

Amended and Restated By-laws of the Kansas Paralegal Association

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Amended and Restated By-laws of the Kansas Paralegal Association, Inc.

**Article 1
Name**

The name of this not for profit Corporation shall be the Kansas Paralegal Association, Inc. and shall be referred in these By-laws as KPA.

**Article 2
Offices**

2.1 Principal Office.

The principal office of KPA shall be located in the State of Kansas. KPA may have such other offices, either within or without the State of Kansas, as the Board of Directors (the "Board") may designate or as the business of KPA may require from time to time.

2.2 Registered Office.

KPA shall have and continuously maintain a registered office and registered agent in the State of Kansas. The address of the registered office and the name of the registered agent may be changed from time to time by the Board.

**Article 3
Definition of Paralegal**

Paralegal¹ is defined as any person, qualified through education, training, or work experience, who is employed or retained by a lawyer, law office, governmental agency, or other entity in a capacity or function which involves the performance, under the ultimate direction and supervision of an attorney, of specifically delegated substantive legal work, which work, for the most part, requires a sufficient knowledge of legal concepts that, absent such assistant, the attorney would perform the task. (Definition adopted by KPA on 6/5/87.)

**Article 4
National Affiliation**

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

¹ Paralegal and Legal Assistant are used interchangeably.

Article 5 Purposes

The purposes for which KPA are formed are those set forth in its Articles of Incorporation. Namely, to:

- a. Promote and maintain high standards in the Paralegal profession.
- b. Foster creative expansion of the Paralegal career.
- c. Offer and encourage continuing education for the Paralegal profession.
- d. Provide a forum for meeting and exchanging ideas.
- e. Establish and maintain mutually beneficial working relationships with local and state bar associations.
- f. Educate and encourage adherence to the profession's ethical standards of conduct and promote commitment to the Code of Ethics.

Article 6 Basic Policies

The following are basic policies of KPA:

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

Article 7 Membership and Dues

7.1. Classes of Members.

There shall be six (6) classes of members designated as follows: Voting Members; Affiliate Members; Student Members; Educator Members, Retired Members, and Military Members, all of whom shall be entitled to all the benefits of KPA subject to the rules and regulations of the KPA.

7.2 Qualifications and Rights.

All Members of KPA, regardless of type of membership, shall:

- (1) Be subject to approval of the Vice President-Membership and/or Board of Directors and subject to payment of annual dues.
- (2) Be subject to NFPA's Model Code of Ethics and Professional Responsibility and Guidelines for Enforcement and the KPA's Code of Ethics and Professional Responsibility.
- (3) Not be or have been a disbarred attorney, a prison inmate, or have been convicted of a crime as set forth in Art. 7.6 below.

Voting Members. Voting membership is open to any person employed as a paralegal (as defined in Article 3 above) and shall also possess at least one of the following qualifications:

- (1) A postsecondary degree in the paralegal field and is employed or retained as a paralegal; or
- (2) A Baccalaureate or Associate degree in a field other than paralegal and one (1) year of experience and is employed or retained as a paralegal; or
- (3) A paralegal certificate with experience as a paralegal, for a combined total of three (3) years and is employed or retained as a paralegal; or
- (4) Three (3) years of experience as a paralegal and is employed or retained as a paralegal; or

A Voting Member in good standing shall be eligible to vote, hold elected or appointed office and chair committees.

Affiliate Members. Affiliate membership is open to any person qualified as a paralegal (as defined by Article 3 above), who is not currently employed or retained as a paralegal by a lawyer, law office, governmental agency, or other entity, and as such, does not fall into the voting membership category. An Affiliate Member in good standing may fully participate in the affairs of KPA, but shall be excluded from voting.

Student Members. Student membership is open to any person enrolled in a formal course of study at an accredited institution, leading to a position as a paralegal. A Student Member in good standing may fully participate in the affairs of KPA, but shall be excluded from voting.

Educator Members. Educator membership is open to instructors and program coordinators of paralegal/legal assistant educational programs. An Educator Member in good standing may fully participate in the affairs of KPA, but shall be excluded from voting.

Retired Members. Retired membership is open to any person who has been employed as a paralegal, but who is no longer employed and has been a previous voting member of the Kansas Paralegal Association for at least one year. A Retired Member in good standing may fully participate in the affairs of KPA, but shall be excluded from voting.

Military Members. Military membership is open to paralegals currently serving on Active Duty in the armed forces of the United States no matter where they are stationed. Military Members will be entitled to the same benefits and voting rights of a Voting Member, so long as they meet the Voting Member requirements and qualifications.

7.3 Annual Enrollment and Dues.

The KPA Membership year is July 1 to June 30. KPA shall conduct an annual enrollment of members beginning on July 1 of each year, but persons may be admitted to membership at any time.

Dues are payable by July 1 of each year. The Board of Directors shall by resolution levy dues upon all members in such amounts and for such period as may be determined. If dues are not paid by September 21, membership shall be dropped, without further notice to the member, from the membership of KPA. The Board of Directors shall have the authority to grant a defaulting member an extension for payment of debts for good cause.

Half-Year memberships are available for anyone joining KPA between January 1 to March 31 (Voting and Affiliate Memberships only) and dues shall be pro-rated at fifty percent (50%).

Any member joining KPA on or after April 1 shall be considered a member for the remainder of such membership year, as well as the immediate subsequent membership year.

No member who has terminated his/her membership, or whose membership has been revoked, shall be entitled to a refund of dues, unless there is a verifiable error.

7.4 Eligibility to Participate and for Elected Positions.

Only members in good standing of KPA shall be eligible to participate in its business meetings. Only Voting Members may serve in any of the KPA Board's elected or appointed positions, unless otherwise approved by majority vote of the

Board of Directors. All Voting Members of the KPA Board, including President, must be a resident of the state of Kansas or working in the state of Kansas.

7.5 Voluntary Termination of Membership.

A member may resign at will by submitting a written resignation. No member who has terminated his/her membership shall be entitled to a refund of dues, unless there is a verifiable error.

7.6 Involuntary Termination or Rejection of Membership

A member may be expelled and membership may thereby be terminated, or an application for membership or for reinstatement of membership may be rejected, for: (a) conviction of a felony or misdemeanor offense involving moral turpitude; (b) conviction of a crime involving the unauthorized practice of law (“UPL”); (c) expulsion from or suspension of membership in a law-related professional organization; (d) revocation or suspension of a license or permit to practice or engage in a profession or occupation; (e) being found by KPA to have engaged in conduct detrimental to the profession and/or KPA; or (f) violation of the Code of Ethics adopted by KPA.

7.7. Continuing Legal Education for Voting Members.

KPA strongly encourages all renewing Voting Members to obtain a minimum of six (6) hours of substantive continuing legal education (“CLE”) each year (with at least one (1) hour being in the area of Ethics). CLE seminars or courses may include, but not be limited to: KPA seminars, NFPA courses, in-house presentations, local bar or other paralegal association seminars, or other training.

7.8. Assignability.

No member may assign his/her membership or any rights arising therefrom.

**Article 8
Meetings of Members**

8.1 Annual Meetings.

The annual meeting of the Members shall be held on the date of the annual seminar, unless changed by the Board of Directors, for the purpose of receiving annual reports of the Officers, Directors, District Directors, and committees, installation of the Board of Directors for the upcoming membership year and for the transaction of such other business as may come before the members.

8.2 Special Meetings.

Special meetings of the Members of KPA may be called by the President, a majority vote of the Board of Directors, or by not less than ten percent (10%) of the voting members of KPA. The place of any special meeting shall be designated by the person(s) calling the meeting. No business shall be transacted at any special meetings, except as may be designated in the notice thereof.

8.3 Other Meetings.

Other meetings of the Members, for social and educational purposes and not for the transaction of the business of KPA, shall be held on such dates and at such times and places as may be determined by the Board of Directors. The notice and quorum requirements shall not apply to such meetings.

8.4 Notice of Meeting.

Written notice of every annual and special meeting of Members, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered to each Member of KPA not less than **ten (10)** days (unless a longer period is required by law) nor more than **sixty (60)** days before the date of the meeting, either personally, by mail or by electronic mail, by or at the direction of the President, or the Secretary, or the person(s) calling the meeting.

Any business to be voted on at annual meetings must be submitted in writing at least thirty (30) days prior to the meeting to all Members by the KPA President unless such notice is waived for good cause and upon a vote of two-thirds (2/3) of the Board of Directors.

8.5 Persons Entitled to Notice.

The only persons who shall be entitled to receive notice of any annual, special or other meetings of Members shall be those persons who are Members in good standing on the date immediately prior to the date on which notice is mailed or otherwise delivered.

8.6 Quorum.

A majority of the Voting Members present shall constitute a quorum for the transaction of business in any meeting of KPA. Unless a Voting Member, unable to attend the meeting, casts an absentee vote prior to the meeting, their vote will be cast with the present majority vote at the meeting on any issues properly noticed.

8.7 Business Transacted.

Business transacted at all KPA meetings shall be confined to the subjects stated in the notice, unless all Members present in person consent to the transaction of other business.

8.8 Voting.

Each Voting Member of KPA shall be entitled to one vote on each matter submitted to a vote of members. Any vote, except for the election of Officers, Directors, and District Directors, may be taken by voice or by show of hands. The affirmative vote of a majority of such members entitled to vote on the subject matter shall be the act of the members. Any and all ballots used in voting on any issue by the Board of Directors or by the Membership at the Annual Meeting will be destroyed after adjournment of said meeting.

8.9 Proxies.

A Voting Member may vote (1) in person, (2) by written proxy executed by the member, (3) by that member's duly authorized attorney-in-fact, or (4) by electronic mail. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Such proxy shall be filed with the Secretary of KPA before or at any matter voted upon by the Voting Members.

**Article 9
District Boundaries and Membership**

9.1 Division and Boundaries.

The State of Kansas shall be divided into three districts to be identified as follows:

- (a) District 1
- (b) District 2
- (c) District 3

The boundaries of each district shall be as reflected on Exhibit A attached to these By-laws.

9.2 Determination of District Membership.

Determination of district membership shall be based upon the mailing address provided by the member upon submission of their application and as updated as necessary by the member.

Article 10
Elected Officers, Directors and District Directors

10.1 Officers.

The officers of KPA shall consist of a President, a President-Elect, a Vice President-Membership, a Secretary, and a Treasurer. The President, subject to approval of the Board of Directors, may appoint additional officers as from time to time may be warranted. Such additional officers appointed by the Board shall serve as non-voting members of the Board of Directors for a term designated by the Board, but such term shall not be longer than the fiscal year in which the officer is appointed.

10.2 Directors.

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

10.3 District Directors.

The District Directors of KPA shall consist of a District 1 Director, a District 2 Director and a District 3 Director (See Art. 9.1 and Exhibit A for boundaries).

10.4 Qualifications.

All Officers, Directors and District Directors must be Active Voting Members in good standing, unless otherwise approved by majority vote of the Board of Directors (See Art. 7.4).

All Officers, Directors and District Directors must be a resident of the state of Kansas or working in the state of Kansas (See. Art. 7.4).

A person succeeding to the office of the President shall, at the time he/she assumes office, have had one year of active service on the KPA Board of Directors.

10.5 Election Procedure and Term of Position.

In April of each year, a Nomination Form shall be circulated to the membership calling for nominations of Officers, Directors, and District Directors. Any member, regardless of membership classification, may make nominations.

The Board of Directors may form a nominations committee, chaired by the Secretary, and shall present to the voting membership thirty (30) days prior to the annual meeting, a slate of Officers, Directors, and District Directors.

Only those persons who have signified their written consent to serve if elected shall be presented to the membership for election to such office.

In the event of an uncontested slate of Officers, Directors, and District Directors, no ballot is required, but a written announcement shall be made to the membership no fewer than thirty (30) days prior to the annual meeting. Officers, Directors and District Directors shall be elected for a term of two (2) years, or until his/her successor is elected or appointed. Officers, Directors and District Directors shall assume their official duties on July 1st following the close of the annual meeting.

The following Officers, Directors, and District Directors shall serve from their election in 2018 until the annual meeting in 2019. At the annual meeting in 2019, these Officers, Directors and District Directors shall be elected for a term of two (2) years expiring in 2021. Thereafter, these Officers, Directors and District Directors shall be elected every two (2) years in odd-numbered years:

Vice President-Membership
Treasurer
Marketing Director
Education Director
District 2 Director

The following Officers, Directors, and District Directors shall serve for a term of two (2) years from their election in 2018 until the annual meeting in 2020. Thereafter, these Officers, Directors and District Directors shall be elected every two (2) years in even-numbered years:

President
President-Elect
Secretary
Publications Director
District 1 Director
District 3 Director

10.6 Duties of Officers, Directors, and District Directors

President. The President shall be the principal executive officer of KPA and, subject to the control of the Board, shall have general supervision, direction and control of the business and affairs of KPA, and:

- Shall preside at all meetings of the Members and of the Board of Directors, with the exception of the District meetings.
- Shall see to it that all orders and resolutions of the Board of Directors are carried out.
- Shall execute all instruments on behalf of KPA unless another officer of KPA has been expressly authorized to do so.
- Shall have general superintendence and direction of all other Officers, Directors, and District Directors of KPA and see that their duties are properly performed.

- Shall work directly with the Treasurer to prepare the draft annual budget prior to the August meeting of the Board of Directors.
- Shall act as a mentor to the President-Elect.
- Shall be an *ex officio* member of all standing committees and Districts.
- In general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

President-Elect. The President-Elect shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter, and:

- Shall be “in-training” and, as such, shall learn the duties of the President and shall act as an aide to the President in all matters as directed by the President.
- Shall attend a majority of the Board of Director’s meetings and committee meetings and become familiar with the operation of KPA.
- Shall act as the Board liaison to all committees and to the KBA Paralegal Committee Representative(s).
- Shall automatically succeed to the office of President without further election immediately following completion of the term as President-Elect.
- In general, shall perform all duties incident to the office of President-Elect and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President-Membership. The duties of the Vice President-Membership shall be as follows:

- Shall be responsible for guiding KPA in attracting and retaining members.
- Shall supervise all activities concerned with membership growth and retention.
- Shall review and process applications of the Members of KPA.
- Shall keep the official membership roster of KPA and shall update the NFPA membership at least quarterly.
- Shall in the absence of the President and the President-Elect, preside over meetings of the Members and the Board of Directors.
- In general, shall perform all duties incident to the office of Vice President-Membership and such other duties as may be prescribed by the Board of Directors from time to time.

Secretary. The duties of the Secretary shall be as follows:

- Shall keep or cause to be kept all votes and minutes of all meetings of Members of KPA and of the Board of Directors.
- Shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by law.

- Shall maintain a copy of the most current governing documents of KPA including, but not limited to, the KPA By-Laws, Procedures Manual, Code of Ethics and Professional Responsibility, Record Retention and Destruction Policy, District By-Laws and/or Standing Rules, etc.
- Shall serve as chair of the Disciplinary Committee (see Art. 10.8 and Art. 12.6).
- Shall serve as chair of the nominations committee and shall generally oversee nominations, elections and appointments of Officers, Directors, District Directors, and Appointed Officers (See Art. 10.5 and Art. 12.3).
- Shall, in the event a vacancy occurs in any office or directorship, call a meeting of the Board of Directors to make any such vacancy appointments as necessary to complete a term of office (see Art. 10.9)
- In general, shall perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Directors from time to time.

Treasurer. The duties of the Treasurer shall be as follows:

- Shall have charge and custody of and be responsible for all funds and securities of KPA.
- Shall keep a full and accurate account of all receipts and expenditures.
- Shall make disbursements in accordance with the approved KPA budget, as authorized by KPA, the Board of Directors, or other designated committee and Districts.
- Shall present a financial statement at all meetings of the Board of Directors, at the annual meeting of Members, and at other times as requested.
- Shall work directly with the President to prepare the draft annual budget prior to the August meeting of the Board of Directors.
- Shall be responsible for the maintenance of such books of account and records as conform to the requirements of these By-laws.
- Shall prepare, for approval by the Board, and file annual reports, and state and federal corporate income tax returns.
- In general, shall perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors from time to time.
- The Treasurer's accounts shall be audited annually by two members of the Board of Directors, not to include the Treasurer or the President.

Publications Director. The duties of the Publication Director shall be as follows:

- Shall serve as the Managing Editor/Editor-in-chief of the KPA newsletter and oversee publication of the same throughout the membership year (See Art. 15).

- Shall collect information from the appropriate sources (NFPA, Court News/Updates, etc.) and shall solicit information and materials from the membership and Board of Directors to be included in the newsletter.
- Shall oversee the development of promotional materials, press releases, seminar brochure and other publications which the Board directs, working with the Marketing Director and/or Marketing Committee, when necessary.
- Shall work with the Marketing Director to coordinate publication of sponsor/vendor advertisements.
- In general, shall perform all duties incident to the office of Publications Director and such other duties as may be prescribed by the Board of Directors from time to time.
- This Director may appoint such committees and sub-committees, as approved by the Board of Directors, to assist with the duties as deemed advisable.

Marketing Director. The duties of the Marketing Director shall be as follows:

- Shall be responsible for all aspects of marketing which include the development of KPA's marketing plan, strategies and promotion materials.
- Shall seek out new areas to expand and develop the profession in the legal community.
- Shall elicit new advertising for the newsletter and monitor renewal of advertisements.
- Shall work directly with the Annual Seminar Committee to obtain advertising, exhibitors, sponsors and vendors for the annual seminar.
- Shall work with the Publications Director on the development of promotional materials, press releases, seminar brochures and other publications which the Board directs.
- In general, shall perform all duties incident to the office of Publications Director and such other duties as may be prescribed by the Board of Directors from time to time.
- This Director may appoint such committees and sub-committees, as approved by the Board of Directors, to assist with the duties as deemed advisable.

Education Director. The duties of the Education Director shall be as follows:

- Shall assist the President in addressing the future growth and expansion of the profession and the development of KPA to support these changes.
- Shall establish and oversee the Mentor Program.
- Shall establish and oversee the Internship Placement Assistance Program.
- Shall establish and oversee the Scholarships and Awards Committee.
- Shall serve as chair of the Annual Seminar Committee.
- Shall assist the Certification Coordinator, as necessary.

- Shall establish and maintain contact with and work with paralegal educators, paralegal student associations and paralegal institutions in the state of Kansas.
- Shall provide any assistance, if necessary, to District Directors and Districts in obtaining speakers for luncheons and other educational events.
- In general, shall perform all duties incident to the office of Education Director and such other duties as may be prescribed by the Board of Directors from time to time.
- This Director may appoint such committees and sub-committees, as approved by the Board of Directors, to assist with the duties as deemed advisable.

District Directors. The duties of each District Director shall be as follows:

- Shall preside as the Chair at meetings of their respective District.
- Shall regularly attend meetings of the Board of Directors and shall represent the interests of the members in their district.
- Shall furnish the Publications Director with information concerning district meetings and activities.
- Shall be responsible for local district meetings, the business of the district, and generating interest within their district in KPA.
- Shall be responsible for maintaining local events, district news, and information on the KPA website.
- Shall generally oversee nominations and elections of their District Advisory Council positions.
- In general, shall perform all duties incident to the office of District Director and such other duties as may be prescribed by the Board of Directors from time to time.

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

10.7 Resignation of Officers, Directors, or District Directors.

Any Officer, Director, or District Director may resign at any time upon filing written notice with the Secretary, and such resignation shall become effective when so filed unless some other effective date is set forth in the resignation.

10.8 Removal of an Officer, Director or District Director.

If the issue of removal of an Officer, Director, or District Director, arises, the Board shall appoint a Disciplinary Committee to investigate the facts and make

recommendation to the Board as to such removal. The KPA Secretary shall Chair the Disciplinary Committee, unless unavailable and/or in the case of a conflict. Upon recommendation by the Disciplinary Committee to the Board of Directors, an Officer, Director or District Director may be removed from office by a majority vote of the Board of Directors for failure to fulfill the duties of the office as defined in Article 10.6 or such cause as is determined by the Disciplinary Committee.

10.9 Vacancy.

A vacancy occurring in any office or directorship, other than the Presidency, shall be filled for the un-expired term by a person appointed by the Board of Directors, with input from the membership of KPA.

In case a vacancy occurs in the office of President, the President-Elect shall preside for the remainder of the President's term of office. In the event the President-Elect is not able to succeed to the Presidency, or in the event of a vacancy in the office of President-Elect, then the Vice President-Membership shall preside for the remainder of the President's term of office.

The Secretary shall call a meeting of the Board of Directors to make any such vacancy appointments as are necessary to complete a term of office.

Article 11 Board of Directors

11.1 Composition.

The Board of Directors shall consist of the Officers, Directors and District Directors as stated in Article 10, and other members appointed by the Board of Directors. Voting members of the Board of Directors shall include the Officers (other than the President), Directors, and District Directors. The President shall vote only in the event of a tie vote on any matter pending before the Board of Directors.

11.2 General Powers and Duties.

The management, control, business, and affairs of KPA shall be exercised by the Board of Directors, which shall have the power to make all decisions for the conduct of the business affairs of KPA, not inconsistent with these By-laws or laws of the State of Kansas.

The duties of the Board of Directors shall be to:

- a. Establish policy and administrative procedures governing the affairs of KPA in order to further the advancement of KPA's mission statement, purposes and goals;

- b. Transact necessary business in the intervals between meetings of KPA and such other business as may be referred to it by KPA;
- c. Create standing and ad hoc committees;
- d. Approve the plans of work of Districts, the standing committees, and ad hoc committees;
- e. Present reports at the regular meetings of KPA;
- f. Shall appoint an auditing committee before the annual meeting to audit the Treasurer's accounts prior to the close of the current membership year;
- g. Shall prepare and approve a budget for the fiscal year;
- h. Approve expenditures outside the limits of the budget; and
- i. Act as a liaison between the district and the state.

11.3 Term of Office, Qualifications and Requirements.

Each member of the Board of Directors shall, upon election, assume their official duties on July 1st following the close of the annual meeting and shall serve until the election and/or appointment, and qualification of their successors.

Each member of the Board of Directors shall meet the qualifications as stated in Article 10.4, in order to hold their position.

Each member of the Board of Directors shall attend at least four (4) Board of Director meetings per year (either in person or via teleconference). All Board members are strongly encouraged to attend the Annual Meeting and Seminar, and strongly encouraged to attend at least two (2) other KPA related events or meetings per membership year (ex. luncheons, mini-seminars, volunteer community service events, membership networking and social events, and committee meetings).

11.4 Indemnification.

In General – To the full extent authorized under the laws of the State of Kansas, KPA shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the KPA, or any person who may have served at KPA's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of

being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Expenses – Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by KPA in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Insurance – KPA shall purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not KPA would have the power or obligation to indemnify such person against such liability under this Article.

11.5 Annual Meeting.

The annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of the voting members.

11.6 Regular Meetings.

Regular meetings of the Board of Directors shall be held on such dates as designated by the Board of Directors, and at least six meetings shall be held annually. The dates of the proposed Board meetings shall be provided to the membership via the KPA’s newsletter and/or via the KPA’s website.

11.7 Special Meetings.

Special meetings may be called by the President or by a majority of the members of the Board of Directors to discuss business of the Board that must be resolved urgently, so long as Board members are notified of said meeting at least three (3) days in advance of said meeting with the date, place, and proposed agenda, unless the business to be discussed at said special meeting will not allow a three (3) day notice and the Board executes a waiver of notice pursuant to Article 18.7 for said meeting. Since it is unlikely that membership can be notified in advance of special meetings, members will be notified of the business conducted at special meetings following the conclusion of the meeting.

11.8 Open Meetings.

Board meetings shall be open to all members of KPA unless the Board votes to go into executive session. Observers must request permission to address the board and shall have no rights to make motions or vote.

11.9 Executive Sessions.

Executive sessions may be held only for the purposes of discussing potential litigation involving KPA or regarding specific matters of the members. For discussions at executive sessions involving these specific matters of the members, the person who is the subject of the discussion must be notified of the discussion and given the opportunity to attend.

11.10 Quorum.

A majority of voting Officers, Directors and District Directors shall constitute a quorum.

11.11 Meetings by Telephone.

Members of the Board of Directors, or any committee designated by such Board, may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting. Meetings by telephone shall be open to all members of KPA who have expressed an interest in participating.

11.12 Consent in Lieu of Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors will be taken without a meeting if all of the members of the Board of Directors consent thereto in writing.

11.13 Proxies.

A designated proxy shall be defined as any voting member in good standing designated in writing, submitted to the President by the absent Board member at least twenty-four (24) hours prior to a scheduled meeting of the Board. Proxies must be designated for each specific meeting. Each Board member is limited to two (2) proxies for each meeting.

11.14 Compensation.

Members of the Board of Directors shall not receive any compensation for their service as board members, but the Board of Directors may authorize reimbursement of expenses incurred in the performance of their duties.

Article 12

Appointed Officers (*Ex Officio* Non-Voting Board Members)

12.1 Composition.

The following are Appointed Officers who are appointed by the KPA Board of Directors. These positions are *ex officio* non-voting members of the Board of Directors: NFPA Primary and Secondary Representatives, Kansas Bar Association (KBA) Paralegal Committee Representative(s), Job Registry Coordinator, Certification Coordinator, Pro Bono & Community Service Coordinator, and Parliamentarian.

12.2 Qualifications.

All Appointed Officers must be Active Voting Members in good standing, unless otherwise approved by majority vote of the Board of Directors.

All Appointed Officers must be a resident of the state of Kansas or working in the state of Kansas.

12.3 Appointment Procedure and Term of Position.

In April of each year, a Nomination Form shall be circulated to the membership calling for nominations of Appointed Officers. Any member, regardless of membership classification, may make nominations.

The Secretary shall present a list of all nominations made for Appointed Officer positions to the Board of Directors at the June Board meeting. The Board of Directors shall then consider all nominations made and shall vote in the appointment for each position.

Only those persons who have signified their written consent to serve if appointed shall be presented to the Board for appointment to such office.

The Board of Directors shall present a slate of Appointed Officers at the annual meeting.

Appointed Officers shall be appointed for a term of two (2) years, or until his/her successor is appointed. Appointed Officers shall assume their official duties on July 1st following the close of the annual meeting.

The following Appointed Officers shall serve from their appointment in 2018 until the annual meeting in 2019. At the annual meeting in 2019, these Appointed Officers shall be appointed for a term of two (2) years expiring in 2021. Thereafter, these Appointed Officers shall be appointed every two (2) years in odd-numbered years:

NFPA Primary Representative
KBA Paralegal Committee Representative #1
Job Registry Coordinator
Certification Coordinator

The following Appointed Officers shall serve for a term of two (2) years from their appointment in 2018 until the annual meeting in 2020. Thereafter, these Appointed Officers shall be appointed every two (2) years in even-numbered years:

NFPA Secondary Representative
KBA Paralegal Committee Representative #2
Pro Bono & Community Service Coordinator
Parliamentarian

12.4 Duties.

NFPA Primary and Secondary Representatives. The duties of the NFPA Primary and Secondary Representatives shall be as follows:

- Shall act as the liaison between the KPA and the NFPA.
- Shall be a spokesperson for KPA in NFPA matters.
- Shall represent the KPA at any meetings of NFPA.
- Shall vote on behalf of KPA as permitted and directed by the Membership and/or the KPA Board of Directors.
- Shall otherwise act for the KPA in all affairs of NFPA.
- Shall disseminate information to KPA members regarding NFPA.
- Shall respond to questions and concerns of KPA members about national issues or policies.
- Shall report to the Membership of KPA on NFPA activities and national issues at the annual meeting of KPA.
- Shall present a report on the NFPA at all meetings of the Board of Directors.
- In general, shall perform all duties incident to the office of NFPA Primary or Secondary Representative and such other duties as may be prescribed by the Board of Directors from time to time.

Kansas Bar Association (KBA) Paralegal Committee Representative(s): The duties of the KBA Paralegal Committee Representative(s) shall be as follows:

- Shall act as the liaison between the KPA and the KBA.
- Shall be a spokesperson for KPA in KBA matters.
- Shall represent the KPA at any meetings of the KBA Paralegal Committee.
- Shall vote on behalf of KPA as permitted and directed by the Membership and/or the KPA Board of Directors.
- Shall otherwise act for the KPA in all affairs of the KBA.
- Shall disseminate information to KPA members regarding KBA.
- Shall respond to questions and concerns of KPA members about KBA issues or policies.
- Shall report to the Membership of KPA on KBA activities and issues at the annual meeting of KPA.
- Shall present a report on the KBA Paralegal Committee at all meetings of the Board of Directors.
- In general, he/she shall perform all duties incident to the office of KBA Paralegal Committee Representative and such other duties as may be prescribed by the Board of Directors from time to time.

Job Registry Coordinator. The duties of the Job Registry Coordinator shall be as follows:

- Shall promote the KPA Job Registry to KPA Members and to potential employers.
- Shall maintain accurate listings for job openings through Kansas and notify members of job openings.
- In general, he/she shall perform all duties incident to the office of Job Registry Coordinator and such other duties as may be prescribed by the Board of Directors from time to time.

Certification Coordinator. The duties of the Certification Coordinator shall be as follows:

- Shall promote the Paralegal Advanced Competency Exam (PACE) and the Paralegal CORE Competency Exam (PCCE) programs.
- Shall coordinate study groups for KPA Members.
- Shall promote NFPA Certification Exams to KPA Members and employers.
- Shall assist in obtaining donations for financial support for KPA to award certification scholarships.
- In general, he/she shall perform all duties incident to the office of Certification Coordinator and such other duties as may be prescribed by the Board of Directors from time to time.

Pro Bono & Community Service Coordinator. The duties of the Pro Bono & Community Service Coordinator shall be as follows:

- Shall develop and implement a state-wide KPA Pro Bono & Community Service Program.
- Shall promote the KPA Pro Bono & Community Service Program to Members, employers, local bar associations, paralegal institutions, and the general public.
- Shall develop a registration and reporting procedure for Member participation.
- Shall provide press releases and articles to publicize the KPA Pro Bono & Community Service Program.
- Shall report plans and activities to the Board of Directors.
- In general, he/she shall perform all duties incident to the office of Pro Bono & Community Service Coordinator and such other duties as may be prescribed by the Board of Directors from time to time.

Parliamentarian. The duties of the Parliamentarian shall be as follows:

- Shall advise the Membership and the Board of Directors on all questions of parliamentary procedure.
- Shall interpret the By-Laws and the polices adopted by the Membership and the Board of Directors.
- In general, he/she shall perform all duties incident to the office of Parliamentarian and such other duties as may be prescribed by the Board of Directors from time to time.

12.5 Resignation.

Any Appointed Officer may resign at any time upon filing written notice with the Secretary, and such resignation shall become effective when so filed unless some other effective date is set forth in the resignation.

12.6 Removal.

If the issue of removal of an Appointed Officer arises, the Board shall appoint a Disciplinary Committee to investigate the facts and make recommendation to the Board as to such removal. The KPA Secretary shall Chair the Disciplinary Committee, unless unavailable and/or in the case of a conflict. Upon recommendation by the Disciplinary Committee to the Board of Directors, an Appointed Officer may be removed from office by a majority vote of the Board of Directors for failure to fulfill the duties of the office as defined in Section 12.4 or such cause as is determined by the Disciplinary Committee.

12.7 Vacancies.

A vacancy occurring in any Appointed Officer position shall be filled for the unexpired term by a person appointed by the Board of Directors, with input from the membership of KPA.

The Secretary shall call a meeting of the Board of Directors to make any such vacancy appointments as are necessary to complete a term of office.

**Article 13
Districts**

13.1 Organization.

A District shall consist of the members residing within the boundaries of their respective District as reflected on Exhibit A. No District shall use the name "Kansas Paralegal Association" without the consent of the Board of Directors.

13.2 District By-laws and Standing Rules.

Districts may make By-laws and Standing Rules for their governance not inconsistent with the By-laws of KPA. Districts shall file their By-laws and Standing Rules with the Secretary of KPA for review and approval by the Board of Directors.

13.3 District Meetings and Events.

Districts shall hold at least four (4) membership events (ex. luncheons, mini-seminars, volunteer community service events, membership networking and social events) during each membership year. Meetings and events shall be open to all Members of KPA and their guests. Each District shall set the date, time, and place of such meetings/events. Special District membership meetings may be called by a District Director or by not less than ten percent (10%) of the Active Voting Members affiliated with that District.

13.4 District Advisory Council.

Districts may elect a local advisory council ("council") or officers, not to exceed five (5), to coordinate the meetings, business, and activities of the District in cooperation with their respective District Director

13.5 District Advisory Council Members.

Representatives of KPA will be elected by local district membership and may include the following positions:

- (1) District Director (Chairperson)
- (2) Secretary
- (3) Treasurer
- (4) Luncheon/Education Coordinator
- (5) Pro Bono & Community Service Coordinator

13.6 Elections of District Advisory Council.

Districts shall hold elections sixty (60) days prior to the annual meeting and notify the President of the results of the election council members of the District within one (1) month thereafter. District Advisory Councils shall be elected by a vote of the District members.

13.7 Reports.

Each District shall file an annual report with the Board of Directors on the acts and activities of the District, and shall present a financial statement/accounting at all meetings of the KPA Board of Directors, at the annual meeting of the KPA and at other times as requested by the Board of Directors.

Article 14 Committees

14.1 Formation.

The Board of Directors may create such committees as it may deem necessary to promote the purposes and carry on the work of KPA. The Board of Directors shall appoint a chairman for each such committee. The term of each chairman shall be one (1) year or until the appointment and qualification of his/her successor.

The power to form special committees and appoint their members rests with the Board of Directors.

A list of KPA Committees (Standing and/or Ad Hoc) and their specific purpose, duties, and goals shall be as set forth in the *Procedures Manual* of KPA adopted by the Board of Directors, as amended from time to time.

14.2 Duties.

The chairman of each committee shall present a proposed plan and goals for the term year to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

The committees shall be required to keep regular minutes of their transactions and shall report the same to the Board of Directors upon request. The President shall receive copies of all said minutes.

The committees shall be required to maintain a set of records of all actions taken on by such committee and will make them available for inspection to the Board of Directors.

14.3 General Provisions.

The President shall be an ex officio member of all committees.

Terms of the committees will run for a period not to exceed a two (2) year period.

Expenditures made by such committee members shall be pre-approved by the Board of Directors.

**Article 15.
Publications**

15.1 Authorization.

KPA shall publish an official newsletter of the association, through its Publications Director, on a quarterly basis.

15.2 Purpose.

The purpose of the publication shall be to publish KPA news and notices, to publish news of the NFPA and other paralegal organizations, to further various KPA projects, and to promote the best interests of KPA.

15.3 Publication Procedure.

This publication shall be published on a quarterly basis and shall be distributed electronically and published on the KPA's website or as directed by the Board of Directors, in accordance with editorial policy set by the Board of Directors.

**Article 16
Contracts, Loans, Checks, and Deposits**

16.1 Contracts.

The Board may authorize any one or more directors, officers, or agents of the KPA, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name and in behalf of the KPA. Such authority shall be in writing, prior to any action taken, and may be general or confined to specific instances.

16.2 Loans.

No loans shall be contracted on behalf of KPA and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. No loans shall be made by KPA to members of the Board of Directors.

16.3 Checks, Drafts, etc.

The Treasurer shall pay only authorized expenses that are within budget appropriations approved by the Board of Directors.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the KPA, shall be signed by such officer or officers, agent or agents of the KPA and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.

16.4 Deposits.

All funds of the KPA shall be deposited within a reasonable time to the credit of the KPA in such federally insured banks, trust companies, or other depositories as the Board may select.

16.5 Investments.

Upon approval of two-thirds majority of the entire Board, the Board may prudently choose to invest association funds in short or long term depositories or other investments for the purpose of obtaining a more desirable rate of return on association funds that are determined to exist above the normal operating budget demands.

16.6 Gifts and Contributions.

The Board may accept on behalf of the KPA any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the KPA.

16.7 Liability.

No officer, director, member, representative, agent or employee of KPA shall be held liable for any debts, contracts, or other obligations of KPA, provided such debts, contracts, or other obligations were incurred by such officer, director, member, representative, agent or employee pursuant to authority granted by the Board of Directors or the action was taken in compliance with these By-laws.

Article 17
Tax Exemption and Dissolution

17.1 Tax Exemption Considerations.

No part of the net earnings of the KPA shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons except that the KPA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 5 above. No substantial part of the activities of the KPA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the KPA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office. Notwithstanding any other provisions of these By-laws, the KPA shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or any successor statute thereto.

17.2 Association Dissolution.

In the event of dissolution of the KPA, the Board shall, after paying or making provision for the payment of all of the liabilities of the KPA, dispose of all of the assets of the KPA exclusively for the purposes of the KPA to such organization or organizations, as the Board shall select, which organization or organizations shall at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue Code of 1986 or any successor statute thereto. If the Board fails to distribute such remaining assets in the matter described above, such assets shall be distributed by the district court in the county in which the principal office of the KPA is then located to a tax-exempt organization or organizations under Section 501 of the Internal Revenue Code.

Article 18
General Provisions

18.1 Fiscal Year.

The fiscal year of KPA shall be from July 1st to June 30th of each year.

18.2 Corporate Seal.

The KPA may adopt a corporate seal. The corporate seal may be affixed by impression or may be a facsimile or reproduced in any manner.

18.3 Assets.

The KPA shall be authorized to raise funds by fees, dues, solicitations, benefits, lectures, and other legitimate methods. The Board of Directors may create reserves for such purposes as it shall deem beneficial to the KPA and may, if it deems it beneficial to the KPA, abolish the reserves.

18.4 Construction.

If any portion of these By-laws shall be invalid or inoperative, then so far as is reasonable and possible, the remainder of the By-laws, as amended from time to time, shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

18.5 Relation to Articles of Incorporation.

The By-laws, as amended from time to time, are subject to, and governed by, the Articles of Incorporation, as amended from time to time.

18.6 Notices.

Whenever under the provisions of these By-laws notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing by e-mail, or by depositing the same in the United States mail, postage prepaid, directed to such member, officer or director, addressed as it appears on the records of KPA.

18.7 Waiver of Notice.

Whenever notice is required to be given under any provision of the Articles of Incorporation or these By-laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any special meeting of the members, directors, or members of a committee of directors, must be specified in any written waiver of notice.

18.8 Vacancies.

The failure to elect any officers or directors shall not dissolve KPA. In the event of the failure to elect officers or directors, or in the event of any vacancy occurring either by death, resignation, removal or otherwise, in the Board of Directors or in any office, the remaining directors or officers shall have the power to act and carry on the business of KPA until such time as the vacancy is filled.

18.9 KPA Communications.

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

18.10 Parliamentary Procedure.

The rules contained in the most recent version of *Robert's Rules of Order* shall govern meetings of the KPA and of the Board of Directors in all cases where they are applicable and in which they do not conflict with these By-laws.

Article 19 Books and Records

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

Files of Officers, Directors, and District Directors shall be delivered to the incoming Officer, Director, or District Director expeditiously, but in no event later than six (6) weeks following the annual meeting.

Letterhead is available for use by Officers, Directors, District Directors, Appointed Officers, District Advisory Councils, and KPA Committee and is to be used for official business only.

Records and documents shall be adequately retained and also properly disposed of in accordance with the KPA's Record Retention and Destruction Policy.

Article 20 Amendments

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

Article 21
KPA Code of Ethics and Professional Responsibility

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

EXHIBIT A

Districts of the Kansas Paralegal Association:

