held in connection with a regular meeting of the membership.

## **ARTICLE VII.** **MEETINGS OF MEMBERS**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of seven (7) members: the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the NALA Liaison and one (1) other voting member elected by the members of the Corporation. Each director shall hold office until his successor shall have been elected and qualified unless prior thereto he becomes disqualified to hold office. Directors shall be voting members of the Corporation. An officer or director, either elected or appointed, shall not serve more than five (5) years out of a seven (7) year period unless there is a vacant board position. In the event of a vacant Board position, the Board of Directors may fill the vacation position by appointing any voting member or former Board member whose term limits has expired for one (1) additional term.

Section 3.      Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw soon after the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 4.      Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call meetings or the Board of Directors may fix any place as the place for holding any meeting of the Board of Directors called by them.

Section 5.      Notice of Meetings. Notice of time and place of all special meetings of the Board shall be given by or on behalf of the President, either personally or by telephone, mail, facsimile, or electronic mail, and shall be given or delivered not less than 3 hours before the date/time of the meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in written notice or waiver of notice of such meeting. The written notice of special meetings shall set out the purpose of such meeting.

Section 6.      Procedure for Notice. Whenever notice is required to be given to any member of the Board, such notice shall be deemed to have been delivered by or on behalf of the President when conveyed either personally or by telephone by a current member of the Board, or at the time a written notice is either deposited in the United States mail in a sealed envelope, postage thereon prepaid, or when a facsimile or electronic mail is successfully transmitted to the said member of the Board at the last known address, facsimile number or electronic mail address as reflected in the records of the Corporation.

Section 7.      Waiver of Notice. A written waiver of notice signed by a member of the Board entitled to notice, either before or after the meeting to which the waiver pertains, shall be deemed equivalent to the required notice. Attendance by a member of the Board at a meeting shall constitute waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

Section 8.      Attendance by Telephone. One or more members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can communicate with each other, and such participation shall constitute personal presence.

Section 9.      Quorum. At the meetings of the Board of Directors, a majority of Board members then in office excluding the presiding officer shall be necessary to constitute a quorum for the transaction of business.

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Section 10. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by these bylaws or the articles of incorporation.

Section 11. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting by written consent of all of the members of the Board of Directors. Said consent may be signed in counterparts and shall have the same force and effect as one complete document. Such signed consent shall have the same force and effect as a unanimous vote at a meeting duly called and shall be placed in the minute book.

Section 12. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the remaining Board of Directors. A member appointed by the Board of Directors to fill a vacancy on the Board of Directors shall be elected to hold office until the next annual meeting of members.

Section 13. Associate/Student Member Representative. At each annual meeting of the members, the associate and student members shall select from the associate and student membership a representative to the Board of Directors. Said representative shall attend all meetings of the Board of Directors but shall have no vote at any such meeting.

Section 14. Resignation. The resignation of a Director shall not be deemed to be effective until accepted by the Board of Directors unless the same shall have been submitted in writing and specified to be effective as of a date certain.

Section 15. Removal. A director may be removed from office for cause by the affirmative vote of two-thirds (2/3) of all of the then duly elected and qualified members of the directors. Cause shall be defined as having: (a) been convicted of a felony, or (b) violated the Code of Ethics of the Corporation. Additionally, the directors may cancel the membership of a director by majority vote and upon determining that such director has: (a) been guilty of conduct actually and substantially to injure the good name of the Corporation, or (b) failed to maintain a high standard of professional ethics or personal conduct which in either case would have been deemed sufficient for a rejection of membership application, or (c) any substantial neglect of duty, or (d) any physical or mental disability or illness to such an extent as will prospectively render such director unable to promptly resume the performance of his or her duties within a reasonable time, or (e) such unethical or immoral conduct by such director which together with publicity or anticipated publicity will reflect unfavorably upon the Corporation.

Section 16. Personal Liability of Directors. A director shall have no personal liability for any claims or damage that may result from acts in the discharge of any duty imposed or exercise of any power conferred upon such director by this Corporation if, in good faith, such director shall have acted with ordinary care and prudence or alternatively shall have relied upon the opinion of an attorney, accountant or other professional consultant of the Corporation.

## **ARTICLE VIII** **OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer, a NALA Liaison, and such other officers as may be elected or appointed by the Board of Directors or membership as hereinafter provided from among its members, including one or more Assistant Secretaries and one or more Assistant Treasurers. No officer shall hold more than one office at any time.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the membership at its annual meeting. The officers so elected shall be installed each year at Paralegal

Day each year and begin their term at the next scheduled Board Meeting. If the election of officers shall not be held at such annual meeting, such election shall be held as soon as thereafter as conveniently possible. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified unless prior thereto they become disqualified to hold office. Officers of the Corporation shall not hold any office or combination of offices for more than five (5) years out of the last seven (7) years.

Section 3.        Vacancies. A vacancy in any office because of death resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.        President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors and, in general, shall perform all duties incident to the office of President, shall act as a mentor for the President-Elect and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.        President-Elect. The President-Elect shall learn the duties of the President and shall assist the President in any and all matters as directed by the President or the Board of Directors. The President-Elect shall automatically at the next election of officers become President of the Corporation.

Section 6.        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 powers of and subject to all the restrictions upon the office of President. In addition, the Vice President will report to the Board of Directors at each meeting thereof on the status of the various committees of the Corporation. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7.        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 Corporation; see that all notices are duly given in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. Association minutes of any meeting shall be made available to the NALA President upon written request and upon approval by the board.

Section 8.        Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation and shall receive, and give receipts for, moneys due and payable to the Corporation from any source whatsoever; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. 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.

Section 9.        Director. The Director shall perform such duties as shall be assigned by the President or other member of the Board of Directors.

Section 10.       NALA Liaison. This officer shall be a NALA member, shall be familiar with the NALA Bylaws and Standing Rules, shall receive minutes of all NALA meetings, and shall represent the Corporation at the NALA annual meeting of affiliated associations. The officer shall report quarterly on Corporation activities to the NALA affiliate association's director or forms provided by NALA headquarters, and shall report all officers' names to NALA headquarters and the NALA affiliated associations director.

This officer may submit items the Corporation wishes discussed to the NALA affiliate associations director and shall participate in discussion sessions at NALA annual meetings. A report to association members on the NALA meeting will be required.

This officer shall, within sixty days of passage, notify the NALA Parliamentarian and Affiliated Associations director of any changes in the Corporation's bylaws. This officer shall be the main contact between NALA and the Corporation. This officer shall be a member of the governing body of the Corporation.

Section 11.        Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer or by the President of the Board of Directors.

Section 12.        Associate/Student Representative. The Associate/Student Representative shall perform such duties as shall be assigned by the President or other members of the Board of Directors. This officer shall be the main contact between SPA and all schools offering paralegal training in the St. Louis metropolitan area.

## **ARTICLE IX** **COMMITTEES**

Section 1.        Committees in General. Committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated by a resolution adopted by a majority of the members of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the members thereof shall be appointed in the manner prescribed in such resolution. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 2.        Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 3.        Chairman. The Board of Directors shall appoint one member of each committee as chairman or two members as co-chairman. The chairman will be a voting member except for the following chair positions: Associate/Student Representative; Scholarship and Education Chair and Volunteer Paralegals Chair. The position of Associate/Student Representative may be held by an associate member or voting member. The Scholarship and Education Chair position may be held by an associate or voting member. The Volunteer Paralegals Chair position may be held by a voting or student member.

Section 4.        Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 5.        Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.        Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7.        Reporting. Each committee shall make a report of its committee meetings and activities, either verbally or in writing, to the Vice President prior to each regularly scheduled Board of Directors meeting, and more often than that if necessary.

## **ARTICLE X** **AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Board of Directors' members present at any regular meeting or at any special meeting, provided that at least two (2) days written notice is given of intention to alter, amended or repeal, or to adopt new bylaws

at such meeting, and subject to ratification by an affirmative vote of three-quarters (3/4) of the voting members of the Corporation who cast a vote. Such amendments should not be in conflict with NALA bylaws. Any amendments must be reported to the NALA parliamentarian and Affiliated Association Director within sixty (60) days of passage.

Section 1. Amendments by the Directors. The directors or any member of the Corporation may propose amendments to the Bylaws at the first Board of Directors meeting of the calendar year.

Section 2. Publication of Proposed Amendments. The directors shall cause any proposed amendment(s) to be published in the official publication together with the notice of the ensuing annual meeting or otherwise included in a notice forwarded to the membership.

Section 3. Presentation of Proposed Amendments. Only amendment(s) submitted in accordance with this Section 12.1 paragraphs A, B, or C herein shall be considered during the course of any annual meeting.

Section 4. Vote Required to Adopt. The affirmative vote of two-thirds (2/3) of the members present in person or represented by proxy at the meeting shall be required to pass an amendment.

## **ARTICLE XI** **MISCELLANEOUS**

Section 1. Calendar Year. The calendar year of the Corporation shall begin on January 1st and shall end on December 31st.

Section 2. Seal. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Missouri."

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Missouri or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereon in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contracts 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. The Board of Directors shall not be allowed to retain counsel to file suit without prior approval of a quorum of the voting members.

Section 2. Checks, drafts, etc. 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 Board of Directors, such instruments shall be signed by any two of the officers of the Corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors 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.

Section 5. Reimbursement. Reimbursement will be made to the Board of Directors, officers, and committee chairpersons for expenses incurred in connection with official duties.

**ARTICLE XIII**  
**CODE OF ETHICS**

Every member of this association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of NALA the National Association of Legal Assistants, Inc., and any other code so adopted by the membership of the Corporation. Violations of the NALA Code shall be grounds for immediate dismissal from membership and/or removal from office.

**ARTICLE XIV**  
**DISSOLUTION**

In the event of dissolution of the Corporation all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining members of the association, notice having been given to members of the Corporation and the NALA affiliated associations director at least fifteen (15) days prior to the meeting. In no event shall any of such property and assets be distributed to any member or private individual.

**ARTICLE XV**  
**RETENTION OF AFFILIATION**

Affiliation with NALA 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 or suspension of affiliation, the Corporation may re-affiliate with NALA by submitting a new application with membership roster, bylaws, sample of educational programs, petition and current initial fee.

In addition to the renewal fee, this association must comply with the required reports and requested procedures as outlined in these bylaws.

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

**ARTICLE XVI**  
**REMOTE COMMUNICATIONS AND ELECTRONIC TRANSMISSIONS**

Section 1.        Electronic Transmission. Any notice of the time, place if any, and purpose of any meeting as specified in these Bylaws; any proxy given by a member; or any vote of the members or directors of the Corporation; or a vote of a committee as specified in these Bylaws shall be deemed given if delivered by electronic transmission. If notice, proxy, or vote is given by electronic transmission, the notice, proxy, or vote is given when electronically transmitted to the individual entitled to receive the same in a manner authorized by the Corporation. Electronic transmission shall be as defined in the Act.

Section 2.        Remote Transmission. If an individual or proxy holder may be present and vote at a meeting by remote communication, the individual or proxy holder shall be given notice of the means of remote communication allowed.

Section 3.        Electronic Meetings. The directors, committee members as specified in the Bylaws, and members may participate in a meeting by means of conference telephone or similar communications equipment by means, of which all persons participating in the meeting can communicate with each other. All participants shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, a meeting as specified in this Section, may be conducted solely by means of remote communication.

**Approved by the St. Louis Paralegal Association Voting Members on July 20, 2011.**