

**BYLAWS OF THE PARALEGAL DIVISION
OF THE STATE BAR OF NEW MEXICO**

ARTICLE I

Name and Purposes

Section 1.1 This Division shall be known as the Paralegal Division of the State Bar of New Mexico.

Section 1.2 The purposes of the Division are to promote the interests of the paralegal profession in the State of New Mexico; to improve the relationships between the profession, the legal community and the public; to promote and provide continuing legal education in technical fields of substantive law and practice; to promote and support the needs of all members; and to foster and maintain high ideals of integrity, learning, competence and public service.

ARTICLE II

Membership

Section 2.1. Membership. Qualifications for membership in the Division are set forth in Rule 24-101A NMRA 2004 of the Rules Governing the New Mexico State Bar. Procedures for initial membership approval and for continuation of membership, including the collection of dues, are set forth in the Standing Rules of the Division.

Section 2.2. Inactive Status. A qualified member of the Division may request inactive status if no longer employed as a paralegal. Inactive paralegals do not have voting rights or rights to notices from the Division and shall not be required to meet minimum continuing legal education requirements. Procedures for becoming “inactive” and for resuming “active” status are set forth in the Standing Rules of the Division.

Section 2.3 Continuing Legal Education. Each member of the Division, in order to qualify for continued, active membership, must comply with the educational requirements outlined in the MCLE Requirements of the Division.

ARTICLE III

Officers and Directors

Section 3.1 The Officers of the Division shall be Chair, Chair-Elect, Immediate Past Chair, Secretary and Treasurer, all of whom shall also be members of the Board of Directors. No person shall serve as Chair for more than two (2) consecutive terms. The Immediate Past Chair shall remain a member of the Board for one (1) year immediately following the expiration of his/her term as Chair.

Section 3.2 There shall be a Board of Directors consisting of eleven (11) members, including the Chair, Chair-Elect, Immediate Past Chair, Secretary, and Treasurer, together with six (6) other members elected by the Division as provided.

Section 3.3

- a) The Chair-Elect, Secretary and Treasurer shall be nominated and elected in a manner hereinafter provided, to hold office for a one (1) year term beginning January 01 and ending December 31.
- b) Board Members shall be nominated and elected in a manner hereinafter provided, to hold office for a two (2) year term beginning January 01 and ending December 31.
- c) The Chair-Elect shall assume the position of Chair at the time the foregoing officers are seated.
- d) In the event of vacancies in the positions of Officers or Directors, with the exception of the position of the Chair-elect, the current Board of Directors may fill such vacancies with eligible candidates by a majority vote of the Directors.

ARTICLE IV

Nomination and Election of Officers and Board Members

Section 4.1 Nominations. By the twentieth day of October of each year, the Nominating and Elections Committee shall make and report nominations to the Division for the offices of Chair-Elect, Secretary, Treasurer and members of the Board of Directors to succeed those whose terms will expire and to fill vacancies existing for un-expired terms. Members may nominate themselves or others by submitting such nominations to the Nominating and Elections Committee.

Section 4.2 Elections. Elections of Officers and Directors shall be by written or electronic ballot and shall be carried out pursuant to the Standing Rules of the Division.

ARTICLE V

Duties of Officers

Section 5.1 Chair. The Chair shall preside at all meetings of the Board, the Annual Meeting and special meetings as required, and perform such other duties and acts usually pertaining to the office or as set forth in the Standing Rules of the Division.

Section 5.2 Chair-Elect. The Chair-Elect will assume the duties of the Chair during any absence of the Chair and perform such other duties set forth in the Standing Rules of the Division. Upon the resignation, death or during the disability of the Chair, or upon his/her refusal to act, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or remainder of the Chair's disability.

Section 5.3 Secretary. The Secretary shall be custodian of all records and documents of the Division and shall keep a true record of the proceedings of the Annual Meetings, and all meetings of the Board and perform other duties as set forth in the Standing Rules.

Section 5.4 Treasurer. The Treasurer shall keep a record of all receipts and disbursements in coordination with the State Bar of New Mexico, and prepare and monitor the Division budget, and perform other duties as set forth in the Standing Rules.

Section 5.5 Immediate Past Chair. Immediate Past Chair of the Division shall serve as a liaison between the Board and Committee Chairs and perform other duties as set forth in the Standing Rules.

Section 5.6 Directors. The Directors shall attend Board meetings as scheduled. The Directors shall serve as a member of or preferably serve as a Chair of at least one (1) committee during his/her term.

Section 5.7 If an Officer or Board member fails to attend three (3) consecutive Board meetings, it shall constitute an automatic resignation subject to acceptance by a majority of the Board. Upon acceptance, the Board shall fill the vacancy as hereinafter provided.

Section 5.8 Proxy Voting. At all meetings of the Board, a member may vote in person or by proxy executed in writing by the member. Such proxy shall be filed with the Secretary of the Division before or at the time of the meeting. The proxy shall be valid only for the meeting for which it was granted.

ARTICLE VI

Duties and Powers of the Board of Directors

Section 6.1 The Board shall specifically authorize all commitments or contracts which entail the payment of money and shall authorize the expenditure of all monies appropriated for the use or benefit of the Division. It shall not, however, without prior approval of the Board of Bar Commissioners of the State Bar of New Mexico, authorize commitments or contracts which entail the payment of more money during any fiscal year than the total of the amount received in Division dues for such fiscal year or monies earned plus any unexpended funds remaining in the Division treasury from prior years.

a. All debts incurred by the Division, before being forwarded to the Accounting Department of the State Bar for payment, shall first be approved by the Chair or the Treasurer, or, if the Board so directs, by both of them.

Section 6.2 The Board may authorize the Chair to appoint committees consisting of Division members to perform such duties and exercise such powers as the Board may direct, subject to the limitations of these Bylaws and the Bylaws of the State Bar. The Chair shall appoint the Chairs of such committees and may remove any Chairs so appointed. The Board may dissolve any Division Committee.

Section 6.3 The Board, during the interim between elections of the Division, may fill vacancies on the Board or in the offices of Secretary or Treasurer. If a vacancy occurs in the position of Chair-Elect a special election must be held. In the event of a vacancy in both offices of the Chair and Chair-Elect the Board may appoint a Chair and Chair-Elect. The Chair-Elect will serve until a new Chair-Elect is elected. The Board Members and Officers so appointed shall serve out the remainder of any unexpired terms.

Section 6.4 The Chair of the Division at any time may, upon the request of any three (3) members of the Board, submit or cause to be submitted, to each of the members of the Board, any proposition upon which the Board may be authorized to act. The Board may vote upon such proposition by communicating its vote to the Secretary who shall record in the minutes each proposition submitted; when, how and at whose request it was submitted; and the vote of each Board member. The Secretary shall retain on file documentation of such votes. Action supported by a majority of the Board of any proposition submitted pursuant to this Section shall constitute binding action of the Board.

ARTICLE VII

Meetings

Section 7.1. Regular Meetings of the Board. The Chair or a majority of the Board members may call regular meetings of the Board at such times and places as either may determine. Unless otherwise ordered by the Board, regular meetings of the Board shall be called at least quarterly at such sites as the Board may designate. The Chair-Elect shall set the dates for regular meetings of the Board for the ensuing year after the annual elections. Board business to be discussed and voted on between the regularly scheduled meetings may be conducted by email.

Section 7.2. Special Meetings of the Board. Special meetings of the Board may be called by the Chair or a majority of the Board Members at such times and places as either may determine, provided however, the date fixed for said meeting shall not be less than two (2) nor more than ten (10) days from the date of said call. Notice of special meetings shall be given by the Secretary or by a person designated by the Board by e-mail or by any other method that would guarantee delivery at least two days before said meeting.

Section 7.3. Quorum for Board Meetings. Six (6) members of the Board present physically, by telephone or by proxy shall constitute a quorum at both regular and special meetings of the Board. The Board shall act pursuant to a majority vote of those present at a regular or special meeting when a quorum is present.

Section 7.4 Annual Meeting of the Division. The Annual Meeting of the Division shall be held at a place and time to be set by the Board and shall include such programs and order of business as may be arranged by the Board. Notice of the Annual Meeting shall state the time and place of the meeting and shall be given to the members of the Division by e-mail or any other method that would guarantee delivery at least thirty (30) days before said meeting.

Section 7.5 Special Meetings of the Division. Special meetings of the Division may be called by the Chair or by a majority of the Board members at such times and places as either may determine. Notice of a Special Meeting of the Division shall state a time and place of the meeting and shall be given to members of the Division by e-mail or any other method that would guarantee delivery at least ten (10) days prior to said meeting. Said notice shall state generally the matters to be considered at the meeting.

Section 7.6 Majority Vote. All actions of the Division, other than the amendment of the Bylaws, shall be taken pursuant to a majority vote of the members present in person or by proxy at a meeting.

ARTICLE VIII

Standing Rules

Section 8.1 The Board, when a quorum is present, by a majority vote shall amend the Standing Rules as necessary to carry out these Bylaws and to serve the purposes of the Division. The Standing Rules, as adopted, shall be placed under a separate heading in the official records of the Division, along with the current Bylaws. Copies of the Bylaws and Standing Rules shall be distributed to each of the Board Members and, upon request, to each division member.

ARTICLE IX

Standing Committees

Section 9.1 By a majority vote, when a quorum is present, the Board may, from time to time, establish Standing Committees when such are deemed necessary to serve the purposes of the Division. The guidelines for such Standing Committees shall be set forth in the Standing Rules.

ARTICLE X

Miscellaneous Provisions

Section 10.1 The fiscal year of the Division shall be the same as that of the State Bar of New Mexico.

Section 10.2

a) No salary or compensation of any kind shall be paid to any Officer, Director or Committee Member.

b) Reasonable expenses of Division Officers, Directors, or Members incurred while engaged in approved business when acting on behalf of the Division will be reimbursed pursuant to the provisions of these Bylaws and the Standing Rules.

Section 10.3. Any public action by the Division that purports to represent the position of the State Bar shall first be reported to the Board of Bar Commissioners for review and ratification, and said action shall not occur or be publicly disclosed until such ratification shall be obtained.

Section 10.4 These Bylaws shall become effective upon their approval by the Board of Bar Commissioners.

ARTICLE XI

Amendments

Section 11.1 These Bylaws may only be amended by mail or electronic ballot by a two-thirds (2/3) vote of the Members, all in accordance with the Standing Rules. No amendment(s) adopted by the membership shall become effective until the Board of Bar Commissioners ratifies the amendment(s).

Section 11.2 Any proposed amendment(s) of these Bylaws shall first be submitted in writing to the Board by:

- a) The initiative of the Bylaws and Standing Rules Committee or the Board of Directors;
or
- b) A petition signed by at least ten (10) members of the Division.

The Board shall publish the proposed amendment(s) with the Board's recommendations concerning adoption or rejection of the amendment(s) by email or mail attaching a "redlined" version of the Bylaws showing the proposed amendment(s) along with the Board's written recommendations concerning adoption or rejection of the proposed amendment(s) together with a clean copy of the proposed Bylaws and a written ballot or a link to the electronic ballot.

* * *