



**BYLAWS OF  
PALMETTO PARALEGAL ASSOCIATION**

**As Amended May 2019**

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**OF**  
**PALMETTO PARALEGAL ASSOCIATION**

**ARTICLE 1 - NAME AND OFFICES**

Section 1.1. Name. The name of the corporation shall be: Palmetto Paralegal Association, hereinafter referred to as "the Association," a charitable, educational, nonprofit corporation organized under laws of the State of South Carolina.

Section 1.2. Principal Office. The principal office of the Association shall be located in Columbia, South Carolina.

Section 1.3. Corporate Seal. The seal of the corporation shall be circular in shape bearing the name of the corporation, the date of the incorporation and the word "seal" plainly indicated.

**ARTICLE II - PURPOSES AND OBJECTIVES**

Section 2.1. To provide a forum of communication among paralegals for the exchange of ideas and information.

Section 2.2. To provide a network of support and assistance among paralegals.

Section 2.3. To provide sources of continuing legal education to paralegals and members of the community, particularly in the form of seminars and publications.

Section 2.4. To cooperate with and to achieve enhanced participation with national, state and county bar associations.

Section 2.5. To promote the paralegal as an educated and experienced professional.

Section 2.6. To encourage a high order of ethical, educational and professional attainment.

Section 2.7. To participate in the formation of educational guidelines and professional standards for paralegals in the State of South Carolina.

**ARTICLE III - POLICY**

Section 3.1. This Association shall be nonsectarian, nonpartisan, nonprofit, and nonunion. No action or program may be initiated or undertaken (now or in future) in conflict with these Bylaws or the policies of the Association.

Section 3.2. The Association is not organized for profit or organized to engage in an activity ordinarily carried on for profit. The Association shall not have the power to issue certificates of stock or declare dividends. In no event shall any part of the Association's net earnings inure to the benefit of any member, officer, private individual or other entity.

#### **ARTICLE IV - FISCAL YEAR**

Section 4.1. The fiscal year for the Association shall be the calendar year.

#### **ARTICLE V - GOVERNING AUTHORITY**

Section 5.1. The most recent edition of Robert's Rules of Order, Newly Revised shall be the parliamentary authority where applicable and where there is no conflict between said rules and the Bylaws of this Association.

Section 5.2. The Bylaws of the Association, as may be amended by the membership, shall be the governing authority of this Association.

Section 5.3. The power to add any provision to alter or repeal any provision of these Bylaws shall be vested in a majority of voting members, at any regular or special meeting, if notice of the proposed amendment, repeal or alteration is contained in the notice of the meeting.

#### **ARTICLE VI - COMMITTEE STANDING RULES**

Section 6.1. Each committee shall review its Standing Rules at the beginning of the fiscal year and shall submit the revised Standing Rules to the President and Parliamentarian for approval, by the February Board meeting.

Section 6.2. The approved Standing Rules shall be the guidelines by which each committee shall conduct business.

#### **ARTICLE VII - DISSOLUTION**

Section 7.1. Upon the dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954, as amended, as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of the County in which the principal office of the Association is then located.

## ARTICLE VIII - MEMBERSHIP

Section 8.1. Membership in the Palmetto Paralegal Association shall be open to any person who meets the membership requirements as set forth in the classifications below.

A paralegal is a person qualified by education, training, work experience, and/or through certification to perform specifically delegated substantive legal work for which a lawyer is ultimately responsible or who is authorized by administrative, statutory, or court authority to perform such substantive legal work.

Section 8.2. Classes of Members. There shall be six (6) classes of members consisting of voting members, associate members, sustaining members, student members, provisional members and student provisional members.

(A) Voting Members. Voting membership shall be open to any paralegal (as defined in Section 8.1 of these Bylaws) who is an employee of, or self-employed on a free-lance basis by, an attorney, a law firm, a corporation, a government, judicial or legal agency or any organization devoted primarily to the practice of law, regardless of the title by which the person is classified within the organization; or any paralegal self-employed on an independent basis providing legal services directly to the public, to the extent allowed by South Carolina law.

(1) Any person who meets the requirements set forth below may become a voting member. The applicant must meet the definition of paralegal as stated above and shall meet one of the following criteria:

- (a) Associate Degree in paralegal studies with sixty (60) semester credit hours or the equivalent, including a minimum of twenty-four (24) semester credit hours or the equivalent of paralegal specialty courses, with evidence of such graduation to be submitted with the application for membership; or
- (b) Associate Degree in any subject with sixty (60) semester credit hours or the equivalent, including a minimum of twenty-four (24) semester credit hours or the equivalent of paralegal specialty courses, with evidence of such graduation to be submitted with the application for membership; or
- (c) Bachelor's degree in paralegal studies, including twenty-four (24) semester credit hours or the equivalent of paralegal specialty courses, with evidence of such graduation to be submitted with the application for membership; or
- (d) Bachelor's degree in any subject PLUS twenty-four (24) semester credit hours or the equivalent in paralegal specialty courses, with evidence of

such graduation to be submitted with the application for membership;  
or

- (e) Shall have been a voting member on or before the effective date of these bylaws, or previously have been a regular voting member, and who shall submit verification of continued employment as a paralegal in a form approved by the Executive Board of the Association;
  - (f) Any paralegal who has a four year college degree plus three (3) years paralegal experience with an attestation from an attorney;
  - (g) Any person who does not meet the requirements for voting membership as defined in sections (a) through (f) above and who has worked as a paralegal for at least five (5) years. Any person seeking voting membership based on these criteria shall present an attorney attestation with his/her application for membership verifying that the work performed was that of a paralegal; or
  - (h) Any person who has been a provisional member for three (3) consecutive years shall be considered a candidate for voting membership.
- (2) A paralegal who has been a voting member and is temporarily unemployed may renew his or her membership or shall continue to retain voting member status and all attendant rights and privileges for the remainder of the current membership year following such unemployment. If still unemployed at the time of the next renewal, he/she may petition the Membership Committee to renew as a voting member. Otherwise, he/she must renew as an associate member.
- (3) Additionally, to maintain voting member status, a renewing member must submit with her/his renewal, verification of completion of seven (7) clock hours of continuing legal education including one (1) hour of ethics. Such verification may be on forms approved by the South Carolina Bar, the American Bar Association, and such other organizations and/or forms as may be approved by the Executive Board of the Association. Members who renew without such verification will be renewed at associate member status (as described in Article VIII, Section 8.2(B) of these Bylaws) until such times as the appropriate verification forms are received by the Membership Committee.
- (4) Only voting members shall be entitled to vote on matters which require the approval of members of the Association. Further, only voting members shall be eligible to serve as an officer, director, chairperson of a standing committee, or chairperson of a special committee of the Association.
- (B) Associate Members (Non-Voting). Any person who is interested in supporting the paralegal profession may become an associate member by meeting any of the criteria set forth below.

- (1) An associate member shall include any person who meets the requirement of voting membership and meets one or more of the following criteria:
    - (a) is not currently employed as a paralegal or is retired as a paralegal at the time of application for membership;
    - (b) previously met the requirements of voting membership, but now works in a related field in which he/she no longer performs work primarily associated with the definition of a paralegal (as defined in Section 8.1 of these Bylaws);
    - (c) any voting member who fails to submit verification of continuing legal education requirements.
  - (2) An associate member in good standing may fully participate in the affairs and activities of the Association by serving on any standing or special committee.
  - (3) An associate member may become - or be reinstated as - a voting member by meeting the requirements set forth for voting members and submitting the appropriate application and verification to the Membership Committee including payment of the different dues owed. Upon review and approval from the Membership Committee, full voting privileges will be granted and the status of that member will be upgraded to voting member.
- (C) Sustaining Members (Non-Voting). Any law firm, agency, association, educational institution, corporation or other entity interested in supporting the paralegal profession and the Association may become a sustaining member. A sustaining member in good standing may fully participate in the affairs of the Association and may serve on any standing or special committee.
- (D) Student Member (Non-Voting). Any person currently enrolled in a formal paralegal program which meets the minimal educational requirements of this Association, or a program which is certified by the American Bar Association, may apply for membership of the Association as a student member as defined herein. A student member in good standing may fully participate in the affairs and activities of the Association and may serve on any standing or special committee. Upon graduation, provisional student members may maintain student member status for the remainder of the current membership year and/or one year after graduation.
- (E) Provisional Member (Non-Voting). Provisional membership shall be open to any paralegal (as defined in Section 8.1 of these Bylaws) who is an employee of, or self-employed on a free-lance basis by, an attorney, a law firm, a corporation, a government, judicial or legal agency or any organization devoted primarily to the practice of law, regardless of the title by which the person is classified within the

organization; or any paralegal self-employed on an independent basis providing legal services directly to the public, to the extent allowed by South Carolina law.

(1) Any person who meets the requirements set forth below may become a provisional member. The applicant must meet the definition of paralegal as stated above and shall meet one of the following criteria:

(a) Any person who has completed a Board-approved paralegal training program from an accredited junior college, college or university, which shall be evidenced by a Certificate indicating satisfactory completion of substantial legal courses; or

(b) Any person who does not meet the requirements for voting or associate membership as defined in sections A and B above and who has worked as a paralegal for at least two (2) years. Any person seeking membership based on these criteria shall present an attorney attestation with his/her application for membership verifying that the work performed was that of a paralegal.

(F) Provisional Student Member (Non-Voting). Any person currently enrolled in a formal paralegal program which does not meet the minimal educational requirements of this Association may apply for membership of the Association as a provisional student member. Upon graduation, provisional student members may maintain student member status for the remainder of the current membership year and/or one year after graduation.

Section 8.3. Application Procedure. Application to become a member of the Association shall be made on forms approved by the Executive Board. Applications shall be submitted to the chairperson of the Membership Committee for review and approval by the committee. All new membership applications must be submitted with supporting documentation in writing. If the Membership Committee does not approve an application because the applicant fails to meet all of the requirements for membership, the chairperson shall promptly notify the applicant in writing of the decision of the Committee. An applicant may resubmit his or her application upon fulfillment of the requirements for membership.

Section 8.4. No Transfer of Membership. Membership in the Association shall not be assignable.

Section 8.5. Resignation of Members. A member may resign at will by submission of a written resignation to the Association at its principal office. Such resignation shall be deemed effective when accepted by the Executive Board and dues for the current year shall be forfeited.

Section 8.6. Removal from Membership. Membership in the Palmetto Paralegal Association may be terminated based on the following grounds:

(A) Falsification of information required in the membership application;

- (B) Conviction of a felony;
- (C) Violation of the Code of Ethics of the Association, as such Code is referenced in Article XIV hereof and set forth in the membership application;
- (D) Failure to maintain a high standard of professional ethics which would have been deemed sufficient for a rejection of the application for membership;
- (E) Non-payment of dues or other fees, including luncheon or seminar costs, when such are due and payable; or
- (F) Any conduct which would reflect unfavorably upon the Association.

Termination of membership and appeal therefrom shall follow the procedure set forth in the Standing Rules of the Membership Committee.

#### **ARTICLE IX - ANNUAL DUES AND ASSESSMENTS**

Section 9.1. Annual Dues. Annual dues shall be assessed for all classes of members in the amount determined by the Executive Board prior to November 1 of each year. Renewal fees shall be due January 1 of each year, payable on or before January 31.

Section 9.2 Delinquency. Non-payment of dues by January 31 shall be basis for termination of membership in accordance with these Bylaws. Terminated members shall pay an additional Ten (\$10.00) Dollars reinstatement fee over and above annual dues.

Section 9.3. Assessments. Special assessments other than annual dues or late fees must be approved by the affirmative vote or two-thirds (2/3) of the voting members present in person at the meeting at which such special assessment is considered. The purpose, amount and method of payment shall be fully described in the written notice of such meeting sent to the membership at large.

#### **ARTICLE X - MEETING AND VOTING REQUIREMENTS**

Section 10.1. Meetings. This Association shall hold educational event(s) during each calendar year. These programs may be held in conjunction with a regular meeting of the Association.

- (A) Regular Meetings. Regular meeting shall be held at least quarterly on the third Wednesday of the month in which a meeting is held, unless that day falls on a State or Federal holiday. From time to time, regular meetings may be scheduled at a different time, date or place as circumstances require. Notice of such change shall be announced at the preceding meeting.



(B) Annual Meetings. The regular monthly meeting scheduled in November shall be designated as the Annual Business Meeting and be reserved for the purpose of electing new officers, presenting the annual budget for the ensuing year and hearing reports of officers and chairpersons. Notice of annual meetings shall be in writing, either via regular mail, email or facsimile, to all members of record at least thirty (30) days prior to this meeting. Those members in attendance, in person or by proxy, shall constitute a quorum for transacting business at the annual meeting.

(C) Special Meetings. Special Meetings may be called by: (1) the President; (2) a majority vote of the Executive Board; or (3) one fourth (1/4) of the voting membership of the Association.

If a Special Meeting is called for the purpose of holding an election to fill an unexpired term of office for the President-Elect, notice of the meeting shall be in writing, via regular mail, email or facsimile, to all members of record at least fifteen (15) days prior to the meeting. Those members in attendance, in person or by proxy, shall constitute a quorum for transacting business at the Special Meeting.

(D) Notices. Written notice of all meetings enumerated in this Article shall be mailed, via regular mail, email, or facsimile, and delivered to each member at a reasonable time period prior to the meeting. Notice of any Special Meeting shall be limited to the purpose(s) stated in the notice.

(E) Quorum. One-fourth of the voting membership of the Association shall constitute a quorum for the transaction of business at all meetings of the Association except as may otherwise be provided by law or by these Bylaws. If there is less than a quorum, a majority present or represented may adjourn the meeting.

(F) Voting. At all meetings of the Association, every voting member may vote in person or by written proxy and shall have one vote. The Executive Board, or if the Board shall not have made the appointment, the Chairperson presiding at any meeting of the Association, shall have the discretionary power to appoint two or more persons to act as inspectors or tellers canvassing and reporting the votes cast by the members entitled to vote at such meeting.

(G) Voting by Individual Proxy. At any meeting of the membership of the Association, any voting member shall have the right to vote either in person or by individual proxy. A member may appoint another member and one alternate as proxy by an appropriated written designation and proxy. Any such individual proxy shall be valid only for that single meeting for which it shall have been given and not otherwise. No person shall solicit proxies. Any proxies obtained by solicitation may not be used at any membership meeting nor shall the same be accepted by the Secretary. Any individual proxy shall be filed by a member with the Secretary prior to the meeting being called to order.

- (H) Action By Written or Electronic Ballot. Unless the Articles of Incorporation provide otherwise, any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if the Association delivers a written or electronic ballot to every member entitled to vote on the matter. Such written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written or electronic ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve the matter other than election of officers; and specify the time by which a ballot must be received by the Association in order to be counted. A written or electronic ballot may not be revoked.

#### **ARTICLE XI - OFFICERS-DUTIES OF OFFICERS**

Section 11.1. Officers. The elected officers of the Association shall be the President-Elect, First Vice President, Second Vice President, Secretary, Treasurer, and all committee chairpersons. The appointed officers of the Association shall include the Parliamentarian. In addition, the Executive Board of the Association may create and fill, from time to time, such additional offices as it may deem necessary to effectively carry out the Association's objectives. Only voting members of the Association currently employed as paralegals may serve as officers. Officers must be legally competent to enter into contracts and must be citizens of the United States. All officers of the Association shall sign and abide by the Conflict of Interest Policy, the Whistleblower Policy and the Executive Board Member Code of Conduct.

Section 11.2. Election of Officers. The membership of the Association shall elect all officers at the annual meeting of the Association. The officers of the Association, other than the President, shall serve for a period of not less than one (1) full term (unless otherwise noted), or until their successors are elected or appointed. The elected President shall only be eligible to serve one full term and shall not serve more than two consecutive terms.

- (A) Officers shall be elected in November of each year and begin serving their term January 1 of each year. The election of the officers shall be conducted in accordance with the most recent edition of Robert's Rules of Order, Newly Revised.
- (B) Unexpired terms of office shall be filled by appointment made by a majority of the Executive Board upon nominations and applications from the voting membership; provided however, that
- (1) If the President for any reason is unable to complete a full term in office, the First Vice President shall immediately notify the Board by email, telephone or facsimile of the President's resignation and receive approval

to accept or reject that resignation. Upon acceptance of the resignation, the First Vice President shall notify the President-Elect of the new appointment, the President-Elect shall immediately assume the duties and become President to fill the unexpired term; however,

(a) Upon assumption of the office of President, the President-Elect shall not vacate the office of President-Elect unless the Executive Board is notified in writing by the President-Elect that it is the express desire of the President-Elect to vacate said office.

(2) If the President-Elect for any reason is unable to complete a full term of office, a special meeting may be called by the Executive Board for the voting membership to elect a new President-Elect to fill the unexpired term.

Section 11.3 Compensation. No officer or member shall be compensated for Association duties. However, upon majority vote of the Executive Board, persons may be reimbursed for out-of-pocket expenses in connection with Association-related activities.

Section 11.4. President. The President shall be the chief executive and administrative officer of the Association and as such shall (i) attend all Executive Board meetings as a voting member, (ii) have general and active supervision over the property, business and affairs of the Association, (iii) automatically be and serve as chairperson of the Executive Board, (iv) implement and enforce all orders and resolutions of the Executive Board, (v) enforce these Bylaws, (vi) preside at all meetings of the Executive Board and the membership meetings, (vii) have the authority to disburse funds, (viii) sign and execute all other instruments whatsoever incident to the conduct of business of the Association, (ix) be an ex officio member of all committees, and (x) appoint a Parliamentarian to serve as provided in these Bylaws.

The President also shall transfer files on to the President-Elect immediately upon installation and shall cause all other officers' and chairpersons' files to be delivered/transferred to their respective successors.

Section 11.5. First Vice President. The First Vice President shall (i) attend all Executive Board meetings as a voting member, (ii) preside and assume all duties assigned to the President in the President's absence, (iii) be chairperson of the Education Committee whose duties shall include planning seminars, workshops and other programs, (iv) perform such other duties as from time to time may be assigned by the Executive Board or the President and (v) have the authority to sign and execute notes, drafts or other orders for payment of money.

Section 11.6. Second Vice President. The Second Vice President shall (i) attend all Executive Board meetings as a voting member, (ii) be chairperson of the Membership Committee with the responsibility of developing programs to encourage membership in the Association, (iii) receive and review all membership applications, (iv) recommend the Association accept or reject candidates for membership, (v) have the authority to sign and execute notes, drafts or other orders for payment of money and (vi) maintain an up-to-date membership roster.

Section 11.7. Secretary. The Secretary shall (i) attend all Executive Board meetings as a voting member, (ii) record the proceedings of meetings of the Executive Board and distribute in a timely manner, (iii) give notices of special meetings, and (iv) perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Executive Board.

Section 11.8. Treasurer. The Treasurer shall (i) attend all Executive Board meetings as a voting member, (ii) deposit all funds and make all disbursements subject to approval of the Executive Board and as provided in the budget (any extraordinary or unbudgeted expenses must be approved by the Executive Board prior to payment by the Treasurer), (iii) shall be responsible for preparing a budget for the ensuing calendar year for adoption by the Executive Board (this budget shall be submitted to and be approved by the Executive Board at least thirty (30) days prior to presentation at the annual meeting), and (iv) shall submit a written financial report to the Executive Board at least quarterly to be attached to the official minutes and be made a part of the permanent record of the Association. All disbursements of Association funds must be by Association check signed by two of the following officers: the President, Treasurer, First Vice President, or Second Vice President.

Section 11.9. Parliamentarian. The Parliamentarian shall be appointed by the President currently in office and shall serve a mandatory one-year term as the Parliamentarian and the historian of the Association and shall (i) attend all Executive Board meetings and membership meetings as a non-voting member, and give opinions on parliamentary procedures upon request of the President, (ii) be familiar with the Association's Bylaws, and (iii) prepare proposed amendments to the Bylaws for review by the Executive Board prior to presentation to the full membership for approval. Robert's Rule of Order, Newly Revised shall serve as parliamentary authority for items not covered by these Bylaws.

The Parliamentarian shall serve as Secretary when the Secretary and President-Elect are absent from the Executive Board meeting.

Section 11.10. President-Elect. The President-Elect shall (i) attend all board meetings as a non-voting member, (ii) shadow the elected President and become knowledgeable of all board affairs; (iii) be familiar with the Association's Bylaws and all Committee Standing Rules for each Committee of the Association; (iv) perform duties as assigned by the Executive Board or President; (v) assist each Committee Chair as needed and/or requested; and (vi) shall serve as President during the following term.

The President-Elect shall serve as Secretary when the Secretary is absent from the Executive Board meeting.

Section 11.11. Chairpersons of All Standing Committees. Each Standing Committee chairperson shall (i) attend all Executive Board meetings as a voting member, and (ii) carry out the duties of their respective committee. (See Article XII for Committee responsibilities.) The Chair positions of the Standing Committees may be administrated by one or more Co-Chairs at any time during the period of a term. Only serving officers for that term may agree to institute a Co-Chair arrangement.

Nothing contained herein shall be construed to imply that any member of the Executive Board shall have more than one vote.

## **ARTICLE XII - COMMITTEES**

### Section 12.1. Definitions.

Standing Committees: Committees which are perpetual rather than those defined by the accomplishment of one project.

Special/Ad Hoc Committees: Committees established for the purpose of one or more project(s). The committee shall be disbanded upon the completion of said project(s). These committees shall be appointed by a majority vote of the Executive Board.

Section 12.2. Standing Committees. The Association shall have the following Standing Committees:

- (A) Education Committee
- (B) Membership Committee
- (C) Newsletter Committee
- (D) Community Relations/Pro Bono Committee
- (E) Policy Committee
- (F) Coordination Committee
- (G) Ways and Means Committee
- (H) Employment Information Committee
- (I) Marketing Committee

Section 12.3. Education Committee. This Committee shall be chaired by the First Vice President and shall be responsible for planning all educational workshops, seminars or any other educational events. Such planning shall include, but not be limited to, coordinating and introducing educational speakers for regular meetings of the Association and keeping membership apprised of all seminars available through the ABA, South Carolina Bar Association or other educational institutions.

Section 12.4. Membership Committee. This Committee shall be chaired by the Second Vice President and shall be responsible for recruiting new members, obtaining applications for

membership, processing all such applications and, if necessary, confirming required documents for membership. This Committee shall also maintain the membership database and shall be responsible for maintaining and verifying the classification of the members to the Association to ensure that all ballots and proxies are distributed accordingly to voting members when required. In addition, this committee shall publish an annual membership directory, and work with the Coordination Committee in welcoming new members.

Section 12.5. Newsletter Committee. This Committee will be primarily responsible for publishing a newsletter at least quarterly. This Committee shall also be responsible for negotiating and contracting with printers; reviewing and selecting articles from other publications for reprinting; gathering reports from all other committee chairpersons; editing and proofing newsletter copy; and distributing, and/or mailing newsletters to members and other interested parties. In addition, a designee of this Committee may serve as a member of the Ways and Means Committee for the purpose of assisting with responsibilities relating to advertising in the newsletter.

Section 12.6. Community Relations/Pro Bono Committee. This Committee shall be responsible for developing relationships with charitable or community service organizations. Specifically, this shall include: (1) identifying appropriate community service related organizations and coordinating PPA involvement/contribution; (2) preparing and distributing press releases to various media, and providing same to the Newsletter Committee; and (3) coordinating, providing and promoting Pro Bono activities in which volunteers from the Palmetto Paralegal Association can assist lawyers and/or other legal service providers and promote the legal profession in the Columbia area.

Section 12.7. Policy Committee. This Committee shall be responsible for researching and reporting on matters of policy affecting paralegal practice (e.g. ethics, regulation, unauthorized practice of law, exempt/non-exempt status, etc.) in South Carolina and nationally. Specifically, this shall include: (1) monitoring activity in the South Carolina legislature which would impact paralegal practice in South Carolina and other jurisdictions; (2) educating and advising the membership on policy issues affecting the paralegal profession; and (3) developing PPA positions on policy matters as needed, with input from the membership and Executive Board.

The Policy Committee Chairperson shall serve as Parliamentarian when the Parliamentarian is absent from the Executive Board meeting.

Section 12.8. Coordination Committee. This Committee shall be responsible for providing membership with activities or events that are primarily social in nature. This Committee shall give notice of monthly meetings. This Committee shall also locate facilities for meetings and seminars, coordinate with the Education Committee for providing assistance in the way of food and beverages with any seminars or workshops and coordinate with the Membership Committee for welcoming new members.

Section 12.9. Ways and Means Committee. This Committee shall be responsible for the fiscal growth and development of the Association. This Committee shall also be responsible for

managing and recruiting all sustaining memberships of the Association, in addition to soliciting advertisements, contracting with advertisers and providing same to the Newsletter Committee. In particular, this Committee shall be responsible for long range planning and the fiscal soundness of the Association. This Committee shall also work with the Education Committee and Coordination Committee in planning an annual seminar.

Section 12.10. Employment Information Committee. This Committee shall be responsible for compiling and dispersing employment information to the membership, and for conducting employment surveys at least every three (3) years.

Section 12.11. Marketing Committee. This Committee shall be primarily responsible for (1) increasing the awareness of, and promoting, the paralegal profession including, but not limited to, developing relationships with other law related organizations (e.g. the South Carolina Bar) and local paralegal education faculty; (2) attracting qualified students to the paralegal profession by developing relationships with employment agencies, schools, student organizations and other organizations that may offer potentially qualified students; and (3) maintaining the Association's website.

Section 12.12. Special/Ad Hoc Committees. These committees, appointed by a majority vote of the Executive Board, shall include, but not be limited to, the following:

- Audit Committee
- Nominations Committee
- Bylaws Committee

- (A) Audit Committee. This Committee shall be chaired by an individual appointed by the President and approved by the Executive Board to conduct an independent audit of the Association's books as kept by the Treasurer. This Committee shall be comprised of members exclusive of the Executive Board members and shall conduct an audit at the written request of any Association member. The Executive Board shall receive the audit within thirty (30) days after the appointment of the Audit Committee and the Executive Board shall then make copies of the audit available to any member of the Association upon request.
- (B) Nominations Committee. It shall be the duty of this Committee to issue a call for a Declaration of Candidacy for the offices of the President-Elect, First Vice President/Education Committee Chairperson, Second Vice President/Membership Committee Chairperson, Secretary, Treasurer, Newsletter Committee Chairperson, Community Relations/Pro Bono Committee Chairperson, Policy Committee Chairperson, Coordination Committee Chairperson, Ways and Means Committee Chairperson, Employment Information Committee Chairperson, and Marketing Committee Chairperson. The Declaration of Candidacy shall contain information regarding the candidates' background and work experience and an attestation that Candidate, if elected, will sign and abide by the Conflict of Interest Policy, the Whistleblower Policy and the Executive Board Member Code of Conduct. The call for Declaration of Candidacy shall be made no later than September 1st of each

year, instructing those members who wish to nominate candidates for any office to return the prescribed form no later than October 1. The chairperson of this Committee shall then prepare a sample ballot of the officer candidates and cause the same to be provided to each member of this Association at least thirty (30) days prior to the annual meeting or whenever elections shall be held.

- (C) Bylaws Committee. This Committee shall be chaired by the Parliamentarian of the Association. It shall be the duty of this Committee to study and propose revisions to the Bylaws of the Association. Recommendations by this Committee shall be made to the Executive Board and presented to the general membership for approval.

Section 12.13. Committee Members. Any voting, associate, sustaining or student member of the Association may serve as a member on any committee(s) by voluntary participation in a committee's activities. However, only voting members shall be eligible to serve as Chairpersons of standing or special committees.

Section 12.14. Election of Committee Chairpersons. The membership of the Association shall elect all Committee Chairpersons at the annual meeting of the Association. The Committee Chairpersons shall be elected in November of each year and begin serving their term on January 1st of the following year. The election of Committee Chairpersons shall be conducted in accordance with the most recent edition of Robert's Rules of Order, Newly Revised. All Committee Chairpersons shall be voting members of the Association.

Should any duly elected chairperson be removed, resign or otherwise vacate the office, that vacancy shall be filled as set forth in Section 11.2 above.

Section 12.15. Duties of Each Committee Chairperson. The Chairperson shall be responsible for the general supervision of the Committee's activities and shall serve as a member of the Executive Board of the Association. The Chairperson shall appoint an Assistant Chairperson who shall conduct committee meetings or attend Executive Board meetings in the absence of the Committee Chairperson. The Assistant Chairperson shall act as the Secretary of the Committee at such meetings. In the absence of the Assistant Chairperson, the Chairperson shall appoint a committee member to act as Secretary for such meeting.

Section 12.16. Committee Meetings. Regular meetings of each Committee shall be held. The date and place of such meetings shall be announced by the Committee Chairperson and communicated to the Committee members within a reasonable time prior to such meetings.

### **ARTICLE XIII - EXECUTIVE BOARD**

Section 13.1. Composition. The governing body of this Association shall consist of an Executive Board, which shall contain the officers named in Article XI herein.



Section 13.2. General Powers/Management of the Association. Except as is otherwise hereinafter provided, the business of the Association shall be managed and controlled by its Executive Board. The Executive Board may, in addition to the powers and authority expressly conferred upon it by these Bylaws, exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Bylaws required to be done by the members of the Association.

Section 13.3. Term of Office. Each member of the Executive Board shall serve until the expiration of the term. The outgoing President of the Association shall serve ex officio for a term of one year. The term shall commence January 1 following election of the Board.

Section 13.4. Regular and Special Board Meetings. The Executive Board shall meet at least monthly. The date and place of such meeting shall be announced by the President and communicated to the Executive Board members and membership prior to such meetings. Special meetings of the Executive Board may be called by the President or by one-third of the Executive Board members then in office. The Secretary shall give notice of the time, place and purpose of a meeting by notifying each board member by regular mail, email or facsimile at least four (4) days in advance of the meeting or by notifying each Board Member by telephone at least three (3) days in advance of the meeting.

Section 13.5. Conduct of Meetings. Conduct of Executive Board meetings shall be in accordance with procedures set forth in the Bylaws of the Association and any Standing Rules established hereafter.

Section 13.6. Action Without Meeting. Any action which, under any provisions of the laws of the State of South Carolina or under the provisions of any articles of incorporation or under these Bylaws, may be taken at a meeting of the Executive Board or of the general membership, may be taken without a meeting, if a record or memorandum thereof be made in writing and signed by all the persons who would be entitled to vote on such action. Such record or memorandum shall be filed with the Secretary and made a part of the Association's records.

Section 13.7. Vacancy. Whenever any vacancy shall occur in an office by reason of death, resignation, removal or increase in the number of officers of the Association, the vacancy shall be filled by a majority vote of the Executive Board upon nominations and applications from the voting membership with the exception of the office of the President-Elect, which shall be filled according to the terms set forth in Section 11.2 of these Bylaws. Notice of an office vacancy shall be given to the total voting membership, and nominations or applications will be requested. The Executive Board shall vote on the candidates not less than thirty (30) days after notice of a vacancy has been announced to the voting members.

Section 13.8. Removal of an Executive Board Member. The Executive Board shall have the power to remove a Board Member for good cause. Any Board Member absent from two consecutive meetings without good cause may be removed from said office by two-thirds vote of the Executive Board. The procedure for such removal shall be as set forth in the most recent edition of Robert's Rules of Order, Newly Revised, except as is otherwise provided for herein. A

two-thirds vote of the Executive Board in favor of removal of a board member, no less than two weeks after notice by the President or First-Vice President has been given to the Executive Board, shall be required in order to remove a board member.

#### **ARTICLE XIV - CODE OF ETHICS**

It is the responsibility of every paralegal to adhere to the accepted standards of legal ethics and to live by general principles of proper conduct. The performance of the duties of the paralegal shall be governed by specific canons as defined herein in order that justice will be served and the goals of the profession attained. Every member of the Association shall subscribe to and be bound by the Code of Ethics of the Palmetto Paralegal Association.

The canons of ethics set forth hereafter are adopted by the Palmetto Paralegal Association as formulated by the National Federation of Paralegal Associations as a general guide. The enumeration of these rules does not mean there are not others of equal importance although not specifically mentioned.

#### **CANON 1. A PARALEGAL<sup>1</sup> SHALL ACHIEVE AND MAINTAIN A HIGH LEVEL OF COMPETENCE.**

EC-1.1 A paralegal shall achieve competency through education, training, and work experience.

EC-1.2 A paralegal shall participate in continuing education in order to keep informed of current legal, technical and general developments.

EC-1.3 A paralegal shall perform all assignments promptly and efficiently.

#### **CANON 2. A PARALEGAL SHALL MAINTAIN A HIGH LEVEL OF PERSONAL AND PROFESSIONAL INTEGRITY.**

EC-2.1 A paralegal shall not engage in any *ex parte*<sup>2</sup> communications involving the courts or any other adjudicatory body in an attempt to exert undue influence or to obtain advantage for the benefit of only one party.

EC-2.2 A paralegal shall not communicate with a party the paralegal knows to be represented by a lawyer in a pending matter without the prior consent of the lawyer representing such other party.

EC-2.3 A paralegal shall ensure that all timekeeping and billing records prepared by the paralegal are thorough, accurate and honest.

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<sup>1</sup> "Paralegal" is defined in Section 8.1 herein.

<sup>2</sup> "Ex Parte" denotes actions or communications conducted at the instance and for the benefit of one party only, and without notice to, or contestation by, any person adversely interested.

EC-2.4 A paralegal shall be scrupulous, thorough and honest in the identification and maintenance of all funds, securities, and other assets of a client and shall provide accurate accountings as appropriate.

EC-2.5 A paralegal shall advise the proper authority of any dishonest or fraudulent acts by a person pertaining to the handling of the funds, securities or other assets of a client.

**CANON 3. A PARALEGAL SHALL MAINTAIN A HIGH STANDARD OF PROFESSIONAL CONDUCT.**

EC-3.1 A paralegal shall refrain from engaging in any conduct that offends the dignity and decorum of proceedings before a court or other adjudicatory body, and shall be respectful of all rules and procedures.

EC-3.2 A paralegal shall advise the proper authority of any action of another legal professional which clearly demonstrates fraud, deceit, dishonesty, or misrepresentation.

EC-3.3 A paralegal shall avoid impropriety and the appearance of impropriety.

**CANON 4. A PARALEGAL SHALL SERVE THE PUBLIC INTEREST BY CONTRIBUTING TO THE DELIVERY OF QUALITY LEGAL SERVICES AND THE IMPROVEMENT OF THE LEGAL SYSTEM.**

EC-4.1 A paralegal shall be sensitive to the legal needs of the public and shall promote the development and implementation of programs that address those needs.

EC-4.2 A paralegal shall support bona fide efforts to meet the need for legal services by those unable to pay reasonable or customary fees; for example, participation in pro bono projects and volunteer work.

EC-4.3 A paralegal shall support efforts to improve the legal system and shall assist in making changes.

**CANON 5. A PARALEGAL SHALL PRESERVE ALL CONFIDENTIAL INFORMATION<sup>3</sup> PROVIDED BY THE CLIENT OR ACQUIRED FROM OTHER SOURCES BEFORE, DURING, AND AFTER THE COURSE OF THE PROFESSIONAL RELATIONSHIP.**

EC-5.1 A paralegal shall be aware of and abide by all legal authority governing confidential information.

EC-5.2 A paralegal shall not use confidential information to the disadvantage of the client.

EC-5.3 A paralegal shall not use confidential information to the advantage of the paralegal or of a third person.

EC-5.4 A paralegal may reveal confidential information only after full disclosure and with the client's written consent; or, when required by law or court order; or when necessary to prevent the client from committing an act which could result in death or serious bodily harm.

EC-5.5 A paralegal shall keep those individuals responsible for the legal representation of a client fully informed of any confidential information the paralegal may have pertaining to that client.

EC-5.6 A paralegal shall not engage in any indiscreet communications concerning clients.

**CANON 6. A PARALEGAL'S TITLE SHALL BE FULLY DISCLOSED<sup>4</sup>**

EC -6.1 A paralegal's title shall clearly indicate the individual's status and shall be disclosed in all business and professional communications to avoid misunderstandings and misconceptions about the paralegal's role and responsibilities.

EC-6.2 A paralegal's title shall be included if the paralegal's name appears on business cards, letterhead, brochures, directories, and advertisements.

**CANON 7. A PARALEGAL SHALL NOT ENGAGE IN THE UNAUTHORIZED PRACTICE OF LAW.**

EC-7.1 A paralegal shall comply with the applicable legal authority governing the unauthorized practice of law.

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<sup>3</sup> "Confidential Information" denotes information relating to a client, whatever its source, which is not public knowledge nor available to the public. ("Non-Confidential Information" would generally include the name of the client and the identity of the matter for which the paralegal provided services.)

<sup>4</sup> "Disclosed" denotes communication of information reasonably sufficient to permit identification of the significance of the matter in question.

**CANON 8. A PARALEGAL SHALL AVOID CONFLICTS OF INTEREST AND SHALL DISCLOSE<sup>5</sup> ANY POSSIBLE CONFLICT TO THE EMPLOYER OR CLIENT, AS WELL AS TO PROSPECTIVE EMPLOYERS OR CLIENTS.**

- EC-8.1 A paralegal shall act within the bounds of the law, solely for the benefit of the client, and shall be free of compromising influences and loyalties. Neither the paralegal's personal or business interest, nor those of other clients or third persons, should compromise the paralegal's professional judgment and loyalty to the client.
- EC-8.2 A paralegal shall avoid conflicts of interest which may arise from previous assignments whether for a present or past employer or client.
- EC-8.3 A paralegal shall avoid conflicts of interest which may arise from family relationships and from personal and business interests.
- EC-8.4 A paralegal shall create and maintain an effective record keeping system that identifies clients, matters and parties with which the paralegal has worked, in order to be able to determine whether an actual potential conflict of interest exists.
- EC-8.5 A paralegal shall reveal sufficient non-confidential information<sup>6</sup> about a client or former client to reasonably ascertain if an actual or potential conflict of interest exists.
- EC-8.6 A paralegal shall not participate in or conduct work on any matter where a conflict of interest has been identified.
- EC-8.7 In matters where a conflict of interest has been identified and the client contests to continued representation, a paralegal shall comply fully with the implementation and maintenance of an Ethical Wall.<sup>7</sup>

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<sup>5</sup> "Disclose" denotes communication of information reasonably sufficient to permit identification of the significance of the matter in question.

<sup>6</sup> "Confidential Information" denotes information relating to a client, whatever its source, which is not public knowledge nor available to the public. ("Non-Confidential Information" would generally include the name of the client and the identity of the matter for which the paralegal provided services.)

<sup>7</sup> "Ethical Wall" refers to the screening method implemented in order to protect a client from a conflict of interest. An Ethical Wall generally includes, but is not limited to, the following elements: (1) prohibit the paralegal from having any connection with the matter; (2) ban discussions with or transfer of documents to or from the paralegal; (3) restrict access to files; and (4) educate all members of the firm, corporation or entity as to the separation of the paralegal (both organizationally and physically) from the pending matter. For more information regarding the Ethical Wall, see the NFPA publication entitled "The Ethical Wall-Its Application to Paralegals."

## **ARTICLE XV - CONTINUING LEGAL EDUCATION REQUIREMENTS (CLE)**

Section 15.1. Purpose. Since the area of law is ever-changing, seminars, forums, workshops, etc. are made available for attorneys and paralegals to keep them abreast of changes.

It is required that the Palmetto Paralegal Association hold a minimum of four (4) educational events or a total of ten (10) hours education, including one (1) hour of ethics, during each fiscal year. These events may be held in connection with a regular meeting of membership.

The Education Committee shall have primary responsibility for the organization and planning of CLE activities of the Association. Educational events sponsored by the Association are open to all voting, associate, sustaining and student members of the Association and to other interested persons on a space-available basis.