

BYLAWS OF THE SOUTH DAKOTA PARALEGAL ASSOCIATION, INC.

ARTICLE I. NAME

The name of this association shall be South Dakota Paralegal Association, Inc. (SDPA). This association shall be affiliated with the National Association of Legal Assistants, Inc. (NALA).

ARTICLE II. OBJECTS AND PURPOSES

The objects and purposes of this association are

- a. To establish good fellowship among association members, NALA and members of the legal community.
- b. To encourage a high order of ethical and professional attainment.
- c. To further education among members of the profession.
- d. To cooperate with bar associations.
- e. To support and carry out the programs, purposes, aims and goals of NALA

ARTICLE III. POLICY

This association shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of the National Association of Legal Assistants, Inc., or of the policies of that association.

ARTICLE IV. MEMBERSHIP

Section 1. Classes of Membership. There shall be four classes of membership: Active Member, Student Member, Associate Member, and Sustaining Member.

Section 2. Active Member Qualifications. Active membership in this association shall be open to any individual who has a high school diploma or a general activity diploma (GED) and who meets at least one of the following requirements:

- a. Successful completion of Certified Paralegal (CP) examination of NALA, or
- b. Graduation from an ABA approved program of study for legal assistants, or
- c. Graduation from a course of study for legal assistants which is institutionally accredited, but not ABA approved, and which requires not less than the equivalent of 60 semester hours of classroom study, or
- d. Graduation from a course of study for legal assistants other than those set forth above, plus not less than 6 months of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant, or
- e. Baccalaureate degree in any field, plus not less than 6 months of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant, or
- f. Minimum of 3 years law-related experience under the supervision of an attorney, including at least 6

- months of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant, or
- g. Minimum of 2 years of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant.

Section 3. Student Membership. Student membership shall be open to any individual who meets and submits the following criteria:

- a. A student who is enrolled at any university, college, junior college, or other educational institution on a course of study as a legal assistant/paralegal and who has completed one-half of the required curriculum for graduation from that program; and
- b. submits (1) an attestation from the director of the program that the individual is a student in good standing; (2) proof of enrollment at their respective educational institution; and (3) verification of the courses completed. These submissions must be made each time a student's membership is renewed. Student membership may not be renewed if that person is eligible for active membership.

Section 4. Associate Members. Associate membership shall be open to any individual who meets the following qualifications:

- a. Members of the State Bar of South Dakota endorsing the legal assistant concept or involved in the promotion of the legal assistant profession.
- b. Members of the educational field endorsing the legal assistant concept or involved in the promotion of the legal profession.
- c. Members of the law office management field endorsing the legal assistant concept or involved in the promotion of the legal assistant profession.
- d. Membership shall be open to any individual qualified in the past for active membership under Article IV, Section 2.

Section 5. Sustaining Members. Sustaining membership is open to those organizations, law firms, corporations and legal assistant program representatives, and other entities who endorse the legal assistant concept or are involved in the promotion of the legal assistant profession and contribute dues as set by the Executive Committee.

Section 6. Members Qualified to Vote. Only active members in good standing shall be qualified to vote at membership meetings or upon other matters coming to the members for action. No active member who is delinquent in the payment of any dues or other assessments shall be qualified to vote. In no event shall student, associate, or sustaining members vote.

ARTICLE V. APPLICATION FOR MEMBERSHIP

Application for membership shall be submitted on forms that clearly state that the association is an affiliated association of NALA and that all active members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by the association. Membership applications and dues shall be submitted to the Treasurer, who shall deposit the funds and forward the application to the membership committee. A membership application may be rejected by the Chair of the Membership Committee or by the Executive Committee if the qualifications of membership are not met, or if the

applicant has been convicted of a felony or been disbarred or suspended from the practice of law in any jurisdiction.

ARTICLE VI. MEETINGS

Section 1. Annual Meeting. The annual membership meeting shall be held in conjunction with the State Bar Convention in June each year, the actual date, time and place to be determined from year to year by the President, with written notice to all members not less than thirty (30) days before the date of the meeting. The notice will also contain the slate of officers. The purpose of the annual meeting is to hear reports of officers and chairpersons, and to transact such other business as may come before the meeting.

Section 2. Semi-Annual Meeting. A semi-annual membership meeting shall be held in the fall of each year. The actual date, time and place of the meeting is to be determined from year to year by the President, with written notice to all members not less than thirty (30) days before the date of the meeting. The purpose of the semi-annual meeting is to elect the slate of officers who will take office following the Annual Meeting, to hear reports of officers and chairpersons, to adopt a budget for the ensuing fiscal year, and to transact such other business as may come before the meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the President or by the Executive Committee, and shall be called by the President at the request of members having not less than one-twentieth (1/20) of the votes entitled to be cast at such meeting. Written notice stating the place, day hour, and purpose for which a special meeting is called shall be delivered not less than fifteen (15) days before the date of the meeting.

Section 4. Seminars or Workshops. It is required that this association hold a minimum of four (4) educational events or a total of ten (10) hours of education during each fiscal year in order to maintain affiliation with the National Association of Legal Assistants, Inc. These programs may be held in conjunction with a membership meeting. These seminars or workshops will be organized by the Education Committee, as outlined below.

Section 5. Voting.

- a. Each active member of the association shall be entitled to one vote. Absentee ballots may also be used to elect officers, on forms provided by the Nominations and Elections Committee and returned prior to the annual meeting.
- b. At any meeting of the membership of the association, any active member shall also have the right to vote by individual proxy. A member may appoint another member and one alternate as proxy by an appropriate written designation and proxy. Any such individual proxy shall be valid on for that single meeting for which it shall have been given and not otherwise. No person shall solicit any proxies and proxies obtained by such solicitation may not be used at any membership meeting nor shall same be accepted by the secretary. Any individual proxy shall be deemed filed by a member with the Secretary when received ten (10) days prior to the date of the designated meeting.

Section 6. Quorum. Those members present and qualified to vote shall constitute a quorum at a membership meeting, and the majority of such quorum shall, for voting purposes, be necessary for the adoption of any matter brought before the meeting. In the event of a vote for dissolution, a quorum shall consist of two-thirds (2/3) of the members present and qualified to vote.

Section 7. Executive Committee Meetings. A meeting of both incoming and outgoing Executive Committees shall be held each year immediately after the annual membership meeting at which time files will be passed to successors and any other business conducted as determined by the President. The committee will meet at other such times and in such manner as determined by the President or by a majority of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for transaction of business. Special meetings of the Executive Committee may be called by the President upon ten (10) days' notice. The Executive Committee may vote by mail ballot, by facsimile, or by electronic transmission, and such vote will be conclusive as if the Executive Committee had personally met.

Section 8. Meeting Notices. Any notices of the time, place, and purpose of any meeting as specified in these Bylaws shall be addressed to all Members or Executive Committee at the address appearing on the membership roster and may be given either by mail, e-mail or facsimile. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. If by e-mail, such notice shall be deemed to be delivered when electronically transmitted to the individual entitled to receive the same. The manner of giving notice shall be authorized by the Executive Committee.

ARTICLE VII. DUES AND ASSESSMENTS

Section 1. The dues of this association shall be payable by January 1 of each year and are commensurate for the different categories of membership. The amount of dues and any late fee shall be determined by the Executive Committee. Upon failure of a member to pay their dues by January 31, the membership shall be deemed delinquent. Membership renewals postmarked during the month of February will incur a late fee, which shall be included in addition to the annual dues. Upon failure of a member to pay annual dues and late fees by March 1, the membership will be terminated. Any member whose membership has lapsed because of nonpayment of dues shall be required to pay the initiation fee upon application to rejoin the Association and dues in accordance with Section 2 of this Article.

Section 2. Dues of new members shall be prorated as follows, according to the date of application for membership:

January 1 through March 31: 100% of the annual membership dues
April 1 through June 30: 75% of the annual membership dues
July 1 through September 30: 50% of the annual membership dues
October 1 through December 31: 25% of the annual membership dues

Dues paid under this section shall constitute payment in full through December 31, at which time annual dues for the next year must be paid in accordance with Section 1 of this Article.

Section 3. In addition to the membership dues, a one-time fee shall be charged to the member upon application for membership in the Association. The amount of the initiation fee shall be determined by the Executive Committee.

Section 4. Budgets. Monetary budgets will be allowed by the Executive Committee to each committee for its use to help grow the association. The committee chair/s will ensure that the committee is

spending within its allocated budget and will work with the acting Treasurer to ensure there is no over-spending.

Section 5. Sponsors and sponsorship funds. Each committee will have the opportunity to recruit sponsors and/or sponsorship funds, in cash or in-kind, for their respective committee. Each committee that raises funds will notify the acting Treasurer of any funds raised through sponsorships so that said funds are available for that committee's sole use. The committee chair/s will notify the acting Treasurer of their intended use for the sponsorship funds and will be required to report such expenditures as a part of their committee report to the members at large. Sponsors will be provided the option of advertisement opportunities with our association (i.e. on our website, in our newsletters, and/or during our seminars). A committee may request from another committee a gift of budgeted and/or sponsorship funds. Each committee reserves the right to allow or decline to gift funds to other committees.

ARTICLE VIII. OFFICERS AND EXECUTIVE COMMITTEE

The elected officers shall be the President, First Vice President, Second Vice President, Secretary, Treasurer and NALA Liaison. The President, First Vice President, and Second Vice President shall be from diverse geographic locations within the state, insofar as reasonably possible, and all officers shall be active members. The appointed officer shall be the Parliamentarian. The business and affairs of the Association will be managed by the Executive Committee, who shall discharge their duties in good faith and benefit of the membership. The Executive Committee shall be composed of the elected officers (as set forth in ARTICLE IX). The Executive Committee has the authority to make decisions on behalf of the Association that are not inconsistent with other Articles and shall act as a planning committee bringing recommendations to the membership for a vote.

Officers shall be elected at the semi-annual meeting and then shall assume office at the close of the next annual meeting. President, First Vice President, Second Vice President and NALA Liaison shall serve for a term of one year or until their successors are elected. The Secretary and Treasurer shall serve for a term of two years, to be elected in alternating years, or until their successors are elected.

No officer or member shall be compensated for association duties. However, persons may be reimbursed for out-of-pocket expenses in connection with association-related activities, provided the expenses are covered by the budget approved by the membership or as approved by a majority vote of the Executive Committee.

ARTICLE IX. ELECTION OF OFFICERS AND VACANCIES

Section 1. Nominations and Elections Committee. The President shall appoint a Nominations and Elections Committee consisting of a chairperson and three active members at least sixty (60) days prior to the semi-annual meeting. The Nominations and Elections Committee shall present a slate of officers to the membership thirty (30) days prior to election and perform such other duties as are required under these Bylaws. No name shall be on the slate without the consent of the candidate.

Section 2. Election Procedure. Nominations from the floor shall be accepted and election shall be by majority vote of the absentee ballots and members present who are qualified to vote, which shall be by ballot prepared by the Nominations and Elections committee, except that if there is but one candidate

for each office, the ballot may be dispensed with and the officers elected by voice vote. If no candidate receives a majority vote on the first ballot, all but the two highest for such office shall be eliminated and the balloting continued. If the vote remains a tie after the second ballot, the election shall be decided by lot.

Section 3. Vacancies in Office. In the event of a vacancy in the office of President, the First Vice President shall succeed to the office for the unexpired term and shall continue in the office of President for the following year. In that event, or for any other reason where the office of First Vice President shall be vacant, either the Second Vice President shall succeed to the office of First Vice President, or alternatively, a qualified candidate may be appointed by the executive committee to fill the vacancy until the next election. For any reason where the office of Second Vice President shall become vacant, a Second Vice President shall be appointed by the Executive Committee to serve until the next election.

In the event of a vacancy in the office of Secretary, Treasurer, or NALA Liaison, the Executive Committee shall appoint a member to fill the vacancy for the unexpired term, who shall be eligible to seek election to the office the following year.

Section 4. Submission to NALA. Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director by the NALA Liaison within thirty (30) days after election and/or appointment.

Section 5. Removal of Officers. Any officer (elected or appointed) absent from three consecutive meetings without good cause, may be removed from office by majority vote of the Executive Committee.

Any officer may also be removed for nonperformance of duties by majority vote of the Executive Committee.

Any officer may also be removed, with or without cause, by (a) vote of majority of the members present at an annual or special meeting called for that purpose, or (b) by a vote of a majority of the members by special ballot prepared by the Nomination and Elections Committee at the request of either the Executive Committee or at the request of members having not less than one twentieth (1/20) of the votes entitled to be cast at such meeting.

ARTICLE X. STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees. The standing committees and respective officers who shall chair such committees are as follows:

- a. *State Bar Liaison (President).* [See Article XI, Section 1.]
- b. *Finance (Treasurer).* [See Article XI, Section 5.]
- c. *Nominations and Elections.* [See Article IX.]
- d. *Educational Committee.* This committee shall plan seminars and workshops and work with NALA, the State Bar and other organizations, in the event of co-sponsorship of any programs. The committee shall be responsible for fulfilling the educational requirements under Article VI of these Bylaws and its chairperson shall report such educational meetings to the NALA Liaison. The term of this committee shall run from January to December, with each committee planning the annual seminar/workshop in June and a semi-annual seminar/workshop in the fall.

- e. *Membership*. This committee shall be charged with the responsibility of developing programs to encourage membership in the association. The Membership chairperson is responsible for determining if the applicant meets the qualifying criteria for membership and for notifying the prospective applicant of their acceptance/rejection of membership. The Membership chairperson is also responsible for keeping a current membership roster in conjunction with the Treasurer.
- f. *Audit Committee*. The Audit Committee shall be composed of at least two active members, one of whom is preferably a past Treasurer, whose purpose is to audit the Treasurers books as of the close of the fiscal year prior to the annual meeting.
- g. *Registered Agent and Office*. The association shall maintain a registered office and agent with the Secretary of State, whose business office is identical with the registered office.
- h. *Ethics Committee*. This committee shall investigate and report any violations of South Dakota Supreme Court Rule 97-25 or the Code of Ethics adopted by SDPA to the Executive Committee for appropriate action, including a members' censure, expulsion, or discipline.
- i. *Public Relations*. This committee shall develop programs to promote good relations with the legal community and the public; prepare promotional materials for publication; and arrange for radio and television programs or in any other media which would benefit SDPA.
- j. *Librarian*. The librarian shall be responsible for maintaining a library of books, magazines, articles, publications, video and cassette tapes, NALA's Findings of Fact and Career Chronicles, SDPA newsletters, and other written materials related to the legal assistant profession. The librarian shall provide the materials or copies for a fee set by the Executive Committee.
- k. *Newsletter*. The newsletter committee shall publish and distribute the associations newsletter at least quarterly, or more often if directed by the Executive Committee.
- l. *Professional Development Committee*. This committee shall read and report current case law involving legal assistants of the NALA Professional Development Committee. In addition, the committee would promote local professional involvement with the legal community.
- m. *Job Bank Committee*. This committee shall maintain a listing of jobs available to legal assistants in South Dakota as provided by prospective employers.
- n. *Website Committee*. This committee shall maintain the website for the association and also respond to any inquires by members or nonmembers that are posed through the website.
- o. *Lunch CLE Committee*. This committee shall be composed of one (1) person from each of the other standing committees outlined herein, with the chairperson to be chosen by the President. The committee shall organize lunches with speakers and seek CLE credit through NALA for state-wide CLE presentations by one-hour webinar. The committee will host between two and four webinars per year (February, May, August, and/or November). The committee shall, to the extent possible, maintain records of members and non-members (guests) in attendance, and encourage guests to join the association or charge for their attendance after attending three (3) presentations as a guest and report the numbers to the NALA Liaison for reporting to NALA. The committee shall work in conjunction with the Education Committee members in presenting speakers and topics. Any fee for attendance of guests at webinars shall be set by the Executive Committee.

Section 2. Special Committees. Special committees and their chairpersons may be appointed by the President.

ARTICLE XI. ELECTED AND APPOINTED OFFICERS

Section 1. President. The President shall preside over all Executive Committee meetings and membership meetings. The President shall appoint a Parliamentarian, special and standing committee members and chairpersons as provided in these bylaws. The President shall pass files to the successor immediately upon installation and shall be ex-officio (non-voting) member of all committees except the committee on nominations and elections. The President shall chair the State Bar Liaison Committee, represent the association in its relations with the State Bar, and shall perform other duties incident to the office of President. The President may serve as the Executive Committee's liaison to the Ethics Committee and the Audit Committee.

Section 2. First Vice President. The First Vice President shall exercise the functions of President in absence or disability of the President and, when so acting, shall have all of the powers and authority of the President, and shall succeed to the office of President the following term. The First Vice President shall perform such other duties as from time to time may be assigned by the Executive Committee or the President. The First Vice President may serve as the Executive Committees liaison to the Educational Programs Committee and Job Bank Committee.

Section 3. Second Vice President. The Second Vice President shall exercise the functions of the First Vice President in the absence or disability of the First Vice President and shall succeed to the office of First Vice President the following term. The Second Vice President shall perform such duties as from time to time may be assigned by the Executive Committee or the President. The Second Vice President may serve as the Executive Committees liaison to the Membership Committee and Professional Development Committee.

Section 4. Secretary. The Secretary shall be responsible for minutes for all meetings, keeping permanent minutes and records, and filing the triennial report [once every three (3) years] with the Secretary of State, when appropriate. This officer shall assist the President in any way, including giving notice of meetings. Association minutes of any meeting shall be available to the NALA President upon request. The Secretary may serve as the Executive Committee's liaison to the Newsletter Committee and the Public Relations Committee.

Section 5. Treasurer. The Treasurer shall deposit all funds and make all disbursements as provided in the budget. Any over-budgeted expenditure must be approved by the Executive Committee before payment. The Treasurer shall chair the Finance Committee, which committee shall prepare a budget for the ensuing fiscal year, to be submitted to the Executive Committee prior to presentation at the semi-annual meeting, and adopted by the membership at the semiannual meeting. At the discretion of the Executive Committee, the Treasurer may be bonded with the premium paid by the association. All disbursements of association funds must be made by association check, signed by the Treasurer or the President. This officer shall keep the books on a current basis and, in conjunction with the Membership Committee Chair, shall submit a written financial report at each membership meeting to be attached to the official minutes as part of the permanent record. The Treasurer is also responsible for keeping a current membership roster and reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

Section 6. NALA Liaison. This officer shall be a NALA member, shall be familiar with the NALA Bylaws and Standing Rules, shall receive minutes of all NALA meetings, and shall represent the association at the NALA annual meeting of affiliated associations. This officer shall report quarterly on association activities to the NALA affiliated associations director on forms provided by NALA

headquarters, and shall report all officers' names to NALA headquarters and the NALA affiliated associations director. The NALA Liaison may serve as the Executive Committee's liaison to the Parliamentarian and Library Committee.

This officer may submit items the association wishes to be discussed to the NALA affiliated associations director and shall participate in discussions at NALA annual meetings. A report to association members on the NALA annual meeting will be required.

This officer shall, within sixty days of passage, notify the NALA Parliamentarian and 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 Executive Committee of this association.

Section 7. Parliamentarian. The Parliamentarian shall attend all meetings, as referenced in Section 1 and Section 2 of Article VI, and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with the association bylaws, NALA bylaws, shall receive all proposed bylaw amendments, prepare standing rules and amendments to standing rules and bylaws upon request of the Executive Committee. Roberts Rules of Order Newly Revised shall serve as parliamentary authority for items not covered by these bylaws or the association standing rules.

ARTICLE XII. FISCAL YEAR

The fiscal year of this association shall be from January 1 to December 31.

ARTICLE XIII. SOUTH DAKOTA SUPREME COURT RULE 97-25, CODE OF ETHICS, CENSURE, EXPULSION OR DISCIPLINE OF MEMBERS

Section 1. South Dakota Supreme Court Rule 97-25. Section 1. Statutes and Rules. Each member of this association shall subscribe to and be bound by any statutes or rules adopted by the South Dakota Legislature or the Supreme Court of the State of South Dakota relating to legal assistants or paralegals. Rule 97-25, which is S.D.C.L. § 16-18-34, et.seq., otherwise known as the Rule Relating to the Utilization of Legal Assistants.

Section 2. Code of Ethics. Every member of this association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of the National Association of Legal Assistants, Inc., and any other code so adopted by the membership of this association.-

Section 3. Censure, Expulsion or Discipline of Members. The right to censure, suspend, expel, call for the resignation of or otherwise discipline any member is vested in the Executive Committee. Any member may be censured, suspended, expelled or otherwise disciplined for conduct discreditable to the association or the profession.

Section 4. Procedure. A member charged with misconduct shall be given written notice of the nature of the charges against him/her. He/she shall have 10 days to request a hearing, whereupon the Executive Committee shall set a time and place on 20 days' notice, at which he/she may have an opportunity to be heard in person or by his/her representative. The Executive Committee may refer any charges against a member to a committee for investigation, hearing and report, and may act upon

the report of the committee without further evidence, notice or hearing. The Executive Committee may, in its discretion and upon the terms, reinstate the membership of a member.

ARTICLE XIV. AMENDMENTS TO BYLAWS

Bylaw amendments (not in conflict with NALA bylaws) may be adopted by two-thirds (2/3) majority of active members present and qualified to vote at any special or semi-annual or annual meeting. Bylaw amendments must be presented to the membership at least 30 days prior to the meeting at which they will be voted upon. The NALA Liaison must notify the NALA Parliamentarian of any amendments within sixty (60) days of passage.

Automatic grammatical, punctuation and correction changes in these Bylaws which in no way alter their intent, shall be effected by the Parliamentarian, subject to the approval of the Executive Committee.

ARTICLE XV. DISSOLUTION

In the event of dissolution, all property and assets shall be distributed to a nonprofit charitable organization 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 members of the association and the NALA affiliated associations director at least fifteen (15) days prior to the meeting. In no event shall any such property and assets be distributed to any member or private individual.

ARTICLE XVI. RETENTION OF AFFILIATION

Affiliation with the National Association of Legal Assistants, Inc., is renewable each year by payment of an affiliation fee and attached to a current membership roster. 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 must comply with the required reports and requested procedures as outlined in these bylaws.

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

ARTICLE XVII. ENACTMENT

These Bylaws and/or amendments thereto shall become effective at the close of the meeting at which adopted, unless otherwise specified, subject to review and approval by NALA.

Adopted by the Membership October 15, 1999, with revision one adopted June 23, 2000; revision two adopted June 22, 2001; revision three adopted June 20, 2003; revision four adopted June 20, 2014; non-substantive revisions (as approved by the Executive Committee and Parliamentarian) effected 8/21/2017; revision five adopted October 6, 2017; revision six adopted; revision seven adopted June 19, 2020.