

**RESTATEMENT OF BYLAWS
MONTGOMERY COUNTY PARALEGAL ASSOCIATION**

WHEREAS, the Officers of the Association have recommended that the Bylaws of the Association be restated in their entirety in order to consolidate all amendments to date and to effectuate additional new amendments for adoption at this time.

WHEREAS, a proposed form of Restated Bylaws has been presented to the Directors for their review and consideration,

NOW, THEREFORE, BE IT RESOLVED that the proposed form of Restated Bylaws presented to the Directors for their review and consideration, a copy of which is attached hereto, are hereby approved and ratified by the required majority vote.

RESTATED BYLAWS OF THE MONTGOMERY COUNTY PARALEGAL ASSOCIATION

ARTICLE I Identification

Section 1: The name of the corporation is the Montgomery County Paralegal Association, hereinafter referred to as the “Association.”

Section 2: The Association shall be affiliated with the National Federation of Paralegal Associations, Inc. (“NFPA”).

Section 3: A paralegal/legal assistant is a person qualified through education, training or work experience to perform substantive legal work that requires knowledge of legal concepts and is customarily, but not exclusively, performed by a lawyer. This person may be retained or employed by a lawyer, law office, governmental agency, or other entity or may be authorized by administrative, statutory, or court authority to perform this work.

ARTICLE II Purposes

Section 1: To promote and protect the general professional interests of paralegals in Montgomery County, Pennsylvania.

Section 2: To advance the education standards of the paralegal profession.

Section 3: To provide a forum for an exchange of viewpoints on matters of professional interest.

Section 4: To foster continuing education and be a resource center for career and educational opportunities and information.

Section 5: To foster active communication among paralegals and to act as a forum for the interchange of ideas.

Section 6: To participate in the development of the paralegal profession.

ARTICLE III Limitations and Restrictions

Section 1: Limitations. The Association is organized exclusively for charitable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under this Section or the corresponding provisions of any subsequent laws. The Association shall not carry on any other activities not permitted to be carried on (a) by

a corporation exempt from Federal Income Tax under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended, or, (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2: Restrictions on Earnings. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose as set forth herein. No substantial part of the activities of the Association shall be directed toward an attempt to influence legislation and the Association shall not participate in any political campaign on behalf of any candidate for public office.

Section 3. Dissolution. In the event of the dissolution of this corporation, all remaining assets shall, after payment or provision for payment of all liabilities of the corporation, be distributed exclusively for the purposes of the corporation in such manner or to such organization which shall at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. In the event of any assets not so disposed of, they shall be disposed of by the Court of Common Pleas in the county in which the principal officer of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, and in no manner shall revert back to the incorporators, directors, or officers of the organization or to their individual benefit.

ARTICLE IV

Office

The principal office of the Association and other such offices as it may establish may be located in such place or places, either within or without Montgomery County, Pennsylvania, as may be designated by the Board of Directors from time to time by resolution. The Association shall continuously maintain with Montgomery County, Pennsylvania, a registered office at such place as is set forth in the Articles of Incorporation, as may be amended from time to time.

ARTICLE V

Membership

Section 1: Classes. The Association shall have one class of voting members and three classes of non-voting members. The designation, qualifications and rights of each class shall be as follows:

a. Voting Members. Any person currently employed as a paralegal, legal assistant, or any equivalent position and/or who performs paralegal duties as the primary work activity.

b. Associate Members. Subject to approval of the Board of Directors and/or Membership Committee, the following individual shall be eligible for membership as an

“Associate Member” of MCPA: (1) any person who has recently graduated from a formal course of study, the completion of which qualifies such person to be employed as a paralegal or legal assistant; (2) any person whose primary responsibilities and job classification are not paralegal or legal assistant but who does perform paralegal duties on a limited basis; (3) any person previously employed as a paralegal or equivalent position; and (4) any person not a paralegal who works in, with or for the legal community who does not qualify to take an active part in the governance of MCPA but who does want to associate with the mission and activities of MCPA and participate in the profession and person benefits offered by MCPA.

c. Supporting Member. Any person, partnership, association or other entity interested in supporting the Association shall be eligible.

d. Student Member. Any person who is enrolled in a formal course of study, upon completion of which such person would be qualified to be employed as a paralegal, shall be eligible.

e. Dual Membership. Any person who is a member whether voting, student, or associate of another NFPA affiliated paralegal association and whose membership dues to NFPA have been paid through such other association for the current year.

Section 2. Voting Rights. The following voting rights and privileges shall vest exclusively in Voting Members of good standing:

a. The right to vote on all matters submitted to a vote at any annual or special membership meeting.

b. The right to hold office in the Association.

c. The right to elect the Board of Directors of the Association.

d. The right to adopt and amend the Articles of Incorporation in accordance with law.

Section 3: Application for Membership. Written application in a form established by the Association, together with the appropriate verification and annual membership dues shall be submitted to the Membership Committee and/or the board of Directors for review and approval.

Section 4: Term. Membership in the Association shall be for a twelve-month period, based on a calendar year, beginning upon membership approval and the appropriate annual dues are received by the Membership Committee.

Section 5: Resignation. Any member may resign from the Association at any time by delivering a written resignation to any officer of the Association or to the Board of Directors of the Association. The resignation of a member does not relieve the member from any financial obligations the member may have to the Association at the time of resignation.

Section 6: Annual Dues.

a. The amount of the annual dues for each class of membership shall be fixed each year by the Board of Directors. The Board shall not have the authority to increase the dues in an amount greater than twenty (20) percent in any given year without the majority vote of the members at a special meeting or at the Annual Meeting of Members. Members shall receive written notice of any proposed increase in accordance with the provisions of these Bylaws.

b. NFPA's current membership dues shall be deducted from each member's MCPA's annual dues and shall be forward to the NFPA.

c. Any dispute regarding classification of any applicant for membership shall be resolved by the Board of Directors.

d. Annual dues shall not be refunded, except at the discretion of the Board of Directors.

e. Dues must be paid in order to have any voting rights, if any are granted herein, in the Association or to participate in any Association activity.

Section 7: Membership Meetings.

a. The Annual Meeting of members of the Association shall be held in November each year, or on such other date as may be determined by the Board of Directors from time to time by resolution. The exact time and place of such meeting shall be determined by the Board of Directors. The Secretary shall provide written notice stating the purpose, place, day and hour of the Annual Meeting of Members Notice shall be provided not less than ten or more than fifty day prior to such meeting.

b. Special meetings of the members of the Association shall be called by the Secretary upon the written demand of the President, the Secretary, the Board of Directors or by one-twentieth (1/20th) of the voting members. Written notice stating the purpose, place, day and hour of such special meeting shall be provided at least ten days prior to such meeting.

c. Monthly lunch or breakfast meetings of the members of the Association may be held at a time and place to be determined by the Board of Directors.

d. A quorum shall consist of five (5) percent of all voting members of the Association for any Annual Meeting of Members or any special meeting where the business to be conducted will require a vote by the voting membership.

e. Each voting member is entitled to one vote.

ARTICLE VI

Board of Directors

Section 1: General Powers and Duties. The Board of Directors shall be the governing body of the Association. The Board of Directors shall manage, control, and direct the affairs and property of the Association. The Board of Directors shall have, and may exercise, all powers specified in the Articles of Incorporation, the Bylaws, and the Pennsylvania Non Profit Corporation Law of 1988, as amended, as is necessary to carry out the purposes of the Association.

Section 2: Election, Eligibility, Number, Composition, and Term of Office. The Board of Directors shall be elected in accordance with the provisions set forth in Article VIII of these Bylaws. Voting members of the Association when nominated are eligible to serve as a Director. There shall be nine (9) members of the Board of Directors. The number of members of the Board of Directors may be changed by amendment to these Bylaws. The initial Board of Directors shall consist of four (4) directors which shall serve a one-year term, three (3) directors that shall serve two-year terms, and two (2) directors that shall serve three-year terms. Beginning with Board members elected for 2001, and thereafter, Board members will be elected for two-year terms. The members of the Board of Directors shall take office the first day of the new fiscal year following the annual election, and, except in the case of removal or resignation, shall hold office for a two-year year term. Board members will have the ability to resign at any time. Board members may be nominated for an additional two-year term

Section 3: Vacancies. All vacancies occurring on the Board of Directors may, at the discretion of the Board, be filled by a majority vote of the remaining members of the Board of Directors. In the event the Board of Directors excludes a particular area of law or business, the Board may appoint a Board Advisor from the Association to attend Board meetings. The Board Advisor will have no voting rights.

Section 4: Removals. A member of the Board of Directors may be removed from office by a two-thirds vote of the existing members of the Board of Directors. No director shall be removed at a meeting of the Board of Directors, unless each member of the Board, including the member whose removal is to be considered, has been given prior notice that such action is being considered, or unless such notice has been waived. Notice may be made by a first-class mailing to the Director's last known address. The absence of a Director from three (3) regular meetings of the Board shall be deemed a resignation.

Section 5: Resignation. Resignation from the Board of Directors must be presented in writing to the President and to the Board of Directors.

Section 6: Meetings of the Board of Directors.

a. Regular meetings of the Board of Directors shall be held monthly at a date, time, and place to be determined by the Board of Directors. If there is no pressing business, the President may cancel the meeting for a given month. Meetings of the Board of Directors shall not be held fewer than six (6) times per year notwithstanding the previous provisions.

b. Special meetings of the Board of Directors may be called by the President or by one-third of the members of the Board of Directors.

c. A majority of the existing members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except that if a quorum is not present at a meeting, a majority of the Board of Directors present may adjourn the meeting without further notice. In no event shall a quorum consist of less than one-third of the number of Directors fixed by these Bylaws.

d. Except as otherwise provided by statute, all matters pertaining to the Articles of Incorporation, or these Bylaws, shall be decided by majority of the Board of Directors present at any meeting at which a quorum exists.

e. Past Presidents of the Board may attend Board meetings as Board Advisors. Past Presidents who attend meetings as Advisors will have no voting rights.

Section 7: Records of the Board of Directors. The minutes of the Board of Directors' meetings shall be taken by an individual designated by the Board. In that person's absence, the Board shall designate another member of the Board of Directors to take minutes. Such minutes shall be available for inspection by any voting member of the Association upon reasonable notice to the Board, at a reasonable place and time designated by the Board.

Section 8: Notice. Written notice of the annual or special meetings of the directors stating the time and place and object thereof shall be given to each director entitled to vote thereat at least five (5) days before such meeting either personally or by mail, facsimile, electronic mail, express mail or telegram by the President or Secretary, unless a greater period of notice is required by statute in a particular case.

Section 9: Meetings by Unanimous Consent. Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors and shall be filed with the Secretary of the Association.

Section 10: Waiver of Notice. Whenever any written notice is required by statute, or by the Articles or Bylaws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transaction nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transactions of any business because the meeting was not lawfully called or convened.

Section 11: Meetings by Conference Call. One or more directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or similar

communications equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE VII

Officers

Section 1: Number, Election and Eligibility. The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as shall be deemed necessary by a majority of the members of the Board of Directors. Officers must be voting members of the Board. The officers of the Association shall be nominated by the Board of Directors, shall be elected by a majority vote of the Board of Directors and shall serve as members of the Board of Directors. Returning Board Members may be nominated to officers positions and are exempt from the one year tenure described in the Bylaws.

Section 2: Duties. The duties of the officers of the Association shall be as follows:

a. President. The President shall preside over all meetings and have general and active management of the business of the Association. The President shall prepare agendas for meetings, ascertain all business, be apprised of all items, guide all actions to their proper conclusion, and see that all orders and resolutions of the Board of Directors are carried into effect.

b. Vice President. The Vice President shall act in the place and stead of the President in the event of his or her absence, inability, or refusal to act, and exercise and discharge such duties as may be required by him or her by the Board.

c. Secretary. The Secretary shall prepare accurate minutes of all meetings of the Association's membership, and shall act as custodian of all records, documents, and papers of the Association, in conjunction with the President. The Secretary may from time to time be required to handle correspondence between the Board of Directors and persons outside the Association, and all such other duties as the Board of Directors or the President shall designate.

d. Treasurer. The Treasurer shall have the custody of the corporate funds, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association; shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as shall be designated by the Board of Directors; shall disburse the funds of the Association as directed by the Board of Directors (requiring proper vouchers for such disbursements); and shall render to the President and Directors, at regular meetings of the Board of Directors, or whenever else required, an accounting of all transaction and the financial condition of the Association.

The Treasurer may be bonded in such sum, and with such surety or sureties as may be satisfactory to the Association for the faithful discharge of the duties of the office of Treasurer and for the restoration to the Association, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of

the whatever kind in the possession or under the control of the Treasurer belonging to the Association. The premium for such bond shall be paid from the Association's funds.

Section 3: Vacancies. A vacancy in any officer may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

ARTICLE VIII

Nominations, Elections and Voting

Section 1: Nominations. The Nominations Committee; as defined in Article IX, Section 1(e) shall consist of such number as may be determined and appointed by the Board of Directors. The Nominations Committee shall nominate candidates for vacant positions on the Board of Directors. The President shall inform the members of the nominations either by publication in the Association's newsletter or by mail. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations for election to the Board of Directors may be made from the floor at the annual meeting of the Members, as well as solicited by reasonable means from the Members prior to the annual meeting.

Section 2: Elections. The Elections Committee as defined in Article IX, Section 1(d) shall consist of such number as may be determined and appointed by the Board of Directors. The Elections Committee shall conduct the annual election and shall be responsible for counting and tabulating all votes cast.

Section 3: Voting. Each Voting Member of the Association shall be entitled to one vote upon each matter submitted for vote at a Meeting of Members. A majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members unless otherwise provided by law, the Articles of Incorporation or these Bylaws.

a. Proxy Voting. At all Meetings of Members, a voting member may vote by proxy executed in writing by said member or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. Proxies shall become invalid eleven months from the date of execution, unless otherwise provided in said proxy.

b. Mail Voting. When Directors are to be elected by voting members, such election may be conducted by mail in a manner determined by the Board of Directors.

Section 4: Uncontested Ballots. In the event there is only one nominee for a position, the Secretary may be instructed to cast a unanimous vote for the nominee and the nominee's name need not appear on the ballot. If no positions are contested in an annual election, the Board of Directors may waive the mailing of ballots by the Election Committee and may instruct the Secretary to cast a unanimous vote for each nominee.

ARTICLE IX

Committees

Section 1: Major Committees. Major Committees may be formed from the general membership and the chairperson shall be appointed by the President. Major committees may include, but are not limited to, the following:

a. Newsletter. It shall be the responsibility of the Newsletter Committee to publish the Association's newsletter in accordance with the guidelines established by the Board of Directors. The Association may from time to time establish special committees to produce other publications of the Association.

b. Planning. It shall be the responsibility of the Planning Committee to present regular programs to promote professional development and continuing education within the Association in accordance with guidelines established by the Board of Directors.

c. Membership. It shall be the responsibility of the Membership Committee to develop informational materials relating to the Association to conduct membership drives and to generally coordinate all membership matter relevant to the Association in accordance with guidelines established by these Bylaws and the Board of Directors.

d. Elections. It shall be the responsibility of the Elections Committee to have charge of the conduct of the annual election and the counting and tabulation of all votes cast in accordance with Article VIII, Section 2.

e. Nominations. It shall be the responsibility of the Nominations Committee to nominate candidates for Board of Director positions. The Nominations Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members.

f. Job Bank. It shall be the responsibility of the Job Bank Committee to act as a referral service for paralegal employment opportunities in accordance with guidelines established by the Board of Directors.

g. Marketing. It shall be the responsibility of the Marketing Committee to solicit and obtain Association sponsors, solicit advertisers for the newsletter and other promotional publications along with the general promotion of the Association and its activities.

h. Community Outreach. It shall be the responsibility of the Community Outreach to foster activities outside the Association and to organize and hold fundraisers for the Association and/or charitable organization approved by the Board of Directors. The Committee shall also promote Pro Bono activities within the community.

i. Liaison Committee. It shall be the responsibility of the Liaison Committee to work with the Montgomery County Bar Association in connection with matters involving the Paralegal Association and its members.

Section 2: Ad hoc Committee. The Board of Directors may from time to time establish ad hoc committees and the President shall appoint the chairpersons of such committees from the general membership or from the Board of Directors.

ARTICLE X

Affiliations

Section 1: Membership. The Association may become a member of any organization upon approval by the members of the Board of Directors, provided the purposes, actions and goals of the organization being considered are consistent with those of the Association.

Section 2: Representation. The Board of Directors shall designate one representative or delegate to any organization as defined in Article X, Section 1 hereof from among its members by affirmative resolution. The term shall be for one year. Representatives or Delegates to any organization may be a member of the Board of Directors and it is highly recommended that he/she be a member of the Board, past or present, but it is not required.

Section 3: Dues. The Board of Directors shall approve the payment of dues to any organization as defined in Section 1 hereof as may be required for membership in such organization.

ARTICLE XI

Indemnification

Section 1: To the extent allowed by law, the board of Directors may adopt a resolution whereby the Association shall indemnify each person who is or was a director or officer of the Association, or of any other corporation, partnership, joint venture, trust or other enterprise which he served as such at the request of the Association, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit, or proceeding (whether brought by or in the right of the Association or such other corporation or otherwise), civil or criminal or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a director or officer of the Association or of such other corporation, partnership, joint venture, trust or other enterprise, or by reason of any past or future action taken or not taken in his capacity as such director or officer, whether or not he continues to be such at the time such liability or expense is incurred, unless such person has breached or failed to perform the duties of his office which, for officers and directors, shall be as defined in *Section 8363 of the Directors' Liability Act* and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 2: As used in this subsection, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursement and amounts of judgments, fines, or penalties. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director or officer did not meet the standards of conduct set forth in the first sentence of paragraph (a) of this

subsection, except where there shall have been a judgment rendered by a court specifically finding that the action or conduct of such director or officer constituted self-dealing, recklessness or willful misconduct. Any such director or officer referred to in this subsection who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit, or proceeding of the character described above shall be entitled to indemnification as of right. Expenses incurred with respect to any civil or criminal, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it shall ultimately be determined that he is not entitled to indemnification under this subsection. The rights of indemnification provided in this subsection shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XII

General Provisions

Section 1: Seal. The seal of the Association shall be circular in form and shall have inscribed thereon the words:

“Montgomery County Paralegal Association”

Section 2: Checks. All checks, drafts, or other order for payment in an amount that is equal to or exceeds One Thousand Dollars (\$1,000) shall require signatures of two (2) authorized officers or members of the Board of Directors. All other checks, drafts or other order for payments require one signature of an authorized officer or member of the Board of Directors.

Section 3: Execution of Instruments. All official documents of the Association shall be signed by the President, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.

Section 4: Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 5: Parliamentary Authority. The rules contained in the current version of Robert’s Rules of Order shall govern the Association in all cases to which they are applicable so long as they are not inconsistent with these Bylaws, the Articles or any special rules of order the Association may adopt.

Section 6: Advisory Boards. The Board of Directors may from time to time invite persons supportive of the purposes of the Association to act as an advisor or serve on an Advisory Board to the Association.

ARTICLE XII

Adoption of Bylaws and Amendments

Section 1: Adoption. These Bylaws have been adopted as the Bylaws of the Association as of the 22nd day of October, 1999, and shall be effective as of said date.

Section 2: Amendments. These Bylaws may be amended or repealed by a two-thirds vote of the members of the Board of Directors at any meeting of the Board of Directors. Prior to any such changes being made, the Board shall conduct a meeting at which voting members shall be given the opportunity to comment upon such proposed changes. Written notice of such hearing shall be provided to the voting members not less than ten (10) days prior to the date of the hearing.

Section 3: Amendments to Bylaws:

Section Amended

Date Amended

Adopted By