

BYLAWS
of the
International Practice Management Association
as of October 2023

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ARTICLE I
MEMBERSHIP

1.01 **Definitions** In these Bylaws, unless the context otherwise requires:

“Academic Members” – means those individuals who meet the membership criteria for Academic Members found in Section 3.06 herein who have made application to become Academic Members of the Association and have paid such dues as the Board may determine.

“Associate Members” – means those individuals who meet the membership criteria for Associate Members found in Section 3.03 herein who have made application to become Associate Members of the Association and have paid such dues as the Board may determine.

“Association” – means the non-profit membership corporation incorporated in the State of Texas and named the International Practice Management Association.

“Board” – means the members of the Board of Directors of the Association.

“Business Partner Members” – means those individuals or entities who meet the membership criteria for Business Partner Members found in Section 3.04 herein who have made application to become Business Partner Members of the Association and have paid such dues as the Board may determine.

“Chair” – means an individual, acting individually or jointly with another, who leads one of the Association’s Committees, Task Forces or Chapters.

“Chapter” – means a group of individuals who meet the qualifications set out in Article VI.

“Committee/Task Force” – means a group of individuals appointed by the President, the Board or these Bylaws.

“Director” – means a duly elected member of the Board.

“Emeritus Members” – means those individuals who meet the membership criteria for Emeritus Members found in Section 3.07 herein who have made application to become Emeritus Members of the Association and have paid such dues as the Board may determine.

“Executive Committee” – means the President, President-Elect and Secretary-Treasurer and any other officers appointed by the Board. The Executive Committee shall have the authority to act on behalf of the Association in between regular meetings of the Board. The Board must validate the actions of the Executive Committee at its next regular or

special meeting. Any such action not so validated will not be legally binding on the Association. The President shall act as chairperson of the Executive Committee.

“Life Members” – means those individuals who meet the membership criteria for Life Members found in Section 3.06 herein; and, *“Qualified Life Members”*, are those Life Members who, at the specified time, qualify for Regular Membership.

“Officers” – means the officers of the Association as specified in Section 5.01 herein.

“Policies and Procedures Manual” - means the published instructions maintained by the Board to define the operations of the Association.

“Practice Support Professional” – Practice Support Professionals may include paralegals, project assistants, litigation support personnel, docketing clerks, contract clerks, contract lawyers, nurse consultants, government relations consultants and other professionals who have received specialized training and/or education to assist lawyers and legal departments and who are responsible for generating revenue or would otherwise be responsible for generating revenue if they were working in a law firm.

“Regular Members” – means those individuals who meet the membership criteria for Regular Members found in Section 3.02 herein who have made application to become Regular Members of the Association and have paid such dues as the Board may determine.

ARTICLE II

BUSINESS OF THE ASSOCIATION

2.01 **Purposes** The purposes of the Association are:

- A. To participate in the advancement of the field of legal practice support management;
- B. To promote the exchange of information regarding administration and management of paralegals and other Practice Support Professionals;
- C. To educate legal organizations, firms and others on the management of paralegals and other Practice Support Professionals;
- D. To develop continuing education programs to aid personnel in the management of paralegals and other Practice Support Professionals;
- E. To collect and disseminate information of value to members and their organizations.

2.02 **Principal Office** The principal office of the Association shall be at such place as the Board shall determine from time to time and set forth in a resolution.

2.03 **Fiscal Year** The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December in each year.

2.04 **Audit** The financial records of the Association shall be audited at the discretion of the Board by an independent auditor selected by the Board. Copies of the audit shall be mailed to each Director of the Board and shall be made available to the Regular Members and to Qualified Life Members.

2.05 **Execution of Instruments** All contracts, agreements and other instruments authorized by the Board and all checks, drafts, or other orders for the payment of money issued in the name of the Association shall be signed by such person or persons and in such manner as may be designated by the Board; and unless so designated by the Board or in these Bylaws, no person shall have authority to bind the Association by any contract or engagement or to render it liable pecuniarily for any purpose or for any amount.

2.06 **Banking Arrangements** The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations as may be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreement, instructions and delegations of powers as the Board may prescribe or authorize.

2.07 **Policies and Procedures Manual** The Board shall create and maintain a Policies and Procedures Manual which outlines the ordinary operations of the Association, qualifications of various membership categories, duties of Officers and Directors, and the operations of Committees and Task forces. The Policies and Procedures Manual shall be made available to all members of the Association. Any change to the Policies and Procedures of the Association shall take effect immediately upon the vote of the majority of the Board.

2.08 **Executive Director** The Board, on behalf of the Association, shall select and contract for the services of an Executive Director. The Executive Director shall perform services for all Board members, but shall report directly to the President of the Association. The Executive Director shall be an independent contractor who carries a bond. The duties of the Executive Director shall be defined by a majority vote of the Board as outlined in the Policies and Procedures Manual.

ARTICLE III

MEMBERSHIP

3.01 **Classes of Members** Unless otherwise determined by these Bylaws, membership in the Association shall consist of seven (7) classes of members: "Regular", "Associate", "Affiliate", "Business Partner", "Academic", "Life", and "Emeritus".

3.02 **Regular Members** To qualify as a Regular Member, an individual must be responsible for managerial and administrative duties related to paralegals or other Practice Support Professionals employed by their organization regardless of the title by which that person is designated. Regular membership in the Association shall be open to any qualified individual who is employed by a private law firm; corporate in-house legal department; government, judicial or administrative agency; court system; or charitable legal agency. The specifics of Regular Membership are outlined in the Policies and Procedures Manual. Regular Members

shall have full voting privileges and shall be eligible, if qualified pursuant to Section 4.03 of these Bylaws, to run for an elective or appointed office, serve on the Board or hold a Committee, Task Force or Chapter Chair position.

3.03 Associate Members Associate membership in the Association shall be open to: (1) any individual who does not meet the requirements for Regular Membership and who is a paralegal or other Practice Support Professional, attorney, or in-house administrator employed by a private law firm, corporate in-house legal department, government, judicial or administrative agency, court system, or charitable legal agency with limited managerial responsibility or who aspires to managerial responsibility, [see Policies & Procedures, 6.1(b)]; (2) an individual involved in bar association activities related to paralegal training or management; or (c) an executive of a professional association involved in activities related to the training or management of paralegal or other Practice Support Professionals. A professional association may not have more than one executive designated for membership. The specifics of Associate Membership are outlined in the Policies and Procedures Manual. Associate Members are not entitled to vote or to run for elective or appointed office. Associate Members may hold a Committee Chair, Task Force Chair, or Chapter Chair position with prior approval from the current IPMA Board of Directors.

3.04 Business Partner Members Business Partner membership in the Association shall be open to any individual or entity providing legal related services, products, goods or materials and who supports the purposes of the Association. A Business Partner membership may be obtained either as an Individual Business Partner Member or as a Corporate Business Partner Member. The specifics of Business Partner Membership are outlined in the Policies and Procedures Manual.

3.05 Academic Members To qualify for Academic membership, an individual must be employed as a director or assistant director of a paralegal or other Practice Support Professional program or as an educator of paralegals or other Practice Support Professionals. The specifics of Academic Membership are outlined in the Policies and Procedures Manual.

3.06 Life Members Life membership is a special category granted by the Board to those individuals who have provided unique and far reaching contributions to the Association. The specifics of Life Membership are outlined in the Policies and Procedures Manual.

3.07 Emeritus Members Emeritus membership in the Association shall be open to any individual who does not meet the requirements of any other membership category and who was a Regular member for two (2) years and a manager of paralegals or other Practice Support Professionals for a minimum of five (5) years. The specifics of Emeritus membership are outlined in the Policies and Procedures Manual.

3.08 Membership Review All membership applications and membership renewals shall be reviewed to ensure that the qualifications of each individual are congruent with the applicable category of membership. The review process is detailed in the Policies and Procedures Manual; however, the Board shall be the final determinant body on any membership category question.

3.09 Resignation/Removal Regular, Associate, Affiliate, Business Partner, Academic, Life, and Emeritus Members shall cease to be members in good standing, as the case may be, upon

their resignation from the Association or sixty (60) days after nonpayment of dues or upon action of the Board. In the event of a resignation from or removal by the Board, dues previously paid by such Regular, Associate, Business Partner, Academic or Emeritus Member shall be non-refundable.

3.10 Membership Prohibitions All members are prohibited from selling or sharing Association membership lists for advertisements, endorsement, or business development purposes without prior Board approval.

3.11 Annual Meeting There shall be an Annual Meeting of the members of the Association held during the Annual Conference of the Association at the site of the Conference, unless otherwise determined by the Board. The purposes of such meeting shall be the presentation of new Officers, the presentation of oral or written reports to the membership by the Board members, Committee Chairs, Task Force Chairs and Chapter Chairs and the transaction of such other business as may come before the meeting.

3.12 Special Meetings Special meetings of the members of the Association may be called at any time by the President or the Board. A meeting must be called if a written request is made to the President by ten percent (10%) of the Regular Members and Qualified Life Members. Special meetings may be held at such places as the Board may determine. At such special meetings, no business shall be transacted except that which is specified in the notice calling such meeting.

3.13 Notice of Meeting Written notice of all meetings shall state the place, date and hour of such meetings, and shall be delivered to each member personally, by mail, facsimile, e-mail or other methods of electronic transmission. Unless otherwise stated herein, notices shall be given not less than ten (10) nor more than sixty (60) days before the date of such meetings. The notice of a meeting shall be deemed delivered when deposited in the United States mail with postage prepaid, addressed to the member at the member's address as it appears in the records of the Association or by sending such notice via facsimile, e-mail or other methods of electronic transmission.

3.14 Quorum Regular Members and Qualified Life Members of the Association holding not less than twenty-five percent (25%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum for the transaction of business.

3.15 Voting A vote by the plurality of those Regular Members and Qualified Life Members who constitute a quorum either in person or by proxy is required to approve any action, unless the vote of a greater number is required by Texas state law, the Articles of Incorporation of the Association or these Bylaws.

3.16 Proxies Voting by written proxy shall be allowed at any meeting of the members of the Association. No proxy dated more than eleven months from the date of execution shall be valid, unless otherwise provided in the proxy.

3.17 Dues Members shall pay such annual membership dues as the Board may determine.

3.18 **Continuation of Membership** Regular, Associate, Affiliate or Academic Members who cease to be employed in their current position may maintain their membership status including all rights and privileges for a period of one hundred and eighty (180) days from the date their qualifying employment ceases unless they are employed in a position that would qualify them for another category of membership. During this period, any dues that may be payable are waived. The membership continuation period may be extended up to an additional one hundred and eighty (180) days, in accordance with the Policies and Procedures Manual.

ARTICLE IV

MEMBERS OF THE BOARD

4.01 **Duties and Number of Board Members** The affairs of the Association shall be managed by its Board. The number of members of the Board shall be no more than fifteen (15) and no fewer than three (3). The number of Directors may be increased or decreased at the time Officers of the Association are elected by a vote of a plurality of the Regular Members and Qualified Life Members using the election procedures described in Section 5.04 of these Bylaws.

4.02 **Constitution of the Board** The Board shall consist of the Officers of the Association described in Sections 5.01 and 5.02 of these Bylaws, each of whom is entitled to vote at all meetings of the Board, plus the immediate Past President of the Association who shall be an ex-officio member of the Board entitled to receive notice of and attend meetings of the Board but shall not be entitled to vote at any meetings of the Board.

4.03 **Qualifications** No person shall be qualified as a Director unless such person is a Regular Member or Qualified Life Member of the Association in good standing and meets the qualifications for Regular membership at the time of election, in the case of a Regular Member of the Association has been such for at least one (1) year, and has served on a Committee or Task Force or as a Chapter Chair.

4.04 **Vacancies** Except as herein provided, any vacancy occurring on the Board, for whatever reason, shall be filled for the balance of the unexpired term by a majority vote of the remaining members of the Board. Presidential vacancies shall be filled for the balance of the unexpired presidential term by the President-Elect. If the President-Elect is unable to fill a presidential vacancy, the vacancy shall be filled in accordance with the procedure described above for filling other vacancies on the Board. If a vacancy arises which cannot be filled by the above described procedures, the Board has the authority to fill the vacancy in a manner consistent with providing a continuity of leadership. Such action requires approval by a majority of the Board.

4.05 **Removal** A Director may be removed from the Board when such member fails to attend three (3) Board meetings per year, or for other cause, upon the unanimous vote of all of the Directors, excluding the vote of the Board member whose removal has been proposed. Any such removal shall be effective at such time as the Board may determine. Notice of any Board meeting at which a removal action is contemplated shall so specify such proposed action. The Director whose removal is proposed shall be notified thereof, in writing, at least thirty (30) days prior to the date of the Board meeting at which the removal is to be considered.

4.06 **Meetings** The Board shall meet at such times and places as it may determine. At least one (1) meeting of the Board shall be held at the time of the Association's Annual Conference. Meetings of the Board may be conducted in person or by conference telephone call in accordance with the procedures outlined in the Policies and Procedures Manual. The President shall serve as the Chair of all meetings of the Board. In the President's absence, the President-Elect shall preside at the meeting. In the event neither the President nor President-Elect is able to preside, the remaining Directors shall select from amongst themselves a Chair for such meeting.

4.07 **Quorum and Votes to Govern** A majority of the Directors shall constitute a quorum for the transaction of business. Directors present at a meeting by proxy may not be counted toward establishing a quorum for the meeting. The act of the majority of the members of the Board present in person or by proxy at a meeting at which a quorum is present shall be an act of the Board, unless a greater number of votes are required by Texas state law, the Articles of Incorporation of the Association or these Bylaws. In the case of a tie vote, the Chair of the meeting shall be entitled to cast the tie breaking vote.

4.08 **Proxies** Directors may vote by proxy at any Board meeting pursuant to the procedures outlined in the Policies and Procedures Manual. No proxy shall be valid after three (3) months from the date of its execution and each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless made irrevocable by Texas state law.

4.09 **Action Without a Meeting** Any action required to be taken at a meeting may be taken without a meeting if consent in writing is approved unanimously by the Board pursuant to the procedures outlined in the Policies and Procedures Manual.

4.10 **Remuneration** Directors shall serve without payment of salary. Reimbursement for expenses incurred in the performance of Board duties may be made in accordance with the Policies and Procedures Manual.

4.11 **Conflict of Interest** A Director or Officer who is a party to, or who is a director or officer of, or who has a material or financial interest in, any corporation, partnership, association or other organization which is a party to, a material contract or proposed material contract with the Association or is in competition with the Association shall disclose the nature and extent of that interest at the time and in the manner provided by Texas state law. Such a Director or Officer shall not vote on any resolution to approve the same except as provided by Texas state law.

ARTICLE V

OFFICERS/COMMITTEES

5.01 **Officers** The Association shall have a President as outlined in Section 5.02(A), a President-Elect, a Secretary-Treasurer and an Immediate Past President. The Association may have, at the discretion of the Board, such other Officers as may be designated by the Board. The Officers shall be members of the Board, but one person may not hold more than one office

5.02 **Terms and Duties** The terms of office and duties of the Officers of the Association are as follows:

- A. President. The President shall serve a three year term; one year as President-Elect, one year as President and one year as an ex-officio member of the Board as Past President. No individual shall serve as President longer than one term of office without thereafter leaving that elective office for a minimum of one year. The duties of the President-Elect, President and Past President of the Association are outlined in the Policies and Procedures Manual.
- B. Other Elected Officers. All other Officers of the Association referred to in Section 5.01 shall serve a term of two years. No individual shall serve in the same Officer position of the Association for longer than two consecutive two-year terms of office, without thereafter leaving that elective office for a minimum of one two-year term. If an individual has been appointed to fill the balance of the term of an Officer position, that individual is permitted to run for up to two consecutive two-year terms at the expiration of the appointed term. The duties of all other Officers are outlined in the Policies and Procedures Manual.

Terms of office for all other elected Officers shall be staggered so that half of the Officers leave office each year. By a two-thirds vote, the Board may authorize an individual to serve an additional term if no other qualified candidate can be found to fill a Board position.

5.03 **Qualifications** Candidates for President and President-Elect must have served on the Board. Candidates must also meet any additional qualifications required for Board membership as set forth in Section 4.03 of these Bylaws.

5.04 **Election** Nominations for the Directors and Officers of the Association shall be solicited by a nominations committee from the Regular and Qualified Life membership and presented to the Board no later than ninety (90) days prior to the Association's Annual Meeting. At the direction of the Board, the Executive Director shall prepare a ballot containing the slate of candidates determined by the Nominating Committee. Ballots shall be distributed by mail, facsimile, e-mail or other commonly accessible methods to the Regular Members and Qualified Life Members at least sixty (60) days before the Annual Meeting or on such other date set by the Board. Members shall have twenty (20) days to complete ballots in conformity with the applicable instructions. Any ballots not in conformity with the rules for voting as communicated to the eligible voters shall not be counted. The Executive Director shall notify the Board of the election results as soon as possible but not later than fifteen (15) days before the Association's Annual Meeting or on such other date set by the Board. The presentation of all new Officers shall take place at the Association's Annual Meeting or at such other time determined by the Board.

5.05 **Committee and Task Forces** The Board, by majority vote, may create or dissolve any number of regular or special Committees and Task Forces to meet the needs of the membership. Organization, membership and operation of Committees and Task Forces shall be conducted in accordance with the Policies and Procedures Manual.

5.06 **Nominations Committee** The Board, by majority vote, shall appoint members to a Nominations Committee to evaluate candidates for eligibility for office and to present them to

the Board. Composition and operation of the Nominations Committee shall be in accordance with the Policies and Procedures Manual.

ARTICLE VI

CHAPTERS

The Association may form one or more local Chapters consisting of members of the Association. The Board shall provide guidelines in the Policies and Procedures Manual to govern the establishment and operations of the local Chapters and shall monitor each local Chapter's adherence to the guidelines.

ARTICLE VII

INDEMNIFICATION

Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that such person is or was Director or Officer of the Association may be indemnified by the Association against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters in which the Director or Officer is found liable on the basis that personal benefit was improperly received by such Director or Officer whether or not the benefit resulted from an action taken in such Director's or Officer's official capacity or in which such Director or Officer is found to be liable to the Association. Such indemnification shall not be deemed exclusive of any other rights to indemnification which such Director or Officer may be entitled apart from these Bylaws. The Association may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Association against any liability asserted against and incurred by such person in such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify such person against such liability.

ARTICLE VIII

LIABILITY

No Director, Officer, member, agent or employee of the Association shall be held liable for any debts, contracts or other obligations of the Association, provided such debts, contracts or other obligations were incurred by such Director, Officer, member, representative, agent or employee pursuant to authority granted by the Board or these Bylaws or the action was taken in compliance with these Bylaws.

ARTICLE IX

AMENDMENTS

Amendments to these Bylaws can be made by a two-thirds vote of the Board and shall become effective immediately, unless otherwise provided. Such changes must be ratified by a vote of a majority of members present in person or by proxy at the next Annual Meeting.

ARTICLE X
OFFICIAL RECORDS

The Association shall keep correct and complete records of fiscal accounts, and minutes of the proceedings of the Board and Committees. In addition, the Association will maintain a database of the names and addresses of the Board and members and will maintain other such books and records as may be required by these Bylaws or applicable Texas statute. All records shall be available for inspection by members at a time that is mutually convenient at the principal office of the Association.

ARTICLE XI
OFFICIAL SEAL

The official seal of the Association shall contain the name International Practice Management Association, the state of its incorporation, and the year of its incorporation.

ARTICLE XII
PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Association may adopt.

ARTICLE XIII
DISSOLUTION

The Board may adopt a resolution recommending that the Association be dissolved and direct the question of such dissolution to a vote by the Regular Members and Qualified Life Members at a meeting called for such purpose. The Association may be dissolved upon receiving at least two-thirds of the votes which Regular Members and Qualified Life Members present at such meeting in person or by proxy are entitled to cast. In the event of dissolution of the Association, the Board or a Committee appointed by the Board shall be responsible for its liquidation. In case of dissolution of the Association, the Board shall authorize the payment of all indebtedness (not including any dues) of the Association. Assets shall be distributed as provided by the Articles of Incorporation of the Association or Texas state law.

ARTICLE XIV
LAW TO APPLY

In the event of any dispute as to the meaning of any term or phrase contained herein, Texas law shall be held to apply.

ARTICLE XV
SEVERABILITY

If any paragraph shall be deemed to be invalid, all other paragraphs hereof shall continue in force and effect.

