

**SECOND AMENDED AND RESTATED
BYLAWS
OF
CATAWBA VALLEY PARALEGAL ASSOCIATION**

Adopted: January 8, 2019

**ARTICLE II
PURPOSE**

The purpose of the Catawba Valley Paralegal Association (the “CVPA”) is as follows:

- (a) Encourage the highest order of ethical and professional conduct in the paralegal profession;
- (b) Further education and encourage the exchange of information among the members in the legal profession;
- (c) Establish good fellowship among the CVPA members and members of the legal community;
- (d) Promote the paralegal profession through community service activities;
- (e) Operate as a nonprofit entity and in compliance with Internal Revenue Code Section 501(c)(6);
- (f) Establish a network of paralegals to share ideas and information;
- (g) Provide a local forum for paralegals to share knowledge, ideas and experiences;
- (h) Disseminate relevant information to the members of the CVPA and the legal community;
- (i) Increase attorney awareness of the value of efficient utilization of paralegals; and
- (j) Elevate the status of paralegals in the Catawba Valley area through education, community outreach activities and by exhibiting professionalism.

ARTICLE II OFFICES

- Section 1. Principal Office. The principal office of the corporation shall be located at such place as the Board of Directors may fix from time to time.
- Section 2. Registered Office. The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
- Section 3. Other Offices. The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE III MEMBERS

- Section 1. Admission of Members. The corporation shall have one or more classes of members. No person shall be admitted as a member without the person's consent.
- Section 2. Types of Memberships. Membership shall be open to paralegals, legal assistants, legal secretaries, students in paralegal programs, paralegal educators, employees of judicial entities, and other commonly recognized legal agencies. Classes of memberships and their respective rights and privileges shall be as follows:
- (a) Professional. Professional membership is available to currently employed paralegals, legal assistants and legal secretaries, educators of legal assistants and paralegals, and those employed within the judicial system. **This level of membership carries full voting rights and privileges and these members may serve as directors, officers and committee chairpersons.**
- (b) Associate. Associate membership is available to paralegals, legal assistants, legal secretaries, paralegal educators and those employed within the judicial system who are retired or otherwise currently unemployed. **This level of membership carries full voting rights and privileges and these members may serve as directors, officers and committee chairpersons.**
- (c) Graduate. Recent graduates of a college or university in which a paralegal studies degree was earned, or an accredited paralegal training program, who have not yet gained practical experience as a paralegal may join the CVPA as a Graduate member for a period not to exceed one year at which time said Graduate member is expected to transfer to the Associate or Professional level of membership. **This level of membership allows an individual to serve as a voting member of committees only.**

(d) Student. Student membership is available to full-time students who are enrolled in a college or university and majoring in paralegal studies or enrolled in a paralegal or legal assistant training program, who are not currently employed as a paralegal or legal assistant, unless it is shown that said employment is an internship, and therefore part of the student's curriculum. An individual is allowed a maximum of four years in the Student classification of membership. **This level of membership allows an individual to serve on a committee, but without voting privileges.**

(e) Educational Institution. This membership level is limited to educational institutions only. One teacher/representative, and his/her entire class, not to exceed 25 students, may attend monthly meetings at no additional membership cost. **This level of membership allows only one teacher/representative to serve as a voting member of any committee.**

Section 3. Application for Membership. Application for membership shall be submitted to the Membership Committee on forms approved by the corporation. The Membership Committee shall review the application and shall either approve or reject membership of the applicant. If the applicant believes that she performs the duties outlined in the application for Professional or Associate membership, but is not officially titled "paralegal", "legal assistant" or "legal secretary", she may submit an application for review and investigation for determination of whether the applicant is qualified for membership in the CVPA.

Section 4. Rejection of Membership. If an applicant for any class of membership is rejected by the Membership Committee, the application and dues shall be returned to the applicant with a written explanation stating the basis for rejection.

Section 5. Resignation of Members. Any member may resign at any time. The resignation of a member does not relieve the member from any obligations incurred or commitments made to the corporation prior to resignation. No dues shall be returned to a resigning member.

Section 6. Termination or Suspension of Members. No membership may be terminated or suspended, except in a manner that is fair and reasonable and is carried out in good faith. Any proceeding challenging a suspension or termination shall be commenced within one year after the member receives notice of the suspension or termination. A member who has been suspended may be liable to the corporation for dues or fees as a result of obligations incurred or commitments made by the member prior to suspension. The Board of Directors may terminate the membership of any member by majority vote if the member does any of the following:

(a) Violates the Code of Ethics and Professional Responsibility of the North Carolina State Bar;

- (b) Is found guilty of conduct that would substantially injure the name of the CVPA;
- (c) Fails to maintain a high standard of professional ethics; or
- (d) Fails to pay membership dues after submitting a Membership Application.

Section 7. Appeal from Termination or Suspension of Membership. Any individual whose membership has been terminated or suspended may make a written appeal for reinstatement as follows:

- (a) To the Board of Directors: the appeal shall be heard at the next regular or special meeting of the Board. The Board's decision shall be binding and final.
- (b) No applicant shall have the right to apply for appeal more than once a year.
- (c) No member whose application for reinstatement is pending shall retain any rights of membership.

Section 8. Membership Dues. All dues are nonrefundable and payable on October 1. No dues shall be prorated. No one may be a member without paying dues. All annual dues shall be set by the Board of Directors. If the Associate status of a member changes to Professional status during the fiscal year, the difference between the dues shall be paid upon the change of status. If the Graduate status of a member changes to Associate or Professional status during the fiscal year, the difference between the dues shall be paid upon the change of status.

ARTICLE IV MEMBERS' MEETINGS

Section 1. Place of Meetings. All meetings of members shall be held at the principal office of the corporation, or at such other place, either within or without the State of North Carolina, as shall in each case be (i) fixed by the President, the Secretary, or the Board of Directors and designated in the notice of the meeting or (ii) agreed upon by a majority of the members entitled to vote at the meeting.

Section 2. Annual Meetings. The annual meeting of members shall be held on the second Tuesday in October for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting.

Section 3. Regular Meetings. Regular meetings of the members shall be held on the second Tuesday of each month. The second Tuesday of the months of March, July and December shall be specifically reserved for social and/or fundraising events.

Section 4. Special Meetings. Special meetings of the members may be called at any time by the President, the Secretary, or the Board of Directors, and shall be called pursuant to the written request of the holders of not less than ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the meeting.

Section 5. Notice of Meetings. Written notice stating the date, time, and place of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of any members' meeting, either by personal delivery, or telegraph, teletype, or other form of wire or wireless communication, or by facsimile transmission or by mail or private carrier, by or at the direction of the Board of Directors, the President, the Secretary, or other person calling the meeting, to each member entitled to vote at such meeting; provided that such notice must be given to all members with respect to any meeting at which a merger is to be considered and in such other instances as required by law. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the member at the member's address as it appears on the current record of members of the corporation, with postage thereon prepaid.

In the case of a special meeting, the notice of meeting shall include a description of the purpose or purposes for which the meeting is called; but, in the case of an annual meeting, the notice of meeting need not include a description of the purpose or purposes for which the meeting is called unless such a description is required pursuant to Section 9 of this Article and by the provisions of the North Carolina Nonprofit Corporation Act.

When a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment and if a new record date is not fixed for the adjourned meeting; but if a new record date is fixed for the adjourned meeting (which must be done if the new date is more than 120 days after the date of the original meeting), notice of the adjourned meeting must be given as provided in this section to persons who are members as of the new record date.

Section 6. Waiver of Notice. Any member may waive notice of any meeting before or after the date and time stated in the notice. The waiver must be in writing, signed by the member entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance, in person or by proxy, at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member or her proxy at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member or her proxy objects to considering the matter before it is voted upon.

Section 7. Members' List. Before each meeting of members in which members shall be voting on an issue, the Chairman of the Membership Committee shall prepare an alphabetical list of the members entitled to notice of such meeting and shall give a copy of the list to the Secretary of the corporation. The list shall show the address and number of votes each member is entitled to cast at the meeting. The corporation shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis as and be part of the list of members.

The list shall be kept on file at the principal office of the corporation, or at a place identified in the meeting notice in the city where the meeting will be held, for the period beginning two business days after notice of the meeting is given and continuing through the meeting, and shall be available for inspection by any member, her agent or attorney, at any time during regular business hours. The list shall also be available at the meeting and shall be subject to inspection by any member, her agent or attorney, at any time during the meeting or any adjournment thereof.

Section 8. Voting. Unless the Articles of Incorporation provide otherwise, each member is entitled to one vote on each matter voted on by the members entitled to vote. When voting for directors, the members may vote for up to three persons if there are more than five candidates on the ballot.

Section 9. Quorum. Unless the Articles of Incorporation provide for a higher or lower quorum, ten percent (10%) of the votes entitled to be cast on a matter shall be represented at a meeting of members to constitute a quorum on that matter. Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

Unless one-third or more of the votes entitled to be cast in the election of directors are represented in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

Section 10. Proxies. A member may vote in person or by proxy by a written appointment of proxy signed by the member or by the member's duly authorized attorney in fact. An appointment of proxy is valid for eleven months from the date of its execution, unless a different period is expressly provided in the appointment form.

Section 11. Voting for Directors. Voting shall be by ballot. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present. The voting results shall be revealed directly after all

ballots are taken up and tallied by the members of the Nominations Committee. In the event of a tie, the members shall immediately vote by ballot to dissolve the tie.

Section 12. Informal Action by Members. Any action that is required or permitted to be taken at a meeting of the members may be taken without a meeting if one or more written consents, describing the action so taken, shall be signed by all of the members who would be entitled to vote upon such action at a meeting, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

Section 13. Fixing Record Date. The Board of Directors may fix a future date as the record date in order to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other action. Such record date may not be more than 70 days before the meeting or action requiring a determination of members. A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

If no record date is fixed by the Board of Directors for the determination of members entitled to notice of or to vote at a meeting of members, the close of business on the day before the first notice of the meeting is delivered to members shall be the record date for such determination of members.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Section 2. Number and Qualifications. The number of directors constituting the Board of Directors shall be not less than five (5) nor more than twelve (12). The Immediate Past President shall serve, ex-officio, as a director of the corporation. The number of directors may be fixed or changed from time to time, within the minimum and maximum, by the members entitled to vote for directors or the board of directors. If the corporation has members entitled to vote for directors, only such members may change the range for the size of the board. Directors need not be residents of the State of North Carolina, but must be members of the corporation.

Section 3. Election. Except as provided in Section 6 of this Article, the directors shall be elected at the annual meeting of members. Those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected.

- Section 4. Term of Directors. The term of each director shall be two years, and directors may serve successive terms. A decrease in the number of directors does not shorten an incumbent director's term. The term of a director filling a vacancy in the office of a director elected by members expires at the next election of directors by members and the term of a director filling any other vacancy expires at the end of the unexpired term that such director is filling. Despite the expiration of a director's term, such director shall continue to serve until a successor shall be elected and qualifies or until there is a decrease in the number of directors.
- Section 5. Resignation. A director may resign at any time by communicating her resignation to the Board of Directors, the President or to the corporation. A resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.
- Section 6. Removal. Any director may be removed at any time with or without cause by a vote of the members if the number of votes cast to remove such director would be sufficient to elect the director at a meeting to elect directors. If a director is elected by a voting group of members, only the members of that voting group may participate in the vote to remove him. A director may not be removed by the members at a meeting unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the director. If any directors are so removed, new directors may be elected at the same meeting.
- Section 7. Vacancies. Any vacancy occurring in the Board of Directors, including without limitation a vacancy resulting from an increase in the number of directors or from the failure by the members to elect the full authorized number of directors, may be filled by the members entitled to vote for directors or by the Board of Directors, whichever group shall act first. If the directors remaining in office do not constitute a quorum, the directors may fill the vacancy by the affirmative vote of a majority of the remaining directors. If the vacant office was held by a director elected by a voting group, only the remaining director or directors elected by that voting group are entitled to fill the vacancy.
- Section 8. Compensation. The Board of Directors shall not receive compensation for their services as such, but may be reimbursed for any or all reasonable expenses incurred by them in connection with such services.

ARTICLE VI MEETINGS OF DIRECTORS

- Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members for the purpose of electing officers. In addition, the Board of Directors shall hold one additional regular meeting each quarter in the months of February, May, August and November, either within or without the State of North Carolina. All directors may participate in a regular meeting by, or conduct the meeting through the use of,

any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a regular meeting by this means is deemed to be present in person at the meeting.

- Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by any two directors. Such meetings may be held either within or without the State of North Carolina, as fixed by the person or persons calling the meeting. All directors may participate in a special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.
- Section 3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. The presiding officer of the board, the President or twenty percent (20%) of the directors then in office may call and give notice of a meeting of the Board. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give or cause to be given notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.
- Section 4. Waiver of Notice. Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice of such meeting unless the director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- Section 5. Quorum. Unless the Articles of Incorporation or these bylaws provide otherwise, a majority of the number of directors fixed by or pursuant to these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, or if no number is so fixed, the number of directors in office immediately before the meeting begins shall constitute a quorum. In no event may the Articles of Incorporation or bylaws authorize a quorum of fewer than one-third of the number of directors in office.
- Section 6. Manner of Acting. Except as otherwise provided in the Articles of Incorporation or these bylaws, including Section 1 of Article VIII, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

- Section 7. Presumption of Assent. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) she objects at the beginning of the meeting, or promptly upon her arrival, to holding it or to transacting business at the meeting, or (b) her dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) she files written notice of her dissent or abstention with the presiding officer of the meeting before its adjournment or with the corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a director who votes in favor of the action taken.
- Section 8. Action Without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records. A director's consent to action taken without a meeting may be in electronic form and delivered by electronic means. Action taken in this manner is effective when the last director signs the consent, unless the consent specifies a different effective date.

ARTICLE VII OFFICERS

- Section 1. Officers of the Corporation. The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, an Assistant Secretary, and an Assistant Treasurer. Other officers may be appointed by or under the authority of the Board of Directors from time to time. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required. The appointment of an officer does not itself create contract rights.
- Section 2. Appointment and Term. The President, Vice President, Secretary and Treasurer shall be elected by the Board of Directors from among its members. The Assistant Secretary and Assistant Treasurer may be elected from among the membership of the corporation. Each officer shall hold office for a term of one year or until her death, resignation, retirement, removal, disqualification or her successor shall have been appointed, and may hold the same office for more than one successive term. The office of President shall be limited to four successive terms.
- Section 3. Compensation of Officers. No officer shall receive compensation for her services as such, but may be reimbursed for any or all reasonable expenses incurred by him in connection with such services.
- Section 4. Removal. Any officer may be removed by the Board at any time with or without cause; but such removal shall not itself affect the officer's contract rights, if any, with the corporation.

Section 5. Resignation. An officer may resign at any time by communicating her resignation to the corporation, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the corporation, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

Section 6. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. She shall, when present, preside at all meetings of the members and directors. The President may be a member of any committee, except the Nominations Committee. She shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the corporation hereunto authorized by the Board of Directors, any, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time, including the following:

- (a) Sign with the Treasurer all checks in an amount over \$50.00;
- (b) Act as spokesperson for the CVPA;
- (c) Prepare the President's Message for the CVPA newsletter;
- (d) Approve any non-budget expenditures in the event Board approval cannot be obtained in an amount not to exceed \$50.00;
- (e) Send notice of monthly member meetings by the 1st of each month;
- (f) Work with the CPE Committee to prepare certificates of attendance for members to receive credit from the North Carolina State Bar; and
- (g) Send notice of Board of Directors meetings not less than 10 days prior to any scheduled Board meeting.

Section 7. Vice President. In the absence of the President or in the event of her death, inability or refusal to act, the Vice President, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be prescribed by the President or Board of Directors.

Section 8. Secretary. The Secretary shall:

- (a) Keep the minutes of the meetings of members, Board of Directors, and of all committees in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (c) Maintain and authenticate the records of the corporation and be custodian of the seal of the corporation;
- (d) Attest the signature or certify the incumbency or signature of any officer of the corporation;
- (e) Make all necessary filings with the North Carolina Secretary of State;
- (f) Preside over any meeting if the President or Vice President are unable to attend; and
- (g) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 9. Assistant Secretary. In the absence of the Secretary or in the event of her death, inability or refusal to act, the Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. She shall perform such other duties as may be prescribed by the Secretary, by the President, or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds of the corporation; collect membership dues; receive and give receipts for monies due and payable to the corporation from any source whatsoever; and deposit all such monies in the name of the corporation in such depositories as shall be selected by the Board of Directors;
- (b) Sign all checks in an amount of \$50.00 or less, or sign with the President all checks in an amount over \$50.00;
- (c) Maintain appropriate accounting records as required by law;
- (d) Prepare, or cause to be prepared, annual financial statements of the corporation that include a balance sheet as of the end of the fiscal year and

an income and cash flow statement for that year, which statements, or a written notice of their availability, shall be posted in the first newsletter after the end of such fiscal year;

- (e) Prepare, or cause to be prepared, all forms required by the Internal Revenue Service or North Carolina Department of Revenue;
- (f) Work with the Board of Directors to implement an annual budget;
- (g) Renew liability insurance; and
- (h) In general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 11. Assistant Treasurer. In the absence of the Treasurer or in the event of her death, inability or refusal to act, the Assistant Treasurer, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. She shall perform such other duties as may be prescribed by the Treasurer, by the President, or by the Board of Directors.

ARTICLE VIII COMMITTEES

Section 1. Committees of the Board. The Board of Directors may create one or more committees of the Board and appoint members of the Board to serve on them. Each committee shall have two or more members, who serve at the pleasure of the Board; however, a committee may exist with only a chairperson. The creation of a committee of the Board and appointment of members to it must be approved by the greater of (a) a majority of the number of directors in office when the action is taken or (b) the number of directors required to take action pursuant to Section 6 of Article VI. Each committee of the Board shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The provisions in these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees of the Board established under this section. The corporation shall have a Certified Paralegal Education (CPE) Committee, Membership Committee, Website Committee, Publicity Committee, Newsletter Committee, Community Outreach Community, Fundraising Committee, Social Committee and Nominations Committee.

Section 2. Committee Reports. Each committee chair shall submit a written report at each quarterly meeting of the Board of Directors.

Section 3. Budget Requests. Each committee chair shall submit her initial budget request to the Treasurer or Assistant Treasurer on or before November 30 of each year. The budget requests shall be submitted to the Board of Directors by the Treasurer or Assistant Treasurer on or before December 15 of each year. Additional budget requests may be presented to the Treasurer or Assistant Treasurer on or before May 30 of each year and the additional budget requests shall be submitted to the Board of Directors by the Treasurer or Assistant Treasurer on or before June 15 of each year.

Section 4. Certified Paralegal Education (CPE) Committee. The duties of the CPE are as follows:

- (a) Arrange speakers for monthly meetings;
- (b) Obtain speakers' biographical information;
- (c) Notify the Publicity Chair and Newsletter Chair of the speaker and topic;
- (d) Collect information for upcoming CPEs and provide copies for distribution at monthly meetings;
- (e) Submit appropriate forms for upcoming programs to be approved for CPE credit and recertification to the North Carolina State Bar;
- (f) Work with the President to prepare certificates of attendance for members to receive credit from the North Carolina State Bar;
- (g) Prepare and circulate meeting notice flyers;
- (h) Prepare and send letters of appreciation to speakers;
- (i) Secure reservations for meeting space for member meetings;
- (j) Prepare and submit application for CLE credit for speakers;
- (k) Arrive to monthly member meetings early to ensure that facility is unlocked and ready for meeting; and
- (l) Provide bottled water for speakers.

Section 5. Membership Committee. The duties of the Membership Committee are as follows:

- (a) Maintain and have general charge of the membership book of the corporation;

- (b) Supply membership information to current and potential members;
- (c) Maintain membership database;
- (d) Prepare and distribute new member packets and information;
- (e) Keep Membership Application current;
- (f) Distribute Membership Application to all current members by September 15 of each year;
- (g) Compile and distribute surveys to members periodically to determine areas of interest regarding speakers, concerns of members, areas for improvement and feedback regarding whether the corporation is meeting the needs of its members;
- (h) Work with the Social Committee to plan events to increase membership;
- (i) Prepare a member list prior to each annual meeting of members and give a copy of the list to the Secretary of the corporation;
- (j) Prepare membership sign-in sheet for monthly meetings;
- (k) Greet new attendees or members; and
- (l) Provide updated membership information to Board of Directors.

Section 6. Website Committee. The duties of the Website Committee are as follows:

- (a) Develop, update and maintain CVPA website and Facebook page;
- (b) Maintain and update information on all directors and officers on website;
- (c) Publish all CPE flyers on website and Facebook page;
- (d) Publish newsletters on website two months after initial publication; and
- (e) Keep website current and archive all outdated information.

Section 7. Publicity Committee. The duties of the Publicity Committee are as follows:

- (a) Publish meeting announcements in local newspapers and other media outlets; and
- (b) Prepare an article about the CVPA for local newspapers at least once a year.

Section 8. Newsletter Committee. The Newsletter Committee has the authority to determine when to publish the newsletter, provided that a newsletter is published at least twice year.

In addition, the Newsletter Committee shall:

- (a) Keep track of current changes in the law; and
- (b) Monitor activities within the North Carolina State Legislature and keep membership informed of items of interest.

Section 9. Community Outreach Committee. The Community Outreach Committee shall:

- (a) Present to the Board of Directors in November of each year service project ideas for following calendar year;
- (b) Plan service projects and enlist assistance from membership; and
- (b) Prepare and submit information for newsletter and CVPA website about current service project(s).

Section 10. Fundraising Committee. The Fundraising Committee shall:

- (a) Present to the Board of Directors in October of each year fundraising ideas for the December fundraiser and enlist assistance from membership;
- (b) Present to the Board of Directors in May of each year fundraising ideas for the July fundraiser, if one will be needed, and enlist assistance from membership;
- (c) Contact vendors and other organizations for funding of special events to support the corporation's fundraising projects; and
- (d) Prepare and submit article for the newsletter regarding current and upcoming fundraisers and the outcome of fundraisers.

Section 11. Social Committee. The Social Committee shall:

- (a) Plan all social events; and
- (b) Prepare flyers for upcoming social events.

Section 12. Nominations Committee. The Nominations Committee will be appointed by the Board of Directors not less than thirty (30) days prior to the annual meeting of members. The Nominations Committee will contact current members to obtain

nominations for the Board of Directors. No one shall be nominated without that person's consent. The Nominations Committee shall put together a slate of directorial candidates no later than ten (10) days prior to the annual meeting of members and shall distribute the slate of directors to all current members along with a proxy form for voting purposes.

ARTICLE IX CONTRACTS, BUDGET, LOANS, CHECKS, AND DEPOSITS

- Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 2. Annual Budget. The annual budget shall be approved by the Board of Directors in its final form no later than December 15 of each year. The budget shall be reviewed and updated, if necessary, each quarter by the Board of Directors.
- Section 3. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.
- Section 4. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by the President and Treasurer or Assistant Treasurer of the corporation or in such manner as shall from time to time be determined by the Board of Directors.
- Section 5. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE X INDEMNIFICATION

- Section 1. Permissive Indemnification. Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or who, while serving as a director, officer, employee or agent of the corporation, serves or has served, at the request of the corporation, as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitrative action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that she is or was acting in such capacity,

and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which she may have become liable in any such action, suit, or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the members of the corporation for any decision to indemnify.

Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation 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 rights to which such person may be entitled apart from the provision of this bylaw.

Section 2. Mandatory Indemnification. Unless limited by the corporation's Articles of Incorporation, the corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the director was a party because she is or was a director of the corporation against reasonable expenses actually incurred by the director in connection with the proceeding.

Section 3. Determination and Authorization of Indemnification. The corporation shall not indemnify a director, officer, employee or agent of the corporation under this Article VIII unless authorized in the specific case after a determination has been made that the indemnification is permissible in the circumstances because the director, officer, employee or agent of the corporation has met the standard of conduct set forth in Section 1. The determination shall be made (i) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the board of directors consisting solely of two or more directors not at the time parties to the proceeding (directors who are parties to the proceeding may participate in the designation of the committee); (iii) by special legal counsel selected by the board of directors or its committee in the manner prescribed in Section 3(i) or (ii), except that if a quorum of the board of directors consisting of disinterested directors cannot be obtained under Section 3(i) and a committee cannot be designated under Section 3(ii), then the special legal counsel may be selected by a majority vote of the full board of directors (in which selection directors who are parties may participate); or (iv) by the members, but

directors who are at the time parties to the proceeding shall not vote on the determination. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to the reasonableness of expenses shall be made by those entitled under Section 3(iii) to select such counsel.

- Section 4. Advance for Expenses. Expenses incurred by a director, officer, employee or agent in defending a proceeding may be paid by the corporation in advance of the final disposition of such proceeding as authorized by the board of directors in the specific case or as authorized or required under any provision in the Articles of Incorporation or bylaws or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the director, officer, employee or agent repay such amount unless it shall ultimately be determined that the director, officer, employee or agent is entitled to be indemnified by the corporation against such expenses.
- Section 5. Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the corporation, or who, while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising from her status as a director, officer, employee or agent, whether or not the corporation would have power to indemnify him against the same liability under any provision of this Article or the North Carolina Nonprofit Corporation Act.

ARTICLE XI GENERAL PROVISIONS

- Section 1. Seal. The corporate seal of the corporation, if adopted, shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, as impressed or affixed on the margin hereof, is hereby adopted as the corporate seal of the corporation.
- Section 2. Fiscal Year. The fiscal year of the corporation shall be from January 1 through December 31, or as otherwise fixed by the Board of Directors.
- Section 3. Amendments. These bylaws shall be amended or repealed and new bylaws shall be adopted by the Board of Directors and by the members entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less, and in writing by any person or persons whose approval is required by a provision of the Articles of Incorporation. All

amendments shall be placed in the corporation's minute book immediately preceding these bylaws.

Section 4. Definitions. Unless the context otherwise requires, terms used in these bylaws shall have the meanings assigned to them in the North Carolina Nonprofit Corporation Act to the extent defined therein.

ARTICLE XII DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to The North Carolina Paralegal Association, Inc., a North Carolina nonprofit corporation, which is an exempt organization under Section 501(c)(6) of the Internal Revenue Code, as amended (the "Code"), or if such organization is not then in existence or tax exempt, the Board of Directors shall dispose of all of the assets of the corporation to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or Section 501(c)(3) of the Code as the Board of Directors shall determine.

These Amended and Restated Bylaws supersede the existing Bylaws adopted on September 8, 2015 and all amendments thereto.