

BYLAWS

(as revised by the membership October 2008)

AMERICAN ASSOCIATION FOR PARALEGAL EDUCATION

ARTICLE I NAME AND PURPOSE

1.1 Name. The name of this corporation is the AMERICAN ASSOCIATION FOR PARALEGAL EDUCATION, INC. (AAfPE), hereinafter referred to as "Association."

1.2 Incorporation. This Association was incorporated in the State of Delaware on May 13, 1982.

1.3 Purpose. The purpose of this Association is the improvement of the paralegal profession through the fostering of high standards of paralegal education. The Association is organized and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954. The Association shall not be operated for profit and no part of its net earnings shall inure to the benefit of any of its officers or members or of any private individual. Specifically, the Association may perform, but is not limited to the following:

- (a) Promoting high standards for paralegal education.
- (b) Providing a forum and opportunities for professional improvement for paralegal educators and others concerned with paralegal education.
- (c) Developing a vehicle for the approval of paralegal education programs in cooperation with the American Bar Association and other institutions and professional associations.
- (d) Planning, promoting and holding an annual conference and other seminars for the Association.
- (e) Providing technical assistance and consultation services to institutions, educators and employers.
- (f) Promoting worthwhile research endeavors and collect, develop, and disseminate information related to paralegal education and the paralegal profession.

- (g) Promoting the goals and interest of the Association through cooperation with other national, regional, and local groups and organizations.

ARTICLE II MEMBERSHIP

2.1 Qualifications for Voting Membership. The voting membership of this Association shall consist of the institutions whose paralegal education programs either currently 1) are approved by the American Bar Association or 2) are in substantial compliance with the ABA guidelines for approval of legal assistant programs and are institutionally accredited by an accrediting agency recognized by the Commission on Higher Education Accreditation of the United States Department of Education or the comparable agency in the country where the program is located. These members are referred to as “institutional members” or “voting members.” All procedures, rules and regulations regarding membership are to be determined by the Board of Directors and set out in the Standing Rules of this Association.

2.2 Qualifications for Non-voting Membership. Non-voting membership in this Association shall be open to all individuals, firms, institutions and organizations interested in promoting the purposes of this Association. Such memberships shall be classified as follows:

2.2.a Individual membership for paralegal program educators or administrators who foster paralegal education and endorse the policies of AAFPE and whose institution is a member or individuals who have been program educators or administrators but who are no longer associated with a member institution.

2.2.b Associate membership shall be open to all institutions that promote the purposes of this association and offer a program of paralegal education, but that do not yet qualify for voting membership as set forth in Section 2.1 above.

2.2.b(1) Associate Members shall demonstrate their dedication to the purposes of AAFPE by providing evidence of (1) a well-designed curriculum with a logical sequence of courses that emphasize interactive learning and assignments that teach practical job-related skills in conjunction with underlying legal theory; (2) a learning environment that provides access to legal research library facilities and quality classrooms that provide opportunities for interaction among students and between students and the instructor; (3) a faculty which consists of legal professionals or other qualified persons in good standing in their profession who possess the necessary expertise and experience in their subject area and who have experience working as or with

paralegals; (4) advertise their programs in an ethical manner and in full compliance with all applicable laws and regulations; (5) providing adequate release time or other compensation for their program director and administrative support for the program director to develop, monitor and accomplish the goals and objectives of the program; and (6) provide student services that include academic counseling and career information and counseling.

2.2.b(2) Only Institutional members may use AAFPE membership for advertisement or endorsement purposes; however, other members in good standing may identify themselves utilizing the following statement: *(name) is a (membership category) of the American Association for Paralegal Education (AAFPE).*

2.2.c Sustaining membership for law firms, agencies, organizations, consultants and other individuals who foster paralegal education and endorse the policies of AAFPE.

2.2.d Affiliate membership shall be open to any institution that offers a program of paralegal education and ascribes to the policies of AAFPE, but does not qualify as an Institutional or Associate Member.

2.2.e Honorary and Emeritus memberships as deemed appropriate by the Board of Directors according to standards promulgated by the Board.

2.3 Application for Membership. Application for all classifications of membership shall be made to the Association pursuant to the rules and procedures and on the forms approved by the Board of Directors, as set out in the Standing Rules of this Association.

2.4 Annual Membership Dues.

2.4.a Membership dues shall be paid annually in the amount established by the Board of Directors. A one-time initiation fee shall be paid by each voting member school, the amount to be as approved by the Board of Directors and set out in the Standing Rules of this Association.

2.4.b Membership dues are due and payable on January 1 of each year. Dues paid after April 30 are subject to a late fee to be determined by the Board of Directors, but that fee will not exceed 10% of the delinquent sum. Dues for the membership year January 1 – December 31 that are not paid on or before September 1 are delinquent. An institution that is delinquent in the payment of its dues is not a member in good standing and is not eligible to vote at the annual or any special meeting. An institution seeking membership must submit an application and have it

approved, by September 1, and pay the current year's dues prior to the official opening of the Annual Conference in order to be counted as part of a quorum and to vote at the annual or any special meeting.

ARTICLE III MEETINGS

3.1 Meetings. This Association shall meet annually at a time and place fixed by the Board of Directors. The Board of Directors may call a special meeting of the Association at such time and place as it shall deem appropriate. Thirty (30) days' notice of any special meeting, including the purpose for the meeting, shall be given each voting member of the Association. All members may attend membership meetings.

3.2 Delegates. Each member educational institution that meets the qualifications for voting membership shall appoint one delegate to represent the institution for purposes of voting. The member institution must notify the Board of Directors of the name of the delegate when dues are paid. If the delegate is changed, the name of the new delegate must be submitted to the Board of Directors or its designee prior to the taking of the first vote at the next annual conference. Only these delegates may address the meeting and vote.

3.3 Quorum, Voting and Rules of Procedure. No business may be transacted at any membership meeting unless a quorum is present. A quorum consists of representatives of fifteen percent (15%) of the voting member schools in good standing as defined in Sections 2.1 and 2.4.b. A quorum includes the delegates present as well as valid proxies, as determined by Section 3.5. At any meeting of the membership, where a quorum is present, all questions properly before such meeting shall be determined by a simple majority vote of the votes cast, except as shall otherwise be contrary to any specific provision of these bylaws. Votes cast shall not include blank ballots or abstentions. Each school has one vote, to be cast by the school's voting member duly selected under the provision of Section 3.2 or, in the member's absence, by the designated proxy or alternate proxy as set out in Section 3.5 below. If there is no quorum at an annual meeting, the Board of Directors will continue to serve for another full year, and the decisions of the Board will be deemed to be the decisions of the membership. If there is no quorum at two successive annual meetings, the Board of Directors may move to dissolve the organization, under Article IX.

3.4 Written Ballot. By a majority vote of the votes cast, any proposition before a meeting of the membership may be taken by written ballot, anonymously. Votes cast shall not include blank ballots or abstentions.

3.5 Voting by Individual Proxy. At any meeting of the membership of the Association, any member in good standing shall have the right to vote either in

person or by individual proxy. A member may appoint another member in good standing and one alternate as proxy by an appropriate written designation and proxy, all on such forms as approved by the Board of Directors. Any such individual proxy shall be valid only for that single meeting for which it shall have been given and not otherwise. No person shall solicit proxies and proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the Secretary. Any individual proxy shall be filed by a member with the Secretary fifteen (15) days before any meeting shall have been called to order.

ARTICLE IV OFFICERS AND DIRECTORS

4.1 Officers. The officers of this Association shall be the immediate past president, president, president-elect, treasurer, and secretary.

4.2 Program Category Directors. There shall be one director elected from the institutions offering Associate Degrees, one from those offering Bachelor degrees, and one from those offering Certificates. These directors shall be elected by the delegates at the annual meeting.

4.3 Regional Directors. There shall be one director elected from each of the five regions: North Central; South Central; South East; North East; and Pacific. The Board of Directors shall be responsible for defining the geographic boundaries of these regions. These Directors shall be elected by the delegates from the respective regions at the annual meeting.

4.4 Qualifications of Officers and Directors.

4.4.a An officer or director must be legally competent to enter into contracts.

4.4.b The officers and directors shall be selected from educators or administrators of voting member institutions in good standing.

4.4.c Only one educator or administrator of a voting institution shall serve on the Board at any one time. The immediate past president shall be ineligible for immediate election to the Board, but shall be so eligible after one (1) full year off the Board.

4.5 Officers: Powers and Functions.

4.5.a The president shall be the chief executive officer of the Association, shall be primarily responsible for carrying out all purposes,

policies and activities established or specified by the Board of Directors and as set out in the bylaws. The president shall preside at all meetings of the Association and of the Board of Directors, and shall be the ex-officio member of all committees, except the Nominating Committee. The president shall appoint chairs to standing and special committees, unless otherwise provided for in these bylaws.

4.5.b The president-elect shall perform all duties of the president in the absence of the president for whatever cause, and otherwise assist the president in implementing the established policies of the Board and bylaws. This officer shall also be the Membership Committee chair. The president-elect shall automatically assume the presidency after the president's term expires.

4.5.c The secretary shall be responsible for minutes of all meetings and keeping permanent minutes. This officer shall assist the president in any way, including giving notice of meetings.

4.5.d The treasurer shall approve deposit all funds and approve all disbursements, subject to approval of the Board of Directors and as provided in the budget. The treasurer shall be the chair of the Finance Committee, which committee shall prepared a budget for the ensuing fiscal year which shall be adopted by the Board of Directors. All disbursements of the Association funds must be by Association check, approved by the treasurer or the president. The treasurer shall submit a written financial report at each regular meeting of the Association and of the Board of Directors.

4.6 Election of Officers and Directors. The officers and directors shall be elected by the designated delegates at the annual meeting.

4.6.a The president shall appoint a chair of the Nominations Committee at least sixty (60) days prior to the annual meeting of the Association to present a slate of officers and directors to the delegates thirty (30) days prior to the annual meeting unless otherwise provided for in these bylaws. The president shall appoint a parliamentarian who is familiar with the Association bylaws and the current edition of Robert's Rules of Order Newly Revised to provide expert advice on parliamentary procedure at the annual business meeting. No name shall be on the slate without the consent of the candidate.

4.6.b At the annual meeting, nominations from the floor shall be accepted.

4.6.c Election for officers and program Directors shall be by majority vote of the votes cast among all voting members. Election of Regional

Directors shall be by majority vote of votes cast among all voting members from that region.

4.6.d If no candidate receives a majority vote on the first ballot, the two candidates with the most votes will be the only candidates on the second ballot. If no candidate receives a majority vote on the first ballot, and the next candidates are tied, there will be a run-off election between the tied candidates. Then there will be a final ballot listing the winner of that run-off election and the candidate who received the most votes on the first ballot.

4.7 Removal from Office. If any officer or director, whether elected or appointed, is absent from three regular Board meetings without good cause, the Board by a two-thirds vote may declare a vacancy and the president shall appoint a successor, subject to approval by a majority of the Board of Directors.

4.8 Vacancies. If the office of president becomes vacant, the president-elect shall immediately assume the unexpired term, followed by that officer's own full term as president. If the office of president-elect becomes vacant, that office shall be filled by appointment by the president, subject to approval by a majority of the Board of Directors. At the next annual meeting, the positions of president and president-elect will be placed on the ballot. Other unexpired terms of office created by similar vacancies shall be filled by appointment by the president, subject to approval by a majority of the members of the Board of Directors until the next annual meeting at which time a candidate shall be elected to fill the remainder of the term. An officer or director who ceases to meet the requirement of being an educator or administrator at a voting member institution may continue to serve as officer or director until the next annual meeting, at which time a candidate shall be elected to fill the remainder of the term. A director, elected as a representative of a member institution offering a specific type of paralegal program, who ceases to meet the requirement of being an educator or administrator of a voting member institution offering that type of paralegal program may continue to serve as director until the next annual meeting, at which time a candidate shall be elected to fill the remainder of the term. A director, elected as a representative of a member institution from one of the five regions, who ceases to meet the requirement of being an educator or administrator of a voting member institution from that region may continue to serve as director until the next annual meeting, at which time a candidate shall be elected to fill the remainder of the term.

4.9 Terms of Office. The term of office for president, president-elect, and past president shall be for one (1) year. The term of office for treasurer and secretary shall be for three (3) years. Directors are elected for three (3) year terms. No elected officer or director may serve for more than two consecutive terms in the same office. The time spent in filling a partial term created by removal or

vacancy shall not count towards the two term limitation. No officer or director shall hold more than one office.

ARTICLE V BOARD OF DIRECTORS

5.1 Voting Members of the Board of Directors. The president, president-elect, immediate past president, secretary, treasurer, and directors set forth in 4.2. and 4.3 are voting members of the Board.

5.2 Conducting Board Business. The Board may conduct business by mail, fax, telephone conference, e-mail, or other electronic means or by meetings. In the event of a vote by mail, fax, telephone conference, e-mail, or other electronic means, the majority vote of all members of the Board shall be required to approve any action. The president shall call Board meetings to be held at least semi-annually, the time and place to be designated by the president, with the approval of the Board of Directors. If the president is unable or unwilling to convene the Board, with ten days written notice by certified mail return receipt requested, a majority of the voting members of the Board may call for Board business to be conducted by a meeting, mail, fax, telephone conference, e-mail, or other electronic means.

5.3 Reimbursement for Expenditures. No officer, director, chair or member shall be compensated for Association duties. However, persons may be reimbursed for out-of-pocket expenses in connection with Association related activities, provided the expenses have been authorized by Standing Rule, the Board, or president prior to expenditure.

5.4 Powers of the Board.

5.4.a Except as otherwise hereinafter provided, the business of this Association shall be managed and controlled by its Board of Directors. The Board may exercise all the powers, authority and discretion which may be exercised by the members of the Association, except such as are by other provisions of these bylaws, either specifically reserved to the membership or alternatively are delegated to specific officers.

5.4.b An Executive Director may be appointed and removed by the Board of Directors.

5.4.c The Board of Directors in performing its duties with respect to the management of this Association shall have the power and authority to establish sections, conferences, divisions or commissions for its membership pursuant to such rules, regulations, and qualifications as the Board may adopt not inconsistent with these bylaws.

5.5 Indemnification. Directors and officers shall not be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Association, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived any improper personal benefit.

5.6 Annual Report. The Board shall make an annual report to the Association and circulate to the member schools such other reports and publications as the Board deems desirable.

ARTICLE VI COMMITTEES

6.1 The standing committees shall include, but not be limited to the following: Membership, Finance, and Nominations.

6.2 Other committees, standing or special, may be appointed by the president as the Association or Board shall deem necessary to carry on the work of the Association.

6.3 Standing and Special Committee Chairs shall be any member in good standing. All Standing and Special Committee Chairs shall be appointed by the president.

6.4 All committee chairs serve a one year term.

6.5 If a vacancy exists in any chair for any cause, the president shall immediately appoint a successor.

6.6 Duties of the Standing Committees and Special Committee Chairs are as set out in the Standing Rules of this Association, as approved by the Board of Directors of this Association.

ARTICLE VII PARLIAMENTARY AUTHORITY

7.1 The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority where applicable and where there is no conflict between those rules and the bylaws of this Association.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

8.1 Amendments: Proposing. The draft of proposed amendment(s) to these bylaws (including the requirements and approved policies they embody) shall be filed with the Secretary at least two (2) months prior to the annual meeting. The Secretary shall forward a copy of the proposed amendments to be distributed to the voting membership at least thirty (30) days prior to the date of the annual meeting.

8.2 Amendments: Voting. A proposed amendment shall not be adopted unless it is approved by two-thirds of the votes cast on the proposed amendment at the annual meeting. A member school shall not be counted as voting unless it votes for or against the amendment. The votes cast shall not include blank ballots and abstentions.

**ARTICLE IX
DISSOLUTION**

9.1 Dissolution. In the event of dissolution of this Association, all property and assets shall be distributed to a non-profit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the Board of Directors. In no event shall any of such property and assets be distributed to any member or private individual.