

Updated Last: July 31, 2018

# BYLAWS



**KENTUCKY PARALEGAL  
ASSOCIATION, INC.**

**BYLAWS  
OF  
KENTUCKY PARALEGAL ASSOCIATION, INC.**

**ARTICLE I**

**NAME**

The name of the Association shall be Kentucky Paralegal Association, Inc. The corporation shall have a mailing address of P.O. Box 2675, Louisville, Kentucky 40201-2675, and shall have such other places of business as shall be determined by the Board of Directors.

**ARTICLE II**

**PURPOSES**

The purposes of Kentucky Paralegal Association, Inc. (the "KPA" or "Association") shall be to:

- A. Serve as a unified voice for Kentucky paralegals on any and all issues affecting their profession in accordance with the Mission, Vision and Values of the KPA.
- B. Encourage educational programs and training of paralegals and promote continuing legal education of paralegals in the legal profession.
- C. Cooperate with the Kentucky Bar Association ("KBA"), American Bar Association ("ABA") and local bar associations.
- D. Cooperate with the local paralegal associations and student paralegal associations within the Commonwealth of Kentucky.
- E. Promote ethics and high standards of professionalism in compliance with Kentucky SCR 3.700 and in accordance with the KPA's Paralegal Professional Standards of Conduct.
- F. Inform paralegals of developments in the paralegal profession and act as a forum for exchanging ideas and disseminating information.
- G. Encourage the expanded use and full utilization of paralegals in all aspects of the legal profession.
- H. Further promote the working relationship between paralegals and attorneys in law offices, corporations and government agencies.
- I. Increase the awareness of the public, the judiciary and the legal community of the scope of paralegal responsibilities.

## ARTICLE III

### MEMBERSHIP

#### A. Types of Membership; Qualifications; Eligibility

1. Active Members. Any paralegal who is currently employed as a paralegal performing substantial legal tasks under the supervision and direction of a licensed attorney who lives or works within the Commonwealth of Kentucky AND meets one of the criteria outlined below shall become an Active member of the KPA upon acceptance of his/her application for membership and payment of dues. Active members shall be entitled to one vote on all matters before the KPA membership and shall be eligible to serve as an Officer or Director of the KPA.
  - (a) A bachelor's degree, associate's degree or post-baccalaureate certificate in Paralegal Studies from a program approved by the American Bar Association ("ABA") or a Paralegal Studies program that is not ABA-approved but meets the substantive legal studies requirements pursuant to the ABA guidelines; OR
  - (b) A bachelor's degree in any field AND one (1) year of full-time work experience as a paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney. Said experience must be attested to by the paralegal's supervising attorney and verified by the Membership Committee; OR
  - (c) An associates' degree in any field AND completion of twenty-four (24) substantive legal credit hours within an ABA-approved Paralegal Studies program or a Paralegal Studies program that is not ABA-approved but meets the substantive legal studies requirements pursuant to the ABA guidelines AND one (1) year of full-time work experience as a paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney. Said experience must be attested to by the paralegal's supervising attorney and verified by the Membership Committee; OR
  - (d) As of the date of the application, a minimum of five (5) years work experience as a paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney. Said experience must be attested to by the paralegal's supervising attorney(s) and verified by the Membership Committee.
2. Associate Members. Any person who would otherwise meet the requirements for Active membership who meets one (1) or more of the exceptions outlined below shall become an Associate member of the KPA upon acceptance of his/her application for membership and payment of dues. Associate members shall not be entitled to vote on matters before the KPA membership and shall not be eligible to

serve as an Officer or Director of the KPA.

- (a) Does not live or work within the Commonwealth of Kentucky; OR
  - (b) Is not currently employed as a paralegal or performing substantial legal tasks under the supervision and direction of a licensed attorney; OR
  - (c) Has not met the minimum of one (1) year full-time work experience as a paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney required under A(1)(b) or A(1)(c); OR
  - (d) Has not met the minimum of five (5) years full-time work experience as a paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney required under A(1)(d); OR
  - (e) Any current or former KPA Active member that no longer meets all of the Active membership requirements, including paralegals retiring from the paralegal field, shall continue as an Active member for the remainder of the membership year.
3. Student Members. Any student enrolled in a Paralegal Studies program that would allow them to meet the qualifications for Active membership upon completion of such program shall become a Student member of the KPA upon acceptance of his/her application for membership and payment of dues, if any. Student members shall not be entitled to vote on matters before the KPA membership and shall not be eligible to serve as an Officer or Director of the KPA
4. Adjunct Members. Any paralegal program director or educator of an ABA-approved paralegal program or a paralegal studies program that is not ABA-approved but meets the substantive legal studies requirements pursuant to the ABA guidelines shall become an Adjunct Member of the KPA upon acceptance of his/her application, approval of the KPA Board of Directors and payment of dues, if any. Adjunct Members shall not be entitled to vote on matters before the KPA membership and shall not be eligible to serve as an Officer or Director of the KPA.
5. Sustaining Members. Any attorney, law firm, business entity, educational institution or Bar Association that shares the goals and purposes of the KPA set out in Article II of the Bylaws shall become a Sustaining Member of the KPA upon acceptance of his/her/its application for membership, payment of dues and approval of the KPA Board of Directors. Sustaining members shall not be entitled to vote on matters before the KPA membership and shall not be eligible to serve as an Officer or Director of the KPA.

For purposes of determining membership qualifications, “paralegal” shall mean a person qualified through education, training or work experience to perform substantive legal tasks under the direct supervision of an attorney. “Substantive legal tasks” shall mean duties, tasks or functions that require legal training, and which would otherwise normally be performed by an attorney.

Any attorney who is not eligible to practice law in any state, whether by suspension or disbarment, shall not be eligible for membership in this Association.

B. Application, Dues; Admission, Termination

1. Application Approval. Application for membership shall be submitted with payment of dues, if any, to the KPA. Upon determination by the Director of Member Relations or the Membership Committee that such application meets the necessary requirements, the application shall be approved.
2. Application Denial. If the Director of Member Relations or the Membership Committee determines that the application fails to comply with the Kentucky SCR 3.700 and/or the KPA’s Paralegal Professional Standards of Conduct, the Director of Member Relations or the Membership Committee shall deliver the application to the Board of Directors along with its recommendation for denial or expulsion. The Board of Directors shall act on the application at its next regular meeting. If the Board of Directors determines that the application fails to comply with the Kentucky SCR 3.700 and/or the KPA’s Paralegal Professional Standard of Conduct, it shall be grounds for denial of the application or expulsion of the member if the application has previously been approved. An application may be denied or a member expelled by a vote of the Board of Directors for such reason(s) as the Board of Directors deems appropriate, in its sole discretion, including but not limited to misconduct as defined in the KPA’s Paralegal Professional Standards of Conduct. Any willful misstatement in the application shall be grounds for denial of the application or for expulsion of the member if the application has previously been approved.
3. Annual Dues. The Board of Directors shall determine the annual dues of the KPA for Active members, Associate members, Student members, Adjunct members and Sustaining members.

Membership dues are non-refundable dues and shall be payable to the KPA in January of each year and shall be in effect until December 31 of that same year. Dues for membership renewal must be postmarked by January 31 to maintain continuous membership in the KPA. The Board of Directors shall have discretion in charging late fees for dues paid after January 31.

4. Denial of Membership. Any individual who is denied membership to the KPA may appeal such decision directly to the Board of Directors within thirty (30) days of receipt of the denial. It shall be the responsibility of that individual (the

“appellant”) to request an appeal in writing. The letter shall be addressed to the President with a carbon copy being sent to the Director of Member Relations.

The appellant shall state his/her case in support of their application at the next Board of Directors meeting after receipt of the appeal. The Membership Committee Chairperson shall be present to explain the basis of the Committee’s denial for membership.

Within fifteen (15) days, the Board of Directors shall vote as to the issue of membership or the need for further inquiry into the appellant’s qualifications. The Membership Committee shall notify the appellant in writing within five (5) days of the Board’s decision.

5. Termination. Termination of membership shall occur due to:
  - (a) The member’s written resignation to the President;
  - (b) Any willful misstatement in the membership application; OR
  - (c) The member’s failure to comply with Kentucky SCR 3.700 and/or the KPA’s Paralegal Professional Standards of Conduct.
6. Reinstatement. Terminated members may be reinstated by a simple majority vote of the Board of Directors upon approval of a new application, a statement detailing the reason(s) for reinstatement and payment of all current dues, if any.

#### ARTICLE IV

#### OFFICERS AND DIRECTORS

- A. Officers. The Officers of the KPA shall consist of the President, Vice-President, Secretary, and Treasurer. Each Officer shall be entitled to one (1) vote on matters before the KPA Board of Directors.
  1. Duties. The duties of the Officers shall be as follows and shall also include the duties and descriptions described in the KPA Policies and Procedures:
    - (a) President. The President shall be the Chief Executive Officer of the KPA; shall preside at all meetings of the members and Board of Directors; shall have general and active management of the business of the KPA; and shall see that all orders and resolutions of the Board are carried into effect.
    - (b) Vice President. The Vice-President shall serve as the Assistant Chief Executive Officer of the KPA and shall work with the President in all aspects of the management of the KPA. In the event of the President’s death, inability or refusal to act, or in the event for any reason it shall be

impractical for the President to act personally, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall serve as the KPA President-Elect and shall serve as KPA President at the conclusion of the current President's term of office.

- (c) Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of the meetings of the Board of Directors and any regular or special meetings of the members or Directors; shall answer correspondence as the President or Board may direct; and shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or Board of Directors.
- (d) Treasurer. The Treasurer shall have the custody of the KPA's funds and shall keep full and accurate accounts of receipts and disbursements; shall deposit all monies in the name and to the credit of the KPA; shall disburse the funds of the KPA; shall make written reports of all transactions and the financial conditions of the KPA; shall prepare and maintain a budget for the KPA; and shall perform such other duties as may be assigned by the President or the Board of Directors.

B. Directors. The Directors of the KPA shall consist of the Director of Certification, Director of Members Relations, Director of Student Relations, Director of Professional Development, Director of Public Relations, Director of Ways and Means and one (1) Local Association Liaison from each local paralegal association within the Commonwealth of Kentucky recognized by the Board of Directors. Each Director shall be entitled to one (1) vote on matters before the KPA Board of Directors.

C. Qualifications.

1. All Officers and Directors shall meet the requirements to maintain continuous Active Membership during their term on the Board of Directors.
2. Candidates for President and Vice-President must have served one term on the Board of Directors prior to seeking nomination.
3. The Director of Certification shall be a Certified Kentucky Paralegal (CKP) in good standing.
4. Upon application and approval of same by the Board of Directors, a local association of paralegals within the Commonwealth of Kentucky may elect or appoint one (1) Local Liaison who shall serve on the KPA Board of Directors in a voting position. The Local Liaison must be an Active member of the KPA and a concurrent member of the local association. Local Liaisons shall be elected or appointed to serve a one-year term.

## ARTICLE V

### BOARD OF DIRECTORS

- A. Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Director of Certification, Director of Members Relations, Director of Student Relations, Director of Professional Development, Director of Public Relations, Director of Ways and Means and a Liaison from each local paralegal organization within the Commonwealth of Kentucky.
- B. Election and Terms. The Board of Directors, with the exception of the Local Liaisons, shall be elected by the Active members of the KPA on an annual basis by ballot. The Board of Directors shall hold office for one (1) year from July 1 to June 30.
1. The President of the KPA may concurrently serve as an officer of a local paralegal association, but may not serve as the president of a local paralegal association and President of the KPA concurrently.
  2. The Board of Directors may elect additional Directors as they may deem necessary.
  3. There is no limit on successive terms on the Board of Directors, with the exception of the President who is limited to two (2) successive one-year terms of office.
- C. Power and Duties. The Board of Directors shall have charge over the business affairs and assets of the KPA. The Directors may do all that is lawful and necessary and that which is not in conflict with any statute, the KPA Articles of Incorporation or these Bylaws in order to carry out the goals and purposes of the KPA. The duties of the Board of Directors shall be described in the KPA Policies and Procedures.
- D. Audit. The financial records of the KPA shall be audited on a bi-yearly basis, or as the Board of Directors deems necessary. Said audit is to be performed by an independent auditor selected by the Executive Committee.
- E. Quorum. The Board of Directors may act by vote of a majority of those members entitled to vote at any meeting at which a quorum is present. A quorum is two-thirds (2/3) of the Board of Directors entitled to vote. Directors of the KPA who are unable to attend a meeting of the Board of Directors may give their written proxy to another KPA Director to act in their stead. The proxy must be in writing on the appropriate KPA form and delivered to the President and Secretary to be attached to the minutes of the meeting.
- F. Removal, Resignation and Vacancies.
1. An Officer or Director may resign by written notice delivered to the President of the KPA. This notice shall contain the date the resignation is to take effect, which



date shall not be less than fifteen (15) working days before such effective date.

2. An Officer or Director may be removed from office by a simple majority vote of the Board of Directors. Possible removal is subject to review after failure to attend two (2) consecutive Board meetings or for such other reasons that the Board may determine.
3. The Board of Directors shall have the discretion to appoint an interim Officer or Director from the Active membership or hold a special election to fill a vacancy for the remainder of the unexpired term of office for any Director, with the exception of a Local Liaison position.
4. In the event of a removal or resignation of a Local Liaison, the local paralegal association may appoint or elect a Local Liaison, if necessary or upon request of the Board of Directors, to fill the vacancy for the remainder of the unexpired term.

## **ARTICLE VI**

### **COMMITTEES**

- A. Each Officer and Director, with the exception of Local Liaisons, will coordinate Committees that report directly to them. The specific committees shall be determined at the annual transitional meeting of the Board of Directors or created upon necessity by the Board and shall be listed in the KPA Policy and Procedures.
- B. All Committees shall be chaired by a current KPA member. Committee members should be comprised of KPA members, with the exception of KPACC which shall be comprised of committee members pursuant to the KPA's Professional Standards and Certification Program policy and the Conference Committee which may be comprised of members of the local association which is hosting the conference.
- C. The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer and one (1) Director elected by the Board by a majority vote at the annual transitional meeting of the Board. The President shall chair the Executive Committee. The Executive Committee shall have and may exercise the authority of the Board of Directors when the Board is not in session, except to the extent, if any, that such authority shall be limited by the Board and except that the Executive Committee shall not have the authority of the Board in reference to amending the KPA Articles of Incorporation or the Bylaws of the KPA. Meetings of the Executive Committee shall be held at such times and places as the chairperson of the Executive Committee shall decide. The Executive Committee may act by vote of a quorum which shall be two-thirds (2/3) of the members of the Executive Committee.
- D. All Committees members shall serve at the pleasure, control and direction of the Board of Directors. Committee Chairs shall make written reports to the respective Director tasked with coordinating the Committee's activities prior to each regular meeting of the Board of

Directors. The Committees may act by a simple majority of its members in attendance. Any act in the regular course of business done by a committee member shall be within the authority delegated to it by the Board of Directors.

## ARTICLE VII

### MEETINGS

- A. Meeting of KPA Members. The regular meeting of the full membership shall be held annually at the Annual Kentucky Paralegal Association Conference.
- B. Board Meetings. Meetings of the Board of Directors shall be held semi-monthly or at the discretion of the Board thereafter. The first meeting of the Board year shall be the annual transitional meeting of the Board and shall be held in June or July with a combination of the incoming Board and the outgoing Board. The purpose of the annual transitional meeting shall be to create and discuss the goals for the KPA for the coming year.
- C. Committee Meetings. Committees shall meet monthly or at any other time as determined by the Chairperson of the Committee.
- D. Special Board of Directors and Membership Meetings. The President or any Director may call a special meeting of the Board of Directors. The President, any Director, or a majority of the Active members may call a special meeting of the full membership.
- E. Place and Notice of Meetings. Notice of Board of Directors and general membership meetings shall be given not less than fifteen (15) days prior to the date of such meeting. Notice shall be given to each member stating the place, date, time and purpose of the meeting. Posting of this notice on the KPA website shall constitute notice of a meeting.
- F. Voting. Each Active member is entitled to one vote, either in person or by proxy, on the matters before the members at a meeting.
- G. Action without a Meeting. Action without a Meeting. Any action required to be taken at a meeting of the members or Directors, or any action which may be taken at a meeting of the members or Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the Directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote. KRS 273.377.
- H. Meetings by Teleconference. Any or all directors or Committee members may participate in a Board of Directors or Committee meeting by, or through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. Any member so participating in a meeting by teleconference is deemed to be present in person at the meeting.
- I. Quorum. The number of Active members at a meeting, in person or by proxy, shall

constitute a quorum for the transaction of business at any meeting.

## **ARTICLE VIII**

### **INDEMNIFICATION**

Each person who is, or was, a member, director, trustee, or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer or employee or arising out of such person's status as a member, director, trustee, officer or employee; provided, however, no such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification: Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the corporation, the member, director, trustee, officer or employee may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or Board of Directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

## **ARTICLE IX**

### **AMENDMENT OF BYLAWS**

The Bylaws may be amended by the Board of Directors at any meeting in which a quorum is present after notice has been given to the Active membership of the recommended amendment and a thirty (30) day period has been provided allowing Active members the opportunity to

*Amended, Approved and Adopted on October 6, 2018*

inquire about the change. Posting of the proposed amendment on the KPA website for thirty (30) days shall constitute the required notice.

AS AMENDED, APPROVED AND ADOPTED ON OCTOBER 6, 2018.

KPA PRESIDENT:



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MARY M. NICHOLS, CKP

October 6, 2018

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DATE