

BYLAWS
OF
THE NORTH CAROLINA
PARALEGAL ASSOCIATION, INC



As last amended March 19, 2010

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 NORTH CAROLINA PARALEGAL ASSOCIATION, INC.

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BYLAWS

OF

NORTH CAROLINA PARALEGAL ASSOCIATION, INC.

ARTICLE I - NAME AND PRINCIPAL OFFICE

1. NAME. The name of this Association shall be: NORTH CAROLINA PARALEGAL ASSOCIATION, INC. ("NCPA"). NCPA shall be affiliated with the National Association of Legal Assistants, Inc. ("NALA"), and such affiliation shall continue from year to year unless there shall be a motion for withdrawal filed in writing with the Secretary of NCPA sixty (60) days prior to the Annual Meeting of the Membership specifically stating the reasons therefor. The motion to withdraw shall be acted upon at the next Annual Meeting of the membership and shall require a two thirds (2/3) majority vote to withdraw.

2. PRINCIPAL ADDRESS. The principal address of NCPA shall be such address as shall be designated from time to time by the Board of Directors (the "Board" as hereinafter further defined), and such designation shall be specified in the Standing Rules of NCPA. [amended 3/15/2002]

ARTICLE II - OBJECTIVES AND PURPOSES

1. To form a fraternity among paralegals in North Carolina.
2. To promote the organization of local associations throughout North Carolina.
3. To establish good fellowship among NCPA members, NALA, other national, regional, local associations and members of the legal community.
4. To encourage a high order of ethical and professional attainment.
5. To further education among members of the paralegal profession.
6. To cooperate with bar associations.
7. To support and carry out the programs, purposes, aims and goals of NALA and NCPA as promulgated by its Board.

ARTICLE III - POLICY

1. NCPA 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, rules or policies of NALA, or of NCPA.

ARTICLE IV - MEMBERSHIP

1. DEFINITION OF PARALEGAL. Paralegals or legal assistants are a distinguishable group of persons who assist attorneys in the delivery of legal services. Through formal education, training, and experience, legal assistants have knowledge and expertise regarding the legal system and substantive and procedural law which qualify them to do work of a legal nature under the supervision of an attorney. The work delegated to paralegals or legal assistants requires a sufficient knowledge of legal concepts, such that, absent that legal assistant, the attorney would perform the task. [amended 3/21/1997]

2. MEMBERSHIP CATEGORIES, ELIGIBILITY, RIGHTS AND PRIVILEGES. Membership shall be open to paralegals, students in paralegal programs, attorney, educators, paralegal associations, and others in the legal and related professions. Membership shall be available for a one-year term renewable annually by the payment of dues as outlined in Article VI. Categories of members and their respective rights and privileges shall be as follows: [amended 3/19/2004]

(a) General Member Eligibility. General Membership is open to any individual who resides or is employed in North Carolina, and meets at least one of the following requirements: [amended 3/21/1997]

(i) has completed a paralegal training school or program and is, or has been, employed as a paralegal under the direct supervision of a licensed, practicing attorney; or [amended 3/11/2005, 3/31/2006]

(ii) has completed three years of continuous on the job training as a paralegal under the direct supervision of a licensed, practicing attorney when certified by that attorney; or [amended 3/21/1997]

(iii) is a Certified Paralegal or Certified Legal Assistant (CP® or CLA®) in good standing; or [amended 3/21/1997, 3/11/2005, 3/31/2006]

(iv) is a North Carolina Certified Paralegal (NCCP), a North Carolina State Bar Certified Paralegal (NCSB/CP), or a Paralegal Certified by the North Carolina State Bar of Paralegal Certification, in good standing. [effective 3/31/2006]

(v) General Members are the only members with full voting privileges and the only members eligible to serve as NCPA officers, directors or committee chairmen. [amended 3/21/1997]

(b) Associate Member Eligibility. Associate Membership is open to any individual who resides or is employed in North Carolina and meets at least one of the following requirements: [amended 3/21/1997]

- (i) employed under the direct supervision of a licensed, practicing attorney as a paralegal, but has been so for less than three years; [amended 3/21/1997]
- (ii) a graduate of a paralegal training school or program but has no practical experience as a paralegal;
- (iii) an educator associated with a paralegal training school or program;
- (iv) a licensed, practicing attorney; [amended 3/15/2002]
- (v) a former General Member who desires to retain his/her affiliation; or
- (vi) meets NCPA's General Membership eligibility requirements but resides out of state. [effective 3/21/1997; amended 3/15/2002]

Associate Members shall not be entitled to vote at membership meetings of NCPA and may not hold office, serve on the Board or serve as committee chairmen. Such members may, however, serve as voting members of committees. Associate Members who become eligible for General Membership shall, as soon as practical but no later than the beginning of the ensuing fiscal year, change their classification by application for change of status to the Membership Committee. [amended 3/21/1997]

- (c) Student Member. Student Membership is open to any individual living in North Carolina who is enrolled as a student in a paralegal training school or program. [amended 3/11/2005]

Student Members shall not be entitled to vote at membership meetings of NCPA and may not hold office, serve on the Board or serve as a committee chair. Such members may, however, serve as voting members of committees. Student Members who become eligible for Associate and/or General Membership shall, as soon as practical but no later than the beginning of the ensuing fiscal year, change their classification by application for change of status to the Membership Committee. [effective 3/15/2002]

- (d) Patron Member. Patron Members shall be those persons and firms who express interest in giving added support to the goals and programs of NCPA by paying such annual dues as may be set by the Board. Patron Members shall not be entitled to vote at membership meetings of NCPA and may not hold office. Such members may, however, serve as voting members of committees. [amended 3/21/1997]

- (e) Sustaining Member. Sustaining Members shall be those persons and firms who express interest in giving added support to the goals and programs of NCPA by

paying such annual dues as may be set by the Board. Sustaining Members shall not be entitled to vote at membership meetings of NCPA and may not hold office. Such members may, however, serve as voting members of committees.

(f) Affiliate Member. Affiliate Members shall be those local paralegal associations organized and existing in the State of North Carolina which meet eligibility requirements as established by the Board of NCPA and set forth in the Standing Rules thereof. Each affiliate association will delegate one member thereof who is also a NCPA member, to serve on a committee established by the Board of NCPA in which to network the affiliate members within NCPA and from which committee a director will be elected to participate as a voting member of the Board, provided the director is a general member of NCPA. If the director is an associate member of NCPA, participation on the Board will be as a non-voting member. [effective 3/13/1991, amended 4/10/1992]

(g) Paralegal Educational Program Membership. Paralegal Educational Program Membership is available to schools offering paralegal or legal assistant educational programs and that are either (1) approved by the American Bar Association, (2) an institution comprising the North Carolina Community College System, or (3) an institutional member of the American Association for Paralegal Education with full voting privileges. Paralegal Educational Program Members shall not be entitled to vote at membership meetings of NCPA and may not hold office. Such members may, however, serve as voting members of committees. [effective 3/21/2003]

3. APPLICATION. Application for membership shall be submitted to the Membership Committee on forms approved by the NALA Affiliated Association Director and NCPA's Membership Committee. The forms should clearly state that NCPA is an affiliated association of NALA and that all members of NCPA are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by NCPA. An application for any class of membership shall be rejected by the Membership Committee if (a) the applicant has not met any one or more of the qualifications as set out in the preceding Sections or (b) the applicant has been convicted of a felony. [amended 3/15/2002]

4. REJECTION OF MEMBERSHIP. If an application for any class of membership is rejected by the Membership Committee, the application shall be returned to the applicant by the Membership Committee.

5. CANCELLATION OF MEMBERSHIP. On recommendation by the Ethics Committee, the Board (by majority vote of the entire Board) may cancel the membership of any member who has:

(a) violated the Code of Ethics and Professional Responsibility of NALA, and adopted by NCPA;

(b) been guilty of conduct substantially to injure the name of NCPA;

- (c) failed to maintain a high standard of professional ethics; or
- (d) been convicted of a felony.

6. APPEAL FROM REJECTION OR CANCELLATION OF MEMBERSHIP. Any individual whose membership has been rejected or canceled may make a written appeal for acceptance or reinstatement in accordance with the procedures set forth in the Standing Rules of NCPA.

ARTICLE V - MEMBERSHIP MEETINGS

1. EDUCATIONAL REQUIREMENTS FOR NALA AFFILIATION. It is required that NCPA hold a minimum of four educational events or a total of ten hours of educational programs during each fiscal year in order to maintain affiliation with NALA. These programs may be held in conjunction with the annual meeting of the membership.

2. PLACE OF MEETING. All meetings of the membership shall be in such places as designated by the Board.

3. ANNUAL MEETING. The annual meeting of the membership shall be held at a date and time fixed by the Board. The time shall not be more than ninety (90) days after the end of NCPA's fiscal year. The purposes for such annual membership meeting shall include but not be limited to the following:

- (a) to elect officers;
- (b) to hear reports of the officers, the committee chairmen, and the Board;
- (c) to consider Bylaw amendments;
- (d) to adopt a budget for the ensuing fiscal year.

Election of officers and adoption of the budget for the ensuing fiscal year shall be reserved for the annual meeting. Notice of the annual meeting must be sent to the membership in writing by the Secretary no later than sixty (60) days prior to the meeting. Any matter other than the foregoing to be placed on the agenda of the annual meeting must be received in writing by the Secretary no later than fifteen (15) days prior to the meeting. Notice shall be deemed to have been properly given when delivered in person, by electronic transmission, or by mail. [amended 3/27/2009]

4. SPECIAL MEETING. Special meetings of the membership may be held at the proper place for the holding of an annual meeting upon call and notice as herein provided and at any time properly fixed therefor. The members may transact any business at a special meeting which could be transacted at any annual meeting unless such business is by the

Articles of Incorporation or by these Bylaws specifically reserved to the annual meeting. 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 Committee or the affirmative vote of two thirds (2/3) of all then elected and qualified directors. The Secretary shall cause written notice of the time and place of such meeting to be given to each member not less than thirty (30) days prior to the date of such meeting. [amended 3/15/2002]

5. QUORUM. A quorum shall consist of a simple majority of voting members present, in person or by proxy, at any meeting. Proxies shall be submitted on a form approved by the Board.

6. PROXY VOTE. Any General Member in good standing may appoint another General Member, by written authority, to vote his/her proxy at any meeting. Such proxy shall be on the form approved by the Board and shall be valid only for the item(s) to be voted on at the meeting for which it is given. Such proxy shall become invalid if the signed member attends the meeting. Proxies shall be filed with the Secretary no less than thirty (30) days before the annual meeting is called to order. Proxies shall be filed with the Secretary no less than fifteen (15) days before a special meeting is called to order.

7. WRITTEN BALLOT. By a majority vote of the quorum present, a vote on any proposition before a meeting of the membership shall be taken by written ballot. At no time shall the ballot in an open meeting require the identification of the member. Should it be necessary to mail out ballots to the membership, each ballot will be assigned a corresponding number with each member. The numerical key will be held by the Nominations and Elections Chair.

ARTICLE VI - DUES AND ASSESSMENTS

1. DUES. All annual dues are payable February 1 and are delinquent March 1. No dues are to be prorated. Members shall pay the following:

(a) All General Members shall pay an application fee and annual dues fixed by the Board upon recommendation of the Finance Committee and shall include any amount due by reason of NCPA's affiliation with NALA.

(b) Associate Members will not be accountable for an application fee, only yearly dues. If an Associate Member's status should change to General Member, then any application fee will be owed plus the difference, if any, between the dues set for General and Associate Members.

(c) Student Members will not be accountable for an application fee, only yearly dues. If a Student Member's status should change to General Member, then any application fee will be owed plus the difference, if any, between the dues set for General and Student Members. If a Student Member's status should change to

Associate Member, then the difference, if any, between the dues set for Associate and Student Member will be owed. [effective 3/21/2003]

(d) Sustaining and Patron Members will not be accountable for an application fee, only yearly dues. Dues will be set by the Board upon recommendation of the Finance Committee and shall include any amount due by reason of NCPA's affiliation with NALA.

(e) Affiliate Members will be accountable for yearly dues which amount shall be set by the Board. [effective 3/15/1991]

(f) Paralegal Educational Program Members will not be accountable for an application fee, only yearly dues. Dues will be set by the Board upon recommendation of the Finance Committee and shall include any amount due by reason of NCPA's affiliation with NALA. [effective 3/19/2004]

(g) Members whose dues have not been paid by March 1 shall lose all rights of membership until paid.

2. MEMBERSHIP REFUNDS . All request for Membership Refunds will be directed to the Board of Directors and will be issued at the discretion of the Board based on length of membership, and circumstances surrounding the request of the refund [effective 3/19/2010].

ARTICLE VII - OFFICERS

1. ELECTED OFFICERS. The elected officers of NCPA shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, Parliamentarian and NALA Liaison.

2. TERM OF OFFICE. The term of office shall be for one (1) fiscal year and shall be limited to one successive term. No member shall hold more than one office. However, any officer may also be a member of the Board. An unexpired term of any officer vacating his/her office due to death, resignation, removal, disqualification, disability or otherwise, shall be filled by the Board with a General Member of NCPA for the remainder of the term of office regardless of whether the appointee meets the eligibility requirements to be nominated for that office as set forth in Article VII, 4(a) of the Bylaws. [amended 3/13/1991, 4/19/1996]

3. COMPENSATION. No officer, member or director shall be compensated for NCPA duties. However, upon majority vote of the Board, persons may be reimbursed for out of pocket expenses in connection with NCPA related activities. Expenditures should be approved in accordance with the Standing Rules of NCPA.

4. ELECTION OF OFFICERS.

(a) Nominations. The Nominations and Elections Chair shall present a slate of officers to the Secretary no less than seventy five (75) days prior to the election. The Secretary shall present the slate of officers as part of the instructions to proxy and with the designation of proxy to the membership no less than sixty (60) days prior to the election. No name shall appear on the slate without the consent of the candidate. Nominations from the floor will be accepted. Officers must be active General Members of this NCPA for one year prior to declaring or being nominated for any elected office and must be actively employed as a paralegal.

(b) Elections. Voting shall be by ballot at the annual meeting. The Nominations and Elections Committee shall be on hand to tally the votes, including all votes by proxy. After the Committee Chair has assembled all votes, the President shall announce the results to the meeting.

Election shall be by majority vote of members present in person or by proxy. In the event of a tie, the members shall immediately proceed to vote by ballot to dissolve such a tie. Should a tie result again, the winner shall be determined by lot. In the event there is only one nominee for an office, the officer presiding at the annual meeting may declare the nominee elected.

(c) NALA Notification. Names of newly elected or appointed officers shall be submitted to the NALA Headquarters and Affiliated Associations Director at least thirty (30) days after the election or appointment. With the exception of the NALA Liaison, NCPA officers are not required to be NALA members.

5. OFFICERS' MEETINGS. The officers shall meet in conjunction with the annual meeting of members and at a time approximately mid year of NCPA. The officers shall meet at any other time and place on call of the President or any other three officers.

6. REMOVAL FROM OFFICE. Two thirds (2/3) of the voting membership present, in person or by proxy, shall be required to remove an officer from his/her office at any annual or special meeting called for that purpose.

ARTICLE VIII - DUTIES OF OFFICERS

1. PRESIDENT. The President shall be the general manager of NCPA; shall supervise business; shall see that all resolutions and orders of the Board are enforced and put into effect; and shall preside over all meetings of the membership. The President shall transact all business of whatever nature except as shall be prohibited under the laws of North Carolina or reserved by the Board in these Bylaws or hereafter limited by act of the Board. The President shall be an ex officio member of all committees except the Nominations and Elections Committee. The President shall also be a member of the Board.

2. **FIRST VICE PRESIDENT.** The First Vice President shall assume all duties assigned to the President in the President's absence; provided, however, this officer shall not represent the President as a member of the Board. This officer shall automatically be the chair of the Education Committee. These duties shall include planning seminars, workshops, and other educational events. This officer shall be responsible for fulfilling the educational requirements under ARTICLE V of these Bylaws and shall qualify such educational meetings for CLAE credit by NALA. [amended 3/15/2002]

3. **SECOND VICE PRESIDENT.** The Second Vice President shall assume all duties assigned to the President in the absence of the President and the First Vice President; provided, however, this officer shall not represent the President as a member of the Board. This officer shall be chair of the Membership Committee and shall be charged with the responsibility of soliciting new members. The Second Vice President is also responsible for keeping a current roster of membership and reporting the membership annually to the NALA Liaison. [amended 3/23/2001]

4. **SECRETARY.** The Secretary shall be responsible for keeping a permanent record of all the meetings of the membership. This officer shall keep a list of last known addresses of all members and directors. This officer shall assist the President in any way, including giving notice of meetings, and shall perform such other duties as are specified in the Standing Rules of NCPA. Minutes of any NCPA meeting shall be available to the Board and to the NALA President upon request.

5. **TREASURER.** The Treasurer shall deposit all funds and make disbursements as provided for in the budget or as approved by the President in accordance with the Standing Rules of NCPA. This officer shall be chair of the Finance Committee, which shall prepare a budget for the ensuing fiscal year to be approved by the Board prior to adoption by the membership at its annual meeting. This officer shall submit a written financial report at each annual meeting to be attached to the official minutes as part of the permanent record of NCPA. This officer shall be responsible for filling out all forms required by the North Carolina Department of Revenue and the Internal Revenue Service or reviewing such forms prepared by the Association's accountant before execution by the President. [amended 3/20/1998]

6. **NALA LIAISON.** This officer shall be a NALA member, shall be familiar with the NALA Bylaws and Policies and Procedures, shall receive minutes of all NALA meetings, and shall represent NCPA at the NALA Annual Meeting of Affiliated Associations. This officer shall report quarterly on NCPA activities to the NALA Affiliated Associations Director on forms provided by NALA Headquarters, and shall report all officers' names to NALA Headquarters and to the NALA Affiliated Associations Director. This officer may submit items NCPA wishes discussed to the NALA Affiliated Associations Director and shall participate in discussion sessions at the NALA annual meetings. A report to NCPA members on the NALA annual meeting will be required. This officer shall coordinate with the CLA Review Course Subcommittee Chair on the planning and presentation of the Review Course for the completion of the Certified Legal Assistant examination. This officer shall, within sixty (60) days of passage, notify the NALA Affiliated Associations Director of

any changes in NCPA's Bylaws. This officer shall be the main contact between NALA and NCPA. This officer shall be a member of the Board of NCPA (as hereinafter defined). The NALA Liaison is responsible for obtaining a current roster of the membership from the Second Vice President and reporting the same annually to NALA along with the renewal fee for continued affiliation with NALA. [amended 4/10/1992, 3/23/2001, 3/15/2002]

7. PARLIAMENTARIAN. The Parliamentarian shall attend all membership meetings and give opinions on parliamentary procedure, upon request of the presiding officer. This officer may be called upon to attend meetings of the Board for the same purpose, and shall be prepared to offer opinions on parliamentary procedure and/or to interpret these Bylaws or the Standing Rules of NCPA to any officer, director or member upon request. This officer shall be familiar with NCPA Bylaws and NALA Bylaws; shall receive all proposed Bylaw Amendments; shall prepare Standing Rules and amendments to Standing Rules and Bylaws, upon request of the Board. This officer shall automatically be the Chair of the Bylaws and Standing Rules Committee.

ARTICLE IX - DIRECTORS

1. POWERS. NCPA shall be governed by its Board which shall establish the policy and philosophy of NCPA. The Board shall resolve and discharge any internal conflicts and/or dissension. It shall have the power to review and overturn any resolution or decision that is in direct violation of these Bylaws. The Board shall have the sole power to designate those persons who may legally bind NCPA.

2. NUMBER. There shall be at all times one (1) Director on the Board from each District of the State; the President; the immediate Past President, if applicable, (the "At-Large Director"), the NALA Liaison; one (1) delegate of the committee established to network any affiliate associate members (the "Affiliate Director"); one (1) Bar Liaison (as hereinafter defined); not less than two (2) Attorney Advisors (as hereinafter defined) and one (1) Paralegal Educator Liaison (as hereinafter defined; the Attorney Advisor and the Paralegal Educator Liaison collectively referred to as the "Advisors") (the "Board"). A Director may serve as an officer of NCPA in addition to holding a directorship. To be eligible to be nominated to serve as a Director, the candidate must (i) be an active General Member of NCPA for one year prior to nomination; (ii) be employed as a paralegal at all times; and (iii) work or reside in the State of North Carolina. [amended 3/21/1997, 3/20/1998]

As used herein the following terms shall have the meaning ascribed to them:
[amended 3/21/1997, 3/15/1991]

(a) "Bar Liaison" shall (i) be a General Member of NCPA for one year prior to being appointed and (ii) be actively employed as a paralegal. The Bar Liaison shall be appointed by the Board to represent NCPA to the North Carolina Bar Association (the "NCBA") and the North Carolina State Bar Association (the "NCSB"). The Bar Liaison shall be a non-voting member of the Board and shall be called upon to attend and represent NCPA at those meetings of the NCBA and the NCSB to which

the Bar Liaison is eligible to attend and shall report to the Board the occurrences of such meetings which affect NCPA. [effective 3/21/1997]

(b) "Attorney Advisor" shall mean an attorney licensed to practice law in the State of North Carolina, appointed by the Board to serve in an advisory capacity in all legal matters affecting NCPA which require the advice of an attorney. The Attorney Advisor shall be a non-voting ex-officio member of the Board. [effective 3/21/1997]

(c) "Paralegal Educator Liaison" shall be a person employed in or possessing a background in the field of education and currently involved in a paralegal program, appointed by the Board to represent the state's paralegal student population (the "Students") to NCPA, communicating the opinions and needs of the Students as future members of NCPA. The Paralegal Educator Liaison shall assist NCPA in addressing the issues brought before it in the interests of the Students and in effecting a just resolution of such issues. The Paralegal Educator Liaison shall be a non-voting ex-officio member of the Board. [effective 3/21/1997; amended 3/11/2005]

3. TERM. The term of office for Directors shall be for two fiscal years and shall be limited to one successive term. In no event shall a District Director either elected or appointed serve for more than five (5) successive years, but shall hold office until his/her death, resignation, retirement, removal, disqualification, or his/her successor is elected or appointed by the Board. [amended 4/19/1996]

4. ELECTION. General Members of each district shall elect a District Director. The Affiliate Director shall be elected by the Affiliates Network Committee. The immediate Past President of NCPA will become an At Large Director unless such person is already serving as a Director. [amended 3/15/1991, 3/21/1997, 3/20/1998]

5. VACANCIES. Vacancies on the Board from the districts shall be filled by the Board, provided, however, the vacancies shall be filled by a member from the same district as the director who is vacating a directorship, and, provided further, that the Director shall serve as an Interim Director until the next ensuing annual meeting at which time members of the District shall be given the opportunity to elect an Interim Director for the remainder of the term. If after a Request for Nominations has been made and if there should be no nominations from members of the district, the Board may appoint a member of the district to serve as the Interim Director, until the next annual meeting of the membership. Any vacancy created on the Board during the vacating Director's term by reason of resignation, death or otherwise shall be filled by the remaining Directors, except that a vacancy in the At Large Directorship for the foregoing reasons shall not be filled. [amended 3/15/2002]

6. MEETINGS. The Board shall meet in conjunction with the annual meeting of members, and at a time approximately mid year of NCPA and at least sixty (60) days prior to the ensuing annual meeting of the membership. The Board shall also meet at any other time and place on call of the Chairman or any four Directors. The Board shall elect a

Chairman from among its members at each annual meeting of the Board; however, the President Director shall not be eligible to be Chairman of the Board. The President shall preside at any election for the position of Chairman of the Board. In the event of the disability or inability of the Chairman to serve, the President may call a meeting of the Board for the express purpose of electing an Interim Chairman of the Board. The President shall preside until the successor is elected. The Chairman of the Board shall preside at all meetings of the Board and shall have such other responsibilities as are set forth in the Standing Rules. In the absence of the Chairman of the Board, an Interim Chairman may be elected by a simple majority of the members of the Board present. The Board shall also elect a Secretary who shall keep a record of all meetings of the Board and furnish a copy thereof to all Board members within the thirty (30) days immediately following any meeting of the Board. The Chairman and Secretary of the Board shall serve at the pleasure of a majority of the Board.

(a) Attendance: Attendance at Board meetings may be limited to the Board and NCPA's Parliamentarian, provided, however, any member of NCPA may submit a request in writing to the Chairman of the Board to address the Board at any regular or special meeting. [amended 3/21/1997]

(b) Quorum: A quorum shall consist of a simple majority of the voting members of the Board. The Bar Liaison and Advisors are non voting ex officio members of the Board and therefore are not counted in the quorum. [amended 3/21/1997]

7. FAILURE OF DIRECTORS TO ACT. If any member of the Board should be absent from two (2) consecutive Board meetings without cause, (s)he may be removed by a majority vote of the remaining members.

ARTICLE X - PERSONAL LIABILITY OF DIRECTORS, OFFICERS, EMPLOYEES OR AGENTS

1. EXPENSES AND LIABILITIES: NCPA shall have the power to indemnify any present or former director, officer, employee or agent or any person who has served or is serving in such capacity at the request of NCPA in any other corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator under any employee benefit plan, with respect to any liability or litigation expense, including reasonable attorneys' fees, incurred by any such person to the extent and upon the terms and conditions provided by law.

To the extent and upon the terms and conditions provided by law, NCPA shall indemnify any and all of its officers and directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such or their activities in any of the foregoing capacities (excluding, however, liability or litigation expense which any of the foregoing may incur on account of his/her activities which were at the time taken known or believed by him/her to be clearly in conflict with the best interests of NCPA), and said officers and directors shall be entitled to recover from NCPA, and NCPA shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification granted herein. Any person who at any time after

the adoption of this bylaw serves or has served in either of the aforesaid capacities for or on behalf of NCPA shall be deemed to be doing or to have done so in reliance upon and as consideration for the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other right to which such person may be entitled apart from the provisions of this bylaw.

2. **ADVANCE PAYMENT OF EXPENSES:** Expenses incurred by a director, officer, employee, or agent in defending a civil or criminal action, suit, or proceeding may be paid by NCPA in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case or as authorized or required under any charter or bylaw provision or by any applicable resolution or contract upon receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by NCPA against such expenses.

Notwithstanding the provisions of the preceding paragraph, NCPA shall, upon receipt of an undertaking by or on behalf of the director or officer involved to repay the expenses described in Paragraph 1 of this Article X unless it shall ultimately be determined that he/she is entitled to be indemnified by NCPA against such expenses, pay expenses incurred by such director or officer in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding.

3. **INSURANCE:** NCPA shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of NCPA, or is or was serving at the request of NCPA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator under any employee benefit plan against any liability asserted against him and incurred by him in any such capacity, or arising out of his/her status as such, whether or not NCPA would have the power to indemnify him against such liability.

ARTICLE XI - COMMITTEES AND THEIR DUTIES

1. **STANDING COMMITTEES.** The President shall appoint standing committee chairmen not otherwise provided for in these Bylaws, subject to the approval of the Board. Appointments are to be made no later than thirty (30) days following the annual meeting. Such committees and their duties are as follows:

(a) **Public Relations and Official Publications.** This committee shall approve and edit any and all material released by NCPA for publication, including statements released to the media, and shall be responsible for the circulation of all publications to members, including publishing the NCPA FORUM. The chair shall have the authority to appoint separate and distinct subcommittees within this committee. [amended 3/21/1997]

(b) Student/School Relations. This committee shall keep a current record of paralegal training programs in the State and shall furnish material pertaining to NCPA and associate membership to all students enrolled in a paralegal training program.

(c) Education. This committee shall: (i) keep the membership informed on educational seminars offered from time to time by NALA, the paralegal institutes or other training programs; and (ii) prepare a comprehensive continuing education program for NCPA which meets the educational requirements of NALA. The chair shall have the authority to appoint these separate and distinct subcommittees within this committee, including, but not limited, to the following: [amended 3/21/1997]

(i) Annual Seminar Subcommittee. This subcommittee shall supervise, plan and present an educational seminar to be held in conjunction with the annual meeting of NCPA; [amended 4/19/1996, 3/21/1997]

(ii) Mid-Year Seminar Subcommittee. This subcommittee shall supervise, plan and present a practical skills educational seminar to be held in the fall of each year; [amended 4/10/1992, 4/19/1996, 3/21/1997]

(iii) Convention Coordinator. The Convention Coordinator shall: (i) obtain bids and negotiate with prospective sites and accommodations (the "Facility") sufficient to accommodate the annual meeting, annual seminar, mid-year seminar, and review course for the Certified Legal Assistant examination, and (ii) present to the Executive Committee a list of prospective Facilities for Board approval. The President shall have the specific authority to sign actual contracts with the approved Facility. Contracts should clearly state: (a) NCPA is not responsible for the non NCPA sponsored events, including, but not limited to cocktail parties, hospitality suites, banquets and coffee breaks; and (b) each sponsor shall make its own financial arrangements directly with the Facility regarding such non NCPA sponsored event. [amended 4/10/1992, 4/19/1996, 3/21/1997]

(iv) CLA Review Course Subcommittee. This subcommittee shall coordinate with the NALA Liaison the planning and presentation of a review course, (the "CLA Review Course") designed to aid individuals preparing to take the Certified Legal Assistant Examination. [amended 4/10/1992, 4/19/1996, 3/21/1997]

(d) Ethics. This committee will resolve any question of ethics presented to it.

(e) Finance. This committee shall prepare a proposed budget for the ensuing fiscal year and shall present the same to the Board prior to presentation for approval at the annual meeting of the membership.

(f) Membership. This committee shall be responsible for the recruitment of new members and for approving applications for membership. The committee shall keep the Secretary informed at all times with respect thereto.

(g) Bylaws and Standing Rules. The Parliamentarian shall chair this committee. This committee shall receive and consider proposed Bylaw amendments and present such amendments to the Board. This committee shall also review and consider Standing Rule amendments and present such amendments to the Board. This committee shall include at least one General Member and one member from the Board. [amended 3/21/1997]

(h) Nominations and Elections. The Committee shall be responsible for the call for candidates for office and nominations for district directorship to be returned on appropriate forms by the deadline date as determined by the Nominations and Elections Committee. [amended 3/20/1998]

(i) Recruitment Subcommittee. This subcommittee shall be responsible for soliciting interim and full-term officer and director candidates. [effective 3/20/1998]

(ii) Annual Meeting Elections Subcommittee. This subcommittee shall act as tellers during the annual meeting and will be responsible for counting votes. [effective 3/20/1998]

(i) Audit. This committee shall be composed of a past Treasurer and two (2) General Members whose purpose is to audit NCPA's books within thirty (30) days following the close of the fiscal year and prior to transfer of the accounts to the succeeding Treasurer.

(j) Job Bank. Shall assist paralegals in finding or transferring to other paralegal positions by maintaining a file of applicants' resumes and potential employers' job descriptions. Applicants' names and resumes shall remain confidential to the Job Bank Committee.

(k) Historian. Shall maintain a photographic and written history of the activities of NCPA.

(l) Patron and Sustaining Members. Shall assist the Second Vice President in obtaining Patron and Sustaining Members.

(m) Long Range Planning. Shall recommend to the President and to the Board appropriate activities for NCPA in the achievement of long range goals.

(n) Associations Network Committee (the "ANC"). This committee shall be composed of one delegate from each affiliated association member. The purpose of

the ANC shall be to offer the affiliated association members a forum within NCPA's structure in which to correlate issues and information relating to the affiliated association members and to facilitate communication between NCPA and the affiliated association members. [effective 3/15/1991]

(o) Survey Committee. It shall be the duty of this committee to annually prepare a survey of issues concerning the paralegal profession in North Carolina (the "Survey") and, upon the approval of the Board, distribute the Survey, receive the replies, tabulate the results and prepare an article about the Survey which shall be published, along with the Survey's results, in the NCPA FORUM. [effective 4/8/1994]

(p) Pro Bono Committee. This committee shall coordinate participation in community service projects. [effective 3/19/1999]

(q) Technology Committee. This committee shall update and maintain NCPA's website.

2. SPECIAL COMMITTEES. The President, with approval of the Board, may at any time form a special committee for such purposes as deemed necessary and in the best interest of NCPA.

3. MEMBERSHIP ON COMMITTEES. Membership on committees shall be voluntary or, if deemed necessary due to insufficient members having volunteered, by appointment of the President.

4. LIMIT OF COMMITTEE AUTHORITY AND ACTION. At no time shall a standing or special committee pre-empt the stated authority and function of any officer or the Board of NCPA. No standing or special committee shall represent NCPA nor hold itself out as being vested with any authority without specific authorization of the Board. No such committees shall likewise incur any financial obligation nor contract for NCPA without prior specific authorization from the Board.

ARTICLE XII - STANDING RULES

Unless otherwise provided for in these Bylaws, the Standing Rules adopted by the Board of NCPA shall be the guideline for rules and procedures of NCPA. The Standing Rules may be amended, when not in conflict with the Bylaws of NCPA, from time to time by affirmative vote of a simple majority of the current members of the Board present.

ARTICLE XIII - FISCAL YEAR

The fiscal year of NCPA shall be from February 1 of each calendar year through January 31 of the succeeding calendar year.

ARTICLE XIV - ORGANIZATIONAL DIVISION

The Board, in performing its duties with respect to the management of NCPA, shall have the power and authority to establish sections or divisions for its members pursuant to such rules and regulations and qualifications as the Board may adopt, not inconsistent with the Bylaws.

ARTICLE XV - ACCOUNTING

No member, director or officer of NCPA shall be required to account to NCPA for any profit indirectly or directly realized from or through any transaction or contract with NCPA by reason of his/her interest therein which shall have been approved or ratified by the Board.

ARTICLE XVI - RETENTION OF AFFILIATION

Affiliation with NALA is renewable each year by payment of an affiliation fee, together with a current membership roster. In the event of suspension of affiliation, NCPA may re-affiliate with NALA by submitting a new application with membership roster, Bylaws, sample of educational programs, petition, and current initial fee.

In addition to the renewal fee, NCPA must comply with required reports and requested procedures as outlined in these Bylaws.

The annual renewal fee is payable on October 1 and delinquent on November 1. Payment received after due date must be accompanied by a late fee penalty established by NALA.

ARTICLE XVII - CODE OF ETHICS

Every member of NCPA shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of the NALA and any other code so adopted by the membership of NCPA. Violations of the Code shall be grounds for immediate cancellation of membership. A member's rights to appeal ethical charges and/or cancellation of membership is set forth in Article IV, Section 6 of these Bylaws.

ARTICLE XVIII - AMENDMENTS TO BYLAWS

Bylaw amendments (not in conflict with NALA Bylaws) may be adopted by two thirds (2/3) of membership present, in person or by proxy, at any annual or special meeting called for that purpose. The NALA Affiliated Associations Director must be advised of any amendments within sixty (60) days of passage. [amended 3/23/2001]

ARTICLE XIX - DISSOLUTION

Two thirds (2/3) of the voting membership present, in person or by proxy, shall be required to dissolve NCPA at any annual or special meeting called for that purpose. In the

event of the dissolution of NCPA, the balance of any money or other property received by NCPA from any source, after the payment of all debts and obligations of NCPA shall be used exclusively for any one or more of the purposes set forth in Article II hereof and distributed to such organization(s) which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code of 1954 and the regulations thereunder as the same now exists or as they may hereafter be amended. Such organization(s) are to be selected by a majority vote of the remaining members of NCPA, notice having been given to members of NCPA at least fifteen (15) days prior to the vote. In no event shall any of such money and other property be distributed to any member or private individual.

ARTICLE XX - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall serve as parliamentary authority for items not covered by these Bylaws or NCPA's Standing Rules.

ARTICLE XXI - NCPA COORDINATOR

The NCPA Coordinator (the "Coordinator") shall be employed by NCPA to provide administrative support services necessary to the management of NCPA. The duties of the Coordinator shall be managed by the President. [effective 3/21/1997]