

SECOND AMENDED AND RESTATED
CODE OF BY-LAWS
OF
VERMONT PARALEGAL ORGANIZATION

ARTICLE 1

Identification

Section 1.01. Name.

The name of the Organization shall be VERMONT PARALEGAL ORGANIZATION (hereinafter referred to as the "Organization").

Section 1.02. Nondiscrimination.

This Organization shall not discriminate on the basis of race, creed, color, religion, sex, sexual orientation, national origin, age or physical handicaps.

Section 1.03. Purpose.

The purpose of the Vermont Paralegal Organization is to establish and maintain high standards of education, conduct and integrity among Paralegals; to foster, advance and promote the Paralegal profession; to facilitate communication within the Vermont Paralegal community and within local, state and national bar organizations; to support and encourage continuing education for Paralegals in Vermont and to educate the legal and business communities of Vermont in the effective utilization of Paralegals and to encourage the expansion of Paralegal roles.

Section 1.04. Affiliations.

The Organization is a member of the National Federation of Paralegal Associations (hereinafter referred to as "NFPA®").

ARTICLE 2

Membership

Section 2.01. Membership Requirements.

Membership shall be contingent upon submission of a membership application in a form determined by the Membership Committee, approval of a membership application by the Membership Committee and/or Board of Directors, and upon payment of annual dues which may be fixed from time to time by the Board of Directors.

Section 2.02. Term of Membership.

The term of membership shall be for one year beginning on the first day of January each year and ending on the last day of December of each year.

Clause (a). Change of Membership Status.

Each member is responsible for informing the Organization of any change in membership status, the divisions of which are outlined below. This change shall be in effect immediately upon the payment of the difference in the dues for the membership category. The Membership Committee and the Board of Directors will be the final arbiters in questions of membership status and payment of dues. No reimbursement of dues shall be made in membership downgrade.

Clause (b). Definition of Paralegal.

For the purpose of membership status, regardless of the applicant's job title, a "Paralegal" shall be considered anyone qualified through education, training or work experience to perform substantive legal work that requires knowledge of legal concepts and is customarily but not exclusively performed by a lawyer. This person may be retained or employed by a lawyer, law office, governmental agency, corporation or entity, or may be authorized by administrative, statutory or court authority to perform this work. Substantive, legal work shall mean work requiring recognition, evaluation, organization, analysis and communication of relevant facts and legal concepts.

Section 2.03. Division of Members.

The Organization shall have five (5) divisions of membership as proposed by the Membership Committee and approved by the Board of Directors based upon the criteria devised by the Organization as follows:

Clause (a). Voting Members.

Voting membership is available to any person employed in Vermont who meets the criteria of Section 2.02(b) and meets one of the following criteria:

- A. Bachelor's degree in Paralegal studies or an equivalent program and six (6) months in-house Paralegal training;
- B. Bachelor's degree with a Paralegal certificate and one (1) year in-house Paralegal training;
- C. * Bachelor's degree and two (2) years in-house Paralegal training;
- D. Associate's degree in Paralegal studies or an equivalent program and eighteen (18) months in-house Paralegal training;
- E. Associate's degree (or equivalent number of credits) with a Paralegal certificate and two (2) years in-house Paralegal training;
- F. * Associate's degree (or equivalent number of credits) and two and one-half (2.5) years in-house Paralegal training;
- G. High school diploma with a Paralegal certificate and three (3) years in-house

Paralegal training; or
H. * High school diploma and five (5) years in-house Paralegal training.

- * Any person applying under criteria C, F, or H is required to file an employment affidavit stating that 60% of the work performed is substantive legal work. A freelance / independent Paralegal will be required to submit written verification from a supervising attorney that they have performed substantive legal work in the ninety (90) days prior to application and/or renewal.

For the purpose of this Clause (a), "in-house Paralegal training" shall mean the legal education of a Paralegal, as an employee of a licensed attorney, concerning the role, responsibilities, and duties of a Paralegal. In addition, the Paralegal should receive a reasonable amount of instruction related to ethics and the Rules of Professional Conduct.

Clause (b). Associate Members.

Associate Members shall have all of the privileges associated with membership, except the right to vote, hold elected offices, or hold the position of committee chair. Upon satisfaction of the requirements for a Voting Member, an Associate Member may become a Voting Member. Associate membership is available to any person who meets one of the following criteria:

- (1) Any person who meets the criteria of Section 2.02(b), who would otherwise qualify as a Voting Member, but is not employed at the time of application for membership or renewal in the Organization;
- (2) Any person who attained a degree or certificate in a Paralegal course of study from an accredited institution of higher education, but is not employed as a Paralegal or does not meet the criteria of Section 2.02(b) at the time of application for membership or renewal in the Organization;
- (3) Any person who meets the criteria of Section 2.02(b) but resides outside the State of Vermont;
- (4) Any person employed as a Paralegal, but who has not yet met the criteria for voting membership as set by the Membership Committee and adopted by the Organization.

Clause (c). Student Members.

Student Members shall have all of the privileges associated with membership, except the right to vote, hold elected offices, or hold the position of committee chair. Student membership is available to any person who is enrolled in a formal course of study, and upon completion of which will be qualified for a position as a Paralegal.

Clause (d). Sustaining Members.

Any person, partnership, association, Paralegal training program or other entity not

qualifying under Sections 2.03(a), 2.03(b), 2.03(c) or 2.03(e) and interested in promoting the Paralegal profession and supporting the goals and objectives of the Organization shall be eligible to become a Sustaining Member of the Organization. Sustaining Members do not have the right to vote, hold elected offices, or hold the position of committee chair.

Clause (e). Advisory Members.

Any person interested in promoting the Paralegal profession and supporting the Organization in an advisory capacity shall only be eligible to become an Advisory Member of the Organization by special invitation of the Board of Directors of the Organization. Advisory Members shall be persons who can advise the Organization on specific matters.

Section 2.04. Membership Application.

After submission of a written application and upon approval by the Membership Committee and/or Board of Directors, or by special invitation of the Board of Directors (in the case of Advisory Members), any person, partnership, association or other entity eligible for membership shall, upon payment of applicable dues to the Organization, be admitted to membership as a Voting, Associate, Student, Sustaining, or Advisory Member, as the case may be, as defined in Sections 2.03(a) through 2.03 (e), respectively.

Section 2.05. Voting Rights.

Each Voting Member of the Organization, as defined in Section 2.03(a) hereof, who is present in person or by written proxy to be cast by a person designated by the Board, shall be entitled to one vote upon each proposed action voted upon at all meetings of the Membership. Associate, Student, Sustaining and Advisory Members shall have no voting rights as members of the Organization.

Section 2.06. No Transfer or Assignment of Membership Rights.

No member may transfer or assign her/his membership or any right arising there from (other than the right of Voting Members to vote by means of a proxy authorized by these By-laws), either voluntarily or involuntarily, or by operation of law or by any means whatsoever. Any purported or attempted transfer or assignment of a membership or any right arising there from shall be null and void and confer no rights upon the purported transferee or assignee. Voting rights in or to the Organization shall cease on the termination of membership for any reason. Partnerships, associations or other entities which are Sustaining Members may change the individual designated to receive mailings on their behalf during the term of their Membership.

Section 2.07. Resignation of Members.

Any member may resign from the Organization by delivering a written resignation to the President or the Secretary of the Organization. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the Membership Chairperson, President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 2.08. Involuntary Termination or Rejection of Membership.

By vote of the Board of Directors, a member may be expelled and membership thereby terminated or a prospective member's application may be rejected for:

- (a) Providing false or misleading information to obtain or continue membership in the Organization;
- (b) Nonpayment of dues or other assessments;
- (c) Conviction of a felony;
- (d) Being guilty of conduct found to injure the good name of the Organization;
- (e) Failing to maintain a high standard of professional ethics and/or performing the unauthorized practice of law;
- (f) Failing to satisfy or maintain eligibility for the applicable division of membership;
- (g) Noncompliance with the membership application, the Code of By-laws, or the Organization's Amended and Restated Model Rules of Ethics and Professional Responsibility; or
- (h) Any action or conduct that would cause the Organization's membership in NFPA to be terminated or that would adversely impact the Organization's status as a 501(c) exempt entity.

The Board of Directors shall adopt such rules and regulations as necessary to accomplish the foregoing, including regulations enforcing the collection of dues or other assessments, providing for notice of expulsion or termination of membership, and specifying the procedure for reinstatement of membership. Such regulations shall be uniformly applied to all members similarly situated.

Section 2.09. Dues and Assessments.

All members shall pay annual dues in such amounts and payable at such times as the Board of Directors shall prescribe.

The Board of Directors may impose assessments upon all members or upon different classes of members, provided such assessments are alike within the class upon which assessment is imposed.

ARTICLE 3

Compensation

Section 3.01. Compensation.

Members of the Board of Directors shall not receive any compensation for their service as board members but the Board of Directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization shall prescribe procedures for approval and payment of such expenses by the Treasurer.

ARTICLE 4

Meetings of Members

Section 4.01. Place of Meetings.

All meetings of members shall be at such place within or outside the State of Vermont as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof.

Section 4.02. Annual Meeting and Election Meeting.

The Annual Meeting of the members for the transaction of such business as may properly come before the meeting shall be held in the spring of each calendar year. In addition to what is prescribed by law, these By-laws, or other Organization documents, the purpose for the Annual Meeting shall be determined by the Officers and Directors of the Organization. At the Annual Meeting in every odd-numbered year, the Voting Members shall elect officers (hereinafter referred to as the Election Meeting). If such meeting is not held as provided above, the election of the aforementioned officers may be held at any subsequent meeting of the members specifically called in the same manner as provided by Section 4.03 hereof.

Section 4.03. Special Meetings.

Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by written petition signed by not less than one-tenth (1/10) of all the voting members of the Organization. Upon a request in writing delivered to the President by a person or persons entitled to call a special meeting, it shall be the duty of the President or the Secretary to give notice to the members of such meeting, and, if such request is refused, the person or persons making such request may call a meeting by giving notice in the manner hereinafter provided.

Section 4.04. Notice of Meetings.

A written or printed notice stating the place, day and hour of the meeting (the "record date"), and, in the case of a special meeting, the purpose or purposes for which such meeting is called, shall be delivered or mailed by the Organization or by the Officer or persons calling the meeting, to each member at such address as appears on the

records of the Organization not more than forty-five (45) days nor less than ten (10) days before the date of the meeting. In the case of any meeting whereupon there shall be a vote by the membership, the notice of such meeting shall be delivered or mailed in the manner described above to each voting member of record entitled to vote at such meeting. The Board of Directors may fix, in advance, a record date which shall not be more than forty-five (45) days nor less than ten (10) days before the date of such meeting. The "delivery" herein referred shall include electronic delivery via e-mail or Listserv. Notice of any such meeting may be waived in writing and filed with the Secretary by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the date, time and place of the meeting. Attendance at any meeting shall constitute a waiver of notice of that meeting.

Section 4.05. Voting Lists.

The Secretary and Membership Chairperson shall keep at all times, a complete and accurate list of members entitled to vote, which list may be inspected by any voting member, for any proper purpose, at any reasonable time. Said list is the sole property of the Organization and shall not be used by any of its members for solicitation or personal use.

Section 4.06. Quorum.

At any meeting of the members of the Organization, one-third (1/3) of the total number of Voting Members, present in person or by proxy executed in writing to be cast by the Secretary, designated Director, or designated Voting Member named on the ballot and/or proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by law, and/or the Code of By-laws of this Organization. In the absence of a quorum, the Secretary, or any officer entitled to preside at such meeting, may adjourn the meeting to a future date.

Section 4.07. Voting Rights.

Every Voting Member, as defined in Section 2.03, shall be entitled to one (1) vote in person or by proxy, as prescribed in Section 4.06, at a meeting of the members. No Voting Member herein defined shall have the right to multiply the number of votes to which such member may be entitled by the number of Directors to be elected.

Associate, Sustaining and Advisory Members shall have no voting rights as members of the Organization.

Section 4.08. Action Without Meeting.

Members shall not be entitled to take action without a meeting.

Section 4.09. Membership and Meeting Lists.

All membership lists and any or all seminar attendance lists are the sole property of the Organization and shall not be used or sold by any of its members for solicitation or personal use except by the authority of the Board of Directors. Any member who wishes to remove his or her name from the list as used for solicitation purposes may do so by notifying the President or the Secretary in writing or via electronic mail.

ARTICLE 5

Board of Directors

Section 5.01. Powers.

The affairs of the Organization shall be managed by and under the authority of its Board of Directors, subject to the provisions of these By-laws and of the laws of the State of Vermont.

Section 5.02. Directors.

The Board of Directors of the Organization shall consist of those elected Officers as defined in Section 6.01, Standing Committee Chairpersons as defined in Section 7.01, and the Paralegal Certification Ambassador as defined in Article 9. Any person appointed to an elected position due to a vacancy of such position, as defined in Section 6.12 hereof, shall be a Director with full power to vote at the meetings of the Board of Directors.

Section 5.03. Qualification.

Only a Voting Member in good standing shall be eligible to serve as a Director of the Organization as defined in Section 2.03(a) hereof.

Section 5.04. Number; Election.

- (a) The number of Directors comprising the Board of Directors shall be set from time to time by Resolution adopted by a majority of the Board members, subject to the limitation that the Board shall never be reduced to less than four (4) nor increased to more than nineteen (19) Directors.
- (b) In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the members of the Organization according to a procedure established by Resolution of the Board of Directors. In the event that the same individual shall hold more than one Board position, the number of Directors comprising the Board of Directors shall be the number of individuals holding such Board positions and it shall not be necessary for the members to adopt a resolution approving a reduction in the number of Directors comprising the Board of Directors for this reason.

Section 5.05. Term of Office.

The Directors shall hold office from one Election Meeting to the next Election Meeting as provided by Section 4.02 and until their successors shall be chosen and qualified in their stead except a Director removed from office pursuant to Section 5.08, who shall, immediately upon his or her removal, cease all functions for and representation on behalf of the Organization

Section 5.06. Attendance.

Each Director is required to attend all meetings of the Board of Directors. A Director absent from three (3) consecutive meetings of the Board of Directors without good cause may be removed by a 2/3 vote of the total number of Directors comprising the Board of Directors. A Director removed by a 2/3 vote of the total number of Directors comprising the Board of Directors shall be deemed to have resigned as a Director. Notwithstanding the provisions of this section, the Board of Directors may, where good cause is shown, waive the mandatory resignation of a Director for failure to attend three (3) or more consecutive meetings of the Board.

Section 5.07. Resignation.

Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the President or Secretary of the Organization. The acceptance of a resignation shall not be necessary to make it effective.

Section 5.08. Removal of Directors.

Except as otherwise precluded by law, any Director may be removed at any time, with or without cause, by:

- (1) resolution by a 2/3 vote of the total number of Directors comprising the Board of Directors; or
- (2) by unanimous written consent of such resolution by the Board of Directors, excluding the Director being removed; or
- (3) by the affirmative vote of a quorum of the Voting Members as defined under Section 4.06 of the Organization at any regular or special meeting of the members called expressly for that purpose. Any Director whose removal is proposed, shall be entitled to at least ten (10) days written notice before the meeting of the members at which such removal is to be voted upon and such Director shall be entitled to appear before and be heard by the members of such meeting. Notice of such meeting shall be delivered personally or sent certified mail, return receipt requested.

Section 5.09. Vacancy.

In the event a Director ceases to be in office for any reason whatsoever during the term of office, the remaining Directors in office shall appoint, by majority vote of Directors present for a meeting regarding such appointment, a successor to fill the vacancy caused thereby for the remainder of the term of office until the next Election Meeting.

Section 5.10. Notice of Regular Board of Directors' Meetings.

Board of Directors' regular meetings may be scheduled by the Board in advance at a preceding meeting. Any such scheduled regular meeting of the Board of Directors will be considered a regular meeting unless otherwise specified and shall not require notice to be provided pursuant to 5.11.

Section 5.11. Notice of Special Board of Directors' Meetings.

Special meetings of the Board of Directors may be called by the President, and shall be called by the President upon written request of a majority of the Board of Directors.

Notice of special Board of Directors' meetings, stating the place, day, and hour of the meeting and the business to be conducted at such meeting, shall be delivered electronically or by U.S. mail to each Director not less than two (2) nor more than thirty (30) days prior to the date of the meeting.

Notice of any special meeting of the Board of Directors may be waived in writing, filed with the Secretary, by any Director if the waiver sets forth the purpose for which the meeting is called and the date, time and place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting unless the Director objects at the beginning of the meeting (or promptly upon the Director's arrival) and the Director does not thereafter vote for or assent to action taken at the meeting. Notice of a later meeting need not be given to any Director who attended a prior meeting at which such latter meeting was duly called and the time, date, and place thereof noticed.

Section 5.12. Voting at Regular Meetings and Special Meetings.

(a) Regular Meetings: The Directors shall each be entitled to one (1) vote on each matter coming before the Board of Directors. No vote shall be taken on any item not included in the agenda in the notice of a regular meeting, as set forth in Section 5.10 or in any agenda received by Directors in advance of a regular meeting. Any Director absent from a Board of Directors' meeting may vote on an agenda item by submitting her/his vote in writing to any other Board member.

Except as otherwise provided in these By-laws, any vote taken on any item on the agenda shall be valid upon the majority vote of those Directors present in person or by proxy executed in writing to be cast by the Secretary, designated Director or designated Voting Member.

(b) Special Meetings: The Directors shall each be entitled to one (1) vote on each matter coming before the Board of Directors. No vote shall be taken on any item not included in the agenda in the notice of a special meeting, as set forth in Section 5.11 or in any agenda received by Directors in advance of a special meeting. Any Director absent from a Board of Directors' meeting may vote on an agenda item by submitting her/his vote in writing to any other Board member.

Except as otherwise provided in these By-laws, any vote taken on any item on the agenda shall be valid upon the majority vote of those Directors present in person or by proxy executed in writing to be cast by the Secretary, designated Director or designated Voting Member.

Section 5.13. Quorum.

A majority of the Directors in office at the time of a meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting, except as provided for in Sections 5.06, 5.08 and 5.09.

Section 5.14. Action Without Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action, a written consent to such action is signed by all members of the Board of Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors.

Section 5.15. Executive Sessions of the Board of Directors.

Executive Sessions of the Board of Directors shall be comprised solely of the members of the Board of Directors. Executive Sessions may be held only for the purposes of discussion of the following matters:

- (1) Potential and pending legal actions, causes of action or litigation;
- (2) Removing or disciplining of Directors, Officers, or Voting Members; or
- (3) Any other subject matter that the Board of Directors deems should be addressed by an Executive Session.

The Board of Directors may, at its discretion, invite any person to attend an Executive Session; however, such person must request permission to address the Board during the Executive Session and shall have no rights to make motions or vote.

ARTICLE 6

Officers

Section 6.01. Officers.

The Officers of the Organization shall consist of a President, a Vice President, a Secretary, a Treasurer, and the NFPA Primary and Secondary Representatives, as defined herein. No person shall hold more than one office at any one time.

Section 6.02 Eligibility.

No person shall be an Officer who is not a Voting Member of the Organization, as defined in Section 2.03(a) hereof.

Section 6.03. Qualification.

Only a Voting Member in good standing shall be eligible to serve as an Officer of the Organization as defined in Section 2.03(a) hereof.

Section 6.04 Election.

Officers shall be chosen in an election by the Voting Members of the Organization as defined in Section 2.03(a). Election shall be by affirmative vote by a majority of the

Voting Members represented in person or by proxy at the meeting in which the election is to take place.

Section 6.05. Nominations.

The Board shall appoint a Nominations and Elections Chairperson at least sixty (60) days prior to the Election Meeting. The Nominations and Elections Chairperson shall form a committee who shall present a slate of candidates nominated for election as Officers to the membership at least thirty (30) days prior to each election. No name shall be on the slate without consent of the candidate.

Section 6.06. Term.

Officers shall serve from one Election Meeting to the next Election Meeting, as provided by Section 4.02. Each Officer may serve for no more than two (2) consecutive terms.

Section 6.07. President.

The President shall be the Chief Executive Officer of the Organization; shall preside over all meetings of the Board of Directors and members, if present; shall have and exercise general charge and supervision of the affairs of the Organization; shall be the recognized voice of said Organization; shall be responsible for the transfer of Organization files from outgoing Officers and Chairpersons to their respective successors; and other duties as may be assigned to her/him by the Board of Directors. The President shall be an ex-officio member of all committees.

Section 6.08. Vice President.

The Vice President shall, in the absence or disability of the President, perform all duties and exercise all powers incumbent upon the President and shall perform such other duties as the President or the Board of Directors may prescribe or delegate. Specifically, the Vice President shall be responsible for assisting the Continuing Education Committee in planning the Annual Meeting, any Election Meeting and coordinating any speaker for said meeting, or at any other meetings at which a speaker is required.

Section 6.09. Secretary.

The Secretary shall have the custody and care of the Organization records and the minute book of the Organization (including, but not limited to, minutes, resolutions, agenda and Treasurer's reports). She/He shall attend all the meetings of the Board of Directors and the Annual Meeting of the Organization; provided, however, that if her/his absence at a meeting is required, a Director of the Organization or an appointed representative shall record the proceedings of that meeting. The Secretary shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings and the official mailing list of the Organization. She/He shall attend to the giving and serving of all notices of meetings of the Organization, shall file and take care of all papers and documents belonging to the Organization, and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the President or by the Board of Directors.

Section 6.10. Treasurer.

The Treasurer shall keep correct and complete records of all accounts showing at all times the financial condition of the Organization, following the protocol set forth in Section 12.02 herein. She/He shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Organization. She/He shall immediately deposit all funds of the Organization coming into her/his hands into a reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Organization. She/He will furnish at meetings of the Board of Directors, or whenever requested, following the protocol set forth in Section 12.02 herein, a statement of the financial condition of the Organization and shall submit such statement to be attached to the official minutes of the meeting. The Treasurer shall be a member of the Finance Committee. She/He shall perform such other duties as may be required by this Code of By-laws or as may be prescribed by the President or by the Board of Directors.

A copy of checks deposited into the account should be retained, and the deposit receipt should be affixed thereto, and a copy of all paid expenses shall also be retained.

An accounting shall be maintained by the Treasurer as to deposits and expenses of the Organization and for tracking the budget for that year.

The Treasurer shall prepare a proposed budget for each coming year, for review and approval by the Board of Directors.

The Treasurer may include an itemized breakdown of deposits made and checks written since the date of the last Treasurer's report for presentation to the Board of Directors at its regularly scheduled meetings. The Treasurer shall on a regular basis provide the Board of Directors with copies of the checkbook register, bank account statements, and spreadsheets showing income and expenses to date in order to keep the Board of Directors informed of the Organization's financial status and status relative to the approved budget.

The Treasurer shall timely reconcile bank account statements.

The Treasurer shall file or arrange for filing of the required tax return (at this time Form 990N) with the IRS by the appropriate deadline, and shall notify the Board of Directors as to the date of completion, keeping a copy of the filing in the Organization's records.

Section 6.11. NFPA Primary and Secondary Representatives.

The NFPA Primary Representative serves as the Organization's representative to NFPA. This individual will receive all information from NFPA and has the responsibility of disseminating information to the Board of Directors and/or the appropriate individual members. This individual will be the person contacted for information and reports required by NFPA. More specifically, these responsibilities include, but are not limited to the following:

- a. Act as the Organization's NFPA liaison and become familiar with NFPA philosophies and publications as well as current national issues;
- b. Attend and act as the Organization's voice at NFPA national convention and regional meetings;
- c. Obtain member and Board of Directors' input on proposed national agenda topics and cast Organization's vote in accordance with local majority; and
- d. Respond to NFPA related requests and correspondence.

The Secondary Representative shall, in the absence or disability of the Primary, perform all duties and exercise all powers incumbent upon the Primary and shall perform such other duties as delegated by the Primary or Board of Directors to assist in carrying out the above-defined responsibilities.

Section 6.12. Vacancies.

In the event an Officer's position in the Organization becomes vacant by death, resignation, retirement, disqualification, removal or any other cause, the Board of Directors shall appoint a voting member to fill such vacancy, and the voting member so appointed shall hold office and serve as an Officer and Director until the next Election Meeting or until the election and qualification of her/his successor.

Section 6.13. Attendance.

Each Officer is required to attend all meetings of the Board of Directors. An Officer absent from three (3) consecutive meetings of the Board of Directors without good cause may be removed by a 2/3 vote of the total number of Directors comprising the Board of Directors. An Officer removed by a 2/3 vote of the total number of Directors comprising the Board of Directors shall be deemed to have resigned as an Officer. Notwithstanding the provisions of this section, the Board of Directors may, where good cause is shown, waive the mandatory resignation of an Officer for failure to attend three (3) or more consecutive meetings of the Board.

Section 6.14. Removal of Officer.

Except as otherwise precluded by law, any Officer may be removed at any time, with or without cause, by:

- (1) resolution by a 2/3 vote of the total number of Directors comprising the Board of Directors; or
- (2) by unanimous written consent of such resolution by the Board of Directors, excluding the Officer being removed; or
- (3) by the affirmative vote of a quorum of the Voting Members as defined under Section 4.06 of the Organization at any regular or special meeting of the members called expressly for that purpose. Any Officer whose removal is

proposed, shall be entitled to at least ten (10) days written notice before the meeting of the members at which such removal is to be voted upon and such Officer shall be entitled to appear before and be heard by the members of such meeting. Notice of such meeting shall be delivered personally or sent certified mail, return receipt requested.

Section 6.15. Vacancy.

In the event an Officer ceases to be in office for any reason whatsoever during the term of office, the Directors in office shall appoint, by majority vote of Directors present for a meeting regarding such appointment, a successor to fill the vacancy caused thereby for the remainder of the term of office until the next Election Meeting.

Section 6.16. Resignation.

Any Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the President or Secretary of the Organization. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE 7

Standing Committees

Section 7.01. Standing Committees.

The Standing Committees Chairpersons shall be voting members of the Board of Directors with full power to vote at the meetings of the Board of Directors. The Standing Committees Chairpersons consist of the Finance Committee Chairperson, Professional Liaison Committee Chairperson, Membership Committee Chairperson, and Paralegal Certification Committee Chairperson. The Standing Committees Chairpersons must be Voting Members.

The Board of Directors shall appoint the Standing Committees Chairpersons by a majority vote of the Directors present for a meeting regarding such appointment. The Board of Directors may remove any Standing Committee Chairpersons by a 2/3 vote of the total number of Directors comprising the Board of Directors. The Board of Directors shall appoint a person to fill the vacancy by a majority vote of the Directors present for a meeting regarding such vacancy; however, no changes in these By-laws are necessary to reflect same. Members of the Standing Committees shall be appointed at the discretion of the Officers.

Section 7.02. Term.

Each Standing Committee Chairperson shall serve for a term of two (2) years or until her/his successor is appointed. Each Standing Committee Chairperson may serve for no more than five (5) consecutive terms.

Section 7.03. Responsibilities.

The responsibilities of the Standing Committee Chairpersons are to preside over the

meetings of the Committee of which she/he is Chairperson, promote the objectives of the Committee as defined herein, report the activities of the Committee to the Board of Directors and general membership, provide the Secretary of the Organization with a true and complete record of the proceedings of each Committee meeting, and carry into effect the programs and activities of the Committee.

The Standing Committees of the Organization and their objectives are as follows:

- a. Finance Committee: To review expenses proposed to be incurred on behalf of the Organization and authorize any and all disbursements pursuant to the approved Budget; to monitor actual income and expenses related to the Annual Budget; to assist the Treasurer with preparing an Annual Budget to be presented to the Board of Directors and to obtain approval by the Board of Directors of the final Annual Budget. Proposed non-budgeted expenditures shall be presented at a Board of Directors meeting for approval by a majority of the Board members present.
- b. Professional Liaison Committee: To serve as the liaison between the Organization and all other legal entities and educational institutions; to establish and maintain contact with members of the local Bar Association(s), and to monitor their activities which may affect the Paralegal profession.
- c. Membership Committee: To encourage, promote, and maintain membership; to develop informational materials relating to the Organization; to process new member applications and maintain membership records such as membership directory and mailing lists; and to promote member participation in the Organization. The Committee shall also revise and recommend proposed changes in membership criteria, regulations and fees to the Board of Directors.
- d. Paralegal Certification Committee: To serve as the liaison between the Organization, NFPA, and all other legal entities and educational institutions on matters relating to PACE and the PCC Exam; to promote the Organization's Paralegal Certification Scholarship, to review scholarship applications with a scholarship committee, choose a scholarship recipient, and award the scholarship funds; to appoint members of the Paralegal Certification Scholarship Committee for review of and making a decision upon applications; and to encourage and promote PACE, the PCC Exam, and the AIPS PACE Review Course to the Organization's members and the legal community.

ARTICLE 8

Special Committees

Section 8.01. Special Committees.

Special Committees are created for a specific purpose and can be terminated upon completion of that purpose at the Board of Directors' discretion. Special Committee

Chairpersons may be appointed by the Board of Directors annually, or when necessary. Special Committee Chairpersons may attend meetings of the Board of Directors, but are not Directors and shall not have the power to vote on any matter brought before the Board of Directors. The responsibilities of the Special Committee Chairperson are to preside over the meetings of the Committee of which she/he is chairperson, promote the objectives of the Committee as defined herein, report the activities of the Committee to the Board of Directors and general membership, provide the Secretary of the Organization with a true and complete record of the proceedings of each Committee meeting, and carry into effect the programs and activities of the committee. The Special Committees of the Organization and their objectives are as follows:

- a. Continuing Education Committee: To plan and implement educational opportunities through seminars, social functions, and the collection and promulgation of publications and other educational materials for the benefit of the Organization's members; to monitor and make members aware of educational programs and opportunities for Paralegals in the State of Vermont; to assist in providing Registered Paralegals with opportunities to obtain the mandatory credit hours for maintaining credentials; and to be responsible for working in cooperation with the Vice President in the preparation and planning of the Annual Meeting.
- b. By-Laws Committee: To periodically review, along with the Vice President, the Organization's By-laws and Policies and Procedures Manual, and report and recommend needed reviews and amendments to the Board of Directors; to interpret the Organization's By-laws and Policies and Procedures Manual, as requested; to revise the Organization's By-laws and Policies and Procedures Manual as directed by the Board of Directors and pursuant to Article 15 of the Organization's By-laws; and to perform other responsibilities as may be assigned by the President or the Board of Directors.
- c. Newsletter Committee: To collect and draft content for the newsletter; to obtain articles from Board, members and outside sources; to coordinate with vendors on formatting and printing of the newsletter; to review and edit submissions to the newsletter; to assist with publishing a quarterly newsletter, containing items and articles of interest to Paralegals, including local and national news, programs and announcements of the Organization; and to disseminate press releases approved by the President or the Board of Directors.
- d. Legislative Paralegal Affairs Committee: To be aware of national and state legislation and regulation which affects the Paralegal profession and to communicate such information to the membership; to coordinate with the Membership Committee the reporting of legislative activity, new rules or enacted laws affecting the Paralegal profession; to monitor the expansion and/or trends of the Paralegal profession on a state by state basis; to develop and maintain information on all issues relating to the Paralegal profession, including certification, licensure, registration, the unauthorized practice of law, and ethics;

and to monitor legislation and draft responses to any legislative proposals impacting the Organization's policies and positions.

- e. Employment Opportunities Committee: To maintain files regarding communications with employers seeking to utilize Organization's employment opportunities services, and invoices to employers for employment opportunities advertising; to work with law firms, legal entities and businesses in filling Paralegal job openings; to research, develop and encourage new areas of Paralegal employment; to develop, maintain and update listings of employment opportunities; and to coordinate posting employment listings with the Website Chairperson for posting on the website.
- f. Advertising Committee: To contact community businesses to solicit advertising in the Organization's newsletter; to prepare and/or arrange for advertising and promote public relations for the Organization; to prepare, in cooperation with the Newsletter Chairperson, press releases for the Organization's activities, seminars and programs; to promote the Organization within the legal community and to the general public; to contact vendors for advertising, in cooperation with the Sponsorship Committee Chairperson, with the primary purpose of collecting non-dues income for funding Organization events.
- g. Scholarship Committee: To promote the Organization's educational scholarship or any other scholarship by working in cooperation with Vermont Student Assistance Corporation, or any other administration to review scholarship applications, choose a scholarship recipient, and award the scholarship funds.
- h. Website Committee: To monitor and maintain the Organization's website to ensure that current and accurate information is available to its members, such as Board of Directors current contact information, membership information, employment opportunities announcements, newsletters, meeting and seminar announcements, and NFPA affiliation and Paralegal Certification announcements, news and information; and to periodically verify links and forms provided for informational purposes on the Organization's website to ensure correct functionality and accuracy.
- i. Ethics Committee: To periodically review the Organization's Code of Ethics and report and recommend needed reviews and amendments to the Board of Directors; to interpret the Organization's Code of Ethics, as requested; to revise the Code of Ethics as directed by the Board of Directors; to advise the Board of Directors regarding matters of ethics; and to keep the membership informed of issues in the field of ethics.
- j. Pro Bono Committee: To promote membership participation and awareness of existing and new pro bono opportunities and programs at the local and national level. The Pro bono Committee shall work in conjunction with other local or national organizations to develop ongoing opportunities for members to

participate in legal and non-legal opportunities for the benefit of the community and Organization as a whole.

- k. Sponsorship Committee: To create and forge mutually financially beneficial partnerships with local and national institutions in furtherance of the Organization's mission to provide educational and professional opportunities for its members; to contact vendors for donations and advertising, in cooperation with the Advertising Chairperson, with the primary purpose of collecting non-dues income for funding Organization events; to research, solicit and recruit corporate and educational sponsors; and to organize, coordinate and maintain the program in order to build effective relationships with the sponsors.

ARTICLE 9

Paralegal Certification Ambassador

The Board of Directors may appoint a Paralegal Certification Ambassador annually. The Paralegal Certification Ambassador will receive all information on Paralegal Certification from NFPA and has the responsibility of disseminating information to the membership. The Paralegal Certification Ambassador will promote PACE ("Paralegal Advanced Competency Exam") and the PCC ("Paralegal Core Competency") Exam to the membership and to the legal community by publishing articles in the Organization's newsletter, by sponsoring study groups, by honoring credentialed Paralegals on the Organization's website, and by promoting the AIPS (American Institute of Paralegal Studies) PACE Review Course. The Paralegal Certification Ambassador will be the contact person and liaison with NFPA for matters related to PACE. The Paralegal Certification Ambassador, as the Chairperson of the Paralegal Certification Standing Committee, shall be a member of the Board of Directors with full power to vote at the meetings of the Board of Directors.

ARTICLE 10

Past President

The immediate Past President shall serve in an advisory capacity to the Board of Directors.

ARTICLE 11

Loans to Officers and Directors

The Organization shall not make any advancement for services to be performed in the future nor shall it make any loan of money or property to Officers and Directors.

ARTICLE 12

Financial Affairs

Section 12.01. Contracts.

The Board of Directors shall authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to a specific instance; and, unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Organization by any contract or engagements or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 12.02. Organization Finances.

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money, shall be signed by the Treasurer, upon approval of a majority of the Board of Directors, except for checks under \$250.00 which may be signed by the Treasurer without Board approval. The President and Vice President shall also have the authority to sign checks, in the Treasurer's absence.

Mail will be regularly retrieved from the Organization's mailbox, presently located in Burlington, at least weekly by a member who is not authorized to sign checks on any Organization bank accounts. The mail will be opened and reviewed and a log will be prepared of any checks enclosed with the mail. The mail including any checks will then be forwarded to the Treasurer or other appropriate party, for further processing. Upon receipt, the Treasurer shall timely deposit checks into the Organization's checking account. A copy of checks deposited into the account should be retained, and the deposit receipt should be affixed thereto.

Every attempt should be made so that no authorized signatory of any Organization accounts accepts any checks for payments made to the Organization including those for registration for CLEs or other functions, membership application or renewal fees, sponsorship, etc. If a situation arises where a payment is presented to an authorized signor of the Organization accounts when no other unauthorized signatory is available to accept the payment (such as in the case of a registrant presenting a check on the day of a CLE), then the party presenting the check should be asked to mail the payment to the Organization's mailbox. A log shall also be prepared as to any payments presented to the Organization members welcoming registrants on the day of a CLE presentation or other Organization function, before providing the checks to the Treasurer for processing.

The Treasurer shall file the required tax return (at this time Form 990N) with the IRS by the appropriate deadline, and shall notify the Board of Directors as to the date of completion, and keep a copy of the filing within the Organization's records.

Section 12.03. Fiscal Year.

The Fiscal Year of the Organization shall begin on the first day of January of each year and end on the last day of December of each year.

Section 12.04. Audit.

A review of all financial affairs of the Organization shall be conducted and a written report and financial records shall be prepared and submitted by the Treasurer to the Board of Directors for audit within sixty (60) days prior to the Annual Meeting. The audit and financial records will be made available for inspection at the Annual Meeting. The financial records of the Organization shall be audited at least every two years by one or more independent auditors selected by the Board of Directors. Copies of the audit shall be mailed to the Board of Directors.

ARTICLE 13

Prohibited Activities

Notwithstanding any provision of these By-Laws, no part of the net earnings of the Organization shall inure to the benefit of any member, Director, Officer, employee or agent of this Organization or any private individual, except that the Organization shall be authorized to make such payments and distributions in furtherance of the Organization's stated purpose pursuant to Section 1.03 hereof, or such distributions as are authorized pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as such Code may be further amended.

ARTICLE 14

Limitation of Liability and Indemnification

Section 14.01. Limitation of Liability. No Officer, Director, member, representative, or agent of the Organization shall be held liable for any debts, contracts or other obligations of the Organization, provided such debts, contracts or other obligations were incurred by such Officer, Director, member, representative or agent pursuant to authority granted by the Board of Directors or the action was taken in compliance with such By-laws.

Section 14.02. Indemnification. Persons who are or were Officers or members of the Board of Directors of the Organization shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Organization or otherwise) arising out of their service to the Organization or to another organization. Persons who are not Directors or Officers of the Organization may be similarly indemnified with respect to such service to the extent authorized at any time by the Board of Directors. The Organization may maintain insurance to protect itself and any such Director, Officer or other person against any liability, cost or expense incurred in connection with any such action, suit or proceeding.

ARTICLE 15

Amendments and Interpretation of By-laws

Section 15.01. Amendments to By-laws. These By-laws may be amended, repealed or altered, in whole or in part, at a duly convened meeting of the Board of Directors with an affirmative vote of the majority of the Board of Directors. The effective date of an amendment(s) of these By-laws shall be fixed by the Board of Directors present at the meeting at which such amendment(s) are adopted.

Section 15.02. Interpretation of By-laws. In the absence of specific direction in these By-laws, all matters with regard to membership, membership meetings and board meetings shall be guided by Roberts Rules of Order, current edition.

ARTICLE 16

Dissolution

The Vermont Paralegal Organization shall, upon dissolution, distribute all cash assets to the tax-exempt educational institution with programs in Paralegal studies, specifically, Champlain College located in Burlington, Vermont.

History:

Effective January 1, 2004

Amended June 23, 2005

Amended February 15, 2012

SECOND AMENDED AND RESTATED
CODE OF BY-LAWS
OF
VERMONT PARALEGAL ORGANIZATION

CERTIFICATION

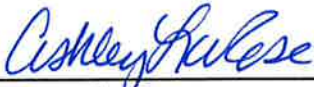
I certify that this is a true and accurate copy of the original document, and that this was adopted as the organizing document of the Organization effective February 15, 2012.



Carie Tarte
President



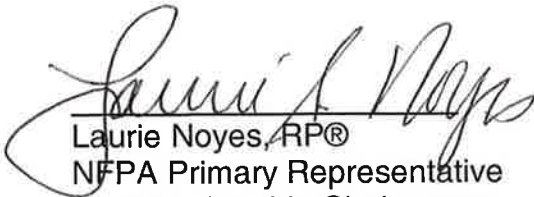
Corinne Deering, RP®
Vice President and Paralegal
Certification Ambassador



Ashley LaRose
Treasurer



Leslie Mooney
Secretary



Laurie Noyes, RP®
NFPA Primary Representative
and Membership Chairperson

Vacant
NFPA Secondary Representative



Diane Brown
Finance Chairperson

Vacant
Professional Liaison