

**BYLAWS  
OF**

---

**GREATER NEW YORK PARALEGAL ASSOCIATION, INC.**

**ARTICLE I  
NAME AND SCOPE**

Section 1.1 NAME

The name of this corporation is the Greater New York Paralegal Association, Inc. ("GNYPA"). This association shall be affiliated with the National Association of Legal Assistants, Inc.

Section 1.2 SCOPE

GNYPA is a New York nonprofit corporation which shall be affiliated with the National Association of Legal Assistants, Inc. ("NALA"), an Oklahoma nonprofit corporation.

The association adopts the following Mission Statement:

The GNYPA is dedicated to the advancement of the legal assistant profession by promoting the benefits and utilization of legal assistants. GNYPA promotes high ethical standards for each of its members and provides continuing professional support to legal assistants in their career endeavors. By promoting community service opportunities to our members, we are teaching the importance of teambuilding and communication which are invaluable skills in the legal profession, while also giving back to our community.

**ARTICLE II  
PURPOSES**

Section 2.1 PURPOSES OF GNYPA

The purposes of GNYPA are:

- a. To establish good fellowship among GNYPA members, NALA and members of the legal community;
- b. To encourage a high order of ethical and professional attainment;
- c. To further educate among members of the profession;
- d. To support and carry out the programs, purposes, aims and goals of NALA;

e. To promote the paralegal profession in the State of New York and to cooperate with organized bar associations, or any judiciary or legislative branch in the state, regarding training, employment and regulation or non-regulation of paralegals in the state; and

f. To provide opportunities for the advancement, furtherance and exchange of education, experience, opinions and information for the development and improvement of the professional skills of the members of GNYPA and the public through discussion, study, luncheons, seminars and publications.

## Section 2.2 POLICY

GNYPA shall be nonsectarian., nonpartisan., nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of NALA or of the policies of NALA.

## **ARTICLE III** **MEMBERSHIP**

### Section 3.1 MEMBERS

Members in GNYPA shall be open to paralegals, students in paralegal programs, attorneys or paralegal educators and any individual or firm which endorses the paralegal concept or is involved in the promotion of the paralegal profession, based on requirements approved by GNYPA members. All members may vote and hold office in GNYPA

### Section 3.2 CLASSES OF MEMBERS

There shall be four (4) classes of members of GNYPA, as follows:

a. Active Members. Active membership is open to any individual who meets at least one of the following requirements:

i. Any individual who has successfully completed the Certified Legal Assistant ("CLA") or Certified Paralegal ("CP") examination of NALA and is currently in good standing as a CLA or CP with NALA, or

ii. Any individual who has graduated from an American Bar Association ("ABA") approved program of study for paralegals, or

iii. Any individual who has graduated from a course of study for paralegals, which is institutionally accredited but not ABA approved, and which requires no less than the equivalent of sixty (60) semester hours of classroom study, or

iv. Any individual who has graduated from a course of study for paralegals other than those set forth in 2 and 3 above, plus not less than six months of in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal, or

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

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

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

This classification of membership has full voting privileges.

b. Student Members. Student membership is open to any individual who is a full-time or part-time student in good standing in any college, junior college, community college, or other school pursuing a course of study as a paralegal. A student that has graduated from the above outlined paralegal educational programs may retain their membership status as a student member for two years after the date of their graduation, or until such time as they qualify as an Active Member. This classification of membership has no voting rights and those members of this classification cannot serve as an officer, director, committee chairperson, or member of the Executive Committee.

c. Associate Members. Associate membership is open to individuals who meet at least one of the following qualifications: (1) those members of bar associations endorsing the paralegal concept or involve in the promotion of the paralegal profession, or (2) those members of the educational field endorsing the paralegal concept or involved in the promotion of the paralegal profession, or (3) those persons directly involved in the supervision of paralegals. This classification of membership has no voting rights and those members of this classification cannot serve as an officer, director, committee chairperson, or member of the Executive Committee. This classification of membership may be a member of any committee, excepting Executive Committee, and have a vote on the committee, but cannot serve as the Committee Chairperson.

d. Sustaining Members. Sustaining membership is available to those individuals, law firms, corporation, and paralegal program representatives who endorse the paralegal concept or are actively involved in the promotion of the paralegal profession. This classification of membership has no voting rights and those members of this classification cannot serve as an officer, director, committee chairperson, or member of the Executive Committee. This classification of membership may be a member of any committee, excepting Executive Committee, and have a vote on the committee, but cannot serve as the Committee Chairperson.

### Section 3.3 APPLICATION FOR MEMBERSHIP

Application for membership shall be submitted to GNYPA on the form approved by GNYPA's membership. The forms should clearly state that GNYPA is an affiliated association of NALA and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code of ethics adopted by GNYPA.

### Section 3.4 TRANSFER OF MEMBERSHIP

Membership in GNYPA is not transferable or assignable.

### Section 3.5 REJECTION OF MEMBERSHIP APPLICATION

An application for any class of membership shall be rejected by the Board of Directors if the applicant has not met at least one of the qualifications set out in Section 3.2 or may be rejected if the applicant has participated in unethical or unprofessional conduct or practices.

### Section 3.6 LIABILITY OF MEMBERS

No member of GNYPA shall be personally liable for any of GNYPA's debts, liabilities, or obligations, unless the member has agreed in writing to be liable for such debt, liability or obligation.

## **ARTICLE IV** **MEETINGS OF MEMBERS**

### Section 4.1 REGULAR MEETINGS

Regular meetings of GNYPA members shall be held on the third Friday during the months of January through November at such time and place designated by the Executive Committee, and which may include attendance of GNYPA sponsored seminars or workshops.

### Section 4.2 ANNUAL MEETINGS

The Annual meetings of GNYPA members shall be held each year in October or at such time and place designated by the Executive Committee for the purpose of electing officers and directors, considering bylaw amendments, hearing reports of officers and chairpersons, electing a NALA Liaison and adopting a budget for the ensuing fiscal year. Notice of the annual meeting shall be in writing to all members of record at least thirty (30) days prior to the meeting. Notice will also contain the slate of officers.

### Section 4.3 SPECIAL MEETINGS

Special meetings of GNYPA members shall be held at such time and place as may be designated with a minimum of two (2) days notice to members of said meetings which may be called upon by electronic or telecommunications by the Board of Directors, Executive Committee, President, or a written request signed by at least ten percent of the active members of GNYPA.

#### Section 4.4 EDUCATIONAL MEETINGS

It is required that GNYPA holds a minimum of four (4) educational events or a total of ten (10) hours of education during each fiscal year in order to maintain affiliation with NALA. These programs may be held in connection with a regular meeting of the membership.

#### Section 4.5 NOTICE OF MEETINGS

Written notice of all regular, special and educational meetings shall be given at least ten (10) days prior thereto by mailing notice to each member at his or her last known address as shown in the official membership list of GNYPA, or by e-mailing notice to each member at his or her last known email address.

#### Section 4.6 MEETINGS BY ELECTRONIC COMMUNICATIONS

A member may participate in a meeting of members by telephone conference or other means of remote communication by which all persons participating in the meeting may hear each other, if all participants are advised of the remote communication in use and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

#### Section 4.7 QUORUM

Except as hereinafter provided and as otherwise provided by law, at any meeting of the members, a quorum shall be 5% of the Active Members present or by proxy. Action in all matters except as otherwise specified within these Bylaws shall be decided by a majority vote of the Active Members present and voting at a meeting at which there is a quorum. The Active Members present in person or by proxy as such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less interest than a quorum may adjourn any meeting. In the event of a vote of dissolution, a quorum shall consist of two-thirds (%) of the voting members of GNYPA.

#### Section 4.8 VOTING

Each Active Member is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action is to be taken by vote of the members, it shall be authorized by a majority of the votes cast by the Active Members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation or by law.

#### Section 4.9 PROXY

Except as otherwise provided in these Bylaws, a member entitled to vote at a meeting of members or a member desiring to express consent or dissent without attending meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member and shall only be valid for such event stated in proxy. A proxy is revocable at the pleasure of the member executing it, except as otherwise provided by New York law.

## **ARTICLE V** **DUES AND ASSESSMENTS**

### Section 5.1 ANNUAL DUES

Annual dues for all classes of membership shall be established by the Board of Directors and may be assessed at a different rate for each class of members. Any change in the amount of dues shall be determined by the Board of Directors.

### Section 5.2 PAYMENT OF DUES

Annual dues shall be due and payable as set forth in the GNYPA Membership Application form and in the GNYPA Membership Renewal form. Dues of existing members shall be payable December 31 and dues of new membership shall be payable upon submission of application.

## **ARTICLE VI** **BOARD OF DIRECTORS**

### Section 6.1 DUTIES AND AUTHORITY

The Board of Directors ("Board of Directors") shall govern and manage the business and affairs of GNYPA, approve and ratify actions by the Executive Committee, approve Bylaws and Amendments thereto, approve membership applications and act as the governing board of GNYPA. Members of the Board of Directors shall receive no compensation for their services, but may be reimbursed for all out-of-pocket expenses incurred in the discharge of their duties, provided the expenses have been authorized expenditures by the Board of Directors.

### Section 6.2 MEMBERS

The members of the Board of Directors of GNYPA shall consist of the Executive Committee and the elected officers.

### Section 6.3 PURPOSE

The Board of Directors shall act as the governing body of GNYPA and exercise such powers as may be exercised and performed by a nonprofit organization.

#### Section 6.4 MEETINGS

The Board of Directors shall meet on the second Friday of every month at a place as determined by the Board of Directors. A member of the Board of Directors may participate in a meeting by means of telephone conference or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting. The meetings of the Board of Directors are open meetings, and all classes of membership may attend, participate in discussions and make motions. However, only members of the Board of Directors may vote at the meetings.

#### Section 6.5 QUORUM AND VOTING

A majority of the Board of Directors present at a meeting shall constitute a quorum for the transaction of business. Meetings at which a quorum is not present may be adjourned by majority vote of the directors present. A vote of a majority of the directors present at a meeting at which a quorum is present constitutes the action of the Board of Directors or of the Executive Committee. Each officer and director has one (1) vote regardless of the number of offices held. The composition of a quorum shall not include vacant Board positions. A vote of a majority of all directors is necessary to approve GNYPA's annual operating budget or GNYPA's annual capital budget.

#### Section 6.6 VACANCIES

In the event of a vacancy on the Board of Directors, such vacancy shall be filled by appointment by the President, subject to approval by the Executive Committee.

#### Section 6.7 QUALIFICATIONS

A director must be: (a) legally competent to enter into contracts, (b) a citizen of the United States of America, (c) an active member of GNYPA

### **ARTICLE VII** **EXECUTIVE COMMITTEE**

#### Section 7.1 DUTIES AND AUTHORITY

The Executive Committee shall be responsible for determining the affairs, business and general policies of GNYPA, subject to recommendations and/or approval by the Board of Directors. The Executive Committee shall handle interim or emergency matters until ratification of its actions by the Board of Directors, and it may

make recommendations after study and discussion on any matter of the Board of Directors or to the membership in general. The Executive Committee shall also act as a planning committee. The Committee shall make written or oral reports to the membership at the regular meeting of the membership and bring recommendations to the membership for a vote. Members of the Executive Committee shall receive no compensation for their services, but may be reimbursed for all out-of-pocket expenses incurred in the discharge of their duties, provided the expenses have been authorized expenditures by the Board of Directors.

## Section 7.2 MEMBERS

The Executive Committee of GNYPA shall consist of: the President, Vice President/President-Elect-Membership-Education, Secretary, Treasurer, Parliamentarian, Coordinator of Membership Recruitment & Special Events, and NALA Liaison.

## Section 7.3 MEETINGS

The Executive Committee shall meet as agreed. Meetings of the Executive Committee may be held at such time and place as called by the President or the majority of the voting members of the Executive Committee, with at least twenty-four (24) hours verbal, written or e-mail notice being duly served on each member of the Executive Committee by the Secretary of GNYPA. A member of the Executive Committee may participate in a meeting by means of telephone conference or other means of remote communication by means of which all persons participating in a meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

## Section 7.4 QUORUM

Three (3) Executive Committee members shall constitute a quorum for the transaction of business. Meetings at which a quorum is not present may be adjourned by majority vote of the Executive Committee present. A vote of a majority of the Executive Committee present at a meeting at which a quorum is present constitutes the action of the Executive Committee.

## **ARTICLE VIII** **OFFICERS**

### Section 8.1 ELECTED OFFICERS

The Active Members, at each annual meeting, shall elect the following officers: President, Vice President/President-Elect-Membership-Education, Secretary, Treasurer, NALA Liaison, and any other officers and agents who shall perform designated duties. Officers whose authority and duties are not proscribed in these Bylaws shall have the authority and perform the duties proscribed, from time to time, by the Board of Directors. Two or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity, if the instrument is required by law, or the Articles of Incorporation, or these Bylaws, to be executed and acknowledged or verified by two or more officers. All Active Members



meeting the criteria stated in these Bylaws are eligible to hold office in GNYPA. The members of NYPA eligible for election shall be elected for a one (1) year term, and serve no more than two (2) consecutive terms in the same offices. Termination of employment that does not exceed 6 months shall not require an officer to resign from his/her position within the Association.

#### Section 8.2 APPOINTMENT OF OFFICERS

The President shall appoint the Parliamentarian, the Official Publications Editor, Coordinator of Membership Recruitment & Special events and the Website Administrator and any other officer as necessary to carry on the business of GNYPA by the first meeting of the new fiscal year. The appointed officers shall serve a one (1) year term.

#### Section 8.3 ELECTION OF OFFICERS

The President shall appoint a nominations and elections Chair at least ninety (90) days prior to the annual meeting of GNYPA. Said Chair shall send a call for candidates at least sixty (60) days prior to the annual meeting. The Chair shall present a slate of candidates for office to the membership thirty (30) days prior to election. No name shall be on the slate without consent of candidate. Nominations from the floor shall be accepted only if there are no candidates for a vacancy and election shall be by majority vote of Active Members present.

#### Section 8.4 NALA NOTIFICATION

Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director by the NALA Liaison within thirty (30) days after election and/or appointment.

#### Section 8.5 VACANCIES IN OFFICES

Unexpired terms of office shall be filled by appointment by the President, subject to approval by the Board of Directors. Any officer (elected or appointed) absent from three (3) consecutive meetings without good cause, may be removed from office by the Executive Committee.

#### Section 8.6 QUALIFICATIONS

An officer must be: (a) an active member of GNYPA

### **ARTICLE IX** **COMMITTEES**

#### Section 9.1 STANDING COMMITTEES

The Standing Committee of GNYPA shall include the following:

- a. Educational Programs (First Vice President/President-Elect)
- b. Membership (First Vice President/President-Elect)
- c. Finance (Treasurer)

The President shall appoint the following standing committee chairs:

- a. Nomination and Election
- b. Audit Committee
- c. Public Relations

## Section 9.2 SPECIAL COMMITTEES

The Special Committees of GNYPA may include, but are not limited to, the following:

- a. Scholarship,
- b. Student Membership,
- c. Public Relations,
- d. CP Review Course,
- e. Sponsorship,
- f. Leadership Development, and
- g. Bylaws Amendment.

## Section 9.3 AUTHORITY

Unless specifically so authorized by appropriate resolution of the Board of Directors, no Standing or Special Committee shall preempt the stated authority and function of any officer of GNYPA. No Standing or Special Committee shall represent GNYPA or hold itself out as being vested with any authority without the specific authorization of the Board of Directors. No such committee shall likewise incur any financial obligation or enter into any contract for GNYPA without the prior specific authorization of the Board of Directors thereof.

## **ARTICLE X** **DUTIES OF OFFICERS**

### Section 10.1 PRESIDENT

The President shall preside over all Board of Directors, Executive Committee and membership meetings. The President shall appoint a parliamentarian and standing and special committee chairpersons as provided by these Bylaws. The President shall pass files to successor immediately upon installation and shall cause all other

officers and chairpersons' files to be passed to respective successors. The President shall be an ex-officio (nonvoting) member of all committees except the committee on nominations and elections.

#### Section 10.2 Vice President-President Elect-Membership-Education

The Vice President shall preside and shall assume all duties assigned to the President in the President's absence. The Vice President's duties shall also include assist with planning seminars, workshops and working with NALA Liaison in the event of co-sponsorship of any programs.

The Vice President-Membership shall automatically be Chairperson of the Membership Committee and shall be charged with the responsibility of developing programs to encourage membership in the Association. This officer shall receive applications for membership and present names of applicants to the Board of Directors for acceptance or rejection in the event the Vice President-Membership has any questions as to whether the applicant is eligible for membership. Upon approval of membership in the Association, Vice President-Membership shall cause the dues to be delivered to the Treasurer, and advise the new member of acceptance into membership, transmitting membership card and any other pertinent information as approved by the Board. The Vice President-Membership is responsible for keeping current roster of membership and providing same to NALA Liaison.

The Vice President-Education shall automatically be Chairperson of the Committee on Educational Programs. This officer shall supervise the planning and presentation of the Association's seminars for paralegals/legal assistants as the Board of Directors may designate, include obtaining speakers and sponsors. The Vice President-Education shall also be responsible for fulfilling the educational requirements under these Bylaws.

#### Section 10.3 SECRETARY

The Secretary shall be responsible for minutes of all meetings of the Board, Executive Committee and Membership and maintaining permanent minutes. The Secretary shall assist the President in any way, including giving notice of meetings. Association minutes of any meeting shall be available to the NALA President upon request.

#### Section 10.4 TREASURER

The Treasurer shall deposit all funds and make all disbursements, subject to the approval of the Board and as provided in the budget. Any extraordinary expenses must be approved by the Board before obligation to pay. The Treasurer shall be Chairperson of the Finance Committee. The Treasurer shall prepare a budget for the ensuing fiscal year which shall be adopted by the membership at the annual meeting. The budget shall be submitted to the Executive Committee prior to presentation at the annual meeting. The Treasurer and the President shall be bonded, with the premium paid by the Association. All disbursements of Association funds must be by Association check, signed by the Treasurer or the President. The Treasurer shall submit written quarterly financial reports at each regular Board meeting to be attached to the official minutes as part of the

permanent record. Annual financial reports shall be furnished by the Treasurer at the annual meeting; provided, however, that such requirement shall be suspended by appropriate resolution of the membership at any annual or special meeting. The Treasurer (or other affiliate officer) is also responsible for keeping a current roster of membership and reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

#### Section 10.5 NALA LIAISON

This officer shall be a NALA active member, shall be familiar with NALA Bylaws., shall receive minutes of all NALA meetings and shall represent GNYPA at the NALA annual meeting of affiliated associations. In the event the NALA Liaison is unable to attend the NALA annual meeting of affiliated associations, GNYPA may designate another NALA active member to serve as its representative. This officer shall report bi-annually on GNYPA activities to the NALA Affiliated Associations Director on forms provided by NALA headquarters and shall report all officers' names to NALA Affiliated Associations Director. This officer may submit items GNYPA wishes discussed to the NALA Affiliated Associations Director and shall participate in discussion sessions at NALA annual meetings. A report to GNYPA members on the NALA annual meeting will be required. This officer shall, within sixty (60) days of passage, notify the NALA Affiliated Associations Director of any changes in GNYPA's Bylaws. This officer shall also be responsible for reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA. This officer shall be the main contact between NALA and GNYPA. This officer shall be a member of the governing body of GNYPA.

#### Section 10.6 PARLIAMENTARIAN

Parliamentarian. The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with association bylaws and NALA bylaws, shall receive all proposed bylaw amendments, and shall prepare standing rules and amendments to standing rules and bylaws upon request of the Executive Committee. Robert's Rules of Order Newly Revised serves as parliamentary authority for items not covered by these bylaws or the association standing rules.

#### Section 10.7 COORDINATOR OF MEMBERSHIP RECRUITMENT & SPECIAL EVENTS

This individual shall support for activities related to membership recruitment & retention, which includes contacting lapsed members, organizing events and developing ideas that will expand the Greater New York Paralegal Association's membership base.

**ARTICLE XI**  
**INSURANCE**

Section 12.1 INSURANCE

GNYP A may purchase and maintain insurance on behalf of any person who is or was a director, officer, or non-director volunteer of GNYP A against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not NYPA would have the power to indemnify the person against such liability under Section I of this Article.

**ARTICLE XII**  
**FISCAL YEAR**

Section 13.1 FISCAL YEAR

The fiscal year of GNYPA shall be from January 1st to December 31st.

**ARTICLE XIII**  
**CODE OF ETHICS**

Section 14.1 CODE OF ETHICS

Every member of GNYPA shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of NALA and any other code so adopted by the membership of GNYPA. Violations of the NALA Code shall be grounds for immediate dismissal from membership and/or removal from office. The Executive Committee of GNYPA shall investigate all such charges and shall report the results of all investigations to the President of NYPA. If charges are found to be valid, the Executive Committee of GNYPA shall recommend cancellation of the affected member's membership to the Board of Directors. If the Board of Directors approves such cancellation, then the member may appeal the decision to the Board of Directors.

Section 14.2 ETHICAL MISCONDUCT

Any and all ethical misconduct or appearances of ethical misconduct shall be reported to the President and the Executive Committee.

**ARTICLE XIV**  
**AMENDMENTS TO BYLAWS**

Section 15.1 AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Active Members of GNYPA or the Board of Directors; provided, that only the Active Members of GNYPA may amend those sections which affect the rights of Active Members. Any vote to amend the Bylaws of GNYPA by the Board of Directors, if permitted, shall only be authorized by a majority of the members of the Board of Directors. The NALA Affiliated Associations Director must be advised of any amendments within sixty (60) days of passage.

**ARTICLE XV**  
**DISSOLUTION**

## Section 16.1 DISSOLUTION

In the event of dissolution of GNYPA, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining members of GNYPA, notice having been given to members of GNYPA and the NALA Affiliated Associations Director at least fifteen (15) days prior to the meeting. In no event shall any of such property and assets be distributed to any member or private individual. Upon dissolution, consideration should be given to distribution of assets for scholarships to GNYPA-accredited paralegal programs in this state.

## **ARTICLE XVI** **RETENTION OF AFFILIATION**

### Section 17.1 RETENTION OF AFFILIATION

Affiliation with NALA is renewable each year <sup>b</sup>, payment of an affiliation fee and attached to a current membership roster. In the event of suspension of affiliation GNYPA may re-affiliate with NALA by submitting a new application with membership roster, Bylaws., sample of educational programs, petition and current initial fee. In addition to the renewal fee GNYPA must comply with the required reports and requested procedures as outlined in these Bylaws. The annual renewal fee is payable on October 1st and delinquent November 1st. Payment received after the due date must be accompanied <sup>b</sup>, a late fee penalty established by NALA. This affiliation agreement shall be reviewed periodically by GNYPA President and Affiliate Director of NALA and the President and NALA Liaison of GNYPA at the request of either party. Each party agrees that this agreement may from time to time be amended by attachment executed by the President and Secretary of each party., subject to the approval of the Board of director of each of the parties hereto.

## **ARTICLE XVII** **PARLIAMENTARY AUTHORITY**

### Section 18.1 PARLIAMENTARY AUTHORITY

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

## **ARTICLE XVIII** **MISCELLANEOUS**

### Section 19.1 LOANS

No loan shall be contracted on behalf of GNYPA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

#### Section 19.2 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes, or other evidence or indebtedness issued in the name of GNYPA shall be signed by the proper officer or officers authorized to do so in accordance with resolutions of the Board then in effect.

#### Section 19.3 DEPOSITS

All funds of the GNYPA shall be deposited from time to time to the credit of GNYPA in such banks, trust companies or other depositories as the Board may select.

#### Section 19.4 GIFTS

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

#### Section 19.5 CONFLICTS OF INTEREST

Officers and Directors shall disclose any entity under consideration by GNYPA in which they have a financial interest; and may not vote upon any resolution in which they have a financial interest and conflict of interest.

ADOPTED as the Bylaws of Greater New York Paralegal Association Inc. this 24 day of August, 2018.