



**AMENDED AND RESTATED BYLAWS
OF THE
PARALEGAL DIVISION OF THE UTAH STATE BAR**

JUNE 22, 2018

TABLE OF CONTENTS

ARTICLE 1 . NAME AND DEFINITIONS 1

 1.1 Name 1

 1.2 Definitions..... 1

ARTICLE 2 . PURPOSE 2

 2.1 Division Purposes 2

 2.2 Neutral Status..... 3

ARTICLE 3 . MEMBERSHIP..... 3

 3.1 Active Members..... 3

 3.2 Dues 3

 3.3 Register of Members to be Kept 3

 3.4 Information Required of Members 3

 3.5 Membership Certificate or Card.. 3

 3.6 Ethics and Professional Conduct 3

ARTICLE 4 . MEETINGS OF THE MEMBERS OF THE DIVISION 4

 4.1 Meeting Dates and Notices 4

 4.2 Programs 4

 4.3 Report of the Chair..... 4

 4.4 Fees and Charges 4

 4.5 Reports and Recommendations..... 4

 4.6 Resolutions and Open Forum Session 4

 4.7 Suspension of Rules..... 5

 4.8 Record of Proceedings 5

ARTICLE 5 . BOARD OF DIRECTORS 5

5.1	General Powers	5
5.2	Number, Regions, and Tenure	5
5.3	Vacancies	6
5.4	Election of Directors	6
5.5	Powers.....	7
5.6	Duties	7
5.7	Meetings of the Board.....	8
5.8	Notice.....	9
5.9	Waiver of Notice.....	9
5.10	Quorum and Voting	9
5.11	Meeting Participation.....	9
5.12	Action without a Meeting	9
5.13	Presumption of Assent	9
5.14	Executive Committee.....	10
5.15	Compensation	10
5.16	Liaison Assignments.....	10
5.17	Ex-Officio Members	10
5.18	Record of Proceedings	10
ARTICLE 6 . OFFICERS AND APPOINTEES OF THE BOARD		10
6.1	Number and Qualifications.....	10
6.2	Election of Officers and Term of Office.....	11
6.3	Removal.....	11
6.4	Vacancies	11
6.5	Authority and Duties of Officers	13
6.6	Parliamentarian	13

6.7	Immediate Past Chair	13
ARTICLE 7 . FINANCES		13
7.1	Annual Fees	13
7.2	Annual Budget	13
7.3	Amendments to Annual Budget.....	13
7.4	Disbursements.....	13
7.5	Designated Contributions.....	13
7.6	Checks, Drafts, Etc.	14
7.7	Loans to Directors and Officers Prohibited	14
7.8	Authority	14
ARTICLE 8 . INDEMNIFICATION OF DIRECTORS AND OFFICERS		14
ARTICLE 9 . COMMITTEES.....		14
9.1	Establishing Committees	14
9.2	Committee Meetings.....	15
9.3	Committee Recommendations	15
9.4	Standing Committees	15
9.5	Authority	15
ARTICLE 10 . RECORDS AND REPORTS		15
10.1	Account Books, Minutes, Etc.	15
10.2	Fiscal Year	15
10.3	Financial Report.....	15
ARTICLE 11 . PARLIAMENTARY AUTHORITY		15
ARTICLE 12 . AMENDMENTS TO BYLAWS		16
12.1	Amendments	16
12.2	Severability	16

12.3 Effective Date 16

ARTICLE 13 . GENERAL 16

13.1 Limitations on Publicity..... 16

13.2 Contracts 16

13.3 Conflicts of Interest..... 16

13.4 Notices 16

13.5 Dates 17

**AMENDED AND RESTATED
BYLAWS OF THE
PARALEGAL DIVISION
OF THE
UTAH STATE BAR**

ARTICLE 1. NAME AND DEFINITIONS

1.1 Name. The name of the organization is the Paralegal Division of the Utah State Bar (the “Division”).

1.2 Definitions. Definitions in these Bylaws are as follows:

(a) “Bar” means the Utah State Bar.

(b) “Board” “Directors” or “Board of Directors” means the Board of Directors Division of which is elected by the Members of the Division.

(c) “Committee” means any number of sections, standing committees, special committees, or ad hoc committees appointed by the Board, to which matters may be referred to for handling or recommendation to the Board.

(d) “Director” means an individual elected to the Board pursuant to these Bylaws.

(e) “Division” or “Paralegal Division” means the Paralegal Division of the Utah State Bar.

(f) “Member” means a paralegal who meets the criteria for membership in the Division as mandated by the Bar and the Division, and has a current active status in the Division.

(g) “Paralegal” means and the Utah Supreme Court has defined a paralegal as:

...a 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 the [paralegal] the attorney would perform the task.

ARTICLE 2. PURPOSE

2.1 Division Purposes. The Division is organized exclusively for nonprofit purposes. The specific purposes of the Division are, but are not limited to the following:

- (a) To assist the Bar with its mission to serve the public and the legal profession by promoting justice, professional excellence, civility, ethics, respect for and understanding of the law.
- (b) To assist the Bar in increasing access to lower cost, affordable legal services through the increased utilization of paralegals by the Bar in the delivery of legal services.
- (c) To assist the Bar in the protection of the public from harm from unqualified persons seeking to provide legal assistance to unrepresented persons, thereby engaging in the unauthorized practice of law.
- (d) To serve the legal profession through education of the Bar, attorneys and the legal community, concerning the proper and effective utilization of paralegals.
- (e) To assist the Bar in improving the quality and efficiency of the delivery of legal services and the practice of law.
- (f) To enhance Members' participation in the administration of justice, professional responsibility and public service in cooperation with the Utah State Bar.
- (g) To enhance the legal profession by facilitating communication between the paralegal community and the Bar.
- (h) To provide forums for membership discussions of issues and trends affecting the legal profession.
- (i) To provide continuing legal education to Members of the Division, the paralegal profession, and the legal community.
- (j) To foster and promote professional competence and excellence throughout the paralegal profession.
- (k) To provide mutual support, encouragement and establish good fellowship among the members of the paralegal profession and the legal community.
- (l) To further promote the purposes and objectives of the Division, the Board and Committees will encourage the active participation of its Members in the leadership of the Division, in events sponsored by the Division and by the Bar, and to work with professional organizations to promote the paralegal profession and the Division.

2.2 Neutral Status. The Division is non-partisan, non-sectarian and non-political, meaning that the Division will not engage in any activities favoring the election of any candidate for office, any political party, religious organization, private group or faction.

ARTICLE 3. MEMBERSHIP

3.1 Active Members. Active members are those Members who are employed in the State of Utah, who have, through education, training, and/or experience, demonstrated knowledge of the legal system, legal principles and procedures, and who meet the criteria of the definition of a "Paralegal" as adopted by the Utah Supreme Court and has satisfied at least one of the criteria for membership established by the Bar and the Division. Membership in the Division does not confer upon any Member the right or license to practice law in the State of Utah.

3.2 Dues. Any person eligible for membership in the Division, who pays a membership fee, in an amount as determined from time to time by the Board of Directors of the Division, will be a Member of the Division for the fiscal year in which the fee is paid. Membership in the Division expires upon the last day of the fiscal year for the Division, unless the membership is renewed.

3.3 Register of Members to be Maintained. The Bar will maintain a register of Members that contains a designation as to their status and such other information as the Board of Bar Commissioners and the Board of the Division may determine to be necessary or desirable. An updated register will be provided to the Board of the Division upon its request. In addition the Division may publish a directory of Members for distribution to Division Members, upon recommendation and approval of the Board.

3.4 Information Required of Members. Each Member of the Division must furnish the Bar information indicating the Member's name, address, email address, current employer and such other information as the Board of Bar Commissioners and the Board of the Division may from time to time prescribe. The name, business address, business email, business fax and telephone, and practice area information may be published in a membership directory. All other information will be kept confidential.

3.5 Membership Certificate or Card. Each Member will be furnished with an appropriate membership card upon admittance to the Division as an Active Member.

3.6 Ethics and Professional Conduct. The Division will adopt and each Member will subscribe to and be bound by the Utah Rules of Professional Conduct as they apply. The Division Ethics Committee will review any violations of the Utah Rules of Professional Conduct and make recommendations to the Board. The Board will then make recommendations to the Utah State Board of Bar Commissioners. Violations of the Utah Rules of Professional Conduct may be grounds for termination of membership in the Division and/or removal from office.

3.7 Voting. Division Members can vote for Directors, and other Division business by proxy.

ARTICLE 4. MEETINGS OF THE MEMBERS OF THE DIVISION

4.1 Meeting Dates and Notices. The Division will hold an Annual Meeting of its Members in June of each year (the "Annual Meeting").

(a) The date, time and place of the Annual Meeting of the Members of the Division will be fixed and notice given by the Board not less than 45 days prior to the date of the Annual Meeting.

(b) The date, time and place of Special Meetings of Members of the Division will be fixed by the Board and notice will be given by the Board to all Division Members at least 15 days prior to the date of any Special Meeting. The purpose for any Special Meeting must be stated in the notice.

(c) A simple majority of those Members present in person or by proxy constitutes a quorum for the transaction of any business.

4.2 Programs. The Board will appoint such committees and take such action as may be appropriate to provide opportunity for continuing legal education at the Annual Meeting on topics of interest to Division Members, and will permit consideration of the affairs of the Division that are of interest to the Members.

4.3 Report of the Chair. At the Annual Meeting, the Chair will make a report of his or her administration to the Members of the Division, which may be verbal or in writing.

4.4 Fees and Charges. A registration fee for attendance at the continuing legal education event provided the day of the Annual Meeting may be charged to all attendees. However, the business portion of the Annual Meeting will be an open forum and open to all Members, without fee. The Board may also charge for attendance at luncheons, dinners and other events sponsored by the Division in order to defray all or part of the costs thereof.

4.5 Reports and Recommendations. Reports of sections and committees, including recommendations requiring affirmative action by the Members, shall be submitted to the Board at least 30 days prior to the date of the Annual Meeting. Reports or recommendations requesting affirmative action will be considered by the Board and recommendations of the Board for action thereon will be made at the business or open forum session of the Annual Meeting, and will be open to debate at that time within reasonable limitations prescribed by the presiding officer, and a vote will be taken thereon. The vote of the Members will be advisory to the Board.

4.6 Resolutions and Open Forum Session. Forty-Five days prior to the Annual Meeting, any Member may present in writing any resolution pertinent to the legal profession and within the objectives and purposes of the Division. Resolutions so presented will be considered by the Board. The Board will report its recommendations with respect to action to be taken thereon at the business or open forum session of the Annual Meeting. At the Annual Meeting such resolutions will be open to debate within such limitations as prescribed by the presiding officer, and a vote will be taken thereon.

4.7 Suspension of Rules. The time provisions of Sections 4.5 and 4.6, above, may be suspended by the Board for good cause, which must be set forth in its minutes, or by an affirmative vote of 75% of the Members present at any business meeting.

4.8 Record of Proceedings. A record of the proceedings of the Annual Meeting will be kept by the Secretary of the Board and will be available to the Members. At the first Regular Meeting of the Board held after the Annual Meeting, a review of the proceedings will be made by the Board for the purpose of considering any duly adopted resolutions or recommendations approved at the Annual Meeting.

ARTICLE 5. BOARD OF DIRECTORS

5.1 General Powers. The affairs of the Division will be directed and managed by a Board of Directors, which may be referred to herein as the Board of Directors or the Board. Each Director has a duty to supply leadership to the Division, to attend all Board meetings and the Annual Meeting, to be an active representative of the Division, to advise the Board of local needs of Division Members, to carry out assigned committee responsibilities and promote Division programs, to further the objectives and meet the responsibilities of the Division, and to perform such duties as the Chair or the Board may, from time to time, direct.

5.2 Number, Regions, and Tenure.

(a) Number. The Board of Directors must consist of at least five but no more than 13 elected and voting Directors, and must at all times be comprised of an odd number. Any action of the Board to increase or decrease the number of voting Directors requires an amendment of these Bylaws effecting such increase or decrease, which amendment is consistent with the provisions of Article 12 herein. No decrease in the number of Directors may have the effect of shortening the term of any incumbent Director. There may be any number of ex-officio members on the Board, including the immediate past chair.

(b) Regions. The number of regions for the Division and their geographical boundaries may be determined from time to time by the Board as appropriate to provide for adequate membership representation on the Board. The regions and geographical boundaries will be set forth in the Standing Rules of the Division. To the extent possible, one Director will be elected from each of the geographical regions.

(c) Term. The term of office for each Director is two years unless a Director serves as Immediate Past Chair which would result in a three year term with the third year being as an ex-officio member of the Board. A Director may be re-elected to additional terms by a vote of the Board, but no Director may serve for more than two consecutive two-year terms, without first taking at least a one year break from the Board. Board terms run from July 1 to June 30. Each Director holds office until such Director's term expires or until such Director's successor has been elected and qualified, or until the Director's earlier death, resignation or removal.

(d) Removal. Any Director may be removed at any time, with or without cause, by a vote of 75% of a quorum of the other Directors. Additionally, any Director who fails or refuses to attend regular meetings of the Board and has three unexcused absences for

attendance at a regular Board meeting within a rolling 12 month period may be removed from the Board upon the affirmative vote of a majority of the Board, with the position to be filled by the Board pursuant to Section 5.3, below.

5.3 Vacancies. A Director may resign at any time by giving written notice to the Chair of the Board. Such resignation will take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy must meet the qualifications applicable to the position being filled and will serve until the following annual election. Any Director position to be filled by reason of an increase in the number of Directors will be filled by the affirmative vote of a majority of the Directors then in office, and a Director so chosen will hold office until the end of the term designated for the position so created or until the Director's successor is elected and qualified, or until the Director's earlier death, resignation or removal. If the vacancy is for a Director of a designated geographical region of the Division, and if there is an eligible and willing active Member of the Division within the geographical region, then to the extent it is feasible, the Director appointed to fill the vacated position will be a Member whose mailing addresses on the records of the Bar are in the region from which the vacating Director was elected. In the event there are no eligible Members from a region, then the Board may, but is not required to, take action to deem the regional Director position an at-large position, and the Board may appoint a successor from among the active Members of the Division, who will serve until the following annual election.

5.4 Election of Directors. Division Members elect the Board of Directors of the Division, which election will take place in person, by ballot or proxy, or, if approved by the Board and the Bar, by electronic ballot. The Parliamentarian acts as the Elections Chair. All elections will be held prior to the end of the terms of the Directors whose positions as Directors are being filled. No candidate may seek election to more than one open position as a Director.

(a) Election Notice. A call for nominations for election of Directors and notice of the regions from which they will be elected during the current year will be emailed to all active Members of the Division on or before March 15 of each year.

(b) Nominations. All nominees must meet such qualifications as may be prescribed by the Division Board of Directors from time to time. Nominations must be in writing, and filed with the Parliamentarian of the Division on or before May 1 of each year. A form for the nomination of Directors will be emailed to all active Members and will take substantially the form set forth in the Standing Rules of the Division. Upon request by a Member, a hard copy of a nomination form will be made available by the Parliamentarian. Each nomination form must be signed by the nominee and at least one active Member of the Division; provided, however, that in the case of a nomination for a regional Director, the nomination may be signed by one member of the Board of Directors, or by any active Member of the Division. The home or office mailing address of the Member seeking election as a regional Director must be in the geographical region for which candidacy is declared.

(c) **Balloting.** Balloting will be accomplished via email, in person, or by proxy, and instruction regarding open voting time and when the voting period ends will be provided with the ballot. All balloting will close at 5:00 p.m. on the day prior to the date ballots will be counted. Ballots will be delivered to all active Members of the Division at least 30 days prior to the date on which ballots will be counted. All Members vote for Directors-at-Large. Only Members in each geographic region in which a regional election is to be held will be eligible to vote for the nominee(s) for that Member's respective geographic region. Ballots will contain the alphabetized names of the nominees. In the event an insufficient number of nominating petitions are filed to require balloting, the qualified candidates nominated will be declared elected, without the need for voting by the Members.

(d) **Proxy.** Members can vote for Directors, and for other Division matters, by proxy. Proxies must be in writing and delivered as instructed thereon in order to be received no later than 5:00 p.m. on the day prior to the date ballots will be counted. A proxy is revocable and will automatically cease if the Member's membership in the Division is not active at the time the vote takes place.

(e) **Results.** The Parliamentarian, acting as the Elections Chair, will appoint a judge and three tellers for the purpose of tallying the votes, including all ballots voted by proxy. The nominees receiving the highest number of votes will be deemed elected. In the event of a tie, the voting Members will immediately proceed to vote by ballot to dissolve such tie. Should this second ballot fail to break the tie, the winner will be determined by lot. The judge will certify the results of the vote to the Parliamentarian, who will convey the same to the Division Chair. Public announcement of the election results will be made to the Members at the discretion of the Chair.

(f) **Reorganization of Board.** Those individuals elected will be notified of that fact by the Chair of the Division who will call a meeting of the Board immediately following the Annual Meeting for the purpose of re-organizing the Board. The reorganization meeting of the Board will be called to order by the retiring Chair. He or she will first conduct any unfinished business to come before the existing Board. Thereafter, the newly elected Board members who have been found qualified and declared elected will be seated as members of the Board. The retiring Chair will recognize and seat the new Chair and Chair-elect. The terms of new Directors begin when they are seated at the reorganization meeting of the Board.

5.5 **Powers.** The Board of Directors may exercise all powers necessary and proper to carry out the duties and responsibilities of the Division and will exercise all authority that is not specifically reserved to the Bar.

5.6 **Duties.** The Board of Directors, under the direction of the Utah State Bar, has the specific duties which include, but are not limited to, the following:

(a) To hold, invest, manage, and administer all funds and property of the Division. In furtherance of this responsibility the Board of Directors will:

(i) Execute and deliver any agreements that they may deem necessary or proper and that may be permitted by law;

- (ii) Determine whether money or property coming into their possession should be held as unrestricted funds for the accomplishment of the general purposes of the Division or should be held as restricted or endowment funds for the accomplishment of specific purposes, and to charge or apportion expenses or losses to restricted or unrestricted funds as they may deem just and equitable;
 - (iii) Adopt budgets and appropriate funds for programs, projects and activities of the Division; and
 - (iv) Pay all necessary expenses of administering the Division, including expenses of Directors, out of the funds of the Division.
- (b) To administer all programs, projects, and activities of the Division;
 - (c) To evaluate, on a continuing basis, all programs, projects, and activities funded by the Division;
 - (d) To promulgate rules for admission and participation of Members in the Division pursuant to Rule 14-113 of the Rules for Integration and Management of the Utah State Bar, and the Rules for the Division as set by the Supreme Court.
 - (e) To adopt and amend standards, rules and regulations for removal of Members from the Division that in the Board's opinion may be necessary or advisable, provided such rules and regulations are not contrary to these Bylaws;
 - (f) To promote the Division and disseminate information about it, and to provide appropriate forms of recognition to individuals and others who support the Division;
 - (g) To assume primary responsibility for developing and initiating new Division programs, projects, or activities;
 - (h) To establish or affiliate with any similar organizations in Utah or any other state;
 - (i) To adopt and amend additional rules and regulations for the administration of the Division as in their opinion may be necessary or advisable, provided such rules and regulations are not contrary to these Bylaws; and
 - (j) To review and adopt the Division's budget.

5.7 Meetings of the Board.

(a) **Regular Meetings.** The Board of Directors will, to the extent possible, hold regular monthly meetings at such time and place as the Board may determine for the transaction of such business as may come before the meeting, and provide reasonable notice of the same to all Directors.

(b) Special Meetings. Special meetings of the Board may be called by or at the request of the Chair of the Board, or any three Directors. The person or persons authorized to call special meetings of the Board may fix the date, time and place for holding any special meeting of the Board called by them.

At any regular or Special Meeting of the Board any business may be transacted which is within the power of the Board, whether or not such business has been placed upon the agenda in advance

5.8 Notice. Notice of each meeting of the Board stating the place, day and hour of the meeting will be given to each Director at least 10 days prior to the meeting by electronic delivery of written notice, and such notice will be deemed to be given when the transmission is completed.

5.9 Waiver of Notice. Whenever any notice is required to be given to any Director of the Division under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, will be deemed equivalent to the giving of such notice. Any Director may waive notice of any meeting before, at, or after such meeting. The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business to be transacted at the meeting, or the purpose of any meeting. The purpose of any meeting of the Board must be specified in the notice or waiver of the notice of such meeting unless otherwise required by statute.

5.10 Quorum and Voting. A majority of the Directors attending any meeting of the Board constitutes a quorum for the transaction of business, and the vote of a majority of the Directors present at a duly called meeting is the act of the Board. No Director may vote or act by proxy at any meeting of Directors.

5.11 Meeting Participation. Members of the Board, or any committee thereof, may participate in any regular or special meeting by means of telephonic conference or similar electronic communications equipment by which all persons participating in the meeting can hear each other. Such participation constitutes presence in person at the meeting.

5.12 Action without a Meeting. In the event the Chair desires a vote of the Board without calling a meeting, such a vote may be taken by e-mail, telephone, or by fax, provided that all Directors are given a reasonable opportunity to vote. A vote without a meeting is invalid if a majority of all of the authorized Directors cannot be reached.

5.13 Presumption of Assent. A Director who is present at a meeting of the Board at which action on any Division matter is taken is presumed to have assented to the action taken unless a dissent is entered into the minutes of the meeting, or unless the Director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forwards such dissent by registered mail to the Secretary of the Division immediately after the adjournment of the meeting. Such action to dissent does not apply to a Director who voted in favor of such action.

5.14 Executive Committee. The Board will establish an Executive Committee, consisting of not fewer than three members of the Board, one of whom will be the Chair, to be appointed by the Board. The Executive Committee will, among other things, make recommendations to the Board for the appointment of Officers, Committees and their Chairs. The duties of the Executive Committee includes: (a) the handling of emergency matters when the Board cannot be convened or the necessary quorum met; (b) the review of the affairs of the Division and the making of recommendations to the Board; (c) the handling of administrative and routine business of the Division which transpires between Board meetings; (d) approve expense reimbursements and check requests; and (e) any other matters delegated to it by the Board. All recommendations and administrative matters will be reported to the Board as a part of the agenda for the next Board meeting following such action.

5.15 Compensation. Directors will not receive compensation for their services as such, although the Division may pay or reimburse reasonable costs and expenses of Directors for attendance at Board meetings. Directors will not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Division in any other capacity.

5.16 Liaison Assignments. In addition to performing such duties as are required by law or which may be assigned, any Director, officer, or ex-officio member of the Board may be assigned as a contact or liaison representative to the various committees, sections and units of the Division, the Bar, other paralegal organizations, or other organizations and their affiliates. Liaison assignments will be appointed by the Board from year-to-year, solely at the Board's discretion. A liaison will report with respect to any such assignment at meetings of the Board. Where possible the Board should affiliate and participate with, and be informed of the work of the Bar, paralegal organizations and other organizations on subjects relating to those under consideration by the Board, committees, sections and units of the Division, to which the liaison is assigned.

5.17 Ex-Officio Members. Ex-Officio members of the Board may be designated by the Board from year to year, at the Board's discretion. Ex-officio members are not entitled to vote.

5.18 Record of Proceedings. A record of the proceedings of all Board meetings will be kept by the Secretary of the Board and made available to the Members on the Division website, and upon request.

ARTICLE 6. OFFICERS AND APPOINTEES OF THE BOARD

6.1 Election of Officers and Term of Office.

(a) Number and Qualifications. The Officers of the Board of Directors are the Chair Elect, Secretary, and Finance Officer. The Board may also elect or appoint such other officers, assistant officers and agents, including a controller, assistant secretaries and assistant finance officers, or others as it may consider necessary. All Officers must be Members of the Board.

(b) Term. Each Officer will hold office for one year, or until the Officer's successor is duly elected and qualified, or until the Officer's earlier death, resignation, or removal.

(c) Nominations. The Parliamentarian will solicit nominations from the currently sitting Board in April of each year for the positions of Chair-elect, Finance Officer, and Secretary of the Board. Nominations must be received by the Parliamentarian by 5:00 p.m. on the day prior to the May Board meeting in which the elections will be held. All nominees must be members of the Board of Directors, with at least one year remaining as a Division Director. In the event there are not enough Directors with a year remaining in their term as a Division Director to fill the nominations, then the Board may, by a majority vote of the Board, defer election of the Finance Officer and Secretary to take place after the Board is reorganized in June.

(d) Ballots. The elections will be by secret ballot except that any Director not in attendance at the meeting may submit their ballot in writing to the Parliamentarian, to be received no later than 5:00 p.m. the day of the voting. If the elections are not held at such meeting, such elections will be held as soon as convenient thereafter. Each Officer will hold office for one year or until the Officer's successor is duly elected and qualified, or until the Officer's earlier death, resignation or removal.

6.2 Removal. Any Officer may be removed by a majority vote of the Board whenever in its judgment the best interests of the Division will be served thereby.

6.3 Vacancies. An Officer may resign at any time by giving written notice to the Chair or to the Board. An Officer's resignation takes effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors, by a majority vote, for the unexpired portion of the term.

6.4 Authority and Duties of Officers. Division Officers have the authority to exercise the powers and perform the duties set forth in the Division's Standing rules, those specified below, and as may be additionally specified by the Chair or the Board, except that in any event each Officer will exercise such powers and perform such duties as may be required by law:

(a) Chair of the Board. The Chair of the Board (i) presides at all meetings of the Members and of the Board of Directors; (ii) sees that all orders and resolutions of the Board are carried into effect; (iii) has general and active control of Division affairs and business and general supervision of Board Officers; (iv) performs all other duties incident to the office of Chair of the Board as from time to time may be assigned to the Chair by the Board; and (v) represents the Division at all appropriate functions. The Chair performs such other duties and otherwise represent the Division and the Board as directed by the Board.

In the event a vote of the Board ends in a tie, the Chair will cast the deciding vote, otherwise the Chair does not vote on matters brought before the Board.

Upon completion of the term of the Chair, the Chair automatically succeeds to be the position of Immediate Past Chair, which is an ex-officio position on the Board.

(b) Chair-elect. In the event of any absence, incapacity, or disqualification of the Chair, the Chair-elect performs the duties of the Chair. In addition, the Chair-elect assists the Chair and performs such duties as the Chair or Board may assign. The Chair-elect will, at the request of the Chair, or in the Chair's absence or inability or refusal to act, perform the duties of the present Chair and when so acting will have all the powers and be subject to all the restrictions of the Chair. The Chair-elect of the Division will automatically succeed to the office of Chair. In the event a Director serves as Chair-elect during the second year of his or her term, the Chair-elect will succeed to the office of Chair and will serve as Chair of the Division even though no longer serving in a term as an elected Director. A Chair who is no longer serving in a term as an elected Director has authority to vote on matters brought before the Board only if necessary to break a tie vote.

The Chair-elect will be a member of the Education Committee. The Chair-elect will also be the Division's delegate to the Governmental Relations Committee of the Utah State Bar; will attend all meetings of the Governmental Relations Committee, and will report thereon to the Board, as directed by the Board.

In the event the Chair-elect is unable to serve as the delegate to the Governmental Relations Committee, then the Board will appoint a representative to serve as the delegate, upon a majority vote of the Board, and said delegate will have the responsibility to attend all meetings of the Governmental Relations Committee, and report thereon to the Board, as directed by the Board.

(c) Secretary. The Secretary: (i) attends all meetings of the Members and of the Board of Directors, and keeps a full and accurate account of all such proceedings; (ii) prepares meeting agendas as directed by the Chair, and keep the minutes of the proceedings of the Division, the Board, and the Executive Committee of the Board; (iii) sees that all notices are duly given in accordance with the provisions of these Bylaws; (iv) is the custodian of the Division records; and (v) in general, performs all duties incident to the office of Secretary and such other duties as the Chair or Board from time to time may assign to the Secretary. Assistant secretaries, if any, have the same duties and powers, subject to supervision by the Secretary. The Board has authority to appoint a temporary Secretary pro tem for a meeting of the Division in which the elected Secretary cannot attend.

(d) Finance Officer. The Finance Officer recommends a budget, approves expenditures at the request of the Chair, maintains a historical financial record of the Division, and makes recommendation to the Board for appointment of assistant treasurers as deemed needed. Assistant treasurers, if any, have the same powers and duties, subject to supervision by the Finance Officer. The Finance Officer: (i) in conjunction with Utah State Bar personnel has the duty to monitor the care and custody of all Division funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board; (ii) receives and gives receipts and quittances for monies paid in on account of the Division and Division events, and pays out of the funds on hand all just debts of the Division of whatever nature; (iii) prepares and furnishes to the Chair and the Board statements of account showing the financial position of the Division and the results of its operations; (iv) upon request of the Board, makes such reports to it as may be required at any

time; and (v) performs all other duties incident to the office of Finance Officer and such other duties as the Chair or the Board may from time to time assign to the Finance Officer.

6.5 Parliamentarian. The Board will appoint a Parliamentarian who may be a Director, or an ex officio member of the Board. The Parliamentarian supervises the parliamentary procedures of all meetings. In the absence of the duly appointed Parliamentarian at any meeting, a majority of those members present will elect a substitute Parliamentarian for that meeting. The Parliamentarian is the Chair of the Elections Committee.

6.6 Immediate Past Chair. The Immediate Past Chair of the Division is an ex officio member of the Board of Directors and will be the Division's delegate to the Board of Bar Commissioners of the Utah State Bar. The Immediate Past Chair will attend all meetings of the Board of Bar Commissioners and report on the same to the Division Board of Directors, and will act in all other respects as liaison between the Bar Commission and the Board, or as directed by the Board.

In the event the Immediate Past Chair is unable to serve as the Division's delegate to the Board of Bar Commissioners, then upon a majority vote of the Board, those responsibilities may be assigned to the Chair, Chair elect, or a member of the Board, who will then have the responsibility to attend all meetings of the Board of Bar Commissioners, and report thereon to the Division Board of Directors, and act in all other respects as liaison between the Bar Commission and the Board or as directed by the Board

ARTICLE 7. FINANCES.

7.1 Annual Fees. The annual fees to be paid each year by all Members of the Division will be fixed from time to time by the Board.

7.2 Annual Budget. The Finance Officer will prepare and circulate to the Board an annual budget by July of each year. The Board will approve and adopt the budget no later than August 31 of each year.

7.3 Amendments to Annual Budget. At any meeting, the Board has the authority, by a majority vote of those present, to amend the allocation of budgeted funds, provided that the total amount of the amended budget does not increase beyond available revenue.

7.4 Disbursements.

(a) Funds of the Division will be disbursed in accordance with the provisions of law and these Bylaws, and at the direction of the Board.

(b) All disbursements and requests for reimbursements over \$300.00 require prior approval of the Board. Lesser requests for reimbursement must be approved by the Executive Committee.

7.5 Designated Contributions. The Division may accept any designated contribution, grant, and bequest or devise consistent with its general charitable and tax-exempt purposes. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses,

and such designations generally will be honored. However, the Division reserves all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Division will acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Division's purposes. The Division may make donations of funds in such amounts and for such purposes, upon a majority vote of the Board.

7.6 Checks, Drafts, Etc. All checks, drafts, requests for reimbursements, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Division must first be approved by the Executive Committee, unless the amount of the payment exceeds \$300.00, which then must be approved by the Board. Once approved, the request will be submitted to the Bar for payment. All such requests must signed by such Officer or agent of the Division and in such manner as will from time to time be determined by resolution of the Board of Directors.

7.7 Loans to Directors and Officers Prohibited. No loans will be made by the Division to any of its Directors or Officers.

7.8 Authority. No committee, section, or any officer or member thereof has the power to make the Division or the Bar liable for any debt or obligation.

ARTICLE 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Any individual who serves as a Director or Officer of the Division is deemed the Division's agent for the purposes of this Article 8. Such individual will be indemnified by the Division against accounts, debts, liabilities and obligations including expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement, actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative (but not for any criminal matters) by reason of such service as a Director. Such party will be indemnified upon an affirmative majority vote of the Board, if the Board determines that such person acted within the scope of assigned or approved Division duties, and acted in good faith and in a manner such person reasonably believed to be in the best interests of the Division.

ARTICLE 9. COMMITTEES

9.1 Establishing Committees. To facilitate accomplishment of the purposes and objections of the Division, the Board, by resolution adopted by a quorum of the Directors, may establish one or more sections, standing committees, special committees, or sub-committees each consisting of one or more Directors, Division Members, or a community member that is approved by the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate Directors to replace any absent committee chairs at any meeting of the committee. The Board may delegate to any such committee any of the powers and authority of the Board in the business and affairs of the Division; provided, however that such delegation of authority does not operate to relieve the Board (or any Director) of any responsibility imposed upon the Board

and the Directors. The Board may refer specific matters for handling and recommendation to any committee. The Board may call for regular or periodic reports from such committees and sections at times and to such extent as deemed appropriate to the Board.

9.2 Committee Meetings. Meetings of committees will be held and actions of committees will be taken in the same manner as is provided by these Bylaws for meetings of Directors, except that the time of meetings of committees may be determined by the chair of the committee. Alternate committee members are entitled to attend all committee meetings and receive notice of special meetings of the committee. The Board may adopt rules for the governing of any committee not inconsistent with the provisions of these Bylaws.

9.3 Committee Recommendations. Committee chairs will make recommendation to the Board for action related to the Committee.

9.4 Standing Committees. The Division has the following Standing Committees whose duties include, but are not be limited to, those set forth in the Division Standing Rules:

- Communications – Social Media
- Community Services
- Education
- Ethics and Professional Standards
- Executive Committee
- Marketing and Publications
- Membership

Standing committees will continue in existence until abolished by resolution of the Board.

9.5 Authority. No committee, or any officer or member thereof has the power to make the Division or the Bar liable for any debt or obligation.

ARTICLE 10. RECORDS AND REPORTS

10.1 Account Books, Minutes, Etc. The Board will cause to be kept correct and complete books and records of account and minutes of proceedings of the Board and Division Members. All books and records of the Division may be inspected by any Member or any Director, for any proper purpose at any reasonable time.

10.2 Fiscal Year. The fiscal year of the Division is July 1 to June 30.

10.3 Financial Report. The Board may from time to time issue such reports of financial information and other material as it deems necessary. At each regular meeting of Directors, those Directors in attendance will be informed of the financial condition of the Division.

ARTICLE 11. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised is the parliamentary authority where applicable and where there is no conflict between said rules and these Bylaws.

ARTICLE 12. AMENDMENTS TO BYLAWS

12.1 Amendments. These Bylaws may be repealed or amended, or new Bylaws may be adopted, by the affirmative vote of a majority of Division Members voting for such purpose. Any adopted amendment or new Bylaw will be copied in the appropriate place in the Division records with the original Bylaws, and the repeal of any Bylaw will be entered on the original Bylaws together with the date and manner of such repeal. The original or a copy of the Bylaws as amended to date are open to inspection by the Division's Members at all reasonable times, upon request.

12.2 Severability. The invalidity of any provision of these Bylaws does not affect the other provisions hereof, and in such event these Bylaws will be construed in all respects as if such invalid provision was omitted.

12.3 Effective Date. After an affirmative vote of Division Members at the Annual Meeting, these Bylaws will take effect immediately.

ARTICLE 13. GENERAL

13.1 Limitations on Publicity. No recommendation or report of a section, committee, or member thereof will become the recommendation or report of the Division until approved by the Board.

13.2 Contracts. The Bar is the only authorized party to enter into contracts on behalf of the Division.

13.3 Conflicts of Interest. Directors of the Division have a clear fiduciary obligation to the Bar in connection with their service as Directors. At all times Directors are expected to act in a manner consistent with this fiduciary obligation and shall exercise particular care that no detriment to the interest of the Bar and Division may result from a conflict between those interest and any person interests which an individual Director may have, or between the interests of the Bar and the Division's interest as a voting member of the Division. If any Director or Officer of the Division is aware that the Division is about to enter into any transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including without limitation as a Director, Officer, shareholder, partner, or beneficiary, said Director or Officer will (a) immediately inform those charged with approving the transaction of such person's interest or position, (b) aid the persons charged with making the decision on behalf of the Division by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Division, and (c) not be entitled to vote on the decision to enter into such transaction.

13.4 Notices. Any notice required to be sent under the provisions of these Bylaws is deemed to have been properly given on the date notice is sent by electronic transmission (email or facsimile), or the date notice is deposited in U.S. Mail to the last known address of the person who is entitled to receive it. In the absence of a specific instruction from a Member, the Member's current email address will be used to provide notice to the Member.

13.5 Dates. In the event any day or date set forth herein falls on a Saturday, Sunday or holiday, the act required or time fixed should occur on or run from the next business day.

CERTIFICATION

The undersigned does hereby certify:

I am the duly elected Secretary of the Board of Directors of the Paralegal Division of the Utah State Bar,

The foregoing Amended and Restated Bylaws of the Paralegal Division of the Utah State Bar constitute the Bylaws of the Division, as duly adopted at a meeting of the Members thereof held on June 22, 2018.

IN WITNESS WHEREOF, I have hereunto set my hand June 25, 2018.


Erin Stauffer, Secretary