

BYLAWS OF THE PARALEGAL SECTION OF THE ORANGE COUNTY BAR ASSOCIATION

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BYLAWS OF THE PARALEGAL SECTION OF THE ORANGE COUNTY BAR ASSOCIATION

ARTICLE 1. GENERAL

Section 1. Name

The Paralegal Section of the Orange County Bar Association, Inc. (hereinafter referred to as the Paralegal Section) exists pursuant to Article X of the Bylaws of the Orange County Bar Association, Inc.

Section 2. Purpose

The purpose of the Paralegal Section is to promote the professionalism of paralegals, educate and support fellow paralegals in their endeavor to obtain professional certification, encourage professional development, promote participation in Bar- related events, offer mentoring to students and fellow paralegals, and actively support the Young Lawyer Section in its continuous fundraising efforts and various community service projects.

Section 3. Code of Ethics

The Paralegal Section is a group under the regulation of the Orange County Bar Association (hereinafter referred to as the "OCBA"). The formation of the Paralegal Section was approved by the Executive Council of the OCBA on August 13, 2008. The Paralegal Section is comprised of paralegals and paralegal students that are members in good standing with the OCBA. The Paralegal Section's goals are to promote the professionalism of paralegals, educate and support fellow paralegals in their endeavor to obtain professional certification, encourage professional development, promote participation in OCBA related events, offer mentoring to students and other paralegals, undertake the endeavors related to the OCBA Law Week Committee and actively support the Young Lawyers' Section with its fundraisers and various community projects.

In July 2005, the OCBA Paralegal Committee adopted a Code of Ethics and Professional Responsibility to delineate the principles for ethics and conduct to which every member should aspire. In creating these Bylaws for the Paralegal Section the previously adopted Code of Ethics is hereby reincorporated to establish that the members of the Paralegal Section have reconfirmed their commitment to promoting the paralegal professional while having recognized its responsibility to the OCBA, the public, the legal community, colleagues and fellow members. Each member of the Paralegal Section is highly committed to observing the following Code of Ethics:

- Achieve and maintain a high level of competence as well as personal and professional integrity.
- Maintain a high standard of professional conduct and strive to provide high quality services which are appropriate for each member's needs.
- Serve the public interest by contributing to the delivery of quality legal services.
- Preserve all confidential client information and avoid any and all professional conflicts of interest.
- Paralegal members' titles shall be fully disclosed and they shall not engage in the unauthorized practice of law.
- Abide by all Federal, State and local laws and regulations which govern practices and services.
- Fully comply with The Florida Bar and the Orange County Bar Association's Code of Ethics.
- Act professionally and communicate openly and honestly with fellow members.
- Work cooperatively with fellow members by supporting colleagues in order to meet professional needs and/or goals.
- Be loyal to the Paralegal Section and its fellow members by avoiding potential conflicts of interest within the Section as well as the appearance of impropriety.
- Act in good faith to all concerned and support the reputation of the OCBA and each of its committees

ARTICLE 2. MEMBERSHIP

Section 1. Levels of Membership

All affiliate members of the OCBA in good standing are encouraged to join the Paralegal Section at any time during the fiscal year. The OCBA offers two levels of membership:

1. Affiliate Membership With Lunches; and
2. Paralegal Student Membership.

No additional registration or payment of dues shall be required to join the Paralegal section. The fiscal year of the Paralegal Section shall run concurrently with the fiscal year of the OCBA.

Section 2. Benefits of Joining

There are many benefits to joining the OCBA and becoming an active member in the Paralegal Section:

- Networking opportunities with area attorneys, paralegals, law students and paralegal students;
- Opportunities to join forces and support the OCBA Young Lawyers Section in their projects;
- Attend the monthly OCBA luncheons which provide professional growth, quality speakers and excellent networking opportunities;
- Ability to interface with the OCBA Placement Manager for possible employment placement;
- Obtain assistance and support with professional certification;
- Attend and participate in the presentation of CLEs to maintain Paralegal Certification status with the Florida Bar;
- Pair up with an experienced mentor; and
- Obtain a Courthouse Access Card once employed with a firm.

ARTICLE 3. ADMINISTRATION AND OFFICERS

Section 1. Administration

All business and affairs of the Paralegal Section shall be conducted by the Board of Directors of the Paralegal Section (hereinafter referred to as the "Board of Directors"). The Board of Directors shall adopt standing policies and shall authorize activities that are necessary for the administration of the Paralegal Section that are consistent with the policies and activities of the OCBA.

Section 2. Officers

1. Officers. The appointed officers of the Paralegal Section shall consist of the Immediate Past President, President, President-Elect, and Secretary/Treasurer. The appointed officers of the Paralegal Section shall collectively be referred to as the "Executive Committee." The Immediate Past President shall pass all Paralegal Section related files and materials to his or her successor immediately upon vacating the office of President.

2. Eligibility. As a prerequisite for nomination, officers shall be members in good standing with the OCBA and the Florida Bar and be Florida Registered Paralegals.

Section 3. Appointment of Officers; Terms of Service; Vacancies

1. President

At the conclusion of the President's term, the President-Elect shall automatically assume the duties of the office of President. If the President-Elect is unable or unwilling to accept the duties of President, the outgoing President, in conjunction with the outgoing Immediate Past President and outgoing Secretary/Treasurer (collectively the "Outgoing Leadership Team"), shall appoint a "new" incoming President. The current President may be nominated for re-election to serve another term as President, subject to the approval of the Outgoing Leadership Team. In the event of a tie, the deciding vote shall be cast by the outgoing President. The President shall serve a one-year term, and then shall automatically become the Immediate Past President of the Paralegal Section.

In the event of a vacancy in the office of the President, the President-elect shall automatically assume the office of the President and shall serve the remainder of the office thus vacated and continue to serve as President of the Paralegal Section for the subsequent fiscal year. The ascension of the President-elect to the office of President shall create a vacancy in the position of President-elect which shall be filled by an appointment by the new President. In the event that the President-Elect is unable or unwilling to assume the position of President of the Paralegal Section, the Immediate Past President shall finish the remaining term of the President.

2. Appointment of President Elect

The President-Elect shall be appointed to serve a one (1) year term as President-Elect and shall automatically assume the office of President at the expiration of the President's Term. In the event of a vacancy in the office of the President-Elect, the President shall appoint a new President-Elect by no later than April 1.

Except for those appointed to serve as the inaugural officers and those appointed to fill a vacancy, appointees for the office of President-Elect must have served a minimum of twelve (12) consecutive months as an officer or member of the Board of Directors. In the event of a vacancy in the office of President Elect where no one is qualified to serve, the President may appoint an OCBA Paralegal Section member to the office of President Elect although that appointee may not have met the twelve (12) consecutive month requirement of board membership. Any appointment under these circumstances shall only be in the event of an emergency. An emergency shall be determined by majority vote of the current board.

3. Secretary/Treasurer

The President-Elect shall by April 1, prior to commencing office as President, appoint a Secretary/Treasurer. The term for Secretary/Treasurer is for one (1) fiscal year that runs concurrently with the President's term. The Secretary/Treasurer may be reappointed for consecutive terms without limitation. In the event of a vacancy in the office of the Secretary/Treasurer, where no one is qualified to serve, the President may appoint an OCBA Paralegal Section member to the office of Secretary/Treasurer although that appointee may not have met the twelve (12) consecutive month requirement of board membership. Any appointment under these circumstances shall only be in the event of an emergency. An emergency shall be determined by majority vote of the current board.

The Secretary/Treasurer shall be an active member of the Paralegal Section for at least one year prior to appointment.

Any vacancy in the Secretary/Treasurer position shall be filled by appointment by the then presiding President until the completion of the term.

Section 4. Powers and Duties of Officers

1. Immediate Past President

The Immediate Past President may preside over meetings in the absence of the President and shall perform other duties as necessary by the Paralegal Section.

2. President

The President shall preside at all meetings of the Paralegal Section, the Executive Committee and the Board of Directors. The President or the President's designee shall serve as a non-voting liaison to the Executive Council of the OCBA and shall inform the Board of Directors of those activities of the OCBA that are pertinent to the Paralegal Section members. The President may appoint any special or standing committee chairs as provided by these Bylaws.

3. President Elect

The President-Elect shall perform such duties as may be assigned by the President or the Board of Directors. The President-Elect shall perform the duties of the President in the absence or inability of the President to act, shall assume the office and responsibilities of the President in the event of a vacancy, and shall perform such other duties as may be delegated by the Bylaws, by the Executive Committee of OCBA, by the Board of Directors, or by the President.

4. Secretary/Treasurer

The Secretary/Treasurer shall be the custodian of all minutes, records, books, and other property of the Paralegal Section; shall keep a true record of all proceedings of the Paralegal Section membership and of the Board of Directors; shall, in conjunction with the OCBA's bookkeeper or accountant, maintain the financial books and records of the Paralegal Section; shall provide the Treasurer of the OCBA with the Paralegal Section accounting record upon request; shall submit the Paralegal Section annual budget to the Executive Council of the OCBA; and, shall perform such duties as may be assigned by the President or the Board of Directors. The Secretary/Treasurer or his or her designee shall attend all business meetings of the Paralegal Section, the Executive Committee and the Board of Directors and shall make written semi-annual financial reports to the Board of Directors. The Secretary/Treasurer shall assist the President in any way including giving notice of meetings. The Secretary/Treasurer shall supervise the Membership Committee Chair.

Section 5. Meetings of the Executive Committee

Regular meetings of the Executive Committee shall occur at least six (6) times per fiscal year at a time and place determined by the President. The President shall determine the order of business and agenda for any meeting of the Board of Directors.

The time and place of the meetings of the Executive Committee shall be announced at least two (2) days prior to the scheduled date of the meeting via written notice from the President to each of the Officers. Notice of any meeting may be provided by mail, facsimile, or e-mail sent to the Officers, except that if less than five (5) days notice of the meeting is provided to the Officers, the notice may not be provided by mail but must be sent by facsimile and/or e-mail.

Section 6. Board of Directors, Appointment and Terms; Vacancies

The Board of Directors shall consist of the following eleven (11) members: the Immediate Past President, the President, the President-Elect, the Secretary/Treasurer, six (6) at-large members that shall be Florida Registered Paralegals and one (1) at-large member that shall not be a Florida Registered Paralegal who is a current paralegal student. The Board of Directors shall, at all times, consist of at least five (5) members and no more than eleven (11) members. The Board of Directors shall conduct, control and manage the affairs of the Paralegal Section.

1. Selection of the Initial Board of Directors. The initial Officers and the Board of Directors for the Paralegal Section shall be appointed by the President of the OCBA.

2. Eligibility. At large members of the Board of Directors should be active members of the Paralegal Section for at least one year prior to appointment.

3. Appointment and Term. All at-large members of the Board of Directors shall serve a one

(1) year term.

By no later than April 1, the President-Elect of the Paralegal Section shall appoint at-large positions on the Board of Directors whose term expires in the current fiscal year.

Each fiscal year one (1) at-large member shall be appointed by then presiding President-Elect to serve a one (1) year term. Such at-large member appointed to serve a one (1) year term shall not be a Florida Registered Paralegal but must be either a paralegal or paralegal student.

All at-large members appointed by the President-Elect shall commence their terms on June I, upon the ascension of the President-Elect to President of the Paralegal Section. At large members of the Board of Directors shall serve until the conclusion of their terms or until their successors are appointed as a result of their resignation, removal from office or death.

4. Vacancies. Vacancies of the at large members of the Board of Directors shall be caused by termination of membership in OCBA, failure to renew a designation as a ~~certified~~ Florida Registered Paralegal, resignation, removal by the Board of Directors for ineligibility or death.

Any vacancy for at-large members of the Board of Directors shall be filled by appointment by the then presiding President until the completion of the term.

5. Duties of Directors. Board members shall actively participate in at least one committee or capacity in addition to their positions as a Director.

6. Reports. The Board of Directors shall regularly advise the members of the Paralegal Section as to all of their acts, shall keep regular minutes of their meetings and shall make such written or oral reports as shall be necessary or required.

Section 7. Meetings of the Board of Directors

Regular meetings of the Board of Directors shall occur at least six (6) times per fiscal year at a time and place determined by the President or by a majority vote of the Board of Directors. The President shall determine the order of business and agenda for any meeting of the Board of Directors.

Section 8. Notice of Meetings of the Board of Directors

The time and place of the meetings of the Board of Directors shall be announced at least five (5) days prior to the scheduled date via written notice from the Past President, President, President-elect, or Secretary to each member of the Board of Directors. Notice of any meeting may be published in the OCBA Briefs, on the OCBA website, in the OCBA Calendar of Events, or included in a mailing, facsimile, or e-mail sent to the Board of Directors or the members of the Paralegal Section.

Section 9. Eligibility for Voting

Any member of the Board of Directors who is absent from more than three (3) regularly scheduled meetings of the Board of Directors during a fiscal year shall be ineligible to vote on actions of the Board of Directors for the remainder of that fiscal year unless prior approval is given by the Board of Directors at or before the time of the absence. The number of absences shall be determined by the minutes of the meetings of the Board of Directors. A Director deemed ineligible to vote may be removed by a majority vote of the Board of Directors and replaced by the President in accordance with the vacancy procedures described herein.

Section 10. Quorum of the Board of Directors

A majority of the Board of Directors shall constitute quorum, excluding any Directors who are deemed ineligible to vote.

Section 11. Directives to the Board of Directors

Paralegal Section members present at a regular or special meeting of the Paralegal Section may adopt directives to be followed by the Board of Directors. Any and all directives must be proposed and seconded by motion; must be passed by a majority vote of the members who are present at the regular or special meeting; and shall be binding upon the Board of Directors.

Section 12. Code of Conduct

The OCBA Paralegal Section's Executive Council and Board of Directors are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. All members of the Executive Council and Board of Directors shall adhere to the following Code of Conduct:

- Make a concerted effort to attend all Executive Council/Board of Director meetings, as well as attend and support all OCBA Paralegal Section events;
- Display mutual respect and conduct oneself in a courteous and professional manner at all Executive Council/Board of Director meetings;
- Arrive at each meeting by having reviewed any previously-disseminated materials and prepared to discuss the issues and business on the agenda;
- Respect the confidentiality of any sensitive and/or confidential information gleaned through one's service on the Executive Council and Board of Directors;
- Represent the OCBA Paralegal Section in various activities only with the express knowledge and consent of the Board of Directors;

- Communicate on behalf of the OCBA Paralegal Section, by use of the OCBA Paralegal Section's letterhead, with only the express knowledge and consent of the Board of Directors;
- Expend the OCBA Paralegal Section's resources with the express knowledge and consent of the Board of Directors;
- Provide receipts for any and all purchases directly to the Secretary/Treasurer and the Accounting Manager at the OCBA;
- Refrain from gaining an improper advantage through information derived from service on the OCBA Paralegal Section;
- Immediately disclose any information that may result in a perceived or actual conflict of interest; and
- Immediately disclose any information that may have any significance, or potentially make an impact, on any decision-making by the Executive Council/Board of Directors.

ARTICLE 4. COMMITTEES

Section 1. Establishing Committees

The Board of Directors shall establish such standing and ad hoc committees from time to time as are necessary and proper to aid in carrying out the affairs and objectives of the Paralegal Section.

Section 2. Appointment

The President, upon assuming office, shall appoint members and chairpersons of committees established by the Board of Directors. The appointed members and chairpersons shall retain their position until their successors are appointed.

Section 3. Duties and Responsibilities

As needed, the Board of Directors shall specify the duties and responsibilities of the committees and require the submission of periodic reports to the Board of Directors and Paralegal Section members as deemed necessary. An annual written report from each committee may be submitted to the President prior to the date of the annual meeting.

ARTICLE 5. MEETINGS OF THE PARALEGAL SECTION

Section 1. Regular Meetings

Regular meetings of Paralegal Section members shall be held *at least* four (4) times each fiscal year at a time and place to be fixed by the Board of Directors.

Section 2. Annual Meeting

The Annual Meeting shall be held in May at the OCBA's monthly meeting at which the new Officers and Board of Directors for the fiscal year are sworn in.

Section 3. Special Meetings

Special meetings of the Paralegal Section members may be called by the President, by a majority of the Board of Directors, or by at least twenty (20) Paralegal Section members upon written request submitted to the President. The President shall fix the time and place of said special meeting within thirty (30) days of the request.

Section 4. Notice of Meetings

The Secretary shall give the Paralegal Section members at least five (5) days notice of regular, annual, or special meetings. Notice may be published in the OCBA Briefs, on the OCBA website, in the OCBA Calendar of Events, or included in a mailing, facsimile, or e-mail sent to Paralegal Section members.

Section 5. Quorum

The Paralegal Section members present at any regular, annual, or special meeting shall constitute a quorum to transact any business thereof.

Section 6. Rules of Order

Any and all meetings of the Paralegal Section shall be conducted pursuant to "Robert's Rules of Orders", where those rules are applicable and not inconsistent with the Paralegal Section Bylaws. The Paralegal Section President shall set the order of business and agenda for all regular, annual, or special meetings.

ARTICLE 6. AMENDMENT TO THE BYLAWS

Section 1. Amendment as Proposed by the Board of Directors

Any and all proposals seeking to amend these Bylaws shall be in writing and distributed to all the Officers and the Board of Directors. The proposals must be submitted to the Board of Directors at least one (1) week prior to any Board of Directors meeting. If a proposal passes by two-thirds (2/3) vote of the Board of Directors present at any Board of Directors meeting and eligible for vote, the proposal shall be submitted to the Executive Council of the OCBA as an agenda item at its next regularly scheduled meeting. If the proposal is approved by a majority vote of the Executive Council of the OCBA, the proposal shall be considered adopted.

Section 2. Amendment as Proposed by the OCBA Executive Council

The Executive Council of the OCBA may also propose bylaws to the Paralegal Section. If any proposed changes to the Paralegal Bylaws are approved by the OCBA Executive Council by a majority vote passes. The OCBA proposal passes by two-thirds (2/3) vote of the Board of Directors present at any Board of Directors meeting and eligible for vote, the proposal shall be shall be considered adopted. If the proposal fails to obtain a 2/3 vote of approval from the Board of Directors, the proposal shall be submitted to the Executive Council of the OCBA as an agenda item at its next regularly scheduled meeting for reconsideration. If the OCBA proposal approves the proposal by a 3/4 vote of the Executive Council of the OCBA, the proposal shall be considered adopted. The Board of Directors may also adopt by a 2/3 vote of the Board of Directors, an amended OCBA proposal for consideration by the Executive Council of the OCBA as an agenda item at its next regularly scheduled meeting. If the amended proposal, as submitted by the Board of Directors, is approved by a majority vote of the Executive Council of the OCBA, the proposal shall be considered adopted.

Section 3. 2011-2012 Bylaws Study Committee

A Bylaws Study Committee to review the OCBA Paralegal Section Bylaws shall be assembled during the 2011-2012 OCBA fiscal year for purposes of evaluating the structure and governance of the Paralegal Section. The Bylaws Study Committee shall be composed of two representatives from the OCBA as appointed by the 2011-2012 President of the OCBA and two representatives of the Paralegal Section as appointed by the 2011-2012 President of the Paralegal Section.

Written recommendations from the Bylaws Study Committee shall be issued to the OCBA Executive Council and the Board of Directors by no later than February 1, 2012. The Bylaws Study Committee may conclude that no changes to the Paralegal Section Bylaws are necessary.

Proposals to amend the Paralegal Section Bylaws, based on the Bylaws Study Committee recommendations, may be submitted by either the OCBA Executive Council or the Board of Directors and shall be adopted in the same manner as other bylaw amendments.