

The Paralegal Division of the Maricopa County Bar Association

BYLAWS

Amended and Restated on _____, 2020

ARTICLE 1

NAME

1.1 Name. The name of the organization shall be “**The Paralegal Division of the Maricopa County Bar Association**” (the “MCBA Paralegal Division”).

ARTICLE 2

PURPOSE

2.1 Purpose. The purpose of the MCBA Paralegal Division shall be to:

(a) Stimulate, encourage and promote the interest of paralegal members of the Maricopa County Bar Association in the activities and objectives of the Maricopa County Bar Association and the MCBA Paralegal Division.

(b) Educate the judiciary, lawyers, government officials and the general public regarding the paralegal profession, including education, training, job duties and ethical standards.

(c) Encourage the utilization of paralegals in all practice areas and involve paralegals in the formulation of guidelines affecting the development of the paralegal profession.

(d) Provide guidance and assistance to paralegals and paralegal students for advancement in their workplaces, careers and studies.

(e) Promote and encourage opportunities for paralegals to participate in activities with other divisions, sections and committees of the Maricopa County Bar Association in order to provide legal assistance and the delivery of legal services as specifically permitted by law, statute or administrative regulation.

(f) Create and provide a forum for diversity, interaction and cooperation and to serve as a resource center for paralegals, attorneys, educators, students, the judiciary, business and government professionals and the general public to encourage involvement in, awareness of, and support of the paralegal profession.

(g) Make recommendations and report to the Board of Directors of the Maricopa County Bar Association on matters of importance to paralegals and the paralegal profession, the legal profession, the Maricopa County Bar Association and the general public.

2.2 Terminology. *Paralegal* shall mean a person, qualified by education, training or work experience who performs substantive legal work.

Student shall mean a person enrolled in a qualifying paralegal studies program.

ARTICLE 3 **MEMBERSHIP**

3.1 Eligibility. Paralegal membership in the MCBA Paralegal Division is open to all persons as defined in Article 2.2..

3.2 Student Members. Student membership in the MCBA Paralegal Division is open to all students currently enrolled in and attending a paralegal studies program.

(a) Annual student dues shall be determined by the Board of Directors of the MCBA.

(b) A student member shall have all the rights and privileges of other MCBA Paralegal Division members *except* the following: voting, holding office, or serving as the chair of any Committee or Subcommittee.

(c) A student member cannot serve on the Board of Directors of the MCBA Paralegal Division. All student members are encouraged to serve on a Committee of the MCBA Paralegal Division or to work on any of the special projects or programs sponsored by the Maricopa County Bar Association.

3.3 Dues. Any person eligible under Sections 3.1 and 3.2 of these Bylaws, who pays a membership fee, as determined by the Board of Directors of the MCBA, shall be a member of the MCBA Paralegal Division for the calendar year in which the fee is paid. The membership shall expire on December 31 of each calendar year.

3.4 Termination of Membership. Membership in the MCBA Paralegal Division shall terminate automatically at the end of the calendar year, upon non-payment of dues or upon notification by the member that he/she no longer wishes to remain a member of the MCBA Paralegal Division.

ARTICLE 4 **BOARD OF DIRECTORS**

4.1 Composition. The Board of Directors of the MCBA Paralegal Division shall be composed of eleven (11) members: four (4) Officers (President, President-Elect, Secretary and Marketing Coordinator), the Immediate Past President, and six (6) Directors. The Officers and the Immediate Past President shall serve as the Executive Committee of the MCBA Paralegal Division and shall serve in a consultative role to the President or the Board of Directors of the MCBA Paralegal Division.

4.2 Duties of the Board of Directors. The Board of Directors of the MCBA Paralegal Division shall have general supervision and control of the affairs of the MCBA Paralegal Division. Such general supervision and control shall, in most instances, be exercised through

majority vote of the Board of Directors meeting in quorum at regularly scheduled Board of Directors meetings. Administrative and ministerial matters, such as approval of minutes, event budgets, and the like, may be voted upon by a majority of the Board of Directors utilizing electronic communications and put on the agenda of the next Board of Directors' meeting.

4.3 Non-voting Ex Officio Members. The President may appoint non-voting, *ex officio* members to the Board of Directors of the MCBA Paralegal Division. Such appointments shall be utilized to encourage and promote diversity and fair representation on the Board of Directors of the MCBA Paralegal Division.

ARTICLE 5 **OFFICERS**

5.1 Duties of the Officers.

(a) President. The President shall preside at all meetings of the MCBA Paralegal Division and the Board of Directors of the MCBA Paralegal Division, shall give notice of all such meetings and shall perform such other duties and acts usually pertaining to this office. The President shall prepare written or oral reports on the activities of the MCBA Paralegal Division to the Maricopa County Bar Association and shall represent the MCBA Paralegal Division as a voting member of the Board of Directors of the Maricopa County Bar Association.

(b) President-Elect. The President-Elect shall perform the duties of the President at any time the President is unable to perform such duties and shall serve as Parliamentarian of the MCBA Paralegal Division. The President-Elect shall perform such other duties as may be assigned by the President or the Board of Directors of the MCBA Paralegal Division. The President-Elect shall assume the office of the President upon the expiration of the term of the President.

(c) Secretary. The Secretary shall keep a true and complete record of the proceedings of all meetings of the MCBA Paralegal Division, including all meetings of the Board of Directors of the MCBA Paralegal Division, all Special meetings and all Committee meetings, and shall be the custodian of all books, papers, documents and other property of the MCBA Paralegal Division. The Secretary will be responsible for providing copies of the minutes of all Board meetings to the Board prior to the next Board meeting. The Secretary shall perform such other duties as may be assigned by the President or the Board of Directors of the MCBA Paralegal Division.

(d) Marketing Coordinator. The Marketing Coordinator shall work to promote the MCBA Paralegal Division. This may include event marketing, creation of social media and online content, and any other duties as may be assigned by the President or the Board of Directors of the MCBA Paralegal Division. The Marketing Coordinator shall attend any Membership meetings held by the MCBA Membership Committee.

5.2 Immediate Past President. The Immediate Past President shall serve in the capacity as Immediate Past President and as such shall be a *voting* member on the Board of Directors of the MCBA Paralegal Division; so long as such person is a member of the MCBA Paralegal Division. Terms of Officers. Officers of the MCBA Paralegal Division shall serve a one- year term as follows:

(a) The term of the newly elected Officers shall begin on January 1 immediately following the election.

(b) An Officer is limited to serving two (2) consecutive elected terms, except for the President, who is limited to one (1) elected term. If an Officer was appointed to serve an unexpired term, such unexpired term shall not be considered within this provision.

(c) Any Officer vacancy shall be filled by interim appointment by a majority vote of the Board of Directors of the MCBA Paralegal Division until the next scheduled election of the MCBA Paralegal Division.

(d) If a majority of the Board of Directors of the MCBA Paralegal Division is unable to agree on an interim appointment, the President shall appoint the Officer.

(e) If the vacancy is for the position of President, the President-Elect shall assume the position of President.

5.3 Eligibility of Officers. In order to serve as an Officer of the MCBA Paralegal Division, a person must be actively employed as a paralegal or in a position entailing paralegal duties, and a member in good standing for the full term for which elected. No person, while serving as an officer, director, or in any other decision-making position or representative capacity in another local, regional, or national paralegal organization may serve at the same time as an officer of the MCBA Paralegal Division.

5.4 Removal of Officers. An Officer may be removed for good cause, and his/her seat of office on the Board of Directors of the MCBA Paralegal Division may be declared vacant by a majority vote of those present at a regular Board of Directors meeting of the MCBA Paralegal Division.

(a) The failure of an Officer to attend Board of Directors meetings of the MCBA Paralegal Division on a regular basis, without good reason, shall constitute cause for removal.

(b) An Officer who misses three (3) meetings without good reason, or who is otherwise subject to removal for good cause, shall be notified in writing by the Secretary that he/she will be removed and his/her seat of office will be declared vacant at the next Board of Directors meeting of the MCBA Paralegal Division, unless good cause is shown why such action should not be taken.

ARTICLE 6 **DIRECTORS**

6.1 Duties of Directors. The Directors shall supervise and direct the affairs and determine the policies of the MCBA Paralegal Division, subject to and in accordance with these Bylaws and the Articles and Bylaws of the MCBA.

6.2 Terms of Directors. Directors of the MCBA Paralegal Division shall be elected by a majority vote of the members of the MCBA Paralegal Division and shall serve as follows:

(a) All terms of office for all Directors shall be two (2) years. The terms of the Directors shall be staggered, with three open positions in even years and three open positions in odd years.

(b) The term of the newly elected Directors shall begin on January 1 immediately following the election.

(c) A Director is limited to serving two (2) consecutive full terms.

(d) Any Director vacancy on the Board of Directors of the MCBA Paralegal Division shall be filled by interim appointment by a majority vote of the Board of Directors of the MCBA Paralegal Division until the term expires. If a majority of the Board of Directors of the MCBA Paralegal Division is unable to agree on an interim appointment, the President shall appoint the interim Director.

6.3 Eligibility of Directors. In order to be eligible for election as a Director of the MCBA Paralegal Division, a person must be a member in good standing of the MCBA Paralegal Division and must be eligible for membership for the full term for which elected.

6.4 Removal of Directors. A Director may be removed for good cause, and his/her seat of office on the Board of Directors of the MCBA Paralegal Division may be declared vacant by a two-thirds vote of those members present at a regular Board of Directors meeting of the MCBA Paralegal Division. The vacancy of a Director shall then be filled as indicated in Section 6.2 (d).

(a) The failure of a Director to attend Board of Directors meetings of the MCBA Paralegal Division on a regular basis, without good reason, shall constitute cause for removal.

(b) A Director who misses three (3) meetings, without good reason, or who is otherwise subject to removal for good cause, shall be notified in writing by the Secretary that he/she will be removed and his/her seat will be declared vacant at the next Board of Directors meeting of the MCBA Paralegal Division, unless good cause is shown why such action should not be taken. The vacancy of Director shall then be filled as set forth in Section 6.2(d) of these Bylaws.

ARTICLE 7 **ELECTIONS**

7.1 Leadership Development Committee. There shall be a Leadership Development Committee of three (3) or more persons chosen by the President of the MCBA Paralegal Division from active members in good standing of the MCBA Paralegal Division. The Leadership Development Committee shall be selected in May of each year. The Leadership Development Committee shall nominate one or more members of the MCBA Paralegal Division for each of the offices of President-Elect, Secretary, and Marketing Coordinator and for open Director positions. The written report of the Leadership Development Committee stating the names of the persons so nominated shall be forwarded to the President of the MCBA Paralegal Division in time to notify the members of the MCBA Paralegal Division of the nominations no later than ninety (90) days prior to the end of the calendar year.

7.2 Additional Nominations. All MCBA Paralegal Division members shall be notified of the opportunity to become applicants for the Board of Directors no later than one hundred and twenty (120) days prior to the end of the calendar year and shall indicate their interest in running to the MCBA Paralegal Division staff liaison or President no later than ninety (90) days prior to the end of the calendar year.

7.3 Voting. The MCBA Paralegal Division shall conduct the election of officers each year by electronic or paper ballot provided to all members in good standing as of the time of election on or before sixty (60) days prior to the end of the calendar year. The voting shall cease and the polls shall close twenty-five (25) days after being provided to all the members. The ballot shall provide that each voter may cast one vote for one or more candidates up to the number of Board of Director members to be elected, but the ballot shall have a blank write-in space after each office. In the event that the number of qualified nominees equals the number of Board of Directors to be elected, no ballots shall be provided and those nominees shall be deemed elected. The membership shall thereafter be notified of those selected.

7.4 Counting. Immediately upon the close of the balloting, the votes shall be canvassed and counted by the Maricopa County Bar Association staff in accordance with standard procedure, and the results shall be reported to the Executive Committee of the MCBA Paralegal Division and to the members of the MCBA Paralegal Division at the next regular meeting after counting for ratification.

7.5 Plurality of Votes. A plurality of votes cast shall elect. In case two (2) or more candidates for one (1) office shall receive an equal number of votes, an electronic or paper ballot between such candidates shall be provided to the members of the MCBA Paralegal Division thereafter. In the event the candidates receive an equal number of votes from the second ballot, the Board of Directors of the MCBA Paralegal Division shall decide the outcome by majority vote at the first regular monthly Board of Directors meeting thereafter.

ARTICLE 8 **MEETINGS**

8.1 Paralegal Division Meetings. Meetings of the entire MCBA Paralegal Division may be held at such times as may be determined by the President and Board of Directors. Notice

of such meeting shall be given at least two weeks prior to any such meeting. Should the meeting be held for the purpose of conducting any Division business, fifteen (15) members of the Division shall constitute a quorum for such purpose.

8.2 Special Board of Directors' Meetings. Special meetings of the MCBA Paralegal Division Board of Directors may be called by (a) the President, (b) seven (7) members of the Board of Directors, or (c) the Secretary upon the written request of six (6) members of the Board of Directors. The time and place of special meetings shall be announced at least five (5) days in advance.

8.3 Monthly Board of Directors' Meetings. The Board of Directors of the MCBA Paralegal Division shall meet once per month at a time and place designated by the President. The President shall preside at these meetings.

(a) If for any reason the President is unavailable, the President-Elect shall preside.

(b) The Board of Directors of the MCBA Paralegal Division shall conduct whatever business of the MCBA Paralegal Division it deems necessary.

(c) All meetings of the Board of Directors of the MCBA Paralegal Division shall be open to all members of the MCBA Paralegal Division in good standing.

(d) Only the Board of Directors of the MCBA Paralegal Division are eligible and shall be entitled to vote at Board of Directors meetings of the MCBA Paralegal Division.

(e) No action involving Sections 5.4 and 6.4 of the Bylaws may be taken at a Board of Directors meeting of the MCBA Paralegal Division unless seven (7) voting members of the Board of Directors of the MCBA Paralegal Division are present.

8.4 Quorum. At all meetings of the MCBA Paralegal Division, the members of the MCBA Paralegal Division present and in attendance shall constitute a quorum for the transaction of MCBA Paralegal Division business. For actions other than those outlined in Article 8.3(e), quorum for the Board of Directors' meetings shall consist of a majority of such Officer and Director positions that are filled.

8.5 Rules of Procedure. Unless otherwise specifically provided herein, the latest edition of *Robert's Rules of Order* shall govern all meetings and proceedings of the MCBA Paralegal Division. The President-Elect shall serve as Parliamentarian of the MCBA Paralegal Division.

ARTICLE 9 **COMMITTEES**

9.1 Composition. The President and the Board of Directors of the MCBA Paralegal Division may establish committees to carry out the Division's work. Committees of the MCBA Paralegal Division may include, but are not limited to, the following: Resource, Mentoring,

Conference, Community Outreach, Membership, and Scholarship. The President and the Board of Directors of the MCBA Paralegal Division may establish additional Committees as deemed necessary.

9.2 Chairs. The President shall appoint the chairs of the Committees and shall be an *ex-officio* non-voting member of all Committees. The term of the chairs of the Committees shall run concurrently with the term of the President.

9.3 Duties. Committees shall have such duties as given to them in their charge by the President and the Board of Directors of the MCBA Paralegal Division. Committee meetings shall be called by the Committee Chair or the President on an as needed basis. Committee members shall attend any such meetings. Committees shall serve as recommending bodies to the President and the Board of Directors of the MCBA Paralegal Division.

9.4 Reports. All Committees shall submit written or oral reports to the Board of Directors of the MCBA Paralegal Division at each regular Board of Directors meeting of the MCBA Paralegal Division. Minutes of all Committee meetings may be forwarded to the Secretary within ten (10) days after each Committee meeting to be maintained with the MCBA Paralegal Division records. All Committee Chairs shall submit an end of the year report at the last regularly scheduled meeting of the calendar year.

9.5 Quorum. The Committee members present and in attendance at a Committee meeting of the MCBA Paralegal Division shall constitute a quorum for the transaction of business at such meeting.

ARTICLE 10
AMENDMENTS

Once adopted, these Bylaws may be amended at any Board of Directors' meeting of the MCBA Paralegal Division by a two-thirds vote of the Board of Directors of the MCBA Paralegal Division present or by two-thirds vote of the Board of Directors of the MCBA Paralegal Division polled by the President via electronic mail but may be conducted by telephone or regular mail, and with the approval of the MCBA Board of Directors. The MCBA Paralegal Division shall post the proposed changes to the Bylaws to their website two weeks prior to voting on the proposed change(s). All voting members of the MCBA Paralegal Division in good standing may present Bylaw amendments to the Board of Directors of the MCBA Paralegal Division for distribution to the membership of the MCBA Paralegal Division.

Revised and Approved by the Board of Directors of the MCBA Paralegal Division on _____, 2020.

Approved by the MCBA Board of Directors on _____, 2020.