

AMENDED BYLAWS OF THE CHICAGO PARALEGAL ASSOCIATION
(An Illinois Not-for-Profit Corporation)
As of July 12, 2023

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We, the members of the Chicago Paralegal Association (hereinafter referred to as "Association"), have now associated ourselves together to form a nonprofit association and hereby establish these Bylaws for the fundamental guidance of this Association.

ARTICLE I. OBJECTIVES AND PURPOSES

The objectives and purposes are to maintain a high level of professional standards and ethics among its members and within the legal community, to encourage excellence and continuing achievement within the profession, to provide information and education to its members, and to channel the energies of its individual members to the benefit and growth of the paralegal profession and the legal profession as a whole.

ARTICLE II. CODE OF ETHICS

The Association is nonsectarian, nonpartisan, and nonprofit and shall not seek to be a labor organization for its members. Members of the Association shall be bound by the ABA Model Rules of Professional Conduct as codified in the Annotated Model Rules of Professional Conduct ("ABA Model Rules of Professional Conduct"), as well as the Illinois Rules of Professional Conduct of 2010.

In addition to the guidelines stated herein, any other code so adopted by the Board of Directors is incorporated herein in its entirety. This section will be referred to hereinafter collectively as the "Code of Ethics."

ARTICLE III. MEMBERSHIP

SECTION III.01 DEFINITION OF PARALEGAL

"Paralegal" means a person (*regardless of title*) who is qualified through education, training, or work experience and is employed (*or contracted*) by a lawyer, law office, governmental agency, or other entity to work under the direction of an attorney in a capacity that involves the performance of substantive legal work that usually requires a sufficient knowledge of legal concepts and would be performed by the attorney in the absence of the paralegal. (5 ILCS 70/1.35) (*commentary and emphasis added*)

Section III.02 MEMBERSHIP QUALIFICATIONS AND CLASSES

- (A) The members of this Association shall be divided into the following classes:
- (i) Active/Voting Member: An Active/Voting Member is a Paralegal who is currently employed and working under the direction and supervision of an active/licensed Illinois attorney. An Active/Voting Member may also be an individual who is employed as a Paralegal and concurrently attending a paralegal training program. Active/Voting Members have the right to vote in all matters brought before the membership of the Association and may hold office.
 - (ii) Associate Member: An Associate Member is a person who does not qualify for an Active/Voting, Emeritus, or Student membership. This includes, but is not limited to:

- 1) Individuals previously, but not currently, employed as a Paralegal;
- 2) Individuals seeking full-time employment as a Paralegal following completion of a paralegal studies program;
- 3) Individuals employed by a company providing services to law firms/corporations (not under the supervision of an active/licensed attorney);
- 4) Paralegal educators; or
- 5) Additional sponsor memberships.

An Associate Member may attend meetings of the members and may serve on committees, but shall be excluded from holding elected office, appointment as a committee chairperson, and voting in all matters brought before the membership of the Association.

(iii) Student Member: A Student Member is either:

- 1) Currently enrolled in a paralegal training program; or
- 2) A recent graduate of a paralegal training program who is currently seeking, but has not yet secured, employment as a Paralegal.

A Student Member may attend meetings of the members and may serve on committees, but shall be excluded from holding elected office, appointment as a committee chairperson, and voting in all matters brought before the membership of the Association. In addition, a Student Member who has not found employment within six (6) months of graduation will be required to convert their Student membership to an Associate membership.

(iv) Emeritus Member: An Emeritus Member is an Active/Voting Member who has been in good standing with the Association for at least the preceding five (5) consecutive years and is no longer employed as a Paralegal, provided that they have retired from the paralegal profession or are disabled/handicapped. An Emeritus Member may attend meetings of the Association and may serve on committees, but shall be excluded from holding elected office, appointment as a committee chairperson, and voting in all matters brought before the membership of the Association.

(v) Benefactor Member: A Benefactor membership is available to all firms, corporations, educational institutions, legal service providers, and other entities who are interested in supporting the goals of the Association. A Benefactor Member may attend meetings of the Association and may serve on committees, but shall be excluded from holding elected office, appointment as a committee chairperson, and voting in all matters brought before the membership of the Association. This membership category does, however, yield special benefits as approved by the Board of Directors.

(B) The sole authority for the approval or denial of any application for any category of membership in this Association shall rest with the Board of Directors.

(C) No compensation shall be given to any member other than reimbursement for approved out-of-pocket expenses in connection with the Association's related activities.

(D) No member may transfer or assign their membership or any rights arising therefrom.

(E) The Association's membership requirements shall not exclude or discriminate, without limitation, based upon race, color, ethnicity, age, gender, sexual orientation, gender identity and expression, religion, nationality, any disability, military or veteran status, social or economic status, or marital or parental status.

SECTION III.03 MEMBERSHIP DUES

The amount of the annual dues payable by each class of members shall be fixed by the Board of Directors. The membership year shall be the calendar year. Dues are payable on or before the first day of January of each year. Dues of persons admitted to membership after January 1 shall not be prorated for a partial year; provided, however, that payment of dues by a new member between November 1 and December 31 of any year shall entitle the member to membership in the Association for the current and the following membership year.

SECTION III.04 MEMBERSHIP TERMINATION

A member may be expelled from the Association, or a prospective member's application may be rejected by the Association, for any one of the following: (a) nonpayment of dues or other assessments; (b) conviction of a felony; (c) being guilty of conduct actually and substantially found to injure the good name of the Association; or (d) failing to maintain the Code of Ethics.

If a member violates any other provision of these Bylaws or the Code of Ethics and which the Board of Directors determines is not in the best interests of the Association, then such member's membership may be terminated by the Board of Directors by a two-thirds (2/3) vote of the Directors then in office. Such termination shall not be effective unless the member is advised of the specific charges, given a reasonable time to prepare a response, and afforded a hearing before the Board of Directors.

ARTICLE IV. ASSOCIATION MEETINGS

SECTION IV.01 ANNUAL MEETING

The Annual Meeting of the Association shall be held during the month of October in each year and place as may be determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. A notice stating the time, date, and place of the Annual Meeting shall be mailed and/or emailed to each member at least fourteen (14) days in advance of the meeting.

SECTION IV.02 REGULAR BOARD MEETINGS

See Article V, Section 5.06.

SECTION IV.03 SPECIAL MEETINGS

Special Meetings of the Association may be called by the President, the Board of Directors, or in writing by one-third (1/3) of the voting members of the Association, provided that such written notice, specifying the time, place, date, and the principal business of the Special Meeting, is given to all members at least seven (7) days prior to said Special Meeting. At any such Special Meeting, no business shall come before the Special Meeting other than that specified in the notice delivered to each member.

SECTION IV.04 OTHER MEETINGS

Other meetings, for social and educational purposes and not for the transaction of the business of the Association, shall be held on such dates and at such times and places as may be determined by the Board of Directors. The notice and quorum requirements of the General Not-For-Profit Corporation Act of Illinois shall not apply to such meetings.

SECTION IV.05 VOTING RIGHTS

Each Active/Voting Member of the Association shall be entitled to one (1) vote on each matter submitted to a vote of members. An Active/Voting Member may vote:

- (A) In person;
- (B) By written proxy dated not more than thirty (30) days before the meeting named therein, which proxies before being voted shall be filed with the President, President-Elect, and Secretary & Director of Operations, or other person responsible for recording the proceedings of the meeting but the proxy shall terminate after the final adjournment of such meeting;
- (C) By that member's duly authorized attorney-in-fact; or
- (D) By electronic means via the Internet in accordance with such policy established by the Board of Directors of the Association.

The Board of Directors shall appoint two (2) inspectors to act at the meeting or any adjournment thereof, who shall be current Board of Directors not associated with the vote.

In the event any person appointed as inspector fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting. Upon verification of each proxy and tabulation of the votes represented thereby, the inspectors shall execute an "Oath" and a "Certificate of Inspectors", respectively, which forms shall be filed with the minutes of the meetings of the Association.

SECTION IV.06 **MEMBER QUORUM**

One-tenth (1/10) of the Active/Voting Members of the Association, voting in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members. If a quorum is present, the affirmative vote of a majority of the Active/Voting Members present and voting, either in person or by proxy, shall be the act of the members.

ARTICLE V. **BOARD OF DIRECTORS**

Subject to the provisions and limitations of the General Not-For-Profit Corporation Act of Illinois and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the Association's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION V.01 **DIRECTORS**

The Board of Directors of the Association shall include the following positions:

- (A) President;
- (B) President-Elect;
- (C) Treasurer;
- (D) Secretary & Director of Operations;
- (E) Vice President & Director of Membership;
- (F) Vice President & Director of Marketing;
- (G) Vice President & Director of Professional and Student Development; and
- (H) Two (2) Director-at-Large positions.

SECTION V.02 **ELECTION**

All officers, except the President, shall be elected by the Active/Voting membership except as set forth in Article V, Section 5.10. Directors shall be elected to hold office by the Active/Voting membership for a term as outlined in Article V, Section 5.04.

SECTION V.03 **ELECTION PROCEDURE**

The Board of Directors/Officers of the Association shall be elected in the following manner:

- (A) Candidacy Requirements

An Active/Voting Member may declare as a candidate for any office, except President, by submitting to the President, President-Elect, and Secretary & Director of Operations a statement of candidacy containing their name and qualifications for office. Such a statement of candidacy must be received seven (7) days prior to the deadline for publication of candidacy statements.

Prior to the publication of such a statement of candidacy, a member wishing to run for the Board shall meet the following criteria:

- (i) Have been an Active/Voting Member of the Association for at least one (1) year;
and
- (ii) Shall have attended at least three (3) meetings of the Board prior to their election.

(B) List of Candidates and Voting

The Secretary & Director of Operations shall cause notification to be sent to each voting member of the Association declaring the polls open and cause the name of each candidate for elective office to be published on the Association's website, which shall be made available to the voting members no later than seven (7) days before the Annual Meeting election. At any meeting of members at which the annual election of directors shall take place, the President, President-Elect, Secretary & Director of Operations, and Treasurer shall act as inspectors of elections. Said inspectors shall ascertain and report the number of votes represented at the meeting in person or by proxy, and shall count the votes and report the results of the election of directors. The report of the inspectors of election shall be in writing, shall be signed by all present inspectors, and shall be made available in the Association's publications.

(C) Election Results

The inspectors of election shall certify the election results and declare (1) the person running for each office to be elected, or (2) an office to be vacant.

SECTION V.04 TENURE

Officers and directors of the Association shall be elected for a two-year term by the Acting/Voting members of the Association. Officers and directors shall be divided into two classes: Class I consisting of the President-Elect, Treasurer, and Secretary & Director of Operations elected in odd-numbered years and Class II consisting of Vice President & Director of Membership, Vice President & Director of Marketing, Vice President & Director of Professional and Student Development, and Director-at-Large elected in even-numbered years. Officers and directors are elected to hold office subject to the term limits outlined below or until the election and qualification of their respective successors.

<u>Elected Position</u>	<u>Consecutive Term Limit</u>
President	One (1) term limit
President-Elect	One (1) term limit
Treasurer	Three (3) term limit
Secretary & Director of Operations	Three (3) term limit
Vice President & Director of Membership	Three (3) term limit
Vice President & Director of Marketing	Three (3) term limit
Vice President & Director of Professional and Student Development	Three (3) term limit
Director-at-Large	Three (3) term limit

SECTION V.05 **RESPONSIBILITIES**

In addition to the responsibilities otherwise set forth in the Bylaws, the Board of Directors shall be responsible for holding meetings, conducting official business, reviewing matters, making recommendations to the general membership, calling special meetings when necessary, setting policy for approval by the membership, knowing the responsibilities of office, understanding these Bylaws, and encouraging legal education. Directors shall attend at least seventy-five percent (75%) of all meetings of the Board and shall serve on at least one (1) committee.

SECTION V.06 **REGULAR BOARD MEETINGS**

In addition to the other functions sponsored by the Association, there shall be a Regular Meeting of the Association's Board of Directors at least once per month, unless otherwise called by the Board of Directors. A notice stating the time, date, and place of the Regular Board Meeting must be given to members at least seven (7) days in advance. The Board of Directors, by two-thirds (2/3) vote, may change the date of any Regular Board Meeting, in the event of special circumstances.

SECTION V.07 **BOARD OF DIRECTOR RETREAT**

An Annual Board Retreat shall be held in the month of November or December, the specific days and times to be scheduled by the President, President-Elect, and Secretary & Director of Operations to accommodate as many members of the Board of Directors as possible for the purpose of exchanging materials, reporting projections, setting the budget, and transacting such other business as may be properly brought before the meeting.

SECTION V.08 **BOARD QUORUM**

At all meetings of the Board of Directors, a majority of the existing directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or these Bylaws.

SECTION V.09 **ACTION WITHOUT MEETING**

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board of Directors consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

SECTION V.10 **RESIGNATION, REMOVAL, AND VACANCIES**

- (A) Each Director shall hold office until the expiration of the term for which they were elected and until their successor is elected and has qualified or until their earlier death, resignation, removal, or disqualification.

(B) A Director may resign by submitting a written notice to the President, President-Elect, and Secretary & Director of Operations of the Association. This notice shall contain the date the resignation is to take effect.

(C) A Director may be removed from office by a simple majority vote of the Board of Directors.

(D) Any Director who becomes unemployed during their tenure in office shall serve the remainder of the term for the office to which they were elected. If the Director is not employed as a Paralegal at the end of their term, then the Director may not re-run for election.

(E) In the event of a vacancy in the office of President, the President-Elect shall succeed to the office for the unexpired term. A vacancy in any other office shall be filled by appointment of the Board of Directors.

ARTICLE VI. OFFICERS

The officers of the Association shall be a President, a President-Elect, a Treasurer, and a Secretary & Director of Operations. The Association may also, at the direction of the Board, appoint one or more members of the Board of Directors as officers in accordance with the provisions of these Bylaws.

SECTION VI.01 PRESIDENT

Subject to the control of the Board, the President shall have the powers of general supervision, direction and control of the business and officers of the Association. The President shall preside at all meetings of the members and at all Board meetings. The President shall have such other powers and duties as the Board or the Bylaws may prescribe. The President shall be an *ex officio* member of all committees of the Association and shall have the general powers and duties of management usually vested in the office of President. Any member wishing to seek the office of President shall have served one (1) year as a director or officer of the Association prior to taking office.

The President shall be the person who has served as President-Elect during the preceding fiscal year, if they are still an Active/Voting Member of the Association.

SECTION VI.02 PRESIDENT-ELECT

The President-Elect shall serve up to one term limit in the capacity of President-Elect. Once a member has served their term as President-Elect, they automatically become President for the following full term. Once a member has been elected President-Elect, the membership cannot alter its decision regarding the succession of that member to the presidency, unless the President-Elect vacates/resigns from office during their term or unless grounds arise for being removed from that office.

If the President-Elect succeeded to the office of President because of a vacancy during their term, they shall be entitled to serve as President for the full term following the term for which they were elected President-Elect. If the President-Elect has resigned or has been removed from office and the vacancy has not been filled, or if the President-Elect is ineligible or unwilling to serve, the President shall be elected by the voting members.

In the absence or disability of the President, the President-Elect shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or Bylaws.

SECTION VI.03 **TREASURER**

The Treasurer shall have custody of all funds of the Association and shall report to the Board of Directors on a monthly basis, at a minimum, the financial condition of the Association. The Treasurer shall perform all other duties incident to the position and as may be assigned to the Treasurer by the President or by the Board of Directors.

SECTION VI.04 **SECRETARY & DIRECTOR OF OPERATIONS**

The Secretary & Director of Operations shall (a) give all notices as may be required by these Bylaws or by law; (b) keep the minutes of the meetings of the members and of the Board of Directors; (c) have custody of the minute books and seal of the Association unless the Board of Directors determines that such minute books and seal of the Association shall be in the custody of another officer; (d) certify copies of these Bylaws, resolutions of the members, directors and committees of the Association, and other documents of the Association as true and correct copies thereof; and (e) in general perform all other duties incident to the office of Secretary & Director of Operations or assigned to the Secretary & Director of Operations by the President or by the Board of Directors from time to time.

ARTICLE VII. **COMMITTEES**

The Board of Directors may create one or more standing and special committees and shall determine the composition, term, powers, and duties of all such committees. No committee shall exercise the authority of the full Board. The President or another person designated by the President shall be an *ex officio member* of all committees except nominating committees. The Board of Directors shall appoint one or more member(s) of each committee to act as the chairperson or co-chairpersons thereof.

ARTICLE VIII. **FINANCIAL RESPONSIBILITY**

SECTION VIII.01 **ACCOUNTS**

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association as may be ordered by the Board and shall render to the Board upon their request an account of all transactions entered into by the Treasurer and of the financial condition of the Association. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or Bylaws.

SECTION VIII.02 **COMPENSATION**

No member of the Association or the Board shall receive any monetary remuneration for services rendered to the Association except as authorized by the Board. No member of the Association, the Board, or any other individual shall have any personal proprietary or beneficial interest in the property or funds of the Association either during its existence as an Association or upon its dissolution.

SECTION VIII.03 **FUNDS**

All monies of this Association shall be deposited in its name and shall be withdrawn only on the signatures of the Treasurer, President, and/or Secretary & Director of Operations or any two acting together. The procedures for determining the budget and for making expenditures not provided for in the budget shall be set forth in the Association's Procedures Manual, as amended from time to time.

SECTION VIII.04 **ASSOCIATION BOOKS**

The Treasurer shall close the books and prepare a balance sheet as of December 31 and deliver all books, records, and accounts to the Board of Directors within a reasonable time thereafter. Any member, Director, or agent, or lawyer of any member or Director, may inspect and examine the books or records of the Association for any reason and proper purpose during normal business hours.

SECTION VIII.05 **FISCAL YEAR**

The Fiscal Year of the Association shall be established by the Board of Directors.

ARTICLE IX. CONTINUING LEGAL EDUCATION

Continuing Legal Education (CLE) is significant to the growth and development of all paralegals, and it is strongly recommended that each member of the Association attain at least three (3) CLE credits, including one (1) CLE credit of ethics, per year.

ARTICLE X. PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Newly Revised, shall be the parliamentary authority where applicable and where there is no conflict between said Rules and the Bylaws or Procedures and Policies of the Association.

ARTICLE XI. AGENTS, REPRESENTATIVES, AND CONTRACTS

The Board of Directors may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power of authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable peculiarly for any purpose or to any amount.

ARTICLE XII. AMENDMENTS

SECTION XII.01 BYLAWS

Any Active/Voting Member may submit a proposed amendment to the Bylaws by delivering the proposed resolution in written form to the Secretary & Director of Operations of the Association. Proposed amendments shall be considered by the Board of Directors, who shall recommend a vote for or against the adoption thereof. These Bylaws may be altered, amended, and repealed, as adopted by the Board of Directors. These Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation of the Association.

SECTION XII.02 ARTICLES OF INCORPORATION

The Board of Directors shall have power to amend the Articles of Incorporation of the Association by vote of a majority of the voting directors of the Association at a meeting called for such purpose.

ARTICLE XIII. INDEMNIFICATION

The Association shall indemnify any officer or former officer of the Association for expenses and costs (including attorneys' fees) actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of their being or having been such director or officer, except in relation to matters as to which they shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought.