

# **SECOND AMENDED AND RESTATED BYLAWS OF THE SIERRA NEVADA ASSOCIATION OF PARALEGALS**

a Nevada nonprofit corporation

## **ARTICLE 1. NAME**

The name of this association shall be SIERRA NEVADA ASSOCIATION OF PARALEGALS (“SNAP” or “Association”). This Association shall be affiliated with the National Association of Legal Assistants, Inc. (“NALA”).

## **ARTICLE 2. OBJECTIVES AND PURPOSES**

### **2.1 Objectives.**

- A. To establish professional fellowship and networking 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 and to further the education among members of other legal-related associations.
- E. To support and carry out the programs, purposes, aims and goals of NALA.

**2.2 Purpose.** The Corporation is organized and shall be operated for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE 3. POLICY**

SNAP is a nonprofit corporation organized under Chapter 81 (81.410 to 81.540) of the Nevada Revised Statutes. Unless otherwise provided in the Articles of Incorporation or in the Bylaws, this Association may exercise any power or authority conferred on nonprofit cooperative corporations without stock by law. 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 these Bylaws, the Bylaws of NALA, or of the policies of any other legal-related association.

## **ARTICLE 4. MEMBERSHIP**

**4.1** Membership in this Association shall be open to members of the legal community and others as delineated in the Association membership classifications except those persons having been convicted of a felony or disbarred from the practice of law. The classifications of membership shall be as follows:

A. **ACTIVE MEMBER** is any individual who meets at least one of the following requirements:

i. Any individual who has successfully completed the Certified Legal Assistant (CLA)/Certified Paralegal (CP) examination of NALA; or

ii. Any individual who has graduated from an ABA approved program of study for legal assistants or paralegals; or

iii. Any individual who has graduated from a course of study for legal assistants which is institutionally accredited but not ABA approved, and which required not less than the equivalent of 60 semester hours of classroom study; or

iv. Any individual who has graduated from a course of study for legal assistants other than those set forth in (ii) and (iii) above, plus not less than six months of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant; or

v. Any individual who has received a baccalaureate degree in any field, plus not less than six months in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant; or

vi. Any individual who has a minimum of three years of law-related experience under the supervision of an attorney, including at least one year of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant; or

vii. Any individual who has a minimum of two years of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant.

Active membership carries full voting privileges, and such members shall be privileged to vote on general Association matters. Active members may serve as Association officers of the Executive Committee.

Applicants for active membership must attach a copy of (i) the Certified Legal Assistant or Certified Paralegal certificate, (ii) an official school transcript showing courses taken and date of graduation, and/or (iii) the attestation of their attorney-employer regarding verification of experience as appropriate (see i to vii above).

B. RETIRED MEMBER is any individual who has been an Active Member of SNAP or other NALA affiliated association for at least three (3) years at the time of retirement and has either attained the age of 55 years or received mandatory retirement because of a physical disability, subject to review and approval of the Executive Committee.

Retired membership carries full voting privileges, and such member shall be privileged to vote on general Association matters. Retired members may serve as Association officers or voting members of the Executive Committee.

C. ASSOCIATE MEMBER is any individual or entity who does not qualify as an active, retired, sustaining or student member as outlined in these Bylaws, but is in a law-related field, subject to review and approval of the Executive Committee. Associate membership has no voting privileges.

D. STUDENT MEMBER is any individual, who is not nor has ever been qualified as an active, retired or associate member, who is currently enrolled in an educational program which includes legal courses, including, but not limited to, an ABA-approved paralegal program, a non-ABA approved paralegal program, or at an accredited higher learning institution.

The enrollment and participation in such legal courses must be attested to by a representative of the learning institution for a new student member or a copy of the school transcript verifying continued enrollment and participation in legal courses for a renewing student member.

Student membership has no voting privileges, except through the Student Liaison, who shall have one vote.

E. SUSTAINING MEMBER is any individual, law firm, corporation or institution interested in supporting the goals of this Association, which may include judges, attorneys, paralegal educators, discovery masters, court masters, and any other individual involved in the promotion of the legal assistant profession, and endorsing the objects and purposes of this Association. Sustaining membership has no voting privileges.

## **ARTICLE 5. APPLICATION FOR MEMBERSHIP**

Application for membership shall be submitted to SNAP on forms approved by the Executive Committee. The forms should clearly state that the Association is an affiliated association of NALA, and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by the Association. Approval of membership shall be noted on the forms in accordance with Standing Rules adopted by this Association.

## **ARTICLE 6. GENERAL MEETINGS**

6.1 This Association shall meet at least quarterly, which may include attendance at Association-sponsored seminars or workshops.

6.2 General or Regular meetings shall be held during the third week of the month on a day to be determined at the discretion of the Executive Committee. If the meeting day falls on the date for the annual meeting, the regular meeting may be suspended, at the discretion of the Executive Committee. Meeting times shall be set by the Executive Committee and announced to the general membership in writing, electronic, or other reasonable means of notice with at least ten (10) days notice.

6.3 Electronic Meetings. The Executive Committee and/or members may participate in a meeting by means of telephone conference, video conference, or other similar communications equipment by which all persons participating in the meeting can communicate with and be heard by each other. All participants shall be advised of the communications equipment, and the names of participants in the conference shall be divulged to all participants. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, a meeting as specified in this Section may be conducted solely by means of remote communication.

6.4 The agenda for the regular meeting shall generally reflect Robert's Rules of Order, Newly Revised, as follows:

- A. Call Meeting to Order
- B. Verify Quorum
- C. Approval of Minutes of Last Meeting
- D. Guest Speakers (if any)

- E. Officer Reports
- F. Committee Reports
- G. Unfinished Business
- H. New Business
- I. Good of the Order
- J. Adjournment

6.5 The minutes for the last meeting and the President's agenda for the upcoming meeting may be provided upon request by any member.

6.6 A quorum shall constitute 10% of the voting membership, present in person or by written proxy.

6.7 In the event of a vote for dissolution, a quorum shall constitute a majority of the voting membership of the Association.

6.8 Special meetings may be called pursuant to the Nevada Revised Statutes with at least ten (10) days prior notice to all members of record. Written notification of the minutes of said special meeting must be delivered to all members of record within 30 days of said special meeting in the next published monthly newsletter.

6.9 It is required that this Association hold a minimum of four educational events, or a total of 10 hours of education during each fiscal year in order to maintain affiliation with NALA. These programs may be held in connection with a regular meeting of the membership.

6.10 The annual meeting shall be held in June for the purpose of electing officers and presentation of officers' and chairpersons' reports. Notice of the annual meeting shall be in writing to all members of record at least thirty (30) days prior to the meeting. Notice will also contain the slate of officers.

6.11 A sign-in sheet shall be utilized at each meeting to monitor attendance of the membership, which shall be provided and monitored by the NALA Liaison, with a copy provided to the Treasurer.

## **ARTICLE 7. DUES AND ASSESSMENTS**

7.1 The dues of this Association shall be payable July 1 of each year. A \$5 discount will be given to renewing members remitting dues no later than the third Tuesday of August. Thereafter, the full membership dues shall be paid by September. Membership dues are outlined in the Standing Rules.

7.2 If checks are returned by the Association's bank for nonsufficient funds, the responsible member will be contacted and requested to pay the Association the amount of the check plus the bank fees for the nonsufficient funds by cash, money order or cashier's check.

## **ARTICLE 8. OFFICERS, EXECUTIVE COMMITTEE, AND CHAIRPERSONS**

8.1 The elected officers shall be the President, First Vice President, Second Vice President, Treasurer, Secretary, and NALA Liaison.

8.2 A Parliamentarian may be appointed by the President at his/her discretion and shall be an officer.

8.3 The Executive Committee shall consist of the elected officers of this Association, the immediate past president, and the chairpersons of each of the standing committees. The Parliamentarian shall be a nonvoting member of the Executive Committee except in the event of a tie vote, in which case he/she shall vote to break the tie. Chairpersons of the standing committees, who are not elected officers, shall be nonvoting members of the Executive Committee. The immediate past president shall be a nonvoting member of the Executive Committee, unless holding a regular voting officer position. Executive Committee decisions shall pass by a majority vote.

8.4 The Executive Committee may transact business in person, by mail, by facsimile, by electronic mail, by conference call, or by any other electronic means available. Any business conducted shall require the majority vote of the Executive Committee, regardless of the manner in which the business is transacted.

8.5 The Executive Committee shall act as a planning committee bringing recommendations to the general membership. The committee shall meet at least quarterly and at other times as called by the President.

8.6 The term of office for the President shall be two (2) years. The term of office for the First Vice President, Second Vice President, Treasurer, Secretary, and NALA Liaison shall be one (1) year. Successive terms for all officer positions shall be limited to one (1) consecutive term.

8.7 No officer or member shall be compensated for Association duties. Persons may be reimbursed for out-of-pocket expenses in connection with Association-related activities upon approval of the Executive Committee.

## **ARTICLE 9. NOMINATIONS AND ELECTION OF OFFICERS**

9.1 The President shall appoint a Nominations and Elections Committee chairperson at least sixty (60) days prior to the annual meeting of the Association to present a slate of officers to the membership at least thirty (30) days prior to election. The chairperson of the Nominations and Elections Committee may appoint up to three members to form the Nominations and Elections Committee. No name shall be on the slate without consent of the candidate. Nominations from the floor shall be accepted with the consent of the candidate, and the candidate must be present at the meeting.

9.2 Names of appointed officers shall be presented by the President by the first general meeting of the new fiscal year.

9.3 Names of newly elected and appointed officers shall be submitted by the NALA Liaison to NALA headquarters and the NALA Affiliated Associations Director no later than thirty (30) days after election and/or appointment.

9.4 In the event the Association has more than one class of membership, only members with full voting privileges may hold office.

9.5 Unexpired terms of office shall be filled by nomination by the voting members of the Executive Committee and election by a majority of the general membership members, present in person or by written proxy, at the following general membership meeting.

9.6 Any Executive Committee member (elected or appointed) who is absent from any three consecutive meetings without good cause may be removed from office by a simple majority vote of the membership. The Executive Committee member shall have an opportunity to state his or her reasons for the absence before his or her removal from office.

## **ARTICLE 10. COMMITTEES**

10.1 The standing committees shall be as follows:

A. **EDUCATIONAL PROGRAMS COMMITTEE** (First Vice President is chairperson): This committee shall coordinate and organize educational events for the benefit of the membership, such as CLA/CP preparatory courses for SNAP, panel discussions, legal education seminars, and any other educational-related activities. The chairperson may appoint members to this standing committee.

B. **BYLAWS COMMITTEE** (Parliamentarian is chairperson): See ARTICLE 16 - AMENDMENTS TO BYLAWS.

C. **MEMBERSHIP COMMITTEE** (Second Vice President is chairperson): This committee will keep the roster of the membership; distribute, collect, and review applications for membership to the Association; continually review the requirements for membership and propose necessary adjustments to the membership and class requirement of the membership. The chairperson may appoint members to the standing committee.

D. **FINANCE COMMITTEE**: The Treasurer shall be the chairperson of the Finance Committee and may appoint other members to this committee if he/she determines it necessary. The Finance Committee may prepare an annual budget for the ensuing fiscal year within thirty (30) days of completion and approval of the audit, as further described in ARTICLE 12. The budget may be submitted to the Executive Committee for review and presented to the membership for adoption at the next regular meeting.

E. **PUBLIC RELATIONS COMMITTEE**: The chairperson shall be appointed by the Executive Committee. This committee shall work with the local, state, and American Bar associations, the community, other paralegal associations, other legal-related associations (such as legal secretaries and legal office administrators), and shall prepare newspaper, radio, and television press releases. The chairperson may appoint members to this standing committee.

F. **FUND-RAISING COMMITTEE**: The chairperson shall be appointed by the Executive Committee. This committee shall be responsible for planning, organizing, and facilitating fund-raising events to benefit SNAP's treasury. Such events may be coordinated with the Activities/Social chairperson and the Public Relations chairperson, and will be held at regular intervals as needed to augment the coffers.

G. **ACTIVITIES/SOCIAL COMMITTEE**: The chairperson shall be appointed by the Executive Committee. The chairperson shall be responsible for working with other

Association committee chairpersons/members for all SNAP events. The chairperson may acquaint him/herself with local facilities for same. The committee may be comprised of members of the Fund-Raising, Public Relations, and Educational Programs Committees as necessary, or the general membership as necessity dictates. The chairperson may appoint members to this standing committee. This committee shall be responsible for taking photographs at SNAP events.

H. Any ad hoc committee chairperson may be appointed as needed by the Executive Committee and committee members appointed by the chairs of same.

## **ARTICLE 11. DUTIES OF ELECTED AND APPOINTED OFFICERS AND CHAIRPERSONS**

11.1 **PRESIDENT:** The President shall prepare an agenda for and preside over all Executive Committee meetings and general or special membership meetings. The President shall appoint a Parliamentarian at his or her discretion. The President shall be an ex-officio (nonvoting) member of all committees except the committee on nominations and elections.

11.2 **FIRST Vice President:** The First Vice President shall preside and shall assume all duties assigned to the President in the absence or disability of the President. This officer shall be chairperson of the Educational Programs Committee. These duties shall include planning seminars and workshops, and working with NALA in the event of co-sponsorship of any program. The First Vice President shall also be responsible for fulfilling the educational requirements under ARTICLE 6 of these Bylaws and shall report such educational meetings to the NALA Liaison.

11.3 **SECOND Vice President:** The Second Vice President shall be chairperson of the Membership Committee and shall be charged with the responsibility of developing programs to encourage membership in the Association. This officer shall receive applications for membership and approve or reject applications within the guidelines of these Bylaws. If questions regarding an application arise, the Second Vice President will present the application to the Executive Committee for final decision on approval or rejection. Upon approval of applicant's membership, this officer shall deliver the dues payment to the Treasurer, add the new member to the SNAP roster, and send the new member a completed membership card signed by the President within thirty (30) days. The Second Vice President shall work with the NALA Liaison to encourage membership in NALA. The Second Vice President is also responsible for keeping a current roster of membership and providing the updated membership information to the Newsletter Editor and Website Manager.

11.4 **SECRETARY:** The Secretary shall be responsible for all correspondence, and for keeping permanent minutes of all meetings. This officer shall assist the President in any way including giving notice of meetings. Association minutes of any meeting shall be made available within a reasonable time to NALA or any SNAP member upon request. The Secretary shall provide copies of all required corporate records to the Resident Agent, including annual and special meeting minutes and officer/committee annual reports.

11.5 **TREASURER:** The Treasurer shall deposit all funds and make all disbursements, subject to approval of the Executive Committee and as provided in the budget. Any extraordinary expenses, not an operational expense, over \$100 must be approved by the Executive Committee before obligation to pay. If the check is under \$50, it must be signed by the Treasurer or an officer of this Association who is authorized to sign on the account. Any checks \$50 or over must be signed by the Treasurer and one other officer of this Association who is authorized to sign on the account. The

Treasurer shall submit a written financial report at each regular meeting to be attached to the official minutes as part of the permanent record. The Treasurer shall be the chairperson of the Finance Committee.

A. Debit Card/Electronic Transactions.

i. The use of the debit card attached to the general checking account shall be used for purchases when checks are not accepted by the vendor and/or when the Executive Committee has pre-approved a purchase or an expense. At the next immediate Executive Committee meeting following the debit card use, the receipt will be submitted for review and be signed by two of SNAP's authorized bank account signers with a detailed explanation of the expense (i.e. purpose of expense, reason for use of debit card, etc.). The two signers will be those who did not sign the debit card receipt. If one of the SNAP authorized bank account signers is not available, the receipt will be reviewed and signed by the other SNAP authorized bank account signers plus one other Executive Committee officer.

ii. Overages. Any unexpected amount in excess of the Executive Committee's pre-approval shall not exceed ten percent (10%) of the pre-approved amount. If the overage will be more than ten percent (10%) of the pre-approved amount, the debit card **must only** be used for the amount approved, and the purchaser **must** use his/her personal credit/debit card for the excess amount and request approval and reimbursement from the Executive Committee for the overage.

11.6 NALA LIAISON: This officer shall be a NALA member, shall be familiar with the NALA Bylaws and Policies and Procedures, shall receive all NALA communications, and shall represent the Association at the NALA annual meeting of affiliated associations. This officer shall report on Association activities to the NALA Affiliated Associations Director on forms provided and as required by NALA headquarters. The NALA Liaison shall submit all officers' names and relevant contact information to NALA headquarters and the NALA Affiliated Associations Director, including any changes or updates as they occur. This officer shall be responsible for reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

This officer shall provide NALA headquarters with any nomination for Affiliated Associations Director and/or Secretary by May 1, or such date as set by NALA. This officer must file the current Affiliated Associations Director and Secretary "Designation of Voting Representative" form no later than fifteen (15) days prior the Affiliated Associations Annual Meeting.

This officer may submit items to the NALA Affiliated Associations Director which the Association wishes to have discussed, and shall participate in discussion sessions at NALA's annual meeting. 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.

11.7 PUBLIC RELATIONS CHAIRPERSON: The chairperson shall be appointed by the Executive Committee and shall be a non-voting member of the Executive Committee. This chairperson shall oversee work with the local, state, and American Bar associations, the community,



other paralegal associations, other legal related associations (such as legal secretaries and legal office administrators), and shall prepare newspaper, radio, and television press releases.

11.8 FUND-RAISING CHAIRPERSON: The chairperson shall be appointed by the Executive Committee and shall be a non-voting member of the Executive Committee. This chairperson shall be responsible for planning, organizing, and coordinating fund-raising events to benefit SNAP's treasury. Such events will be coordinated with the Activities/Social chairperson and Public Relations chairperson and will be held at regular intervals as needed to augment the coffers.

11.9 PARLIAMENTARIAN: The Parliamentarian shall attend all meetings, including Executive Committee meetings, and give opinions on parliamentary procedures upon request of the President. The Parliamentarian shall ensure all meetings are run according to proper parliamentary procedure. The Parliamentarian shall be a non-voting member of the Executive Committee except in the event of a tie vote, where he or she shall vote to break the tie. This officer shall be familiar with this Association's Bylaws; NALA Bylaws; shall receive all proposed Bylaws and Standing Rules amendments; and prepare Standing Rules and amendments to Standing Rules and Bylaws upon request of the Executive Committee. Members of the Association also have the right to submit proposed amendments to the Parliamentarian pursuant to Article 16. Robert's Rules of Order Newly Revised shall serve as parliamentary authority for items not covered by these Bylaws or the Association Standing Rules.

11.10 STUDENT LIAISON: The Student Liaison shall be appointed by the Executive Committee. The Student Liaison shall be a voting member of the Executive Committee. The Student Liaison shall be the students' collective vote for all SNAP business. The Student Liaison shall be responsible for maintaining a link between the active SNAP membership and the student membership, and shall be responsible for the smooth flow and spread of information between these sections of membership. The Student Liaison will have the responsibility of interacting with student governments at all local educational institutions offering legal programs. The Student Liaison will enlist committee members as necessary to aid in his or her duties.

11.11 NEWSLETTER EDITOR: The Newsletter Editor shall be appointed by the Executive Committee and shall be a nonvoting member of the Executive Committee. The newsletter shall be the proper forum for communication to the general membership of the activities of the Association and announcements, and shall be provided to the Association's members in electronic format and posted to the Association's Website. The Newsletter Editor shall work closely with all committee chairpersons. The newsletter may, from time to time, provide for written proxy voting of issues to be brought to the general membership for voting. The Newsletter Editor shall cause the publication of the newsletter so that proper notice of the general meeting is given as required by the Bylaws. The Newsletter Editor may obtain paying advertisers for placement of their advertisement in the newsletter. The mailing of the newsletter shall only be upon the request of a member, and the cost shall come from the SNAP general fund unless vendor(s) or advertiser(s) provide for the mailing of the newsletter. The monthly publication shall include but not be limited to:

A. A list of the current officers, committee chairpersons, and their preferred contact information (employer, work address, home address, phone, and/or e-mail).

B. An editor's block containing:

- i. That the newsletter is an official publication of the Sierra Nevada Association of Paralegals.
  - ii. SNAP's current mailing address.
  - iii. A statement of the period of publication.
  - iv. The name and contact information of the editor.
- C. A copy of the most recent approved Executive Committee meeting minutes.
- D. A copy of the most recent general meeting minutes as provided by the Secretary.
- E. A copy of the most recent Treasurer's report as provided by the Treasurer (provided to members only).
- F. A meeting notice for the upcoming general meeting as required by these Bylaws.
- G. Job Bank listing of available employment positions, if any (provided to members only).

If any newsletter is returned to SNAP as undeliverable for two consecutive mailings and the member has not provided SNAP with his/her updated contact information, the member's name will be removed from the mailing list.

#### 11.12 NOMINATIONS AND ELECTIONS COMMITTEE. See ARTICLE 9.

11.13 WEBSITE MANAGER: The Website Manager shall be appointed by the Executive Committee and shall be a nonvoting member of the Executive Committee. The Website Manager shall be responsible for the development, maintenance and content of SNAP's website to allow interested parties to learn about SNAP, the paralegal profession, and our mission, as well as keep the members of SNAP updated and current on areas of interest. The following duties shall be a part of the position of the Website Manager, which include but are not limited to: maintaining and editing the site content; gather information of interest for publishing on the site; make improvements and/or enhancements to the website; design and implement web pages; and consult with officers and committee members for new, updated, or special event information. The Website Manager must be willing to spend considerable time learning to maneuver the ins-and-outs of website management if candidate has no prior website experience.

11.14 All officers and committee chairpersons shall provide a status report on a monthly basis.

11.15 All officers and committee chairpersons shall pass organized files to his/her successor as soon as possible after election and installation, but no later than thirty (30) days after such date, excepting the Treasurer's records, which shall be passed on within ten (10) days after completion of the audit, as referenced in Article 12.

11.16 Annual reports of all officers shall be due May 1 to the NALA Liaison for inclusion with NALA requested annual reports of affiliated associations. Each officer will prepare a written report of his/her activities and contributions during the past year. The Treasurer will prepare a year-end report complete with analysis of income and expenses to the budget. The NALA Liaison will edit and summarize the SNAP annual report to conform with page and presentation requirements for the Annual Report of Affiliated Associations and will submit the summarized report to NALA Headquarters.

## **ARTICLE 12. AUDIT**

12.1 Financial Audit. An audit shall be made of the Association's financial records by an audit committee consisting of a minimum of three (3) persons appointed by the Executive Committee, or by an outside auditor. One of the members of the audit committee may be the incoming treasurer. However, should the incoming treasurer be the incumbent treasurer serving a second term, he/she shall not be a member of the audit committee. Such audit shall be completed within thirty (30) days of the close of the fiscal year, and a written report of the audit findings submitted to the Executive Committee. Upon completion of the audit and submission of the audit report to the Executive Committee, the records will be transferred to the incoming treasurer. The Audit Committee report shall be distributed to the members and shall be adopted by vote at the next regular meeting of the general membership.

12.2 Vacancy in the Office of Treasurer. In the event of a vacancy in the office of Treasurer, all financial records must be immediately submitted to the current President, and in any event, no later than five (5) days of vacating office and/or resignation. A special audit shall be made of the Association's financial records by an audit committee consisting of a minimum of three (3) persons appointed by the Executive Committee, or by an outside auditor. Such audit shall be completed within fifteen (15) days after receipt of the records, and a written report covering the audit submitted to the Executive Committee. The Audit Committee report shall be distributed to the members and shall be adopted by vote at the next regular meeting of the general membership.

## **ARTICLE 13. FISCAL YEAR**

The fiscal year of this Association shall be from July 1 through June 30.

## **ARTICLE 14. CONTRACTS, LOANS, AND DEPOSITS**

14.1 Contracts. The Executive Committee may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, such authority to be confined to specific instances.

14.2 Loans. No loans shall be contracted for or on behalf of the Association and no evidence of indebtedness shall be issued in the name of the Association unless authorized by a resolution of the Executive Committee. Such authority shall be confined to specific instances. No loan shall be made to any officer or member of the Association.

14.3 Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, or agents of the Association and in such manner as shall be determined by the Executive Committee. (Note: Please refer to the duties of Treasurer in ARTICLE 11.)

14.4 Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies, or other custodians as the Executive Committee may select.

## **ARTICLE 15. CODE OF ETHICS**

Every member of this Association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of NALA and any other code so adopted by the membership of this Association. Violations of the NALA Code shall be grounds for immediate review and/or removal from office, and possible dismissal from membership.

## **ARTICLE 16. AMENDMENTS TO BYLAWS**

16.1 Bylaws amendments not in conflict with NALA Bylaws may be proposed by any member with full voting privileges by delivering the proposed amendments in written form to the Parliamentarian of this Association. Proposed amendments shall be considered by the Bylaws Committee, which shall consist of the Parliamentarian and at least two other SNAP members selected by the Parliamentarian, who shall recommend for or against the adoption thereof. Proposed amendments shall first be presented to the Executive Committee for review and comment, then provided to the general membership for review and comment. The proposed amendments shall be published in the Association newsletter or by other written notice at least 45 days prior to consideration and adoption, as appropriate, required, or necessary by these Bylaws. These Bylaws shall not be amended more than two (2) times per fiscal year.

16.2 Amendments shall be adopted by the affirmative vote of a majority of the voting membership present or represented by individual proxy. The NALA Affiliated Associations Director must be advised of any adopted amendments within sixty (60) days of passage.

## **ARTICLE 17. DISSOLUTION**

In the event of dissolution of this Association, 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 of such property and assets be distributed to any member or private individual.

## **ARTICLE 18. RETENTION OF AFFILIATION**

18.1 Affiliation with NALA is renewable each year by payment of an affiliation fee and submission of 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.

18.2 In addition to the renewal fee, this Association must comply with the required reports and requested procedures as outlined in these Bylaws.

18.3 The annual renewal 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.

Adopted by the Association on the \_\_\_\_\_ day of December, 2012.

Secretary