

SEVENTH AMENDED AND RESTATED BYLAWS OF
UTAH PARALEGAL ASSOCIATION

ARTICLE I
NAME

The name of this association shall be Utah Paralegal Association (hereafter "Association" or "UPA"). This Association shall be affiliated with the National Association of Legal Assistants, Inc. (hereafter "NALA").

ARTICLE II
OBJECTIVES, PURPOSES, AFFILIATION, AND DEFINITIONS

2.1 Specific Objectives and Purposes. This Association shall have as its objectives and purposes the following:

2.1.1 To inform the legal community and the general public of the functions and capabilities of paralegals;

2.1.2 To provide further education for paralegals;

2.1.3 To establish standards of professional and ethical conduct and encourage a high order of ethical and professional attainment;

2.1.4 To provide mutual support and encouragement among the members of the paralegal profession and establish good fellowship among Association members, NALA and members of the legal community;

2.1.5 To aid in the advancement of employment opportunities for paralegals;

2.1.6 To cooperate with the Utah State Bar and other legal associations; and

2.1.7 To support and carry out the programs, purposes, aims and goals of NALA.

2.2 Affiliation. This Association shall be a nonsectarian, nonpartisan, nonprofit and non-bargaining unit.

2.2.1 No actions or programs may be initiated or undertaken (now or in the future) in conflict with the Bylaws of NALA or of the policies of that association.

2.3. Legal Assistant and Paralegal. The terms legal assistant and paralegal are used interchangeably and are considered the same within the terms of these Bylaws.

2.4. Terms of Credentialing. The terms "certified paralegal," "certified legal assistant," "CLA," "CP," "Advanced Certified Paralegal," "ACP," "Certified Legal Assistant-Specialist," and "CLA-S" are copyrighted terms of NALA pertinent to NALA's credentialing process.

2.5 "In-house training as a paralegal." This term shall mean attorney education of the employee concerning paralegal duties. In addition to review and analysis of assignments, the paralegal should receive a reasonable amount of instruction directly related to the duties and obligations of a paralegal.

2.6 Communications. Unless otherwise specified in any bylaw, the word "mail" or other references herein implying communications with members of this Association, shall presume that such communication, including notices of meetings, shall be by electronic mail ("e-mail"). In the event a member notifies the Association she or he does not have e-mail access, such communications to such member shall be by United States mail, first-class postage pre-paid. This definition shall not be construed to preclude the use of other methods of delivery of communications as decided by the President or Executive Committee.

ARTICLE III
MEMBERSHIP-CLASSIFICATIONS AND APPLICATION

3.1 Classification of Membership. Membership in this Association shall be open to the following:

3.1.1 Active Member.

3.1.1.1 Any individual who has successfully completed the Certified Legal Assistant /Certified Paralegal ("CLA/CP") examination of NALA, plus is currently employed and under the supervision of an attorney, who attests that such person is qualified as a paralegal; or

3.1.1.2 Any individual who has graduated from an American Bar Association ("ABA") approved program of study for paralegals, plus is currently employed and under the supervision of an attorney, who attests that such person is qualified as a paralegal; or

3.1.1.3 Any individual who has successfully completed a course of study for paralegals which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of thirty semester hours (forty-five quarter hours) of classroom study in law or law-related courses including, without limitation, classroom direction in Legal Research, Legal Writing, Legal Procedure, the American Judicial System, and Substantive Law. All such courses of study, curricula and successful completion of same shall be verified by the Membership Committee as having met the standards of this provision, plus is currently employed and under the supervision of an attorney, who attests that such person is qualified as a paralegal; or

3.1.1.4 Any individual who has successfully completed a course of study for paralegals other than those courses set forth in 3.1.1.2 and 3.1.1.3 above, plus not less than one year of in-house training as a paralegal, as defined and adopted by this Association, and whose supervising attorney attests that such person is qualified as a paralegal; or

3.1.1.5 Any individual who has received an associate or baccalaureate degree in any field, plus not less than one year of in-house training as a paralegal, as defined and adopted by this Association, and whose supervising attorney attests that such person is qualified as a paralegal; or

3.1.1.6 Any individual who has a minimum of three years of law-related experience under the supervision of an attorney, plus not less than one year of in-house training as a paralegal, as defined and adopted by this Association, and whose supervising attorney attests that such person is qualified as a paralegal; or

3.1.1.7 Any individual who has completed not less than two years of in-house training as a paralegal, as defined and adopted by this Association, and whose supervising attorney attests that such person is qualified as a paralegal; or

3.1.1.8 Any individual who was issued and is designated as a Licensed Paralegal Practitioner by the Utah State Bar and by the authority of the Utah Supreme Court.

3.1.2 Associate Members shall be non-voting members:

3.1.2.1 Any individual who has not met the requirements of Active membership, but who is in the process of completing said requirements; or

3.1.2.2 Any individual who is a member of a law or law-related profession and who endorses the paralegal concept or is involved in the promotion of the paralegal profession; or

3.1.2.3 Any individual who is a member of another regional paralegal association.

3.1.3 Student Member. Any individual who is a student in good standing in any program of study for paralegals and whose program director attests that such person is currently enrolled.

3.1.4 Sustaining Members shall be non-voting members. Any individual, law firm, association, or paralegal program which endorses the paralegal concept or who is actively involved in the promotion of the paralegal profession and who contributes annual dues as set forth in the Standing Rules of the Association.

3.1.5 The Board of Directors of this Association may at any time or from time to time prescribe further rules and regulations defining and governing the admission of individuals to any classification of membership

in this Association, which rules and regulations shall be set forth in the Standing Rules of the Association.

3.2 Applications for Membership.

3.2.1 Application.

3.2.1.1 Applications for membership shall be submitted on forms approved by the Board of Directors. The forms should clearly state that this Association is an affiliated association of the National Association of Legal Assistants, Inc. and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by this Association;

3.2.1.2 Applications for membership shall be accompanied by dues for the current year as provided in these Bylaws and the Standing Rules of this Association;

3.2.1.3 Applications for membership shall be accompanied by documentation that the applicant has met the qualifications required by these Bylaws for that class of membership applied for.

3.2.2 Approval. Approval of membership shall be noted on the application forms where specified.

3.2.3 Rejection. An application for any class of membership shall be rejected if the applicant has not met any one or more of the qualifications required for the class of membership applied for or the applicant has been convicted of a felony.

3.2.4 Notification. Notice of new members whose applications have been approved by the Membership Committee shall be presented to the Association membership by the Chair of the Membership Committee.

3.2.5 Appeal. Any individual whose application for membership is rejected shall have the right to a written explanation from the Membership Committee and, further, shall have the right to make written appeal to the Board of Directors within 30 days of notification of such rejection. Appeals to the Board of Directors for reconsideration of the application shall be voted on at the next regularly called meeting of the Board and shall be decided by a two-thirds vote of ballots cast. The Board's decision on appeal shall be final.

ARTICLE IV MEMBERSHIP TERMINATION

4.1 Voluntary Termination. A member of this Association may resign from membership at will by submitting a written resignation to the Second Vice President of the Association. Unless otherwise specified, such resignation shall be deemed to be effective upon receipt, and dues for the current year shall be forfeited.

4.2 Involuntary Termination. Provisions for terminations of membership, as determined by a two-thirds vote of the Board of Directors, shall be as follows:

4.2.1 Violation of NALA's Code of Ethics and Professional Responsibility and UPA's Rules of Professional Conduct including a felony conviction, in which case dues for the current year shall be forfeited; or

4.2.2. Nonpayment of dues by January 20 of each year.

4.3 Provisions for Appeal.

4.3.1. An individual whose membership in this Association shall have been terminated may make a written appeal within 10 calendar days of written notification of termination, as follows: (i) To the Board of Directors, which appeal shall be voted on at a meeting of the Board held within 10 calendar days of the date of appeal; and (ii) if such appeal is denied, and Article 7.3 notwithstanding, then the individual may request the Secretary to immediately issue notice of a special meeting of membership for the purpose of considering reinstatement of the individual, which special meeting shall be held within 20 calendar days of the denial of appeal. A member will be reinstated only upon a majority vote at that meeting.

4.3.2. No individual whose membership has been terminated and whose appeal is pending shall exercise any rights of membership.

ARTICLE V DUES AND ASSESSMENTS

5.1 Initiation Fee. All new Active Members shall pay an initiation fee established by the Board of Directors as set forth in the Standing Rules of this Association.

5.2 Annual Dues. The annual dues for Active, Student and Sustaining Members shall be fixed by the Board of Directors and set forth in the Standing Rules of this Association. Dues shall not be increased other than at the time of renewal and may be prorated for members joining after July 1 at the discretion of the Board of Directors. Dues shall be due on January 1 of each year, payable by January 20. If dues are not postmarked by January 20 each year, a reinstatement fee shall be assessed.

5.3 Penalty Fee. A penalty fee shall be assessed of those members not completing the minimum-hour continuing education requirement, as set forth in Article VI. The penalty fee for the member's first year of not meeting CLE requirements shall be a minimum of \$10 and \$50 for each year thereafter. Applications not meeting the CLE requirements must also be approved by the Board of Directors.

5.4 Bank fees. Checks which are not honored for payment by a member's banking institution (i.e. "Bounced Check") shall be assessed an amount set forth in the Standing Rules of this Association.

ARTICLE VI CONTINUING EDUCATION REQUIREMENTS

6.1 Requirements. Active Members of this Association shall complete a minimum of 6 hours of continuing legal education ("CLE") credit per fiscal year, one of which must be an ethics or professional civility credit.

6.2 Sources. The CLE credit requirement may be satisfied from any of the following sources, subject to the approval of the Education Committee:

6.2.1. One-hour CLE credit per one hour of seminars or classroom instruction offered by paralegal associations, established bar associations, universities, colleges, or by other approved sources dealing with one or more aspects of law and the legal profession; or

6.2.2. One-hour CLE credit per one hour of seminars or classroom instruction offered by paralegal associations, established bar associations, universities, colleges, or by other approved sources, not directly concerned with law, which would be of some benefit to an individual working in the paralegal profession; or

6.2.3. Other continuing education in the legal field, such as viewing a video tape, attending in-house training, teaching a class, publishing a paper, taking the CLA/CP exam, or doing any other relevant activity. The Education committee may, on a case-by-case basis, decide the number of CLE credits to award for activities such as preparing and teaching a class, or publishing a paper.

6.3 Waiver or Proration. The CLE credit requirement may be waived or prorated, on a case-by-case basis, by the Education Committee for members showing good cause why they were unable to fulfill their continuing education requirements. In the absence of an Education Committee, the Board of Directors will make the decision to waive or prorate CLE credit.

ARTICLE VII MEETINGS

7.1 Attendance. All members, Active, Student, Sustaining, and Associate, shall be entitled to attend regular and special meetings. Attendance at Board meetings is by invitation of the Board.

7.2 Regular Meetings are the Annual Meeting, Continuing Legal Education (CLE), Region Meetings, and Specialty Practice Meetings.

7.2.1 Annual Meeting. The Annual Meeting of the membership shall be held at the time fixed by the Board of Directors during the month of October each year. It may be held in conjunction with Association-sponsored CLE. Officers of the Association shall be elected by electronic voting platform prior to the Annual Meeting with the results of the election announced at the Annual Meeting. Notice of the election results will also be provided to the Membership via email within one (1) week after the Annual Meeting. The voting platform shall not be available more than 25 calendar days prior to the Annual Meeting with polls closing at least three (3) business days prior to the Annual

Meeting. The Board of Directors has discretion to set the polling timeframe within the conditions set forth above. Officers shall be installed and assume their duties at the next succeeding board meeting after the date the election is held. A chart for calculating time is part of the Standing Rules. Notice of the annual meeting shall be given not more than 60 days and not less than 30 days prior to the date of the meeting.

7.2.2 Continuing Legal Education. It is required that this Association hold a minimum of four education events, or a total of ten hours of education, during each fiscal year in order to maintain affiliation with NALA. These programs may be jointly conducted with other law-related organizations. Notice of Continuing Legal Education Meetings shall be given not less than 10 days prior to the date of the meeting and notice shall be given in the manner provided in Article 7.5 hereof.

7.2.3 Region or Specialty Practice Meetings. At such time as region or specialty practice divisions have been designated by the Board of Directors, such regions or divisions are encouraged to meet at least annually separate from the annual meeting of the Association. Notice of Region or Specialty Practice Meetings shall be given not less than 10 days prior to the date of the meeting and notice shall be given in the manner provided in Article 7.5 hereof.

7.3. Special Membership Meetings. Special membership meetings of the Association may be called at any time by order of the Board of Directors, the President of the Association, or by a petition signed by not less than one-third of the Active and Student Members of the Association at the time such petition is presented to the Board of Directors as set forth in this Section. Such petition shall set forth the date on which such special membership meeting shall be held and the general nature of the business to be transacted at such meeting. The date set shall be not less than 30 or more than 45 days after presentation of the petition to the Board of Directors. Notice of a Special Membership Meeting shall be given not less than 30 days prior to the meeting. Voting at the meeting shall be given in a manner provided in Article 7.2.1. Notice of the meeting shall be given in the manner provided in Article 7.7. A quorum shall be present as provided in Article 7.9.

7.4. Training Session. All elected and appointed officers shall attend the training session, if any, called by the President. Notice of the training session shall be given at least 20 days prior to the session. It is recommended that notice of the training session be included on the nomination form.

7.5 Notice of Regular Meetings containing the place, day, hour, and general nature of the business to be conducted shall be delivered to all membership by the most efficient means, and, except regarding annual meeting, such notice may but need not be published in the official publication of this Association.

7.6 Notice of Board meetings, which shall be held no less frequently than quarterly, shall be given by the President to the Board at least 10 days prior to said meeting, and the agenda shall be submitted to the board prior to the meeting.

7.6.1 The Board collectively or individuals serving on the board may call for a special meeting with at least 5 days notice as needed. Only the item(s) included on the special meeting agenda will be discussed. All other board business will be conducted at the next regularly scheduled board meeting.

7.7 Notice of Annual and Special Meetings.

7.7.1. Contents of Notice. The notice shall state the place, day and hour of the meeting and the general nature of the business to be transacted, and a proxy in a form substantially as shown in the Standing Rules, shall be included with the notice if voting will not be conducted electronically. In the case of the annual meeting, the notice shall also contain the slate of candidates and their qualifications, and membership voting requirements. In the case of a special meeting, the notice shall also state the general nature of the business to be transacted and by whose request the meeting was called.

7.7.2. Delivery of Notice. The Secretary shall cause notice of the time and place of such meeting to be given to each member qualified to vote per Article 8.1 not less than 30 days prior to the date of such meeting. A copy of the e-mail showing names/e-mail addresses of recipients, or a certificate of service attached to a physical copy of the notice showing delivery by US mail, should be retained in the permanent file of the secretary.

7.7.3. By Publication. Notice of Annual Meeting shall also be published in the official publication of this Association, including its website, where the issue containing the notice shall have been mailed or e-mailed not less than 30 days prior to the date fixed for such meeting.

7.8 Waiver of Notice. Any member shall be deemed to have waived notice of the time, place and purposes of any annual or special meeting by appearing at such meeting unless such appearance is specifically for the purpose of contesting the validity thereof and the member shall then and there personally file with the Secretary of the meeting a written protest to such effect before the meeting shall have been commenced and declared to be in order. Notice of any meeting need only be given to those members who have not waived notice thereof as herein provided.

7.9 Quorum.

7.9.1 Electronic Voting Quorum. All meetings requiring a vote will be conducted using a secured, electronic voting platform. The quorum threshold is considered to have been met with 100% of the eligible membership entitled to vote.

7.9.2 Board Meeting Quorum. A quorum is considered a majority of the number of the Board positions filled. Vacant positions and the immediate past-president are not calculated for the purposes of a quorum.

7.9.3 Membership and Special Meetings. If a meeting is held where voting will take place via ballot or in person, a quorum is deemed to exist with the presence of the member or individual proxy of five percent (5%) of the members entitled to vote on the date of the meeting. In the vote of a dissolution, a quorum shall constitute sixty-six percent (66%) present in person or by proxy of the eligible voting members.

ARTICLE VIII VOTING

8.1 Members Qualified to Vote.

8.1.1. Annual Meeting. No later than September 15 of each year, the Second Vice President shall cause to be prepared and delivered to the Nominations and Elections Chair, or the President if no Chair is selected, with the names of all Active and Student Members in good standing as of September 10. Such list shall constitute the membership entitled to vote.

8.1.2. Special Meetings. Only Active and Student Members in good standing 30 days before a special meeting shall have been called to order shall be qualified to vote at special meetings or upon other matters coming to the members for action. No member who is delinquent in the payment of any dues or other assessments shall be qualified to vote.

8.1.3. In no event shall Associate or Sustaining Members, or those whose membership has been involuntarily terminated, vote.

8.2 Voting by Proxy. Proxies will not be used if electronic voting is selected. If voting in person or by written ballot at any meeting, a member in good standing shall have the right to vote either in person or by written proxy, which shall take substantially the form set forth in the Standing Rules. A member may appoint another member and one alternate as proxy by an appropriate written designation and proxy. Proxies shall be valid for that single meeting for which it has been given. No person shall solicit any proxies and proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the President or appointed Nominations and Elections Chair ("Designated Official"). Any proxy shall be deemed filed by a member with the Designated Official when delivered by the deadline given within the notice of the meeting and applicable voting instructions.

ARTICLE IX ELECTION OF OFFICERS

9.1 Election of Officers

9.1.1 The membership shall elect all officers, which comprise the Board of Directors. Electronic voting will be available as outlined in § 7.2.1. The Nominations and Elections Chair or another member appointed by the Board of Directors ("Judge") will tally the votes through the electronic voting platform. The Judge shall certify the results of said vote to the Parliamentarian, or President if the Parliamentarian's role is vacant, who shall announce the results at the annual meeting. In the event of a tie, the winner shall be determined by lot.

9.1.2 Directors for each region shall be elected by members in their respective geographical regions as designated on the electronic ballot. If there are no members in a region, no director will be elected in that

region. Regional Directors shall be required to attend any training session for officers, as well as the first meeting of the Board of Directors held immediately following the installation of officers.

9.2 Nomination and Election Committee. The Board of Directors shall appoint a Nominations and Elections Committee Chair at least 90 days prior to the annual meeting of the Association, who shall conduct her/his duties as set forth in the Standing Rules of this Association. If no Chair is appointed, the Parliamentarian will assume this duty.

9.3 Notification to NALA. Names of newly elected or appointed officers shall be submitted to NALA and the Affiliated Associations Director within 30 days after election and/or appointment by the NALA Liaison or President.

ARTICLE X ELECTED OFFICERS

10.1 Prerequisites for Officers

10.1.1. Officers must be Active Members of this Association.

10.1.2 Any officer of this Association may also be a member and/or officer of any other organization, except that no officer of this Association may concurrently be Chairman/President or Chairman-Elect/President-Elect of any other paralegal organization.

10.1.3 With the exception of the NALA Liaison, Association officers are not required to be NALA members.

10.2 Elected and Appointed Officers. The elected officers of this Association shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, Regional Directors, and NALA Liaison. The appointed officers shall be the Parliamentarian and the Bar Liaison. (The Immediate Past President is an ex-officio member of the board.) The names of newly elected or appointed officers shall be submitted to NALA and the Affiliated Associations Director within 30 days after election and/or appointment by the NALA Liaison or President.

10.3 Compensation for Officers. All elected and appointed officers of this Association shall serve without compensation, except that all proper expenses shall be reimbursed upon the approval or ratification by the Board of Directors.

10.4 Term of Office. Term of elected and appointed officers shall be one year. An officer may not hold the same office more than two consecutive terms; except, the Parliamentarian may be appointed for more than two consecutive terms. Terms of appointed officers end concurrently with those of elected officers.

10.5 Resignation. Any officer may resign at any time by delivering a written resignation to the President or Secretary of the Association. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary for the resignation to be effective. ALL materials will be returned to the President or other board member within seven (7) days of resignation.

10.6 Removal. Any officer may be removed at any time, with cause, by a two-thirds vote of the Board of Directors or a majority vote of the membership. If removal is to be by vote of the membership, membership shall be notified in advance of the proposed removal and may vote in person, by proxy, by mail, or by electronic platform as the situation dictates.

10.7 Vacancies. Unexpired terms of office, except for that of President, shall be filled by appointment of the Board of Directors. The First Vice President shall automatically assume the office of President for the remainder of the term in the event of the resignation, removal, or permanent absence of the President.

ARTICLE XI BOARD OF DIRECTORS

11.1 Board of Directors.

11.1.1 The governing board of this Association shall be the Board of Directors, comprised of the elected officers of this Association, the Parliamentarian, the Bar Liaison, the Immediate Past President and any and all

Standing and Special Committee Chairs.

11.1.2 The Board of Directors shall exercise all the powers that may be exercised and performed by a non-profit organization.

11.2 Meetings. The Board of Directors shall conduct its first meeting immediately following their installation, or within 14 days if that is not feasible. Thereafter, the Board of Directors shall meet as often as necessary to operate the Association effectively and in any event no less frequently than quarterly. In the event that a Regional Director is unable attend, the Regional Director shall report to the Second Vice President, who shall report to the Board for the Regional Director. Attendance does not need to be in person and may be by other means such as telephone, Skype, FaceTime, virtual platform, etc.

11.3 Quorum. At least forty percent of the Board shall be present to transact business for the Association. However, if an office is vacant, it will not be considered in the calculation of a quorum. Further, if the Immediate Past President is not present at the Board meeting, that office shall not be considered in the calculation of a quorum.

ARTICLE XII DUTIES OF ELECTED AND APPOINTED OFFICERS

12.1 President. The President shall be the general manager of the Association and shall conduct the office as further enumerated in the Standing Rules of this Association.

12.2 First Vice President. The First Vice President shall preside and assume all duties assigned to the President in the President's absence, shall automatically be chair of the education committee, and shall conduct the office as further enumerated in the Standing Rules of this Association.

12.3 Second Vice President. The Second Vice President shall automatically be the chair of the Membership Committee and shall conduct the office as further enumerated in the Standing Rules of this Association including keeping a current roster of membership.

12.4 Secretary. The Secretary shall be responsible for minutes for all membership meetings and for keeping permanent minutes. This officer shall assist the President in any way, including giving notice of meetings, and shall conduct the office as further enumerated in the Standing Rules of this Association. Association minutes of any meeting shall be available to NALA President upon request.

12.5 Treasurer. The Treasurer shall deposit all funds and make all disbursements, subject to the approval of the Board of Directors and as provided in the budget. Any extraordinary expenses must be approved by the Board of Directors before obligation to pay. The Treasurer shall be Chair of the Finance Committee. Disbursements of Association funds may be made by BillPay through UPA's financial institution or Association check. Any Association check must be signed by two authorized officers. Payments of approved expenses may also be made by debit card of the Association. The Treasurer shall conduct the office as further enumerated in the Standing Rules of this Association.

12.6 NALA Liaison. This officer shall be a NALA active member, shall be familiar with the NALA Bylaws, and shall represent the Association at the NALA annual meeting and the NALA annual meeting of affiliated associations. In the event the NALA Liaison is unable to attend the NALA annual meeting and the NALA annual meeting of affiliated associations, the Association may designate another NALA active type member to serve as its representative. This officer shall report bi-annually on association activities to the NALA affiliated associations director on forms provided by NALA headquarters; shall report all officers' names to NALA headquarters and the NALA affiliated associations director within 30 days of election or appointment; and at the time of payment of the affiliation fee with NALA, provide NALA with a copy of the Association's current membership roster for continued affiliation with NALA. This officer may submit topics the Association wishes discussed to the NALA affiliated associations director and shall participate in discussion sessions at NALA annual meeting of affiliated associations. After NALA annual meeting of affiliated associations, this officer shall be responsible for communicating with Association membership about said meeting. A report to Association members on the NALA annual meeting of affiliated associations will be required. This officer shall, within sixty (60) days of passage, notify the NALA Affiliated Associations Director of any changes in the Association's bylaws. This officer shall be the main contact between NALA and the Association. This officer shall be a member of the governing body of this Association. Further, the NALA Liaison need not be a CP/CLA and shall conduct the office as further enumerated in the Standing Rules of this Association.

12.7 Regional Directors. Each Regional Director shall work with the other members of the Board of

Directors in the promotion of membership and development of activities within the respective regions. It shall be the duty of each director to attend all board meetings, to report on the activities of that region, to represent the region, to keep members of that region advised of the activities of the entire Association and other regions and to conduct the office as further enumerated in the Standing Rules of this Association.

12.8 Bar Liaison. The Bar Liaison is the contact between the Association and the staff and members of the Utah State Bar and other bar-related organizations, including the Paralegal Division. The Liaison will, under the direction of the Board of Directors, communicate the Association's goals, objectives and philosophies to the Bar through the Paralegal Division and keep it apprised of the various activities in which the Association is involved and which may be of interest to the Bar and its members. In turn, the Liaison will keep the Board of Directors advised of Bar activities of interest to paralegals and will promote those activities through articles in the newsletter, e-mail, website, etc., as the Board may direct, and shall conduct the office as further enumerated in the Standing Rules of this Association.

12.9 Parliamentarian. The Parliamentarian shall attend meetings and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with the Association Bylaws and NALA Bylaws and shall conduct the office as further enumerated in the Standing Rules of this Association. Robert's Rules of Order Newly Revised, or the current edition, shall serve as parliamentary authority for items not covered by these Bylaws or the Association Standing Rules. The Parliamentarian shall conduct the office as further enumerated in the Standing Rules of this Association.

12.10 Immediate Past President. The Immediate Past President shall attend meetings for a minimum of one quarter to add continuity of leadership to the Board.

ARTICLE XIII STANDING AND SPECIAL COMMITTEES

13.1 Board Appointed Committees. The Board of Directors may at any time or from time to time constitute either standing or special committees for such purposes and vested with such authority as it shall determine to be in the best interests of this Association.

13.2 Limit of Committee Authority and Action. Unless specifically authorized by appropriate resolution of the Board of Directors, no standing or special committee shall preempt the stated authority and function of any officer of the Association. No standing or special committee shall represent the Association, nor hold itself out as being vested with any authority, without the specific authorization of the Board of Directors. No such committee shall likewise incur any financial obligation, nor enter into any contract for this Association, without the prior specific authorization of the Board of Directors.

13.3 Standing Committees. The Standing Committees of the Association shall include the following and such others as the Board of Directors deems necessary:

Education (chaired by First Vice President)
Membership (chaired by Second Vice President)
Finance (chaired by Treasurer)

13.4 Standing Committee Chairs. The President shall appoint such standing committee chairs whose appointments are not otherwise provided for in the Bylaws, subject to the approval of the Board of Directors, and shall timely announce such appointments to the membership.

13.5 Duties. The duties of the Standing Committees are enumerated in the Standing Rules of this Association.

13.6 Special Committees. Special committees may be created and appointed by the Board of Directors. The duties and obligations of any special committees shall be set forth in the Standing Rules of this Association.

13.7 Selection of Committee. Members of the standing and special committees shall be selected by the committee chairs.

ARTICLE XIV ORGANIZATIONAL DIVISION

The Board of Directors, in performing its duties with respect to the management of this Association, shall have the power and authority to establish practice area sections or division or geographical regions for its membership pursuant to such rules, regulations and qualifications as the Board of Directors may adopt, consistent with the Bylaws.

ARTICLE XV ADVISORY BOARD

At the discretion of the Board of Directors, an Advisory Board comprised of not less than 3 nor more than 10 members may be established to advise the Association on any matters where such guidance may be required. This Board shall meet with the officers at least annually. Advisory Board members shall be recruited by the Board of Directors, subject to the suggestions of the membership, and shall serve three-year terms voluntarily. Members of the Committee should include at least one from any of the following categories: judiciary, paralegal supervisor, paralegal educator, Bar Commissioner or other officer of the Utah State Bar, lawyer representing a firm having more than 30 members, lawyer representing a firm having fewer than 30 members, lawyer employed by a governmental agency, and lawyer employed by a private corporation, or other non-UPA association member.

ARTICLE XVI LONG RANGE PLANNING COMMITTEE

A long-range planning committee comprised of at least 5 members, of whom at least 2 are Active Members and of whom at least 1 is a Student Member, may be established to develop a long-range plan for the Association. Its purposes and duties shall be as enumerated in the Standing Rules.

ARTICLE XVII FISCAL YEAR

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

ARTICLE XVIII CODE OF ETHICS

The Association shall adopt, and each member shall subscribe to and be bound by, the Code of Ethics and Professional Responsibility of NALA. The Ethics Committee shall review any violations of or proposed amendments to the Code of Ethics and make recommendations to the Board of Directors. Violations of the Code of Ethics shall be grounds for immediate dismissal from membership and/or removal from office.

ARTICLE XIX AMENDMENTS TO BYLAWS

Upon proper notice given, Bylaw amendments not in conflict with NALA Bylaws shall be adopted by a majority vote of the membership participating in the electronic voting process. Proposed Bylaw amendments shall be submitted to the Parliamentarian who is responsible for forwarding them to the Board of Directors and subsequently to the membership. The NALA Affiliated Associations Director must be notified of any amendments within 60 days of passage by the NALA Liaison or President.

ARTICLE XX SUSPENSION OF BYLAWS

Any Bylaw may be suspended for the period of one meeting by a sixty-six percent (66%) vote of members present at that meeting. Any action taken at a meeting where one or more Bylaws have been suspended is subject to ratification by a majority of the members of the Association at the next regularly scheduled meeting.

ARTICLE XXI DISSOLUTION

In the event of dissolution of this Association, pursuant to provisions of Bylaws 7.7, 7.8 and 7.9, all property

and assets shall be distributed to a non-profit charitable organization or organizations 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 such members at least 30 days prior to the meeting. In no event shall any of the property and assets of the Association be distributed to any member or private individual.

ARTICLE XXII RETENTION OF NALA AFFILIATION

Affiliation with NALA is renewable each year by payment of an affiliation fee attached to the current membership roster. This affiliation agreement shall be reviewed periodically by the President and Affiliate Director of NALA and the President and NALA Liaison of the Affiliate Association, at the request of either party. Each party agrees that this agreement may from time to time be amended by attachment executed by the President and Secretary of each party, subject to the approval of the Board of Directors of each of the parties hereto. In the event of suspension of affiliation, this Association 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 shall comply with the required reports and requested procedures as outlined in these Bylaws.

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