

**FOURTH 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, Inc. (“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 the 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 the metropolitan Richmond and Virginia State Bar associations.

2.2 Policy. The 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 or the Standing Rules of the Association.

2.3 Definitions.

- A All of the definitions of the Virginia Non-Stock 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.
- B The Association recognizes that these Bylaws cannot be all inclusive as to policies of the Association. Therefore, the Executive Board is empowered to promulgate policies which shall be furnished to the Members and known as Standing Rules of the Association.

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 Associations. The Association is affiliated with NALA. At the recommendation and affirmative vote of the Executive Board, the Association may affiliate other 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 the Association.

3.4 Qualifications as Active Member. The following shall qualify as an Active Members:

- A Any individual who has successfully completed the Certified Legal Assistant/Certified Paralegal (CLA/CP) examination of NALA.
- B Any individual who has graduated from an American Bar Association 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 the 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 the Association, which said rules and regulations shall be set forth in the promulgated Standing Rules of the Association, if any.
- I Any individual who qualifies as an Active Member who also has been given Lifetime Member status.

3.5 Qualifications as Student Member. The following shall qualify as a Student Member:

- A Any individual who is a student 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 the Association.
- B The Executive Board of the 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 the Association, which said rules and regulations shall be set forth in the promulgated Standing Rules of the Association, if any.

3.6 Qualifications as Associate Member. The following shall qualify as an Associate Member:

- 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 the 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 the Association, which rules and regulations shall be set forth in the promulgated Standing Rules of the Association, if any.

- 3.7 Qualifications as Sustaining Member. 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, if any.
- 3.8 Qualifications as Provisional Member. Those individuals who do not meet the requirements as an Active Member or Student Member, 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 Qualifications as 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 a Retired Member who has been given Lifetime Member status.
- 3.10 Qualifications as Lifetime Member. Any individual who the Executive Board 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 Executive Board. 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 (i) the applicant has not met any one or more of the qualifications as set out in Sections 3.4 through 3.10 or (ii) the applicant has been convicted of a felony.
- 3.13 Proof of Qualification. 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 Active, Student, Associate, Sustaining, Provisional, Retired, and Lifetime Members as of the end of such year. Such list 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, Associate, Sustaining, Provisional, or Retired Members vote.
- 3.15 Voting by Individual Proxy. At any meeting of the membership of the Association, any Active Member or Lifetime 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 or in the event of the annual meeting by the Nominating and Elections Chairperson. Any individual proxy shall be deemed filed by a Member with the Nominating and Elections Chairperson when postmarked by United States mail thirty (30) days before the annual meeting shall have been called to order and received within ten (10) days after the postmark date or if by electronic mail as designated in the notice. 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 or by electronic mail as designated in the notice.
- 3.16 Representation by Delegates After Membership Reaches 500. At the end of each fiscal year, the Secretary shall certify the number of Active and Lifetime Members as of the end of such year. When the Secretary shall have first certified that the Association has a total number of Active and Lifetime Members exceeding five hundred (500), then the following provision for the attendance and voting of Active and Lifetime Members at all annual and special meetings of the membership of the Association shall apply:
- A Active, Student, Associate, Sustaining, Provisional, Retired and Lifetime Members 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 Active or Lifetime Member shall vote either in person or by proxy.
 - C All Active and Lifetime 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 the Association.
 - D Once the delegate system has 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.

E Selection and Qualifications of Delegates. After the delegate system has been commenced, delegates shall be selected and qualified as set forth in the promulgated Standing Rules of the Association, if any.

- 3.17 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 not require the identification of the Active or Lifetime Member, delegate, or proxy vote.
- 3.18 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.
- 3.19 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 Active and Lifetime Members. In the absence of a quorum, the Active and Lifetime Members present, either in person or by proxy, may adjourn such meeting by majority vote of those present without notice other than (i) announcement to such effect, and (ii) then posting a notice of such continuance on the Association's website 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.
- 3.20 Place of Meeting. All meetings of the membership shall be held in such place as designated by the Board of Directors or Executive Board.
- 3.21 Time of Annual Meeting. The Annual Meeting of the membership shall be held at the time fixed by the Executive Board.
- 3.22 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 Nominating and Elections Chairperson shall cause written notice of the time and place of

such meeting to be given to each Member not less than forty-five (45) days prior to the date of such meeting in order to comply with Section 3.15. Such notice may be made by United States mail, electronic mail, or a posting to the Association's website. Notice given to the Members according to the membership register of the 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 United States mail, or electronic 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.

- 3.23 Publication of Notice of Annual Meeting. In lieu of notice as provided for in Section 3.22, the Executive Board may, at its discretion, provide that notice 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 city or county of the Association once a week for two (2) successive weeks the first date being at least eight days prior to the date of the meeting, stating the specific time and place thereof, also stating its 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 United States mail or electronic mail not less than forty-five (45) days prior to the date fixed for such meeting.
- 3.24 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 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.
- 3.25 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 forty-five (45) days prior to the date of such meeting. Such notice may be made by United States mail, electronic mail, or a posting to the Association's website. Notice given to the Members according to the membership register of the 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.

- 3.26 Publication and Notice of Special Meeting. In lieu of notice as provided for in Section 3.25, notice may be given as specified in Section 3.23.
- 3.27 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 has 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.
- 3.28 Educational Meetings. The Association shall hold a minimum of four (4) educational events up to 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.
- 3.29 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.
- 3.30 Removal from Membership. The Executive Board shall cancel the membership of any Member by a majority vote upon determining that such Member has (i) been convicted of a felony, or (ii) violated any code of ethics as set forth in Section 14.1 of Article XIV of these Bylaws. (iii) 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 the 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 Section 3.31 or as provided for in the Standing Rules of the Association, if any, and not otherwise.
- 3.31 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.

3.32 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.

3.33 Statutory Right of Dissent. No right of dissent to any action of the Association, as such is defined in The Virginia Nonstock 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.

3.34 Statutory Right of Dissolution. The Association may be dissolved by the affirmative vote of not less than two-thirds of the Active and Lifetime Members or by unanimous vote of all duly elected and qualified Executive Board members.

3.35 Access to Records. Inspection of the books, accounts, and records of the Association by its Members 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.

3.36 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 (i) such business is subsequently approved and ratified at any meeting of the membership, or if (ii) a quorum had not been present in person or by proxy at any such earlier invalid meeting and if, thereafter, (iii) 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.

- 3.37 Dues and Assessments. Members shall be liable for the following dues and assessments:
- A From time to time, an initiation fee fixed by the Executive Board may be required of all new Active, Student, Provisional, or Associates Members.
 - B Sustaining, Retired, and Lifetime Members shall not pay an initiation fee. Sustaining Members shall be entitled to all benefits of membership in the Association except that they shall have no vote.
 - C The annual dues for all membership classifications shall be fixed by the Executive Board of the 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 the Association, if any, 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 on May 1. A delinquent Member shall be reinstated upon payment of dues and such reinstatement fee as may be fixed by the Executive Board and set forth in the Standing Rules of the Association if paid on or after May 1.
 - F Members whose dues are unpaid for more than one year shall comply with Section 3.11 and this Section 3.37. Lifetime Members are exempt.
- 3.38 Election of First Vice President, Second Vice President, Secretary, and Treasurer. The membership shall elect the First Vice President, Second Vice President, Secretary, and Treasurer of the Association at each annual meeting in the following manner.
- A Not later than September 1 of each year the Nominations and Elections Chairperson of the Association shall issue a call for declarations of candidacy for these offices to the Members, either by publication in the official publication of the Association, by United States mail, electronic mail, or by posting the call to the Association's website. The Nominating and Elections Committee will declare the closing date for nominations in the call for declarations of candidacy. Declaration of candidacy received after the noticed closing date will not be considered, unless no candidacy has been declared for an open office of Director. In such event the acceptance of the candidacy shall be at the discretion of the Nominating and Elections Committee.
 - B Not later than October 1 of each year, the Nominating and Elections Chairperson of the Association shall prepare an official ballot for each office vacancy to Members for voting as set forth in the official ballot and cause the same to be published in the official publication of the Association, or by United States mail, electronic mail, or by posting the call to the Association's website. 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.

- C 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, then it shall immediately proceed with the winner being determined by the drawing of lots. The procedure will be (i) each candidate's name for a position will be placed on a separate piece of similar paper, (ii) each paper will be folded uniformly without the candidate name visible, (iii) each paper for a common position will be placed in a container large enough to be shaken for random distribution, then (iv) the Nominating and Elections Chairperson will draw a single piece of paper for each candidate position to determine the winner.
- D Any interim vacancies occasioned by the death, resignation, removal, or inability to act of any officer of the Association shall be appointed by the Board of Directors.

3.39 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 the Association, if any, to serve from the first Board meeting following the annual meeting through the annual meeting of the Members of the next ensuing fiscal year.
- B The Board of Directors shall hold an election for the offices of Parliamentarian and NALA Liaison prior to the call to order of the annual meeting of the membership.

3.40 Tenure of Officers. The President, Vice Presidents, Secretary, Treasurer, Parliamentarian, and NALA Liaison shall hold their office for one (1) year or until their successor(s) are duly elected and qualified.

3.41 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 the 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 Board of 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 the Association such property, rights, interests, or privileges (whether real, personal, or mixed) of whatsoever nature which the 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 interests of the 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 the 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 the 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; and
 - F To conduct business of the Executive Board by United States mail, electronic mail, or meetings. In the event of a United States mail or electronic 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. Executive Board members must be legally competent to enter into contracts, must be a citizen of the United States of America, must be Active or Lifetime Members of the 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 Executive 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 (i) been convicted of a felony, or (ii) violated any code of ethics as set forth herein in Section 14.

Additionally, the Executive Board may cancel the membership of any Member of the Executive Board by majority vote and upon determining that such Member (iii) is guilty of conduct actually and substantially to injure the good name of the Association, or (iv) is guilty of any unethical or immoral conduct which, together with the attendant publicity or anticipated publicity, will reflect unfavorably upon the Association, or (v) 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 (vi) is guilty of any substantial neglect of duty, or (vii) 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, Director, 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 the President or 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 United States mail, by electronic mail, or by posting the notice on the Association's website. If placed in United States mail, such delivery 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 the Association, if any.
- 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 the Association for the investigation and defense of claims made or suits brought by any persons whomsoever either against the 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 the 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 United States mail, by electronic mail, or by meetings. In the event of United States mail or electronic 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 Members in the following manner:
- A Not later than September 1 of each year the Nominations and Elections Chairperson of the 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 the Association or by United States mail or electronic mail to Members. The Nominating and Elections Committee will declare the closing date for nominations in the call for declarations of candidacy. Declaration of candidacy received after the noticed closing date will not be considered, unless no candidacy has been declared for an open office of director. In such event, the acceptance of the candidacy shall be at the discretion of the Nominating and Elections Committee.
 - B Not later than October 1 of each year, the Nominating and Elections Chairperson of the Association shall prepare an official ballot for each director vacancy and cause the same to be published in the official publication of the Association, or by United States mail or electronic mail to Members for voting as set forth in the official ballot. Such ballot shall be returned, unopened, to the Nominating and Elections Chairperson in the format or at the address designated in the notice for tallying. Ballots received within seven (7) days prior to the annual meeting shall not be counted.
 - C 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, then it shall immediately proceed with the winner being determined by the drawing of lots. The procedure will be (i) each candidate's name for a position will be placed on a separate piece of similar paper, (ii) each paper will be folded uniformly without the candidate name visible, (iii) each paper for a common position will be

placed in a container large enough to be shaken for random distribution, then (iv) the Nominating and Elections Chairperson will draw a single piece of paper for each candidate position to determine the winner.

D Directors shall be elected for a two year term. The terms shall be staggered with three director vacancies in even years and two director vacancies in odd years, unless extenuating circumstances arise creating additional vacancies. No Director may be elected to hold such office for more than three (3) full consecutive terms.

E Any interim vacancies occasioned by the death, resignation, removal, or inability to act of any Director of the Association shall be appointed by the members of the Executive Board to fulfill the unexpired term or until the next election is held for Members to vote.

5.3 Limitations. The Board of Directors shall neither amend the Bylaws of the 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.

5.5 Prerequisites for Directors. Directors must be Active or Lifetime Members of the Association and must be actively employed as paralegals/legal assistants. Should a Director become inactively employed during his or her term, such Director shall have ninety (90) days to become actively employed as a paralegal/legal assistant or shall tender his or her resignation.

ARTICLE VI - OFFICERS

6.1 Officers to be Elected. The elected officers of the Association shall be: (i) President, Parliamentarian and NALA Liaison, who shall be elected by the Board of Directors in accordance with the Standing Rules of the Association, if any, and (ii) First Vice President, Second Vice President, Secretary, and Treasurer, who shall be elected by the voting Members at the annual meeting. All of such Officers shall hold their offices for one (1) year or until their successors are duly elected and qualified.

6.2 Prerequisites for Officers. Officers must be Active or Lifetime Members of the Association and must be actively employed as paralegals/legal assistants. Should an Officer become inactively employed during his or her term, such Officer shall have ninety (90) days to become actively employed as a paralegal/legal assistant or shall tender his or her resignation.

6.3 Compensation for Officers. All elected and appointed officers of the Association shall serve without compensation, except that all proper expenses shall be reimbursed upon the approval or ratification by the Executive Board.

6.4 Officers' Duties.

- A 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 Chairperson 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. The President will represent the Association at the NALA annual meeting.
- B 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 Chairperson of the Education Committee. These duties shall include planning seminars and workshops, coordinating dinner and brown bag 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 3.27 of Article III of these Bylaws and shall report such educational meetings to the NALA Liaison to be included in the NALA quarterly reports. The First Vice President shall perform such other duties as from time to time may be assigned by the Executive Board or the President.
- C Second Vice President. The Second Vice President shall automatically be Chairperson 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 the Association, if any; applications shall be made upon standard forms furnished by the Association and submitted with annual dues and initiation fee, if any. 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 the Association. Upon approval of membership, the Second Vice President will forward all membership monies to the Treasurer. Membership cards shall be signed by this officer and provided to the new Member. The Second Vice President shall work with its NALA counterpart to encourage membership in NALA. The Second Vice President shall maintain the current membership register and provide such register to the NALA Liaison to be included in the NALA reports.

- D 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 Members or of the Executive Board. The Secretary shall keep the seal of the Association and shall affix the same to 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 NALA upon request.
- E 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 is also responsible for timely paying the renewal fee for continued affiliation with NALA.
- F 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, NALA Bylaws, and Robert's Rules of Order Newly Revised.
- G NALA Liaison. The NALA Liaison must be an Active or Lifetime Member in good standing of the Association. The NALA Liaison must be a current NALA member. The NALA Liaison shall be a member of the governing body of the Association. If the individual appointed to this office is currently serving the Association in another officer position, the individual will voluntarily vacate that office for the term of this position. The NALA Liaison must be familiar with the NALA bylaws and the policies of NALA and shall represent the Association at the NALA annual meeting of affiliated associations. The NALA Liaison shall be the main contact between NALA and the Association and provide the Association a formal voice with NALA and increase communications among the Association and NALA affiliated associations. The NALA Liaison shall comply with all NALA affiliate reporting requirements on a timely basis such as quarterly reports and annual report. The NALA Liaison shall, within sixty (60) days of passage, notify the NALA Parliamentarian and affiliated associations director of any changes in the Association's Bylaws.
- 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 the Association and any other corporation shall be affected by the fact that Members, Directors, Officers or agents of the 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 the 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 the Association for any profit indirectly or directly realized from or through any such transaction or contract with the 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 the 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 the 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 the 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 set forth in the Standing Operating Rules of the Association:

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 Chairpersons. The President shall appoint such standing committee chairpersons 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 Membership. It shall be the duty of this committee to maintain the membership register with the Second Vice President as the Chairperson. This committee shall prepare membership notices, distribute notices, and promote the Association by encouraging other paralegals, paralegal students and potential sustaining and associate candidates to join. This committee coordinates the Outstanding Paralegal of the Year Award. This Chairperson shall have express authority to appoint such committee members as may be necessary to carry out the duties of this committee.

B 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 with the First Vice President as the Chairperson. This committee coordinates the Jean H. Proffitt Scholarship program and the Janet Scott Scholarship. This Chairperson shall have express authority to appoint such committee members as may be necessary to carry out the duties of this committee.

- C Newsletter. The Chairperson of this committee shall act as editor of the official publication of the Association and shall have charge of publishing and circulating same to the Members of the Association as directed by the Executive Board and/or President. This Chairperson shall have express authority to appoint such committee members as may be necessary to carry out the duties of this committee.
- D Technology Committee. It shall be the duty of this committee to maintain the website and other technology needs of the Association. This Chairperson shall have express authority to appoint such committee members as may be necessary to carry out the duties of this committee.
- E Audit Committee. It shall be the duty of this committee to audit the finances of the Association and reconcile the Treasurer's records. The Chairperson of this committee shall be a current member of the Executive Board and the Co-Chairperson shall be a Member of the Association who is then not serving on the Executive Board. The Co-Chairperson will issue an audit letter by January 31st of the year following the year being audited.
- F Nominating and Elections. 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 vacancies of expired Directors. The call must be sent, either by United States mail, by electronic mail, by posting to the Association's website, or be published in the official publication of the Association no later than September . The call shall instruct those Members wishing to declare themselves candidates for any Officer or Director position by returning the prescribed form, signed by the prospective candidate and postmarked no later than the date provided in the notice and received within ten (10) days thereafter. The Chairperson of this committee shall then prepare a sample ballot of the candidates and cause the same to be sent to each Member of the Association at least thirty (30) days prior to the annual meeting, either by United States mail, by electronic mail, by posting to the Association's website. In addition, the duties set out in these Bylaws shall be performed. In the event there is no Nominating and Elections Chairperson, all duties of such Chairperson will be assumed by the Secretary.
- G Public Relations. It shall be the duty of this committee to communicate the Association's functions and the Association's community exposure in local newspapers and local television.

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 the Association postmarked or emailed no later than October 20. Amendments submitted by

Members 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 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 to the Members either by the official publication of the Association if it coincides with the notice of the ensuing annual meeting, or by United States mail, or by electronic mail, or by posting the proposed amendments to the Association's website if it coincides with notice of any regular or special meeting.
- 11.4 Presentation of Proposed Amendments. Only amendment(s) submitted in accordance with Sections 11.1, 11.2, and 11.3 herein shall be considered during the course of any annual meeting, regular meeting or special meeting of the Members.
- 11.5 Vote Required to Adopt. Amendment(s) shall be adopted by the affirmative vote of two-thirds (2/3) of the Members present or represented by individual proxy at the annual meeting, special meeting or regular meeting of the Members. The NALA Liaison must be advised of any amendments within thirty (30) days of passage in order to comply with reporting to NALA.

ARTICLE XII - ORGANIZATIONAL DIVISION

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

ARTICLE XIV - MISCELLANEOUS PROVISIONS

- 14.1 Code of Ethics. Every Member of the Association shall subscribe to and be bound and governed by the American Bar Association Model Guidelines for the Utilization of Paralegal Services, as amended, the American Bar Association Model Rules of Professional Conduct, and the NALA Code of Ethics and Professional Responsibility and any other code so adopted by the membership of the Association. Violations of this

Section 14.1 shall be grounds for immediate dismissal from membership and/or removal from office. Appeal may be made in accordance with Section 3.31 of Article III of these Bylaws.

14.2 Dissolution. In the event of dissolution of the 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.

14.3 Retention of Affiliation. Affiliation with NALA is renewable each year by payment of an affiliation fee and attached to a current membership register. In the event of suspension of affiliation, the Association may reaffiliate with NALA by complying with the procedures as then set by NALA. In addition to the renewal fee, the Association must comply with the required reports and requested procedures as outlined by these Bylaws. The annual renewal fee shall be paid in accordance with NALA procedures. Payment received after due date must be accompanied by a late fee penalty established by NALA.