

# ***By-laws of the Kansas Paralegal Association***

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Amended March 21, 1992  
Amended June 18, 1993  
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Amended June 5, 1998  
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Amended June 20, 2003  
Amended June 11, 2010  
Amended June 13, 2014*

## **Article I. Name**

The name of this Corporation shall be: Kansas Paralegal Association, Inc. and shall be referred in these By-laws as KPA.

## **Article II. Definition of Paralegal**

Paralegal<sup>1</sup> is defined as any person, qualified through education, training, or work experience, who is employed or retained by a lawyer, law office, governmental agency, or other entity in a capacity or function which involves the performance, under the ultimate direction and supervision of an attorney, of specifically delegated substantive legal work, which work, for the most part, requires a sufficient knowledge of legal concepts that, absent such assistant, the attorney would perform the task. (Definition adopted by KPA on 6/5/87.)

## **Article III. National Affiliation**

KPA is affiliated with and is a member association of the National Federation of Paralegal Associations (NFPA).

## **Article IV. Purposes**

1. The purposes for which KPA are formed are those set forth in its Certificate of Incorporation. Namely, to:
  - a. Promote and maintain high standards in the Paralegal profession.
  - b. Foster creative expansion of the Paralegal career.

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<sup>1</sup> Paralegal and Legal Assistant are used interchangeably.

- c. Offer and encourage continuing education for the Paralegal profession.
- d. Provide a forum for meeting and exchanging ideas.
- e. Establish and maintain mutually beneficial working relationships with local and state bar associations.

## **Article V. Basic Policies**

The following are basic policies of KPA:

- 1. KPA shall be noncommercial, nonsectarian, and nonpartisan.
- 2. The names of KPA or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of KPA.
- 3. KPA may cooperate with other organizations and agencies concerned with the Paralegal profession but persons representing KPA in such matters shall make no commitments that bind KPA without approval of the Board.

## **Article VI. Membership and Dues**

- 1. Classes of Members. There shall be six (6) classes of members designated as follows: voting members; student members; affiliate members; sustaining members; educator members, and retired members, all of whom shall be entitled to all the benefits of KPA subject to the rules and regulations of the KPA.
  - a. Voting Members. Voting membership is open to any person qualified through education, training, or work experience, who is employed or retained by a lawyer, law office, governmental agency, or other entity in a capacity or function which involves the performance, under the ultimate direction and supervision of an attorney, of specifically delegated substantive legal work, which work, for the most part, requires a sufficient knowledge of legal concepts that, absent such assistant, the attorney would perform the task. Said person shall also possess at least one of the following qualifications:
    - (1) A postsecondary degree in the paralegal field and is employed or retained as a paralegal; or
    - (2) A Baccalaureate or Associate degree in a field other than paralegal and one (1) year of experience and is employed or retained as a paralegal; or

- (3) A paralegal certificate with experience as a paralegal, for a combined total of three (3) years and is employed or retained as a paralegal; or
    - (4) Three (3) years of experience as a paralegal and is employed or retained as a paralegal; or
    - (5) Voting membership status as of June 30, 1989, and is employed or retained as a paralegal.
  - b. Affiliate Members. Affiliate membership is open to any person qualified as a paralegal through education, training, or work experience, who is not currently employed or retained as a paralegal by a lawyer, law office, governmental agency, or other entity, and as such, does not fall into the voting membership category.
  - c. Student Members. Student membership is open to any person enrolled in a formal course of study leading to a position as a paralegal.
  - d. Sustaining Members. Sustaining membership is open to any person, firm or institution interested in supporting the purposes of the Kansas Paralegal Association.
  - e. Educator Members. Educator membership is open to instructors and program coordinators of paralegal/legal assistant educational programs.
  - f. Retired membership is open to any person who has been employed as a paralegal, but who is no longer employed and has been a previous voting member of the Kansas Paralegal Association for at least one year.
2. Annual Enrollment. KPA shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.
  3. Eligibility to Participate and for Elected Positions. Only members in good standing of KPA shall be eligible to participate in its business meetings. Only voting members may serve in any of the KPA Board's elected or appointed positions, unless otherwise approved by majority vote of the Board of Directors. All voting members of the KPA Board, including President, must be a resident of the State of Kansas or working in the state of Kansas.
  4. Termination of Membership. A member may resign at will by submitting a written resignation.
  5. Removal from Membership. The Board of Directors may, in accordance with Standing Rules, revoke the membership of any member.

6. Refund of Dues. No member who has terminated his/her membership, or whose membership has been revoked, shall be entitled to a refund of dues.
7. Dues. The Board of Directors shall by resolution levy dues upon all members in such amounts and for such periods as may be determined.

## **Article VII. Officers and Their Election**

1. Officers. The officers of KPA shall consist of a President, a President-Elect, a Vice President-Membership, a Secretary, and a Treasurer. The President, subject to approval of the Board of Directors, may appoint additional officers as from time to time may be warranted. Such additional officers appointed by the Board shall serve as non-voting members of the Board of Directors for a term designated by the Board, but such term shall not be longer than the fiscal year in which the officer is appointed.
2. Election.
  - a. The Board of Directors may form a nominations committee, chaired by the Secretary, and shall present to the voting membership thirty (30) days prior to the annual meeting, a slate of officers. Only those persons who have signified their written consent to serve if elected shall be presented to the membership for election to such office.
  - b. In the event of an uncontested slate of officers no ballot is required, but a written announcement shall be made to the membership no fewer than thirty (30) days prior to the annual meeting.
  - c. Officers shall be elected every year prior to the annual meeting. Officers shall assume their official duties on July 1st following the close of the annual meeting and shall serve until the election and qualification of their successors.
  - d. A person succeeding to the office of President shall, at the time he/she assumes office, have had one year of active service on the KPA Board of Directors.
  - e. All voting members of the KPA Board including President must be a resident of the State of Kansas or working in the state of Kansas.

## **Article VIII. Duties of Officers**

1. President. The President shall preside at all meetings of KPA and of the Board of Directors; shall have general supervision, direction and control of the business

and officers of KPA, including, but not limited to, the following: be an *ex officio* member of all standing committees; oversee the outreach, inreach, seminars/annual meeting, public relations, By-law amendments, and other similar business of the association. The President shall perform such other duties as may be prescribed in these By-laws or assigned to the President by KPA or by the Board of Directors and shall coordinate the work of the officers and committees of KPA in order that the purposes of KPA may be promoted.

2. President-Elect. The President-Elect shall act as an aide to the President; shall perform the duties of the President in the absence or disability of that officer to act; shall automatically succeed to the office of President without further election immediately following completion of the term as President-Elect; and shall fulfill such duties, including but not limited to the following: oversee the seminar/annual meeting; work with the KBA Legal Assistant Representative; assist the president with outreach and in-reach, and any other duties assigned by the President.
3. Vice President-Membership. The Vice President-Membership shall act as an aide to the President; and shall fulfill such duties including but not limited to the following: serve as chairman of the membership committee; be responsible for coordination of the membership drive; keep the official membership roster and review and update the NFPA membership list at least quarterly; and oversee, in cooperation with the President, outreach activities of the organization. The Vice President-Membership shall be empowered to enter into contracts in the name of KPA for computerization, printing, and distribution of membership lists and membership directories, so long as contracts shall have prior approval of the Board of Directors of KPA.
4. Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of KPA and of the Board of Directors; shall perform such other duties as may be delegated, including, but not limited to, the following: serve as chairman of the disciplinary committee and oversee nominations and elections of officers and directors.
5. Treasurer. The Treasurer shall have custody of all of the funds of KPA; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by KPA, the Board of Directors, or other designated committees. The Treasurer shall perform such other duties as may be delegated, including but not limited to the following: present a financial statement at all meetings of the Board of Directors, at the annual meeting of KPA, and at other times as requested by the Board of Directors. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the By-laws. The Treasurer's accounts shall be audited annually by two members of the Board of Directors, not to include the Treasurer or the President, to be appointed by the Board of Directors. The Treasurer shall prepare, for approval by the Board, and file annual reports, and state and federal corporate income tax returns.

6. Other Duties and Official Materials. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-laws and those assigned from time to time. Upon relief of their position, officers shall deliver to their successors all official material not later than two weeks following the election of their successors.

## **Article IX. District Directors and Their Election**

1. District Director. There shall be three (3) districts, configuration of which shall be in accordance with the map attached as Exhibit A. Based on the number of members, each district shall have one (1) District Director.
2. Election.
  - a. A nominations committee, chaired by the Secretary, of designees appointed by the Board of Directors, shall present a slate of District Directors to the voting membership thirty (30) days prior to the annual meeting.
  - b. District Directors shall be elected by that District's voting members every two years prior to the annual meeting of years ending with odd numbers, and shall assume their official duties on July 1st following the annual meeting and shall serve until the election and qualification of their successors.
  - c. This section has been rescinded.
  - d. Only those persons who have signified their written consent to serve if elected shall be presented to the membership for election to such office.
  - e. All voting members of the KPA Board including President must be a resident of the State of Kansas or working in the state of Kansas.

## **Article X. Duties of District Director**

1. Shall attend all meetings of the Board of Directors, either in person, telephonically, or by proxy, and vote on all matters presented. When an agenda is presented sufficiently in advance, the director shall determine the opinion of the majority of the district members and shall vote in accordance. When this is not practical or possible, the director shall vote in accordance with his/her or her best judgment, and shall report to the district.
2. Shall be familiar with KPA and, if they exist, district By-laws.

3. Shall furnish, either individually or, when a local advisory council exists, in cooperation with local advisory council, the newsletter editor with information concerning district meetings and activities.
4. Shall be responsible, individually or, when a local advisory council exists, in cooperation with the local advisory council, for local district meetings, the business of the district, and generating interest within their district in KPA.
5. Shall serve as an *ex officio* member of the local advisory council of the chapter, if one exists.
6. Shall be responsible, individually or in cooperation with the local advisory council, for maintaining local events, district news, and information on the KPA website.

**Article XI.**  
***Ex Officio* Non-Voting Board Members**

1. NFPA Representative(s).
  - a. Appointment. A primary and a secondary representative of KPA to the NFPA shall be appointed by the Board of Directors following the close of the annual meeting and seminar.
  - b. Board Member Status. NFPA representative(s) shall be *ex officio*, non-voting members of the Board of Directors.
  - c. Duties. The duties of the NFPA representative(s) shall include, but not be limited to the following: act as a liaison from the NFPA to KPA and from KPA to the NFPA; disseminate information to KPA members through local National Affairs committee representatives, Newsletter articles, and special communications; respond to questions and concerns of KPA members about national issues or policies; attend all Regional Meetings and Annual Meetings of the NFPA; report to the membership of KPA on NFPA activities and national issues at the annual meeting of KPA; be fully informed of NFPA policy and issues; and present a report on the NFPA at all meetings of the Board of Directors of KPA.
2. KBA Legal Assistant Committee Representative:
  - a. Appointment. One or more representatives, the number being determined by the Kansas Bar Association Legal Assistant Committee, will be appointed to the KBA Legal Assistant Committee by the KPA Board of Directors in July of each year. Representatives must be KBA eligible in order to serve.

- b. Board Member Status. KBA representatives shall be ex officio, non-voting members of the KPA Board of Directors.
  - c. Duties. Duties of the KBA Legal Assistant Committee representatives will include:
    - (1) Represent KPA at Committee meetings;
    - (2) Attend all meetings of the Committee;
    - (3) Report to the KPA Board the activities of the Committee; and
    - (4) Report to the members of KPA the activities of the Committee.
3. Advisory Council Members:
- a. Elections. Representatives of KPA will be elected by local district membership and may include the following positions:
    - (1) Director
    - (2) Chairperson
    - (3) Secretary
    - (4) Treasurer
    - (5) Job Registry Coordinator
    - (6) Newsletter Editor
    - (7) Luncheon Coordinator
    - (8) Community Service Activities Coordinator
    - (9) Education Coordinator
  - b. Board Member Status. Advisory Council members shall be *ex-officio* non-voting members of the KPA Board of Directors.
  - c. Duties.
    - (1) Work with District Director to fulfill and maintain the duties as set forth in Articles IX and XVI of the By-Laws of the Kansas Paralegal Association



- d. Appointments. District Director may appointment KPA members to fill additional positions at the discretion of the District Director.

## **Article XII. Directors**

- 1. The directors of KPA shall consist of a Publications Director, a Marketing Director, and an Education Director.

- 2. Elections.

- a. A nominations committee, chaired by the Secretary, of designees appointed by the Board of Directors, shall present to the voting membership thirty (30) days prior to the annual meeting a slate of directors.
- b. Directors shall be elected every year prior to the annual meeting. Directors shall assume their official duties following the close of the annual meeting and seminar and shall serve until the election and qualification of their successors.
- c. Only those persons who have signified their written consent to serve if elected shall be presented to the membership for election as directors.
- d. All voting members of the KPA Board including President must be a resident of the State of Kansas or working in the state of Kansas.

- 3. Duties.

- a. Publications Director. The duties of the Publications Director shall include but are not limited to the following: serve as Managing Editor/Editor-in-chief of the KPA newsletter and oversee publication of the same, eliciting such assistance as necessary for the lay-out, printing, mailing, solicitation of articles, etc. The Publications Director shall also oversee the preparation of any KPA brochures or other publications which the Board directs, working with the Marketing Committee when necessary. This director may appoint such committees and sub-committees, as approved by the Board of Directors, to assist with the duties as deemed advisable.
- b. Marketing Director. The duties of the Marketing Director include but are not limited to the following: seek out new areas to expand and develop the profession in the legal community; promote the Speakers Bureau; elicit new advertising for the newsletter and monitor renewals ads; obtain advertising, exhibitors, sponsors and vendors for the annual seminar; oversee the Service Directory, if there is one; oversee development of promotional materials, press releases, seminar brochure and other

publications. This director may appoint such committees and sub-committees, as approved by the Board of Directors, to assist with the duties as deemed advisable.

- c. Education Director. The duties of the Education Director shall include but are not limited to the following: establish and oversee the Mentor Program and the Speakers Bureau; establish and maintain contact with educators; provide an informational/CLE article for the newsletter; assist the President-Elect in the educational portion of the annual seminar; and work with student associations at Kansas colleges. This director may appoint such committees and sub-committees, as approved by the Board of Directors, to assist with the duties as deemed advisable.

### **Article XIII. Board of Directors**

1. Board of Directors. The Board of Directors shall consist of the officers, District Directors, Publications Director, Marketing Director and Education Director of KPA and other members appointed by the Board of Directors. Voting members of the Board of Directors shall include the officers, District Directors, Publications Director, Education Director, and Marketing Director. The President shall vote only in the event of a tie vote on any matter pending before the Board of Directors. A designated proxy shall be defined as any voting member in good standing designated in writing, submitted to the President by the absent Board member at least twenty-four (24) hours prior to a scheduled meeting of the Board. Proxies must be designated for each specific meeting. Each Board member is limited to two (2) proxies for each meeting. The immediate past President, NFPA representative(s), and KBA Legal Assistant Committee representative(s) shall be ex officio members. The members of the Board of Directors shall serve until the election and/or appointment, and qualification of their successors.
2. Duties. The duties of the Board of Directors shall be to:
  - a. Transact necessary business in the intervals between meetings of KPA and such other business as may be referred to it by KPA;
  - b. Create standing committees;
  - c. Approve the plans of work of local boards and the standing committees;
  - d. Present District reports at the regular meetings of KPA;
  - e. Shall appoint an auditing committee before the annual meeting to audit the Treasurer's accounts prior to the close of the current membership year;

- f. Shall prepare and approve a budget for the fiscal year;
  - g. Approve expenditures outside the limits of the budget; and
  - h. Act as a liaison between the district and the state.
3. Vacancy. A vacancy occurring in any office or directorship other than the Presidency shall be filled for the un-expired term by a person appointed by the Board of Directors, with input from the membership of KPA. In case a vacancy occurs in the office of President, the President-Elect shall preside for the remainder of the President's term of office. In the event the President-Elect is not able to succeed to the Presidency, or in the event of a vacancy in the office of President-Elect, then the Vice-President-Membership shall preside for the remainder of the President's term of office. The Secretary shall call a meeting of the Board of Directors to make any such vacancy appointments as are necessary to complete a term of office.
4. Resignation of Officers and Directors. Any officer or director may resign at any time upon filing written notice with the Secretary, and such resignation shall become effective when so filed unless some other effective date is set forth in the resignation.
5. Removal of an Officer or Director. If the issue of removal of an Officer, Director or appointed member of the Board arises, the Board shall appoint a Disciplinary Committee to investigate the facts and make recommendation to the Board as to such removal. Upon recommendation by the Disciplinary Committee to the Board of Directors, an officer or director may be removed from office by a majority vote of the Board of Directors for failure to fulfill the duties of the office as defined in Articles VIII, X, and/or XIII or such cause as is determined by the Disciplinary Committee.
6. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he/she is or was a director or officer of the corporation, or of another corporation serving at the request of this corporation, if any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against the corporation or by the corporation, he/she shall be indemnified for his/her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:
- a. The person sued is successful in whole or in part or the proceeding against him is settled with the approval of the court.
  - b. The court finds that his/her conduct fairly and equitably merits such indemnity. The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a

separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he/she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article XIV, Section 1, for giving notices of members' meetings, in such form as the court directs.

7. The Annual Meeting. The annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of the voting members.
8. Open Meetings. Regular meetings of the Board of Directors shall be held on such dates as designated by the Board of Directors, and at least six meetings shall be held annually. The dates of the proposed Board meetings shall be published in the newsletter. Board meetings shall be open to all members of KPA unless the Board votes to go into executive session. Executive sessions may be held only for the purposes of discussing potential litigation involving KPA or regarding specific matters of the members. For discussions at executive sessions involving these specific matters of the members, the person who is the subject of the discussion must be notified of the discussion and given the opportunity to attend. Observers must request permission to address the board and shall have no rights to make motions or vote.
9. Special Meetings. Special meetings may be called by the President or by a majority of the members of the Board of Directors to discuss business of the Board that must be resolved urgently, so long as Board members are notified of said meeting at least three (3) days in advance of said meeting with the date, place, and proposed agenda, unless the business to be discussed at said special meeting will not allow a three (3) day notice and the Board executes a waiver of notice pursuant of Article XIX, Section 6 for said meeting. Since it is unlikely that membership can be notified in advance of special meetings, members will be notified of the business conducted at special meetings following the conclusion of the meeting.
10. Quorum. A majority of voting officers and directors and District Director shall constitute a quorum.
11. Meetings by Telephone. Members of the Board of Directors, or any committee designated by such Board, may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another,

and such participation in a meeting shall constitute presence in person at the meeting. Meetings by telephone shall be open to all members of KPA who have expressed an interest in participating.

12. Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors will be taken without a meeting if all of the members of the Board of Directors consent thereto in writing.
13. Term of Office. Each officer and director shall serve a one-year term and each District Director shall serve a two-year term.

#### **Article XIV. Meetings of Members**

1. Regular or Special Meetings. Regular or Special meetings of members of KPA may be called by the Board of Directors so long as members are notified in writing of said meeting at least fifteen (15) days and not more than sixty (60) days in advance of said meeting. The notice shall state the date, time, place, and purpose of said meeting.
2. Annual Meetings. The annual meeting shall be held on the date of the annual seminar, unless changed by the Board of Directors. Any business to be voted on at annual meetings must be submitted in writing at least thirty (30) days prior to the meeting to all members by the KPA President and shall be published in the publication of KPA unless such notice is waived for good cause and upon a vote of two-thirds (2/3) of the Board of Directors.
3. Quorum. A majority of the voting members present shall constitute a quorum for the transaction of business in any meeting of KPA. Unless a voting member, unable to attend the meeting, casts an absentee vote prior to the meeting, their vote will be cast with the present majority vote at the meeting on any issues properly noticed.
4. Business Transacted. Business transacted at all KPA meetings shall be confined to the subjects stated in the notice, unless all members present in person consent to the transaction of other business.
5. Voting. The voting members present shall vote by written ballot. The affirmative vote of a majority of returned ballots of such members entitled to vote on the subject matter shall be the act of the members.

#### **Article XV. Committees**

1. The Board of Directors may create such committees as it may deem necessary to promote the purposes and carry on the work of KPA. The Board of Directors

shall appoint a chairman for each such committee. The term of each chairman shall be one (1) year or until the appointment and qualification of his/her successor.

2. The chairman of each committee shall present a proposed plan and goals for the term year to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.
3. The power to form special committees and appoint their members rests with the Board of Directors.
4. The President shall be an ex officio member of all committees.
5. The committees shall be required to keep regular minutes of their transactions and shall report the same to the Board of Directors upon request. The President shall receive copies of all said minutes.
6. Terms of the committees will run for a period not to exceed a two (2) year period.
7. Expenditures made by such committee members shall be pre-approved by the Board of Directors.
8. The committees shall be required to maintain a set of records of all actions taken on by such committee and will make them available for inspection to the Board of Directors..

## **Article XVI. Local Chapters**

1. Organization. A local chapter shall consist of a District of KPA members. No local chapter shall use the name "Kansas Paralegal Association" without the consent of the Board of Directors.
2. By-laws. Local chapters may make By-laws for their governance not inconsistent with the By-laws of KPA, and file their By-laws with the Secretary of KPA for approval by the Board of Directors.
3. Local Advisory Council. Local chapters may elect local advisory council ("council") or officers, not to exceed five (5), to coordinate the meetings, business, and activities of the local chapter in cooperation with the District Director for the local chapter. District Director shall be *ex officio* members of any local council.
4. Elections of Local Advisory Council. Local chapters shall hold elections ~~within at~~ least sixty (60) days prior to the annual meeting and notify the President of the results of the election of officers or council members of the chapter within one (1)

month thereafter. Local council shall be elected by a vote of the chapter members.

5. Reports. Each local chapter shall file an annual report with the President of KPA on the acts and activities of the chapter, and file quarterly financial reports with the Treasurer of KPA.

## **Article XVII. Publications**

1. Authorization. KPA shall publish an official newsletter of the association.
2. Purpose. The purpose of the publication shall be to publish KPA news, to publish news of the NFPA and other paralegal organizations, to further various KPA projects, and to promote the best interests of KPA.
3. Publication Procedure. This publication shall be published and distributed bi-monthly or as directed by the Board of Directors, in accordance with editorial policy set by the Board of Directors.
4. Financing.
  - a. The publication shall be financed by funds allotted by the Board of Directors.
  - b. The Publications Director or an authorized deputy shall be empowered to enter into contracts in the name of KPA for printing and mailing of the publication so long as contracts shall have approval of the Board of Directors of KPA.

## **Article XVIII. Official Records**

KPA shall keep correct and complete records of fiscal accounts and minutes of the annual meetings, board of directors and committees. In addition, KPA shall maintain a register of names and addresses of the board of directors, members and such other books and records as may be necessary and advisable. All records shall be available for inspection by members of KPA and the Board of Directors at a mutually agreed time.

## **Article XIX. Miscellaneous**

1. Execution of Checks, Demands for Money, or Notes. All funds of KPA shall be deposited in a bank or financial institution designated by the Board of Directors and all checks or demands for money or notes of KPA shall be signed by such

- officer or officers of KPA as the Board of Directors may designate from time to time.
2. Fiscal Year. The fiscal year of KPA shall be from July 1st to June 30th of each year.
  3. Contract Authority. The Board of Directors may authorize any officer or officers, agent or agents of KPA, in addition to the officers authorized by these By-laws, to enter into any contract in the name of and on behalf of KPA, and such authority may be in general or confined to specific instances.
  4. Acceptance of Gifts. The Board of Directors may accept on behalf of KPA, any contribution, gift, bequest or device for the general or special purposes of KPA.
  5. Notices. Whenever under the provisions of these By-laws notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing by fax, by e-mail, or by depositing the same in the United States mail, postage prepaid, directed to such member, officer or director, addressed as it appears on the records of KPA.
  6. Waiver of Notice. Whenever notice is required to be given under any provision of the Articles of Incorporation or these By-laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any special meeting of the members, directors, or members of a committee of directors, must be specified in any written waiver of notice.
  7. Vacancies. The failure to elect any officers or directors shall not dissolve KPA. In the event of the failure to elect officers or directors, or in the event of any vacancy occurring either by death, resignation, removal or otherwise, in the Board of Directors or in any office, the remaining directors or officers shall have the power to act and carry on the business of KPA until such time as the vacancy is filled.
  8. Distributions. No part of the net earnings or property of KPA shall be distributed to the directors or officers of KPA.
  9. Loans to Officers Prohibited. No loan shall be made by KPA to any of its officers or directors.
  10. KPA Communications. Copies of all correspondence or any document that bears the name KPA or Kansas Paralegal Association or which is sent as a



representative of KPA, shall be sent to the KPA President. Any correspondence or any document which bears the name KPA or Kansas Paralegal Association or which is sent as a representative of KPA and voices an opinion, a view or a policy of KPA shall be reviewed and approved by the KPA President prior to distribution.

## **Article XX. Procedure**

Roberts Rules of Order as last revised shall govern the proceedings of all meetings of KPA and of the Board of Directors.

## **Article XXI. Amendments**

The Board of Directors shall invite input from the members of KPA on all proposed Amendments to the By-laws. These By-laws may be amended, repealed or altered in whole or in part by a majority vote of the voting members at the next Annual Meeting of KPA or by ballot to all voting members, by a majority vote of the ballots returned. The members shall be notified of the proposed amendment(s) to the By-laws at least thirty (30) days prior to the Annual Meeting, or if by ballot, at such time as deemed appropriate by the Board. The Board may act on By-law amendments which have been approved by the voting members, immediately upon approval, when made either by ballot vote, or vote at the annual meeting.

## **Article XXII. KPA Code of Ethics and Professional Responsibility**

The members of KPA shall abide by the KPA Code of Ethics and Professional Responsibility.

## **Article XXIII. Seal**

The Seal of KPA shall be as more particularly shown in the following.

# EXHIBIT A

Districts of the Kansas Paralegal Association:

