

BYLAWS
OF
LEGAL PROFESSIONALS
INCORPORATED

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BYLAWS OF LEGAL PROFESSIONALS INCORPORATED

ARTICLE I. NAME

The name of this non-profit mutual benefit corporation shall be LEGAL PROFESSIONALS INCORPORATED, also known as LPI.

ARTICLE II. CODE OF ETHICS

Section 1. Purpose.

For the purpose of carrying out the principles and objects of LPI, as set forth in ARTICLE THIRD of the Articles of Incorporation of LEGAL PROFESSIONALS INCORPORATED, the following Code of Ethics shall be binding on all members of LPI, and shall be enforceable by the LPI Vice President, subject to such action as the Board of Governors (“Board”) may deem proper:

It shall be the duty of each member of Legal Professionals Incorporated to observe all laws, rules and regulations now or hereafter in effect relating to confidentiality and privileged communication, acting with loyalty, integrity, competence and diplomacy in accordance with the highest standards of professional conduct.

Section 2. Dedication.

The LPI Code of Ethics shall be dedicated to the memory of Joan M. Moore, PLS, CCLS; and, all reproductions of the Code of Ethics shall reflect the dedication.

ARTICLE III. SEAL

The corporate seal of LPI shall be a circular seal with the name of the corporation around the border, and the year of incorporation in the center, and of any such design as may be selected by the Board of Governors, not inconsistent with the nature of LPI.

ARTICLE IV. MOTTO

LPI’s motto shall be “Excellence Through Education.”

ARTICLE V. MEMBERSHIP

Section 1. Active Member.

(a) **Qualifications.** An active member shall be a person directly engaged in work of a legal nature in California who is either: (1) licensed to practice law; (2) employed as legal support staff in the office of any attorney engaged in the practice of law; (3) employed by the courts; or (4) employed in any other institution or office providing services of a legal nature.

(b) **Rights.** Active members shall have the right to vote, as set forth in Section 2 of Article XIV, for the election of Governors of their respective Local Associations (defined as associations chartered by LPI). Active members shall further have the rights afforded by the

California Non-Profit Mutual Benefit Corporation Law. Active members are eligible for the LPI Scholarship.

(c) **Application, No Dual Membership.** Application for active membership in LPI shall be presented through a Local Association in good standing, on forms approved by the LPI Executive Committee. No person may be an active member of more than one Local Association.

(d) **Transfer.** An active member in good standing may request transfer to another Local Association upon changing place of residence or employment. When such a request is granted by the member's Local Association, the member shall be furnished a certificate, issued by the Local Association's treasurer, showing the date to which Local Association dues and LPI per capita tax are paid; the Local Association's treasurer shall also furnish duplicates of such certificate to the LPI Treasurer. The certificate shall also state that transfer to another Local Association (naming it) has been authorized by the Local Association from which the member transfers; and, when approved by the LPI Treasurer, no further LPI per capita tax will be required for that fiscal year. The certificate of transfer, together with current membership card, shall be presented by the member to the Local Association to which such member transfers. A transferee must obtain approval from the Local Association to which transfer is requested and proper notification of such approval shall be given by such Local Association to the Treasurer of LPI. A transferee shall pay membership dues charged by the Local Association to which transfer is requested.

(e) **Retention of Status.** An active member may retain such status, though not employed as above set forth, provided such member has been an active member of LPI for at least one year, and shall have all the rights and privileges of active membership except eligibility for elective office in LPI.

(f) **Local Association Members.** All active members in good standing of a Local Association shall be active members of LPI. A life member of a Local Association shall be recognized as a member of LPI only if the Local Association pays per capita tax for that member.

Section 2. Student Member.

(a) **Qualifications.** A person who qualifies for student membership in a local association may become a Student Member of LPI upon payment of one-half per capita tax. The Student Member shall be enrolled in a course of study leading to employment in the legal profession and may maintain such Student Membership while thus enrolled.

(b) **Rights.** A Student Member is an Active Member for purposes of LPI contests and has all rights of an Active Member, except Student Members are not eligible for elected or appointed office and may not serve as Governor or delegate of a Local Association. They are eligible for the LPI Scholarship.

(c) **Application, No Dual Membership.** Application for Student Membership in LPI shall be presented through a Local Association in good standing, on forms approved by the LPI Executive Committee. No person may be a member of more than one Local Association.

(d) **Change in Status.** Student Members shall be encouraged to join LPI as Active Members upon qualifying as such. During the fiscal year, a Student Member who becomes eligible for Active Membership shall present an application for Active Membership through a Local Association and pay the remaining one-half per capita tax.

(e) **Transfer.** A Student Member may request transfer to another Local Association offering student memberships following the procedure described in section 1 (d) of this Article V.

Section 3. Associate Member.

(a) **Qualifications.** A person who qualifies for associate membership in a local association may become an Associate Member of LPI upon payment of one-half per capita tax. The Associate Member shall be actively seeking employment in the legal profession and may maintain Associate Membership for a period of two years.

(b) **Rights.** An Associate Member is an Active Member for purposes of LPI contests and has all rights of an Active Member, except Associate Members are not eligible for elected or appointed office and may not serve as Governor or delegate of a Local Association. They are eligible for the LPI Scholarship.

(c) **Application, No Dual Membership.** Application for Associate Membership in LPI shall be presented through a Local Association in good standing, on forms approved by the LPI Executive Committee. No person may be a member of more than one Local Association.

(d) **Change in Status.** Associate Members shall be encouraged to join LPI as Active Members upon qualifying as such. During the fiscal year, an Associate Member who becomes eligible for Active Membership shall present an application for Active Membership through a Local Association and pay the remaining one-half per capita tax.

(e) **Transfer.** An Associate Member may request transfer to another Local Association offering associate memberships following the procedure described in section 1 (d) of this Article V.

Section 4. Honorary Member.

An honorary LPI member shall be a person elected by the Board of Governors to that status by reason of special service to LPI or to a community. Honorary LPI members shall not be eligible to hold office, shall not have voting privileges and shall not be liable for dues. The award of honorary membership status shall be limited to one representative of a company or corporation. Honorary members are not eligible for the LPI Scholarship.

Section 5. Member-at-Large.

(a) **Qualifications.** A member-at-large shall be a person who meets the qualifications for active membership in LPI but who is not a member of an existing Local Association. A member-at-large may not hold elective or appointive office, but may be a

committee chairman or member of a committee. Members-at-large shall be entitled to receive *The Legal Professional*, membership cards and notices of all LPI Conferences. Members-at-large are eligible for the LPI Scholarship.

(b) Application. Application for membership-at-large shall be presented to the LPI Vice President, accompanied by the prescribed dues and per capita tax and, upon approval by the LPI Vice President, such application shall be submitted to the Executive Committee for approval.

Section 6. Life Member.

Upon request in writing to the LPI Vice President, a member who has served as President of LPI shall be granted LPI life membership at the expiration of that President's term(s) of office. A life member shall have all the rights and privileges of active membership in LPI, including serving as a committee chairman or member of a committee, but shall not be liable for LPI per capita tax and may not hold elective office in LPI. Life members are not eligible for the LPI Scholarship.

ARTICLE VI. PER CAPITA TAXES, DUES AND FEES

Section 1. Per Capita Tax.

Annual per capita tax payable to LPI shall be \$30 for each active member. Student and associate members shall pay one-half the annual per capita tax paid by active members.

Section 2. Active, Life, Honorary Members.

The dues for active, student, and associate members of Local Associations shall include the appropriate LPI annual per capita tax. There shall be no per capita tax payable for LPI life or honorary membership.

Section 3. No Proration.

Per capita tax shall be payable by each Local Association on each member of such Association in the manner and at the times provided in this Article. There shall be no proration of LPI per capita tax.

Section 4. Transmission to LPI Administrator.

The treasurer of each Local Association shall hold in trust that portion of the dues collected from each member which constitutes LPI per capita tax until such time as the next required report is to be made to LPI, at which time such per capita taxes shall be transmitted to the LPI Administrator.

Section 5. Reports, Roster Information.

The first report and LPI per capita taxes, together with the required roster information, shall be transmitted to the LPI Administrator no later than June 15. Thereafter, LPI per capita taxes,

roster information and report shall be transmitted to the LPI Administrator as received monthly, with the final report no later than April 1.

Section 6. Due Date.

The per capita tax for each member is payable May 1 and delinquent June 30.

Section 7. Charter Fee.

A fee of \$5 and the LPI per capita taxes for that fiscal year shall accompany the application of a Local Association for charter.

Section 8. Reinstatement of Charter.

The charter of a Local Association which has been revoked for nonpayment of per capita taxes may be reinstated if, within 90 days of such revocation, application for reinstatement, accompanied by a fee of \$10 and the per capita taxes due for the current fiscal year, is presented to the LPI Vice President. If an application for reinstatement of a revoked charter is not received within 90 days after such revocation, organization of another Local Association in the area may be commenced.

Section 9. Members-at-Large.

The dues for members-at-large shall be \$20, plus per capita tax, payable May 1 and delinquent June 30. Dues and per capita tax shall not be prorated.

ARTICLE VII. ELECTED OFFICERS

Section 1. Designation.

The Elected Officers of LPI, to be elected by the delegates to the Annual Conference, shall be: (a) President; (b) Vice President; (c) Executive Secretary; and, (d) Treasurer.

Section 2. Qualifications.

A nominee for elective office in LPI: (a) shall be actively engaged in work of a legal nature either full time, permanently part time, or on a contractual basis; (b) shall have been an active member of LPI in good standing for at least three years immediately prior to nomination; and, (c) shall have served on the Board of Governors or as an LPI Committee Chairman. A nominee for the office of President or Vice President shall have served on the LPI Executive Committee at least two years immediately prior to nomination.

Section 3. Term.

Elected Officers shall hold office for terms of one year or until their successors have been elected and qualified. No President shall be elected for more than two terms.

Section 4. Vacancy.

In the event of a vacancy in the office of President, the Vice President shall fill the unexpired term. If the Vice President fills the unexpired term of the President, the required qualification set forth in Section 2 of this Article shall be waived. The Board of Governors shall fill any vacancy occurring during the term of any Elected Officer other than that of President.

Section 5. Removal and Resignation.

Any LPI Officer may be removed, either with or without cause, by a 2/3 vote of the Board of Governors, at any time. Any such removal shall be without prejudice to the rights, if any, of the Officer. Any Officer may resign at any time by giving written notice to LPI, but without prejudice to the rights, if any, of LPI. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VIII. DUTIES OF ELECTED OFFICERS

Section 1. Generally.

The duties of the Elected Officers shall be such as are implied by their respective titles and as are specified by these Bylaws and the Standing Rules of LPI.

Section 2. President.

The President shall:

- (a) Preside at all meetings of the Board of Governors and the Executive Committee and at the Annual Conference;
- (b) Be, ex officio, a member of all committees, except the Nominations and Elections Committee;
- (c) Appoint all Appointed Officers and the Chairmen of all Standing and Special Committees, subject to the approval of the Elected Officers; and
- (d) Perform such other duties as usually pertain to the office of President.

Section 3. Vice President.

The Vice President shall:

- (a) Assist Local Associations in maintaining members and attracting new members, including meeting and counseling with Local Associations in need of special assistance;
- (b) Assist in the organization of Local Associations, including attending organizational meetings;
- (c) Receive and act upon the applications of members-at-large;

(d) Act as assistant to the President and assume the duties of the President in the event of the President's absence or inability to serve;

(e) Chair the Marketing Committee;

(f) Be in charge of the Chapter Achievement Award Contest and advise each Local Association of the rules and procedure established for participation in the Contest;

(g) Take action necessary to carry out the provisions of these Bylaws relating to disciplinary action upon receipt of timely written appeal by a member; and

(h) Perform such other duties as may be assigned by the President or the Board of Governors.

Section 4. Assistance to Vice President.

If unable to perform the duties assigned, the Vice President shall request the President to appoint a member of the Executive Committee, an LPI Committee Chairman or a Governor to act as the representative of that Officer. The report of such representative shall be incorporated in the report to the Board of Governors of the Vice President.

Section 5. Executive Secretary.

The Executive Secretary shall:

(a) Keep the minutes of LPI in an indexed book;

(b) Furnish a copy of the minutes of the Annual Conference to each LPI Officer, Committee Chairman and Governor within 60 days after the Annual Conference; and, furnish a copy of the minutes of each meeting of the Board of Governors to each LPI Officer, Committee Chairman and Governor within 30 days after such meeting;

(c) Have charge of the corporate seal and sign all documents of LPI, as authorized or required;

(d) Send to each LPI Officer, Committee Chairman, Governor, member-at-large and LPI Past President written notice, setting forth the time, place and agenda of the Annual and Quarterly Conferences not less than 30 nor more than 90 days before each such Conference;

(e) Prepare and present to the assembly at each Annual Conference a courtesy resolution expressing appreciation for contributions to the Annual Conference and transmit a printed copy of the resolution to each contributor; and

(f) Perform such other duties as may be assigned by the President or the Board of Governors.

Section 6. Treasurer.

The Treasurer shall:

- (a) Have charge of the funds of LPI and sign all checks;
- (b) Receive LPI per capita taxes and fees from the Local Associations and dues and per capita taxes from members-at-large;
- (c) Send annual renewal notices no later than April 15 to members-at-large and send notices of delinquent per capita taxes no later than June 30 to Local Associations and members-at-large;
- (d) Distribute membership cards to Local Associations and members-at-large as per capita taxes are received and forward honorary membership cards to Local Associations upon request;
- (e) Maintain proper records, in itemized form, in prescribed books of account; and
- (f) Report at each Board of Governors meeting and present an annual report at the Annual Conference.

ARTICLE IX. APPOINTED OFFICERS

Section 1. Designation, Qualification.

The Appointed Officers of LPI shall be: (a) Executive Advisor; (b) Parliamentarian; (c) Editor-in-Chief; (d) Editor, *The Legal Professional*; (e) Educational Program Coordinator; (f) Historian; and, (g) Legal Specialization Sections Coordinator; each of whom shall be an active member in good standing.

Section 2. Duties.

The duties of the Appointed Officers shall be as follows:

(a) **Executive Advisor.** The immediate Past President shall be offered a courtesy seat on the Executive Committee, with privilege of voice and vote. If the immediate Past President is unable or unwilling to so serve, this office shall be offered to an LPI Past President who is willing and able to serve the remaining appointed term. This office shall remain vacant until an LPI Past President has been appointed.

The Executive Advisor shall: (1) serve in an advisory capacity to LPI; (2) serve as Chairman of the Nominations and Elections Committee; and (3) assume such other-assignments as may be designated by the President or the Executive Committee.

(b) **Parliamentarian.** The Parliamentarian shall: (1) review and act upon all proposed Local Association bylaws and amendments and, if approved, submit them to the Executive Committee for ratification; (2) be knowledgeable of the LPI Bylaws and with Robert's Rules of Order Newly Revised; (3) advise the President with respect to matters relating to the LPI Bylaws and Standing Rules and parliamentary procedure; (4) comply with the provisions of the LPI Bylaws in furnishing copies of the proposed amendments to the Governors; (5) after adoption

of any amendment, provide copies of amended Bylaws to LPI Officers, Committee Chairmen and Governors no later than the following Board meeting; and, (6) assist in the dissolution procedure of a Local Association, including the return of its charter and closing of the LPI Parliamentarian file. The Parliamentarian shall have the privilege of voice, but no vote.

(c) **Editor-in-Chief.** The Editor-in-Chief shall: (1) chair the Publications Revision Committee; (2) be responsible for implementing the editorial policies of the Committee, scheduling and conducting its meetings and directing all Committee activities; and, (3) be the liaison with the publisher(s) of the LPI Legal Professional's Handbook and the Law Office Procedures Manual. The Editor-in-Chief shall have served on the Publications Revision Committee for at least one year preceding appointment.

(d) **Editor, *The Legal Professional*.** The Editor of *The Legal Professional* shall: (1) be in charge of the compilation, editing, publication and distribution of *The Legal Professional* magazine, which shall be published quarterly; and, (2) be in charge of the Bulletin Contest and present such awards as may be determined by the Board of Governors.

(e) **Educational Program Coordinator.** The Educational Program Coordinator shall: (1) chair the Continuing Education Council; (2) be the liaison between the host association and LPI for educational programs presented at LPI Conferences; (3) be in complete charge of such programs; (4) select and introduce the speaker at each such program; (5) assist the Executive Committee in its educational endeavors in any way possible; and, (6) upon prior approval by the President, may enter into contracts on behalf of LPI as reasonable and necessary to conduct educational programs. The Coordinator shall have served on the Continuing Educational Council for at least one year preceding appointment. No speaker or program shall be selected without the prior approval of the Educational Program Coordinator.

(f) **Historian.** The Historian shall: (1) prepare an appropriate book containing pictures and publicity relating to the activities of LPI during the current year, which shall be displayed at the Annual Conference and presented to the President presiding during the year; and, (2) be in charge of the History Book Contest and present such awards as may be determined by the Board of Governors.

(g) **Legal Specialization Sections Coordinator.** The Legal Specialization Sections Coordinator: (1) shall chair the Legal Specialization Sections Committee; and, (2) upon prior approval by the President, may enter into contracts on behalf of LPI as reasonable and necessary to conduct educational programs. The Legal Specialization Sections Coordinator shall have served on the Legal Specialization Sections Committee at least one year preceding appointment.

ARTICLE X. EXECUTIVE COMMITTEE

Section 1. Members.

The Executive Committee shall consist of the: (a) President; (b) Vice President; (c) Executive Secretary; (d) Treasurer; (e) Executive Advisor; and, (f) Parliamentarian.

Section 2. Member May Not Serve as Governor, Delegate.

A member of the Executive Committee may not serve simultaneously as a Governor, delegate or alternate delegate of a Local Association.

Section 3. Quorum.

A majority of the Executive Committee shall constitute a quorum.

Section 4. Voting.

In order to avoid “tie votes”, the Parliamentarian shall not be entitled to vote on any matters brought before the Executive Committee.

ARTICLE XI. POWERS.

The Executive Committee shall have the following powers:

- (a) To authorize expenditures in an amount not to exceed \$250;
- (b) To call Committee Chairmen to LPI Conferences;
- (c) To ratify the action of the Parliamentarian in approving routine amendment to bylaws of Local Associations; and
- (d) To dispose of emergency matters which may arise between meetings of the Board of Governors.

ARTICLE XII. COMMITTEES.

Section 1. Standing Committees.

The Standing Committees and Committee Chairmen of LPI shall be:

- (a) Advertising
- (b) Annual Conference
- (c) California Certified Legal Secretary
- (d) Career Promotion/Professional Liaison
- (e) Continuing Education Council
- (f) Legal Procedure
- (g) Legal Professional Training/Seminar
- (h) Legal Specialization Sections

- (i) Marketing
- (j) Membership
- (k) Nominations and Elections
- (l) Publications Revision
- (m) Registrar/Assistant Registrar of Delegates
- (n) Scholarship
- (o) Social Media
- (p) Tech
- (q) Webinar

Section 2. Duties of and Appointments to Standing Committees, Special Committees, Committee Guidelines.

(a) **Advertising.** The Chairman of this Committee shall (1) procure and collect payment for appropriate advertising in *The Legal Professional*, at rates determined by the Board of Governors; and, (2) serve as liaison between LPI and the vendors with whom LPI conducts business.

(b) **Annual Conference.** The Chairman of this Committee shall be a member of and be recommended by the host association. Appointment shall be made by the LPI President as soon as possible after the Annual Conference site has been selected and announced at the August Conference. It shall be the duty of the Chairman to confer with the Local Association on plans for the Annual Conference and to advise all Local Associations, not later than March 1 of the year in which the Annual Conference is to be held: (1) dates of the Conference; (2) Conference site; (3) room rates, including taxes and fees; (4) location of nearest major airport; (5) distance and modes of transportation available from nearest major airport to Conference site; (6) parking fees at Conference site; (7) scrip ticket cost; and (8) other pertinent information. The Chairman shall prepare and transmit the original to the LPI Administrator and a copy to the LPI President, not later than 60 days after the Annual Conference, a report containing registration and financial information, in the form provided in Guidelines for Hosting LPI Conferences, which information shall be reported to the Board of Governors at the immediately following August Conference. The Chairman shall prepare and deliver to the Annual Conference Chairman for the ensuing year a file containing documents and information of assistance to the next Chairman.

(c) **California Certified Legal Secretary.** This Committee shall: (1) promote and encourage participation in the California Certified Legal Secretary ("CCLS") Program; (2) keep the members informed of when applications to take the examination must be received and the requirements that must be met by applicants to be eligible to take the examination; and, (3) furnish to members application forms to take the examination. The Committee shall be aware of the requirements of the CCLS Certifying Board.

(d) Career Promotion/Professional Liaison. This Committee shall: (1) promote the contributions and role of legal support professionals to those making a career choice; (2) promote harmonious relations and cooperation in professional development between the various organizations of the legal profession and LPI.

(e) Continuing Education Council. This Committee shall consist of: (1) the Educational Program Coordinator, as Chairman; (2) Editor-in-Chief or designee; (3) Legal Procedure Committee Chairman; (4) Legal Professional Training Committee Chairman; (5) Legal Specialization Sections Coordinator; (6) California Certified Legal Secretary Committee Chairman; and, (7) the Executive Advisor. Each member shall serve for the term of the respective office or chairmanship and shall be subject to any further responsibilities the Council may direct. Two chairmen serving on the immediately preceding Continuing Education Council shall be reappointed by the LPI President to the Continuing Education Council, one to the position of Educational Program Coordinator.

(f) Legal Procedure. This Committee shall: (1) advise and recommend means of educating all members with respect to legal forms and procedures; and, (2) disseminate, as soon as available, information concerning any new procedure. The chairman shall act as liaison with the State Bar of California Judicial Council.

(g) Legal Professional Training/Seminar.

(1) This Committee shall, upon the request of the LPI Executive Committee or Local Association, present and coordinate not more than two LPI sponsored seminars per fiscal year, including the selection of topics and locations, arrangements for accommodations and speakers and preparation of a syllabus.

(2) The Committee shall disseminate information to Local Associations regarding training courses and continuing education seminars of interest to members of LPI. Upon the Chairman's recommendation, the LPI President may appoint two LPI members to assist this Committee.

(h) Legal Specialization Sections. This Committee shall consist of the Legal Specialization Sections Coordinator and the respective leaders of the following Sections: (1) Criminal/Family Law; (2) Federal Law; (3) Law Office Administration; (4) Litigation; (5) Probate and Estate Planning; and, (6) Specialty Law. Upon the Coordinator's recommendation, the LPI President may appoint leaders of other Sections as deemed necessary. Section Leaders shall: (1) conduct seminars, workshops or round table discussions at LPI Conferences on topics pertinent to the Sections; and, (2) may coordinate and present during each LPI fiscal year two legal educational seminars, in distinctly different locations, the dates, locations, topics, registration fees and other arrangements of which shall be approved by the Executive Committee. Two members of the immediately preceding Legal Specialization Sections Committee shall be reappointed by the LPI President to positions on the Legal Specialization Sections Committee.

(i) Marketing. This Committee shall consist of the LPI Vice-President as Chairman and not more than six members appointed by the LPI President, each of whom shall be approved by the elected officers. In addition to various marketing activities, this Committee shall

coordinate and disseminate to the membership information pertaining to (1) insurance; (2) credit unions; and, (3) other benefits available to members of LPI.

(j) Membership. This Committee shall be composed of the LPI Vice President. Reports of Local Association membership committee chairmen shall be directed to the Vice President.

(k) Nominations and Elections. The Executive Advisor shall serve as Chairman of this Committee. The duties of the Committee shall be as follows:

(1) Prior to January 15 the Committee shall furnish to the Governor of each Local Association a form for the nomination of candidates for elective office in LPI, to be completed and returned to the Committee prior to March 5.

(2) At the February meeting of the Board of Governors, the Committee shall report the nominations received, following which nominations may be made from the floor. If a nomination is made from the floor, the member who makes such nomination shall, prior to March 5, furnish the Committee with a statement, signed by the president and secretary of the nominating member's Local Association, certifying that such nomination was authorized.

(3) To include a nominee on the slate of candidates, the Committee must receive by March 5:

- Written consent of the nominee to such nomination;
- A brief statement of the nominee's background and qualifications;
- A statement that the nominee meets the eligibility requirements for elective office, as set forth in the LPI Bylaws; and
- Certification, if a nomination was made from the floor at the February Board meeting, that such nomination was authorized by the Local Association of which the member making such nomination is a member.

(4) The Committee shall prepare a slate of candidates, including a brief biographical sketch of each nominee and a statement that each nominee has been properly nominated, has been found to be eligible to hold office and has filed a written consent to the nomination.

(5) Not less than 45 days prior to the Annual Conference, the Committee shall send the slate to the Governor of each Local Association, designating that a copy be provided for use by the Association and three additional copies be provided to the delegates of such Local Association.

If a special election is necessary to fill a vacancy in any elective office, the Committee shall secure nominations for the office and provide a slate of candidates to each Governor in a manner as nearly similar to that set forth above as time permits.

(l) Publications Revision. This Committee shall consist of: (1) the Editor-in-Chief, as Chairman; (2) Editor, LPI Legal Professional's Handbook, who shall be responsible for coordinating the revision of the Handbook; (3) Editor, Law Office Procedures Manual, who shall

be responsible for coordinating the revision of the Manual; and, (4) six Assistant Editors. The duties of the Committee shall be to revise the LPI Legal Professional's Handbook and Law Office Procedures Manual as required by changes in legislation and Judicial Council forms. All appointments to the Publications Revision Committee shall be for three-year terms. The Editors of the Handbook and the Manual shall each have served on the Publications Revision Committee at least one year preceding their respective appointments. If the Editor of the Handbook or the Manual resigns, an Assistant Editor shall be appointed successor Editor, and a new Assistant Editor shall be appointed to complete the term of that Assistant Editor.

(m) Registrar/Assistant Registrar of Delegates. This Committee shall serve as Registrar of Annual Conference delegates and shall be in charge of credentials. An Assistant Registrar shall be appointed by the President to assist the Registrar of Delegates.

(n) Scholarship. The Scholarship Chair shall: (1) present recommendations concerning proposed scholarship programs and amendments to the Board of Governors; (2) advise Local Association scholarship committee chairmen of the adopted LPI scholarship program; and, (3) assist the Local Association committee chairmen with their respective scholarship programs. Disbursements for the LPI scholarship programs shall be made by the LPI Treasurer at such times and in such amounts as are set forth in the adopted scholarship programs

(o) Social Media. This Committee shall (1) maintain and update the LPI website, (2) ensure all directives and reports and conference changes are updated on the LPI website, (3) coordinate with the webmaster, (4) maintain and update all photographs of LPI items listed on the LPI website, and (5) maintain and update all other social media as needed.

(p) Tech. The Tech Committee Chair shall be responsible for overseeing and assisting with the technical needs of LPI Board of Governors Meetings or Conferences, live event broadcasts, and/or other events as necessary. This Committee shall have primary responsibility for: a) assessing and making recommendations on technology and related equipment needs; b) purchasing/acquiring technology software and/or equipment with the prior approval of the LPI Executive Committee; c) overseeing the implementation of any technical recommendations; d) perform any other duties or responsibilities delegated to the Committee by the LPI Executive Committee; and, f) the Tech Chair may, with prior approval from the LPI Executive Committee, add an assistant or other members to the Committee as appropriate. The Tech Chair shall be a member of the Marketing Committee.

(q) Webinar. This Committee shall be comprised of a Committee Chair and two (2) assistants, but the size of the Committee may be increased or decreased upon approval of the LPI Executive Committee as needed. This Committee oversees all aspects of presenting educational webinars for LPI, including, but not limited to: the organization, scheduling, broadcast, presentation, and recording of webinars; topics and speaker selections; promotion and marketing of webinars; moderating webinars and working with presenters; handling participant registration and login; distribution of handout materials, CCLs and MCLE certificates; tracking and reporting of MCLE information to the Educational Program Coordinator; and, assist all other LPI Chairmen who present online educational content. The Webinar Chair shall be a member of the Continuing Education Council as well as the Marketing Committee.

Section 3. Vacancies in Appointive Offices or Chairmanships.

The President, with the approval of the Executive Committee, shall have the authority to declare a vacancy in any LPI appointive office or committee chairmanship.

Section 4. Special Committees.

The President may appoint a chairman and members of a Special Committee for any purpose necessary, subject to approval of the Elected Officers. The existence of a Special Committee shall be one year or other duration determined by the President.

ARTICLE XIII. LOCAL ASSOCIATIONS ORGANIZATION.

Section 1. Organization.

(a) **Responsibility.** The organization of Local Associations shall be under the direction of the Vice President.

(b) **Area.** There shall not be more than one Local Association in any county, unless such county has more than one city. If a new Local Association wishes to organize within a 15-mile radius of an existing Local Association, written approval must be obtained from said existing Local Association. The 15-mile radius may be measured from main post office to main post office or county seat, as applicable.

(c) **Minimum Number Members.** A charter shall not be granted for the formation of a Local Association with less than 5 members. *Effective May 1, 2022.*

(d) **Name.** The name of each Local Association shall include a name descriptive of the city or county within which it is located, followed by the words “Legal Secretaries Association” or “Legal Professionals Association.”

(e) **Application for Charter.** A Local Association applying for LPI charter shall submit to the LPI Parliamentarian: (1) application for charter; (2) proposed bylaws; (3) roster information; and, (4) fees and per capita taxes required by these Bylaws and the Standing Rules. The Parliamentarian shall approve such documents and, if in proper form, present the application for charter to the Executive Committee at the next Board of Governors meeting. If approved by the Board of Governors, a charter shall be issued and presented to the new Local Association.

(f) **Student and/or Associate Memberships.** A Local Association may offer Student and/or Associate Memberships to qualified persons. A Local Association’s charter will not be denied if the Local Association does not offer Student and/or Associate Memberships.

Section 2. Withdrawal, Dissolution, Revocation of Charter.

(a) **Withdrawal, Dissolution Procedure.** If a Local Association wishes to withdraw from LPI or dissolve, a resolution to that effect, adopted by a majority vote of the Local

Association's active members, certified by its secretary and president, shall be filed with the LPI Parliamentarian who shall present it to the Board of Governors at its next meeting. Said resolution shall set forth that all financial and other obligations of any dissolving Local Association have been fulfilled as of the date of the resolution and the charitable institution selected as the recipient of any balance remaining in the treasury of such dissolving Local Association. The withdrawing or dissolving Local Association shall then surrender its charter to the LPI Parliamentarian.

(b) Membership Under Five. If the membership of a Local Association falls below five, the Local Association may be asked to dissolve and surrender its charter to the LPI Parliamentarian in accordance with these Bylaws

(c) Failure to Pay Per Capita Taxes. The charter of a Local Association that has not paid per capita taxes to LPI for the period of one fiscal year shall be revoked.

(1) A Local Association that has not paid per capita taxes to LPI 90 days past the delinquent period as stated in Article VI, Section 6, may have its charter revoked for nonpayment.

(d) Use of LPI Emblem, Badge. Members of a Local Association whose charter has been surrendered or revoked shall not be entitled to use any emblem, badge, pin or insignia of LPI.

(e) Revocation of Charter Procedure. In the event a local association violates a provision of an LPI bylaw, which allows for a revocation of the local association's charter, and upon an Executive Committee recommendation, a local association's charter may be revoked upon a 2/3 vote of the governors voting. The revoked association shall then surrender its charter to the LPI Parliamentarian.

Section 3. Bylaw Amendments.

If a Local Association desires to amend its bylaws, two copies of the proposed amendments shall be submitted to the LPI Parliamentarian for review. The first copy should be a redline of the proposed amendments and the second copy should be a clean unedited copy of the Local Association's bylaws as proposed. Both copies must be either mailed or electronically mailed to the LPI Parliamentarian for review prior to presenting the proposed amendments to the Local Association's members. Following approval of the LPI Parliamentarian, the Local Association must follow local procedures for proper notice and adoption of its local bylaws. After the Local Association has adopted such amendments, the secretary of that Local Association shall provide the LPI Parliamentarian with a Certificate of Adoption of Amendment, signed by the Local Association's secretary, stating that after proper notice was given, such amendments were adopted at a meeting of its members at which a quorum was present along with a copy of the final approved local bylaws. The LPI Parliamentarian will sign the Certificate of Adoption of Amendment and shall return a signed copy to the Local Association's secretary. The Certificate of Adoption of Amendment and the final approved local bylaws may be sent by electronic mail.

ARTICLE XIV. BOARD OF GOVERNORS

Section 1. Authority.

Subject to limitations of the Articles of Incorporation, of these Bylaws, of the Standing Rules and of the California Non-Profit Mutual Benefit Corporation Law relating to action required to be approved by the members, or by a majority of members, the activities and affairs of LPI shall be conducted and all corporate powers shall be exercised under the direction of the Board of Governors. The Board may delegate the management of the activities of LPI to any person or persons, a management company or committees however composed, provided that the affairs and activities of LPI shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to these general powers, but subject to the same limitations, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws:

(a) To conduct, manage, and control the affairs and activities of LPI and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation, these Bylaws or the Standing Rules, as it may deem best.

(b) To adopt, make and use a corporate seal, and to prescribe the form of certificates for membership, and to alter the form of such seal and of such certificates.

(c) To borrow money and incur indebtedness for the purposes of LPI, and to cause to be executed and delivered therefor, in the name of LPI, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 2. Election, Term.

(a) Each Local Association shall elect one Governor, whose election shall be certified to the Executive Secretary of LPI.

(b) Governors shall be elected by the Local Associations prior to the Annual Conference. Each Governor shall serve until the next Annual Conference or until a successor has been elected and qualified.

Section 3. Vacancy.

A vacancy in the Board because of the death, resignation or removal of a Governor elected by a Local Association shall be filled promptly by the Local Association.

Section 4. Meeting Dates and Sites.

(a) The Board of Governors shall meet during the Conferences in February, May, August and November of each year. The sites for the February and November Conferences and the August Conference of the next succeeding year shall be selected by the Board at the Post

Annual Conference meeting. The Annual Conference and Post Annual Conference meetings shall be held at the Annual Conference site.

(b) Board of Governor meetings shall be held at a specified location, but in emergency situations, as determined by the Executive Committee, members who are not present in person shall have the right to participate by internet meeting service, subject to any limitations established in rules adopted by the Board to govern such participation.

Section 5. Notice of Meetings.

Except as otherwise provided by these Bylaws or the Standing Rules, no notice of the regular meeting of the Board shall be required if the time and place of such meeting is fixed at the prior meeting of the Board. If the time and place of such regular meeting is not set, each Governor shall receive at least seven days' notice by first class mail of the time and place of such meeting.

Section 6. Voting Rights.

Only Governors shall have the right to vote at meetings of the Board; provided, however, that a Governor shall not be entitled to vote unless the required per capita taxes on all members of the Local Association, which elected such Governor have been paid. Local associations who have not complied with the annual reporting requirements of the Internal Revenue Service and Franchise Tax Board and have not provided proof of said filing to the LPI Treasurer shall not be entitled to vote unless the required proof has been submitted. No proxy may be given by any Governor.

Section 7. Quorum.

A majority of Governors shall constitute a quorum for the transaction of business at a Board of Governors meeting.

Section 8. No Compensation.

No Governor or Local Association officer shall receive any compensation from LPI.

ARTICLE XV. ANNUAL CONFERENCE

Section 1. Time and Location.

(a) The annual meeting of LPI, to be known as the Annual Conference, shall be held in May of each year at such place as determined by vote of the delegates at the Annual Conference two years prior thereto. Written notice, setting forth the time, place and agenda, shall be given by the Executive Secretary to each LPI Officer, Committee Chairman, Governor, member-at-large and LPI Past President not less than 30 nor more than 90 days before each such Conference.

(b) The Board of Governors shall have the power to authorize the use of an internet meeting service as an additional location or substitute another Annual Conference location for the one chosen by the delegates in the event such action is necessary.

Section 2. Delegates and Voting.

(a) **Voting Rights.** The voting rights of the members shall be exercised by delegates elected by each Local Association. Each Local Association shall be entitled to send to the Annual Conference three delegates, who shall represent the individual members of each Local Association and shall be entitled to vote upon any matter pending before the Annual Conference, provided that the required per capita taxes of the Local Association have been paid. Local associations who have not complied with the annual reporting requirements of the Internal Revenue Service and Franchise Tax Board and have not provided proof of said filing to the LPI Treasurer shall not be entitled to seat delegates unless the required proof has been submitted. No proxy may be given by any delegate.

(b) **Election, Qualifications of Delegates.** Not less than 30 days before the commencement of the Annual Conference each Local Association shall elect or otherwise designate three delegates and three alternates, each of whom shall be an active member in good standing. The election or designation shall be evidenced by a certificate, duly authenticated by the president and secretary of the respective Local Association, and furnished to the LPI Executive Secretary and Conference Registrar.

(c) **Quorum.** A majority of the elected, certified and registered delegates shall constitute a quorum for the transaction of business at an Annual Conference.

(d) **Limits on Voting.** Each delegate present shall be entitled to one vote on each question submitted to the Annual Conference. There shall be no voting by other than delegates, except that in the event of the absence or disqualification of a delegate, a duly elected, certified and registered alternate from the Local Association may vote in the stead of said delegate. No proxy may be given by any delegate or alternate.

(e) **Caucus.** Delegates may confer with members of their Local Association present at the Annual Conference if they desire counsel with respect to the manner in which they shall vote. Should such a situation occur, one of the delegates shall rise and request the chair to grant a recess, not to exceed ten minutes, for a conference.

(f) **Voting for Officers.** Voting on the slate of candidates for elective office shall be by ballot only. A majority of the votes cast shall be required for the election of each Officer. In the event no nominee receives a majority of the votes cast, the nominee receiving the fewest votes shall be dropped from the succeeding ballot and the same procedure shall be followed until a nominee receives a majority of the votes cast. In announcing a majority vote, the count shall not be given. In case of a tie vote after two ballots have been taken, the election shall be governed by lot.

(g) **Election by Acclamation.** In the event there is but a single nominee for an office, the President shall declare the nominee elected by acclamation.

ARTICLE XVI. CALIFORNIA CERTIFIED LEGAL SECRETARY PROGRAM

This Program shall be administered by an autonomous board, consisting of five members of LPI who are California Certified Legal Secretaries and two attorneys and educators. The responsibilities and administrative duties of said board shall be as set forth in the LPI Standing Rules.

ARTICLE XVII. FISCAL YEAR

The fiscal year shall be from the first day of May to the last day of April of the following year, inclusive.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

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 and Articles of Incorporation of LPI.

ARTICLE XIX. AMENDMENTS TO BYLAWS

Section 1. At Annual Conference.

At the Annual Conference of LPI, the Bylaws of LPI may be amended as follows:

(a) **With Prior Notice.** By a majority vote of the delegates voting, if not less than 30 days prior to such Annual Conference the Local Associations have been advised of the proposed amendment. Not less than 30 days prior to the Annual Conference, the Parliamentarian shall submit to the Governor of each Local Association a copy of the proposed amendment and notice stating in general terms the purpose of such amendment, together with the name of the person or the Local Association requesting such amendment.

(b) **Absent Prior Notice.** By a 2/3 vote of the delegates voting if the proposed amendment or notice thereof has not been submitted to the Local Associations pursuant to Section 1(a) of this Article.

Section 2. At Board of Governors Meeting.

At a Board of Governors Meeting the Bylaws of LPI may be amended as follows:

(a) **With Prior Notice.** By a 2/3 vote of the Governors voting, provided that not less than 45 days prior to such meeting each Local Association has been advised of such proposed amendment. Not less than 45 days prior to a regular meeting of the Board of Governors, the Parliamentarian shall submit to the Governor of each Local Association a copy of the proposed amendment and notice stating in general terms the purpose of such amendment, together with the name of the person or the Local Association requesting such amendment.

(b) **Absent Prior Notice.** At a regular meeting of the Board of Governors, an

amendment to the Bylaws of LPI may be presented for consideration, without prior notice. Such proposed amendment shall be recommended for adoption by the Local Associations if it receives a 2/3 affirmative vote of the Governors voting. Within 15 days following such action the Parliamentarian shall submit to the Governor of each Local Association a notice of such action, including a copy of the proposed amendment, which notice shall show the date of its mailing. The Governor shall submit such proposed amendment to the Governor's Local Association for action, and within 45 days after the date of mailing of such notice, shall notify the Executive Secretary of LPI whether such Local Association has accepted or rejected the proposed amendment. An affirmative vote of 2/3 of the Local Associations shall be required for the adoption of the proposed amendment. A Bylaw amendment adopted by the Local Associations shall become effective upon the expiration of the 45-day period following the date of mailing of the notice by the Parliamentarian unless the proposed amendment provides otherwise. Within ten days following the expiration of the 45-day period, the Executive Secretary shall inform the Governor of each Local Association whether the proposed amendment has been adopted or rejected.

ARTICLE XX. DISCIPLINARY ACTION

In the event of the expulsion of a member from a Local Association for violation of the LPI Code of Ethics, the Board of Governors shall act as a board of appeal and the procedure shall be as set forth below:

(a) If such member wishes to appeal the expulsion, the member shall so advise the LPI Vice President and the Governor of the Local Association in writing within 15 days after receipt from the Local Association of notice of the action and the reasons therefor. If such notice of appeal is not received, the expulsion shall become effective upon the expiration of the 15-day period.

(b) Upon receipt of notice of such appeal, the Vice President shall appoint a committee, the composition of which shall be subject to the approval of the Executive Committee, for the purpose of holding a hearing, and shall notify the expelled member and the Governor of the Local Association of the place, date and time of hearing on the appeal.

(c) Following the hearing, the Vice President shall report the decision of the committee to the Board of Governors for action at its next meeting. If the expulsion is upheld by the Board of Governors, such member shall have no further right of appeal.

(d) All notices required to be given hereunder shall be by certified mail, return receipt requested.

Amended: 11/13/99, 2/12/00 (effective 5/1/00), 8/12/00, 2/9/02, 5/1/02, 8/16/03, 11/22/03, 5/21/05, 2/10-11/07; 5/09; 5/10; 5/19/12; 8/18/12; 11/17/12; 2/23/13; 5/19/13; 11/16/13; 2/22/14; 5/16/15, 11/14/15; 2/27/16; 8/20/16; 5/20/17; 11/11/17; 4/20/18; 8/18/18; 2/22/2020 (effective 5/1/2020); 8/22/2020; 2/26/2022.