

**THIRD AMENDED AND RESTATED
BYLAWS
OF
RICHMOND PARALEGAL ASSOCIATION
(a nonprofit corporation)**

ARTICLE I - NAME, SEAL AND PRINCIPAL OFFICE

1.1 Name. The name of the corporation is:

RICHMOND PARALEGAL ASSOCIATION (hereafter, the “Association”)

1.2 Principal Office. The principal place of business of the Association shall be in Richmond, Virginia, and the principal office of the Association shall be the office of the Registered Agent unless and until changed by appropriate resolution of the Board of Directors.

1.3 Registered Office. The Association shall have and continuously maintain in this state a registered office and also a registered agent.

1.4 Affiliation. The Association shall be affiliated with the National Association of Legal Assistants, Incorporated (“NALA”). No actions or programs may be initiated or undertaken which are in conflict with the policies of NALA.

ARTICLE II - OBJECTS, POLICY, PURPOSES AND DEFINITIONS

2.1 Purposes. The purposes of this Association are:

- (a) To establish good fellowship among Association Members, NALA and members of the legal community.
- (b) To encourage a high order of ethical and professional attainment.
- (c) To further education among members of the profession.
- (d) To support and carry out the programs, purposes, aims and goals of NALA.
- (e) To cooperate with Bar associations.

2.2 Policy. This Association 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 the NALA, or of the policies of that Association.

2.3 Definitions. All of the definitions of the Virginia Business Corporation Act shall apply hereto except where some different meaning or definition shall be set forth herein. In this connection “Association” shall refer to this corporation and “Member” shall be used in lieu of stockholder.

ARTICLE III - MEMBERSHIP

3.1 Right to Membership. Only those persons who shall qualify for membership according to the provisions of these Bylaws shall be and become members.

3.2 Classes of Membership. There shall be seven (7) classes of membership as follows:

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|----------------------|------------------------|---------------------|
| A - Active Member | D - Sustaining Member | G – Lifetime Member |
| B - Student Member | E - Provisional Member | |
| C - Associate Member | F – Retired Member | |

3.3 Affiliated Associates.

- A This Association may affiliate with duly organized local or state groups or societies, which by objects, aims, constitutions, bylaws or practice are functioning in harmony with the objects and aims of this Association, subject, however, to the recommendation and affirmative vote of the Executive Board.

Qualifications of NALA Liaison

- B The NALA Liaison must be an active member of and in good standing with the Association. The NALA Liaison must be a NALA member. The Liaison shall be a member of the Executive Board of this Association. If the individual appointed is currently serving as an officer, the individual will voluntarily vacate the office for the term of this position.

Duties of NALA Liaison

- C The NALA Liaison shall provide the Association a formal voice in the management of NALA, and increase communications among the affiliate associations, and between the Association, NALA and the affiliates as a group. The NALA Liaison shall notify NALA of changes in the Association’s Bylaws within sixty (60) days of passage of such change. The NALA Liaison shall comply with all NALA affiliate reporting requirements on a timely basis.

3.4 Qualifications for Active Members. The following shall qualify for active membership:

- A Any individual who has successfully completed the Certified Legal Assistant (CLA) examination of NALA.

- B Any individual who has graduated from an ABA approved program of study for paralegals/legal assistants.
- C Any individual who has graduated from a course of study for paralegals/legal assistants which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of sixty (60) semester hours of classroom study.
- D Any individual who has graduated from a course of study for paralegals/legal assistants other than those set forth in B and C above, plus not less than six (6) months of in-house training as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant.
- E Any individual who has received a baccalaureate degree in any field, plus not less than six (6) months in-house training as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant.
- F Any individual who has a minimum of three (3) years of law-related experience under the supervision of an attorney, including at least six (6) months of in-house training as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant.
- G Any individual who has a minimum of two (2) years of in-house training as a paralegal/legal assistant, whose attorney-employer attests that such person is qualified as a paralegal/legal assistant.
- H The Executive Board of this Association may at any time or from time to time prescribe further rules and regulations defining and governing the admission of individuals to membership in this Association, which said rules and regulations shall be set forth in the promulgated Standing Rules of the Association.
- I Any individual who qualifies as Active Member who also has been given Lifetime Member status.

3.5 Qualifications of Student Members. The following shall qualify for student membership:

- A Those individuals who are students in good standing at any university, college, junior college or other approved school pursuing a course of studies as a paralegal/legal assistant; provided that all such schools and curricula shall be subject to approval of the Executive Board of this Association.
- B The Executive Board of this Association may at any time or from time to time prescribe further rules and regulations defining and governing the admission of students to membership in this Association, which said rules and regulations shall be set forth in the promulgated Standing Rules of the Association.

- 3.6 Qualification of Associate Members. The following shall qualify for associate membership:
- A Those members of Bar associations endorsing the paralegal/legal assistant concept or involved in the promotion of the paralegal/legal assistant profession.
 - B Those members of the educational field endorsing the paralegal/legal assistant concept or involved in the promotion of the paralegal/legal assistant profession.
 - C The Executive Board of this Association may at any time or from time to time prescribe further rules and regulations defining and governing the admission of individuals to associate membership in this Association, which said rules and regulations shall be set forth in the promulgated Standing Rules of the Association.

3.7 Qualifications for Sustaining Members. Those individuals, law firms, corporations and paralegal/legal assistant program representatives or others who endorse the paralegal/legal assistant concept or are involved in the promotion of the paralegal/legal assistant profession who contribute dues as set forth in the Standing Rules of the Association.

3.8 Qualifications for Provisional Members. Those individuals who do not meet the requirements for active or student membership, but are employed as a paralegal/legal assistant, whose attorney-employer attests that such individual is qualified as a paralegal/legal assistant.

All Provisional Members will automatically become Active Members upon completion of two (2) years of provisional membership.

3.9 Qualification for Retired Members. Any individual who has retired from the paralegal/legal assistant profession and has been employed in the legal field and was a member of the Association for more than five (5) years. Any individual who qualifies as Retired Member who has been given Lifetime Member status.

3.10 Qualification for Lifetime Member. Any individual who the Board of Directors has designated as a Lifetime Member. This member may be either Active status (with voting privileges) or Retired status (with no voting privileges).

3.11 Application For Membership. Applications for membership shall be submitted to the Membership Committee on forms approved by the NALA Affiliated Association Director and the Membership Committee of this Association. The forms should clearly state that the Association 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 adopted by the Association. Approval of membership shall be noted on the application

by the Second Vice President. The Second Vice President may require proof of appropriate qualification of any applicant.

- 3.12 Rejection of Membership Applications. An application for any class of membership shall be rejected by the Membership Committee if (1) the applicant has not met any one or more of the qualifications as set out in Sections 3.4 through 3.9 or (b) the applicant has been convicted of a felony.
- 3.13.1 Proof of Qualifications. Not more than sixty (60) days after the end of the Association's fiscal year, the Membership Committee shall cause to be prepared a list with the names of all
- 3.13.2 Active Members and a list with the names of all Student, Provisional, Associate, Sustaining, Lifetime and Retired Members as of the end of such year. Such lists shall constitute the membership register of the Association and shall be available for use at meetings of the membership and for other purposes described in these Bylaws.
- 3.14 Members Qualified to Vote. Only active members and Lifetime Members with active status in good standing forty-five (45) days before the annual or special meeting shall have been called to order shall be qualified to vote at membership meetings or upon other matters coming to the members for action. No active member who is delinquent in the payment of any dues or other assessments shall be qualified to vote. In no event shall student, provisional, associate, sustaining or retired members vote.
- 3.15 Voting by Individual Proxy. At any meeting of the membership of the Association, any Active Member shall have the right to vote either in person or by individual proxy. A member may appoint another member and one alternate as proxy by an appropriate written designation and proxy. Any such individual proxy shall be valid only for that single meeting for which it shall have been given and not otherwise. No person shall solicit any proxies and proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the Secretary. Any individual proxy shall be deemed filed by a member with the Secretary when postmarked thirty (30) days before the annual meeting shall have been called to order and received within ten (10) days after the postmark date. Any individual proxy shall be deemed filed by a member with the Secretary when postmarked fifteen (15) days before a special meeting shall have been called to order and received within ten (10) days of the postmark date.
- 3.16 Representation by Delegates After Membership Reaches 500. At the end of each fiscal year, the Secretary shall certify the number of active members as of the end of such year. When the Secretary shall have first certified that the Association has a total number of Active Members exceeding five hundred (500), then the following provision for the attendance and voting of Active Members at all annual and special meetings of the membership of this Association shall apply:
- A All members, active, student, provisional, associate, sustaining, and retired will be entitled to attend all membership meetings, both annual and special.

- B At the first annual meeting following the certification of Active Membership to be in excess of five hundred (500) and at all subsequent meetings, all voting shall be by delegates (elected and qualified as hereafter provided) and no individual member shall vote either in person or by proxy.
 - C All members shall then be deemed to be represented by their delegates and the actions taken by the delegates shall be and constitute the actions of the membership of this Association.
 - D Once the delegate system shall have been implemented as aforesaid, then any reference to the membership in these Bylaws (other than the right to attend the membership meetings) shall be construed to refer to the delegates representing the membership. Notwithstanding anything herein contained, the foregoing is not intended to, nor shall it authorize the appointment of any proxy or attorney-in-fact by any delegate or alternate delegate.
- 3.17 Selection and Qualifications of Delegates. After the delegate system shall have been commenced, delegates shall be selected and qualified as set forth in the promulgated Standing Operating Rules of the Association.
- 3.18 Written Ballot. By a majority vote of the quorum present, any proposition before a meeting of the membership shall be taken by written ballot. The motion for written ballot shall take precedence over any pending question, proposition or motion before the meeting. If such motion shall carry, then the ballot on such pending question, proposition or motion shall be by written ballot, which ballot shall not require the identification of the active member, delegate or proxy voting.
- 3.19 Majority Defined. At any meeting of the membership, all questions properly before such meeting shall be determined by a simple majority vote of the quorum present except as shall otherwise be required by the Articles of Incorporation or by any contrary specific provision of these Bylaws. Voting by proxy shall be included in determining majority vote.
- 3.20 Quorum Defined. A quorum shall be deemed to exist at any meeting of the membership with presence, either in person or by individual proxy, of five percent (5%) of the members entitled to vote. In the absence of a quorum, the members present in person or by proxy may adjourn such meeting by majority vote of those present without notice other than (a) announcement to such effect, and (b) then posting a notice of such continuance on the outside of the principal entry to the place of meeting and continuing such posting for not less than twelve (12) hours thereafter, designating the continuance of the meeting to a time and place specified until a quorum shall attend. The Board of Directors or Executive Board may adjourn and continue for an interim not to exceed three (3) days; provided, however, that should the Board of Directors or Executive Board determine the meeting cannot then be held, additional like adjournments or continuances may be permitted. At any such adjourned meeting at which a quorum shall be present,

any business may be transacted which might have earlier been transacted at the meeting as originally called.

- 3.21 Place of Meeting. All meetings of the membership shall be held in such place as designated by the Board of Directors or Executive Board.
- 3.22 Time of Annual Meeting. The Annual Meeting of the membership shall be held at the time fixed by the Executive Board.
- 3.23 Call and Notice of Annual Meeting. The annual meeting shall be held upon the call of the President, or the affirmative vote of two-thirds (2/3) of the Executive Board or the affirmative vote of two-thirds (2/3) of the then elected and qualified directors. The Secretary shall cause written notice of the time and place of such meeting to be given to each member not less than thirty (30) days prior to the date of such meeting. Notice given to the members according to the membership register of this Association as of the close of the Association's prior fiscal year shall be sufficient and shall be deemed notice upon additional individuals who shall have become members of the Association after such register shall have been closed and prior to the time of the annual meeting.

In the event of a national or regional emergency or disaster, strikes, boycotts, acts of God or other circumstances tending to make it virtually impossible or extremely difficult to hold a meeting as called, then the Executive Board may either reset or cancel such meeting; provided, however, that should the meeting be cancelled rather than reset, the Executive Board must promptly fix and carry out by mail or through its officially designated publication a method for the membership to vote for the election of officers by written ballot, any plan to be used only for such election and definition of the plan to be at the sole discretion of the Executive Board.

- 3.24 Publication Notice of Annual Meeting. In lieu of mailing written notice as provided for in Section 3.23, the Executive Board may at its discretion provide that notice by mail of the time and place of the annual meeting may be waived and in lieu thereof notice shall be given as follows:
- A Such notice shall be published in a newspaper of general circulation in Richmond, Virginia, or in any other county which shall hereafter be the site of the principal place of business of this Association for two (2) successive weeks previous to the date of the meeting, stating the specific time and place thereof and, in the case of a special meeting of the membership, also stating its purpose; and
 - B Such notice shall also be published in the official publication of this Association where the issue containing the notice shall have been posted in the mail not less than thirty (30) days prior to the date fixed for such meeting.
- 3.25 Special Meetings. Special meetings of the membership may be held at the proper place for the holding of an annual meeting upon call and notice as herein provided and at any time properly fixed therefore. The members may transact any business at a special

meeting which could be transacted at an annual meeting unless such business is by the Articles of Incorporation or by these Bylaws specifically reserved to the annual meeting.

- 3.26 Call and Notice of Special Meetings. A special meeting shall be held either on the call of the President or the affirmative vote of two-thirds (2/3) of the Executive Board or the affirmative vote of two-thirds (2/3) of all then elected and qualified directors. The Secretary shall cause written notice of the time and place of such meeting to be given to each member not less than thirty (30) days prior to the date of such meeting. Notice given to the members according to the membership register of this Association as of the close of the Association's prior fiscal year shall be sufficient and shall be deemed notice upon additional individuals who shall have become members of the Association after such register shall have been closed and prior to the time of the special meeting.
- 3.27 Publication and Notice of Special Meeting. In lieu of mailing written notice as provided for in Section 3.26, the Executive Board may at its discretion provide that notice by mail of the time and place of the special meeting may be waived and notice shall be given as follows:
- A Such notice shall be published in a newspaper of general circulation in Richmond, Virginia, or in any other county which shall hereafter be the situs of the principal place of business of this Association for two (2) successive weeks previous to the date of the meeting, stating the specific time and place thereof and also stating the purpose; and
 - B Such notice shall also be published in the official publication of the Association where the issue containing the notice shall have been posted in the mail not less than fifteen (15) days prior to the date fixed for such meeting.
- 3.28 Waiver of Notice. Any member shall be deemed to have waived notice of the time, place and purposes of any annual or special meeting by appearing at such meeting unless such appearance is specifically for the purpose of contesting the validity thereof and the member shall then and there personally file with the Secretary of the meeting a written protest to such effect before the meeting have been commenced and declared to be in order. Notice of any meeting need only be given to those members who have not waived notice thereof as herein provided.
- 3.29 Educational Meetings. This Association shall hold a minimum of four (4) educational events or a total of ten (10) hours of education during each fiscal year. These programs may be held in connection with a regular meeting of the membership.
- 3.30 Resignation of Members. A member may resign at will by submitting a written resignation to the Association at its principal office. Such resignation shall be deemed to be effective when accepted either by the Board of Directors or by the Executive Board if it has no effective date stated therein, and dues for the current year will be forfeited.

- 3.31 Removal from Membership. The Executive Board shall cancel the membership of any member by a majority vote upon determining that such member has: (1) been convicted of a felony, or (b) violated the Code of Ethics of this Association. Additionally, the Executive Board may cancel the membership of any member by majority vote upon determining that such member has: (a) been found guilty of conduct actually and substantially to injure the good name of this Association, or (b) failed to maintain a high standard of professional ethics, which in either case would have been deemed sufficient for a rejection of a membership application. Right to appeal shall be as provided in these Bylaws or as hereafter provided for in the Standing Rules of this Association and not otherwise.
- 3.32 Appeal from Cancellation of Membership. Any individual whose membership shall have been cancelled may make written appeal for reinstatement as follows:
- A To the Executive Board, which appeal shall be considered and passed upon at the next annual, regular, or special meeting of the Executive Board held thirty (30) days or more thereafter. Appellant shall have the right to appear before the Executive Board at said meeting.
 - B To the membership, by forwarding written notice of appeal to the Secretary at the principal office of the Association not less than ninety (90) days prior to the date of the next annual meeting. Such notice shall be placed upon the agenda of the next annual meeting as one of the items of regular business scheduled. The membership will be reinstated only upon majority vote at such meeting.
 - C No individual whose membership shall have been cancelled as aforesaid shall have the right to apply for reinstatement more than one time.
 - D No individual whose membership shall have been cancelled and whose application for reinstatement shall be pending shall exercise any rights of membership pending the determination of such application.
- 3.33 Annual Reports. Annual financial reports shall be furnished according to law; provided, however, that such requirements shall be suspended by appropriate resolution of the membership at any annual or special meeting.
- 3.34 Statutory Right of Dissent. No right of dissent to any action of the Association, as such is defined in The Virginia Business Corporation Act, shall exist where such action shall have been approved, accepted, adopted or ratified either by the smallest majority of votes of the membership required for approval or alternatively by the Board of Directors or Executive Board in compliance with these Bylaws, such approval by the membership, by the Board of Directors or by the Executive Board (as the case may be) shall accordingly relinquish all rights of dissent to the extent permitted by law.

- 3.35 Statutory Right of Dissolution. This Association may be dissolved by the affirmative vote of not less than two-thirds of the active membership or by unanimous vote of all duly elected, qualified and acting members of the Executive Board.
- 3.36 Access to Records. Inspection of the books, accounts and records of the Association by its membership shall be limited to such times and places as may be fixed by the Executive Board at any time or from time to time by appropriate resolution. If the Executive Board in its sole discretion shall determine that any proposed use is or appears to be other than a legitimate use or appears to be hostile to the interests of the Association, then the Executive Board need only make such records available to any member or members as shall be required under the laws of the Commonwealth of Virginia.
- 3.37 Ratification of Acts. Any transaction of business by the members at any meeting which was invalidly noticed, convened or conducted shall be as though fully valid if (a) such business is subsequently approved and ratified at any meeting of the membership, or if (b) a quorum had not been present in person or by proxy at any such earlier invalid meeting and if thereafter the balance of the membership who were neither present nor represented at such meeting shall execute a consent to the transaction of such business ratifying the same or shall execute an approval of the minutes thereof. Any such waivers, consents or approvals shall be filed with the Secretary and made a part of the minutes and records of the Association.
- 3.38 Dues and Assessments. Members shall be liable for the following dues and assessments:
- A All new Active Members shall pay an initiation fee fixed by the Executive Board.
 - B Sustaining Members shall not pay an initiation fee. Sustaining Members shall be entitled to all benefits of membership in this Association except that they shall have no vote.
 - C The annual dues for all membership classifications shall be fixed by the Executive Board of this Association.
 - D Provisions to fix, vary or increase dues or initiation fees may be determined by the Executive Board and set forth in the Standing Rules of this Association without the necessity of further submission to or approval by the membership.
 - E Dues shall be due on or before February 1 of each year and shall not be prorated and shall become delinquent three months therefrom. A delinquent member shall be reinstated upon payment of dues and such reinstatement fee as may be fixed by the Executive Board if paid within nine (9) months following the delinquent date.
 - F Members whose dues are unpaid for more than one (1) year shall comply with Section 3.12 and this Section 3.38 of Article III of these Bylaws. Lifetime Members are exempt.

- 3.39 Election of Officers. The membership shall elect all officers of the Association except the President, NALA Liaison and Parliamentarian which election shall take place at each annual meeting. The President, NALA Liaison and Parliamentarian of the Association shall be elected by the Board of Directors as is hereinafter provided.

Voting shall be by ballot at the annual meeting except when there is but one candidate for any office. In that event, if there is no objection, the election for that office may be by hand or voice vote. Prior to the submission of the ballot at the annual meeting, the President shall appoint a judge and six (6) tellers for the purpose of tallying the votes, including all ballots voted by proxy. The Judge shall certify the results of said vote to the President, who shall announce the results to the assembly. The majority shall elect. In the event of a tie, the voting members/delegates shall immediately proceed to vote by ballot to dissolve such tie. Should a third ballot fail to break the tie, the winner shall be determined by lot.

Any interim vacancies occasioned by the death, resignation, removal or inability to act of any officer of the Association shall be filled by the Board of Directors.

- 3.40 Election of President, Parliamentarian and NALA Liaison. The President, Parliamentarian and NALA Liaison shall be elected as follows:

A The Board of Directors shall hold an election for the office of President at a regular meeting to be held at least one (1) month prior to the annual meeting of the membership. The President must be elected from the membership of the Executive Board in accordance with the procedure set forth in the Standing Rules of this Association to serve from the first Board meeting following the annual meeting through the annual meeting of the members of the next ensuing fiscal year.

- 3.41 Tenure of Officers. The President, Vice Presidents, Secretary, Treasurer, Parliamentarian, and NALA Liaison shall hold their office for one (1) year or until their successors are duly elected and qualified. Directors shall hold their office for two (2) years or until their successors are duly elected and qualified.

- 3.42 Restrictions on Transfer. Memberships in the Association are not transferable.

ARTICLE IV - EXECUTIVE BOARD

- 4.1 General Powers. Except as otherwise hereinafter provided the business of this Association shall be managed and controlled by its Executive Board. The Executive Board may exercise all of the powers, authority and discretion which alternatively may be exercised by the members or alternatively by the directors of the Association except such as are by statute or according to the Articles of Incorporation or by the other provisions of

these Bylaws either specifically reserved to the membership or alternatively are delegated to the officers or Directors.

4.2 Specific Powers. By way of extension rather than limitation, the Executive Board shall be vested with the following authority, discretion and powers:

- A To purchase or otherwise acquire, deal in, sell, hold or dispose of for this Association such property, rights, interests or privileges (whether real, personal or mixed) of whatsoever nature which this Association is authorized or may legally do and upon such terms and conditions and for such consideration as it in its discretion shall deem fit and to the best interests of the Association;
- B To appoint, hire, contract with, suspend, discharge, remove or otherwise deal with such subordinates, managers, assistants, agents, servants or employees, either permanently or temporarily and to determine and fix their duties and compensation and to require security from them, to determine their fitness, all upon such terms and conditions and for such consideration as it may in its discretion deem fit and to the best interest of this Association;
- C To confer by appropriate resolution upon any officer or agent the right to choose, hire, contract with, remove, suspend, discharge or otherwise deal with subordinate agents, employees or servants as it may in its discretion deem fit and to the best interests of this Association;
- D To appoint any person or persons to accept, acquire, hold in trust, or dispose of any property (real, personal or mixed) for or belonging to this Association or in which it shall or may be interested, and to otherwise act for any purpose and to execute and do such other duties and things which may be requisite or incident or convenient in relation to such trust;
- E To create, make or authorize the creation or issuance of such checks, drafts, notes, bonds, debentures, mortgages, leases, trust agreements, instruments, contracts or agreements of whatsoever nature and type and to do each and every other act and thing necessary, incident or convenient in effectuating the same;
- F To conduct business of the Executive Board by mail or meetings. In the event of a mail vote, a majority of votes cast by members of the Executive Board shall be required to approve any action thereof.

4.3 Qualifications of Executive Board Members.

- A Executive Board members must be legally competent to enter into contracts, must be a citizen of the United States of America, must be active members of this Association and must be actively employed as a paralegal/legal assistant. The President, Vice Presidents, Secretary, Treasurer, Parliamentarian, NALA Liaison, and all Directors shall automatically be members of the Executive Board.

- 4.4 Quorum. A majority of the entire Executive Board shall constitute a quorum and shall be requisite at all meetings of the Executive Board for the transaction of any business. Except as shall otherwise be provided for in these Bylaws, the vote by a majority of the quorum at any duly constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum at any duly called meeting, the Executive Board members present by majority vote and without further notice other than announcement may adjourn the meeting from time to time until a quorum shall attend. The Executive Board may adjourn and continue for an interim not to exceed three (3) days; provided, however, that should the Executive Board determine the meeting cannot then be held, additional like adjournments or continuances may be permitted. Any business may be transacted at such adjourned meeting which might have been transacted at the meeting as originally called.
- 4.5 Failure of Executive Board Member to Act. If any member of the Executive Board shall be absent from two (2) consecutive Board meetings without cause, then such office may be deemed to be vacant and may be filled at the second of such absences as an interim vacancy by the Board of Directors.
- 4.6 Resignation. The resignation of an Executive Board member shall not be deemed to be effective until accepted by the Board of Directors unless the same shall have been submitted in writing and specified to be effective as of a date certain.
- 4.7 Removal. Any Executive Board member shall be removed from office for cause by the affirmative vote to such effect of two-thirds (2/3) of all of the then duly elected and qualified members of the Executive Board. For cause shall be defined as having: (a) been convicted of a felony, or (b) violated the Code of Ethics of this Association.
- Additionally, the Board of Directors may cancel the membership of any member of the Executive Board by majority vote and upon determining that such member: (a) is guilty of conduct actually and substantially to injure the good name of this Association, or (b) is guilty of any unethical or immoral conduct which, together with the attendant publicity or anticipated publicity, will reflect unfavorably upon this Association, or (b) failed to maintain a high standard of professional ethics or personal conduct which in either case would have been deemed sufficient for the rejection of a membership application, or (c) is guilty of any substantial neglect of duty, or (d) has any physical or mental disability or illness to such an extent as will prospectively render such Executive Board member unable to promptly resume the performance of his or her duties within a reasonable time.
- 4.8 Filling of Vacancies. The Executive Board may fill any vacancy resulting from the death, resignation, removal, disqualification, disability or the like, of any officer or agent. Any officer or agent elected or appointed to fill such a vacancy shall serve the unexpired term of such former officer or agent.
- 4.9 Annual Meeting. The annual meeting of the Executive Board shall be held before the annual membership meeting. The Secretary shall give notice of the time for which such

meeting shall have been called not less than thirty (30) days prior to the date fixed for the meeting.

- 4.10 Regular Meetings. The first meeting of the Executive Board shall be held without notice immediately following and at the same place as the regular annual meeting of the members, at which said meeting the Executive Board shall fix the time and place for not less than three (3) additional meetings for the ensuing year. In any event, the Executive Board must hold at least one additional regular meeting each fiscal year.
- 4.11 Special Meetings. Special meetings may be called by appropriate resolution of a majority of the Executive Board.
- 4.12 Notice of Regular and Special Meetings. The Secretary shall cause written notice of such meetings to be given not less than thirty (30) days prior to the date fixed for the regular meeting and not less than ten (10) days prior to the date fixed for any special meeting. Notice shall be deemed to have been properly given when delivered in person, by telegram, by telecopier, or by mail and, if mailed, shall be deemed to have been delivered when deposited in a sealed envelope with postage prepaid in the United States mail addressed to the Executive Board member at his or her last known or ascertainable address.
- 4.13 Waiver. When any notice whatsoever is required to be given to Executive Board members by these Bylaws, by the Articles of Incorporation, or by law, then a waiver in writing of such notice executed by such Executive Board member shall be deemed equivalent thereto. Additionally, the presence of any Executive Board member at any meeting shall likewise be deemed to be the equivalent of notice and shall constitute a waiver of notice unless such Executive Board members shall specifically appear for the purpose of contesting the validity of such meeting and shall then file with the Secretary a written protest to such effect before the meeting shall have been commenced and declared to be in order. Notwithstanding anything to the contrary in this Article IV, no notice whatsoever shall be given of the call of any meeting to an Executive Board member who shall have waived notice as aforesaid.
- 4.14 Proxy of Executive Board Member. An Executive Board member shall not appoint any person as attorney-in-fact or proxy, nor shall any Executive Board member attempt to act at any meeting through a proxy, agent or attorney-in-fact. An Executive Board member may submit a written ballot on questions and matters before the Executive Board which have been included in any advance agenda for any meeting.
- 4.15 Telephonic Meetings. The Executive Board may permit any or all Executive Board members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Executive Board members participating may simultaneously hear each other during the meeting. An Executive Board member participating in a meeting by this means is deemed to be present in person at the meeting.

- 4.16 Action Without Meeting. Action required or permitted to be taken at an Executive Board meeting may be taken without a meeting if the action is taken by all members of the Executive Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Executive Board member either before or after the action taken, and included in the minutes or filed with the Association records reflecting the action taken. Action taken under this Section 4.16 becomes effective when the last Executive Board member signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Executive Board member.
- 4.17 Secret Ballot. Upon demand of any Executive Board member, the vote on any question, proposition or motion shall be taken by secret written ballot.
- 4.18 Compensation to the Executive Board. Executive Board members shall not receive any fee for attendance at any meetings or for serving in such capacity; provided, however, that the Executive Board may approve actual travel or other like expenses paid or incurred by any Executive Board member in the performance of any proper duty or function in accordance with schedule of allowable expenses set forth in Standing Rules of this Association.
- 4.19 Presumption of Assent. An Executive Board member who is present at a meeting of the Executive Board at which action on any Association matter is taken shall be deemed to have assented to such action unless the Executive Board member's dissent shall be entered in the minutes of the meeting or unless the Executive Board member shall file written dissent to such action with the Secretary of the meeting before adjournment thereof or unless the Executive Board member shall otherwise deliver such written dissent by registered mail to the Secretary of the Association not more than five (5) days after the adjournment of such meeting.
- 4.20 Defenses of Claims. The Executive Board may authorize such expenditures as it shall deem to be in the best interests of this Association for the investigation and defense of claims made or suits brought by any persons whomsoever either against this Association, its directors, officers, agents or employees, or any of them without regard to the nature of the alleged claim or suit.
- 4.21 Personal Liability of Executive Board Members. An Executive Board member shall have no personal liability for any claims or damage that may result from acts in the discharge of any duty imposed or exercise of any power conferred upon such Executive Board member by this Association if, in good faith, such Executive Board member shall have acted with ordinary care and prudence or alternatively shall have relied upon the opinion of an attorney, accountant or other professional consultant of the Association.

ARTICLE V - BOARD OF DIRECTORS

- 5.1 Powers and Authority. The Board of Directors shall be vested with, have and exercise all of the authority, power and discretion of the Executive Board except for such part thereof as shall be expressly reserved by the Executive Board. The Board of Directors may conduct its business by mail or meetings. In the event of a mail vote, the majority vote of members of the Board of Directors shall be required to approve any action thereof.
- 5.2 Election and Tenure of Directors. Five Directors shall be elected by the initial Board of Directors in the following manner:
- A Not later than October 1 of each year the Nominations and Elections Chairman of this Association shall issue a call for declarations of candidacy for the office of director which will become vacant by the expiration of a term, either by publication in the official publication of this Association or individual mailing to members. The Nomination Committee will declare the closing date for nominations. Declaration of candidacy received after November 1 will not be considered.
 - B Not later than November 15 of each year, the Secretary of this Association shall prepare an official ballot for each vacancy and cause the same to be mailed to members for voting by mail. Such ballots shall be returned postmarked no later than December 20 to the Secretary at the address designated in the notice. Ballots received after December 20 shall not be counted.
 - C All such ballots returned for directors shall be delivered unopened to the Nominations and Elections Chairman at the location of and within 24 hours prior to the annual meeting of the membership for tallying. The candidate receiving the greatest plurality shall be elected. In the event of a tie vote, members present in person or by proxy may cast a second ballot at the annual meeting.
 - D Directors shall be elected for a two year term. No Director may be elected to hold such office for more than three full consecutive terms.
- 5.3 Limitations. The Board of Directors shall neither amend the Bylaws of this Association nor appoint interim directors. All acts of the Board of Directors shall be subject to ratification by the Executive Board.
- 5.4 Membership on Executive Board. All Directors shall be members of the Executive Board and be subject to Article IV of these Bylaws.

ARTICLE VI - OFFICERS

- 6.1 Officers to be Elected. The elected officers of this Association shall be: (i) President, Parliamentarian and NALA Liaison, who shall be elected by the Board of Directors in

accordance with the Standing Rules, and (ii) First Vice President, Second Vice President, Secretary, and Treasurer, who shall be elected by the membership at the annual meeting. All of such officers shall hold their offices for one year or until their successors are duly elected and qualified.

- 6.2 Prerequisites for Officers. Officers must be active members of this Association and must be actively employed as paralegals/legal assistants.
- 6.3 Compensation for Officers. All elected and appointed officers of this Association shall serve without compensation, except that all proper expenses shall be reimbursed upon the approval or ratification by the Executive Board.
- 6.4 President. The President shall be the general manager of the Association, shall have general supervision of the business, shall conduct all of the regular business of the Association, shall see that all orders and resolutions of the Executive Board are enforced and put into effect, shall be its principal officer and agent, shall automatically be and serve as Chairman of its Executive Board, shall preside at all meetings and shall negotiate and execute all contracts, bonds, mortgages, and all other instruments whatsoever incident to the conduct of business of the Association. By way of extension rather than limitation, the President may appoint and remove, employ, contract with and discharge all employees and agents of the Association; the President shall have such other and further authority, power and discretion as shall reasonably be necessary, incident to or convenient for the accomplishment of the purposes of the Association and transaction of all of its business of whatsoever nature except as shall be prohibited under the laws of Virginia or absolutely reserved to the Executive Board or Board of Directors in these Bylaws or hereafter limited by act of the Executive Board.

First Vice President. The First Vice President shall exercise the functions of the President in the absence or disability of the President and, when so acting, shall have all of the powers and authority of the President. The First Vice President shall automatically be chairman of the Education Committee. These duties shall include planning seminars and workshops, coordinating dinner meetings and working with NALA in the event of co-sponsorship of any programs. The First Vice President shall also be responsible for fulfilling the educational requirements of Section 3.29 of Article III of these Bylaws and shall report such educational meetings to the NALA affiliation chairman. The First Vice President shall perform such other duties as from time to time may be assigned by the Executive Board or the President.

Second Vice President. The Second Vice President shall automatically be chairman of the Membership Committee and shall be charged with soliciting new members and the authority to approve or reject all applications for membership in accordance with these Bylaws and all Standing Rules of this Association; applications shall be made upon standard forms furnished by this Association and submitted with annual dues and initiation fee. Any application which is rejected or not approved may be referred to the Executive Board for reconsideration upon written request of the applicant made to the President of this Association. Upon approval of membership, the Second Vice President

will forward all membership monies to the Treasurer and will provide new member information to the Newsletter and any outside service bureau. Membership cards shall be signed by this officer and mailed to the new member along with a new member questionnaire. The Second Vice President shall work with its NALA counterpart to encourage membership in NALA.

Secretary. The Secretary shall attend all meetings of the membership and of the Executive Board, shall keep a full and accurate account of their proceedings and, when directed, shall cause to be prepared and mailed notices of meetings of the membership or of the Executive Board and shall keep a record of the last known addresses of all members and directors. The Secretary shall keep the seal of the Association and shall affix the same to all conveyances of real estate and other documents requiring the seal either upon the direction of the Executive Board or the President. Unless otherwise directed by the Executive Board, the Secretary shall have no duty to determine that any report or return shall have been mailed or any tax paid to any governmental body. Association minutes of any meeting shall be available to the NALA President upon request.

Treasurer. The Treasurer shall monitor the accounting of receipts and disbursements of the Association; direct preparation of records of the finances of the Association. Upon direction by the Executive Board, the Treasurer shall be bonded at the expense of the association. The Treasurer shall consult with the auditor to ascertain that any report or return necessary shall have been filed and any tax due shall have been paid to any proper governmental agency. 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.

Parliamentarian. The Parliamentarian shall supervise the parliamentary procedures of all meetings. In the absence of the duly appointed Parliamentarian at any meeting, a majority of the members present shall elect a substitute Parliamentarian for that meeting. The Parliamentarian shall be familiar with the Association's Bylaws and NALA Bylaws.

NALA Liaison. This officer must be a NALA member, shall be familiar with the NALA Bylaws and Standing Rules and shall represent the Association at the NALA annual meeting of affiliated associations. This officer shall report quarterly on Association activities to the NALA affiliated associations director on forms provided by NALA headquarters, and shall report all officers' names to NALA headquarters and the NALA affiliated associations director. This officer is required to file an annual report with NALA for inclusion in the affiliated associations annual meetings binder. This officer may submit items the Association wishes discussed to the NALA affiliated associations director, shall participate in discussion sessions at NALA annual meetings and is required to report to Association members on the NALA annual meetings. This officer shall, within sixty (60) days of passage, notify the NALA Parliamentarian and affiliated associations director of any changes in the Association's Bylaws. This officer shall be the main contact between NALA and the Association. This officer shall be a member of the governing body of this Association.

- 6.5 Resignation. An officer may resign at any time by delivering written notice thereof to the principal office of the Association. Such resignation shall take effect at the time specified therein, or, if the time is not specified, then upon receipt of such notice, at which time all officers and directors will be notified of the resignation.
- 6.6 Filling of Vacancies. The Executive Board may fill any vacancy resulting from the death, resignation, removal, disqualification, disability or the like, of any officer or agent. Any officer or agent elected or appointed to fill such a vacancy shall serve the unexpired term of such former officer or agent.

ARTICLE VII - CONTRACTS AND CORPORATE INTERESTS

- 7.1 Contracts. In the absence of fraud, no contract or other transaction between this Association and any other corporation shall be affected by the fact that members, directors, officers or agents of this Association are shareholders, directors, officers or agents of any other corporation if such contract or transaction shall be either approved or ratified by the Executive Board of this Association after a disclosure or with knowledge of such interests. Any member, director or officer individually, or any corporation, partnership, trust or other entity in which a member, director or officer of the Association is interested may be a party to or interested in any contract or transaction with the Association, provided that such contract or transaction shall be either approved or ratified by the affirmative vote of the Executive Board of the Association following disclosure or with knowledge of such interests. Members and directors so interested may be counted when present at meetings of members or directors, as the case may be, for the purposes of determining whether a quorum exists.
- 7.2 Accounting. No member, director or officer shall be liable to account to this Association for any profit indirectly or directly realized from or through any such transaction or contract with this Association by reason of his or her interests therein which shall have been either approved or ratified as aforesaid.

ARTICLE VIII - FISCAL YEAR

- 8.1 Setting of Fiscal Year. The fiscal year of this Association shall be determined in the discretion of the Board of Directors, but in the absence of any such determination, shall begin on the 1st day of January and end on the 31st day of December of that same year.
- 8.2 Amendment. The fiscal year of the Association may be changed by the Executive Board at any annual, regular or special meeting.

ARTICLE IX - APPOINTMENT OF COMMITTEES

- 9.1 Board Appointed Committees. The Executive Board may at any time or from time to time constitute either standing or special committees, for such purposes and vested with such authority as it shall determine to be in the best interests of this Association.
- 9.2 Limit of Committee Authority and Action. Unless specifically so authorized by appropriate resolution of the Executive Board, no standing or special committee shall preempt the stated authority and function of any officer or director of the Association. No standing or special committee shall represent the Association nor hold itself out as being vested with any authority without the specific authorization of the Executive Board. No such committee shall likewise incur any financial obligation nor enter into any contract for this Association without the prior specific authorization of the Executive Board.

ARTICLE X - COMMITTEES AND THEIR DUTIES

- 10.1 Standing Committees. The standing committees shall include the following and such others as the Board of Directors deems necessary:

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|----------------------|--------------------------|
| Membership | Audit Committee |
| Education | Nominating and Elections |
| Newsletter | Public Relations |
| Technology Committee | |

- 10.2 Special Committees. Special committees may be created and appointed by the President, subject to the approval of the Executive Board.
- 10.3 Standing Committee Chairmen. The President shall appoint such standing committee chairmen whose appointments are not otherwise provided for in these Bylaws, subject to the approval of the Executive Board, and shall announce such appointments to the Executive Board within thirty (30) days after the appointment has been made and accepted.
- 10.4 Duties. The duties of the standing committees shall be as follows:
- A Education. It shall be the duty of this committee to develop educational material for paralegals/legal assistants including, but not limited to, multimedia (DVD, on-line, electronic) courses and other self-teaching aids and to supervise the planning and presentation of such seminars for paralegals/legal assistants as the Executive Board may designate. This chairman shall have express authority to appoint such committee members as may be necessary to carry out the duties of this committee.
- B Nominations. It shall be the duty of this committee to issue a call for declarations of candidacy for the offices of First Vice President, Second Vice President,

Secretary, and Treasurer and must be sent, either by mail or by electronic means no later than October 1, instructing those members wishing to declare themselves candidates for any office to return the prescribed form, signed by the prospective candidate postmarked no later than October 25 and received within ten (10) days thereafter. The chairman of this committee shall then prepare a sample ballot of the candidates and cause the same to be sent, either by mail or by electronic means to each member of this Association at least thirty (30) days prior to the annual meeting. In addition, the duties set out in paragraph 2 of Article 5 shall be performed.

- D Newsletter. The chairman of this committee shall act as editor of the official publication and shall have charge of publishing and circulating same to the members of this Association as directed by the Executive Board and/or President.

ARTICLE XI - AMENDMENT TO BYLAWS

- 11.1 Amendments by Membership. Any member may submit a proposed amendment to the Bylaws by delivering the proposed resolution in written form to the Secretary of this Association postmarked no later than October 20. Amendments submitted by the membership as aforesaid shall be considered by the Executive Board who shall recommend for or against the adoption thereof.
- 11.2 Amendments by the Executive Board. The Executive Board of Directors or any member thereof may propose amendments to the Bylaws at any Executive Board Meeting.
- 11.3 Publication of Proposed Amendments. The Executive Board shall cause any proposed amendment(s) (not in conflict with NALA Bylaws) to be published in the official publication together with, if it coincides with the notice of the ensuing annual meeting, or otherwise included in the mail notice of any regularly scheduled meeting thereof.
- 11.4 Presentation of Proposed Amendments. Only amendment(s) submitted in accordance with paragraphs 11.1, 11.2, and 11.3 herein shall be considered during the course of any annual meeting or regular meeting of the membership.
- 11.5 Vote Required to Adopt. Amendment(s) shall be adopted by the affirmative vote of two-thirds (2/3) of the membership present or represented by individual proxy at the annual or regular meeting of the membership. The NALA Parliamentarian must be advised of any amendments within sixty (60) days of passage.

ARTICLE XII - ORGANIZATIONAL DIVISION

- 12.1 The Executive Board in performing its duties with respect to the management of this Association shall have the power and authority to establish sections or divisions for its

membership pursuant to such rules and regulations and qualifications as the Executive Board may adopt not inconsistent with the Bylaws.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

- 13.1 Robert's Rules of Order Newly Revised shall be the parliamentary authority where applicable and where there is no conflict between said rules and the Bylaws and Articles of Incorporation of this Association.

ARTICLE XIV - MISCELLANEOUS PROVISIONS

- 14.1 Code of Ethics. Every member of this Association shall subscribe to and be bound and governed by the ABA Standing Committee on Professional Ethics Opinion No. 316 (January 18, 1967), the ABA Model Rules of Professional Conduct and the Code of Ethics and Professional Responsibility of NALA and any other code so adopted by the membership of this Association. Violations of this Code shall be grounds for immediate dismissal from membership and/or removal from office. Appeal may be made in accordance with Section 3.32 of Article III of these Bylaws.
- 14.2 Dissolution. In the event of dissolution of this Association, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code. In no event shall any of such property and assets be distributed to any member or private individual.
- 14.4 Retention of Affiliation. Affiliation with NALA is renewable each year by payment of an affiliation fee and attached to a current membership roster. In the event of suspension of affiliation, this Association may reaffiliate 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, this Association must comply with the required reports and requested procedures as outlined by these Bylaws. The annual renewal fee is payable on October 1 and delinquent November 1. Payment received after due date must be accompanied by a late fee penalty established by NALA.