

INDEX TO BY-LAWS OF
WESTERN NEW YORK PARALEGAL ASSOCIATION, INC.

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ARTICLE 3 -
MEMBERSHIP

3.01 RIGHT TO MEMBERSHIP. Only those persons who shall qualify for membership according to the provisions of these Bylaws shall be and become members.

3.02 CLASSES OF MEMBERSHIP. There shall be three (3) classes of membership as follows:

- A. Active Member.
- B. Associate Member.
- C. Student Member.

3.03 ACTIVE MEMBERSHIP. An Active Member shall be defined as any employed paralegal having a title of paralegal, legal assistant, nurse paralegal, or paralegal assistant or, if self-employed or employed under another title, having a significant number of duties and responsibilities normally associated with a paralegal position, and who meets the requirements set forth in any one of the following seven (7) categories:

- A. possesses a baccalaureate degree, a certificate from a paralegal training program and at least six (6) months working experience in a paralegal capacity;
- B. possesses a baccalaureate degree and at least one (1) year working experience in a paralegal capacity;
- C. possesses an associate degree in paralegal studies and at least one (1) year working experience in a paralegal capacity;
- D. possesses an associate degree and at least two (2) years working experience in a paralegal capacity;
- E. possesses a high school diploma, a certificate from a paralegal training program and at least three (3) years working experience in a paralegal capacity;
- F. possesses a high school diploma and at least four (4) years working experience in a paralegal capacity; or
- G. was an Active Member in good standing of the

Association as of December 20, 1988.

An active member is entitled to vote.

- 3.04 ASSOCIATE MEMBERSHIP. An Associate Member shall be defined as any employed paralegal not qualifying for active membership or any unemployed paralegal. An Associate Member shall not be entitled to vote but shall have all other privileges of active membership.
- 3.05 STUDENT MEMBERSHIP. A Student Member shall be defined as any student currently enrolled in an accredited college or university, who does not meet the requirements to maintain the designation Active Member. A Student Member shall not be entitled to vote but shall have all of the other privileges of active membership.
- 3.06 APPLICATION FOR MEMBERSHIP. All prospective members shall complete an application form available from the Second Vice-President of the Corporation, and submit said form together with a required fee as stated in the application for membership. This fee shall be returned in the event that said membership application is not approved by the Membership Committee. Any applicant for membership must satisfy the Membership Committee as to his/her/their interest and qualification. The membership enrollment period begins January 1 and ends October 31 in any given year.
- 3.07 REJECTION OF APPLICANTS. An Application for any class of membership shall be rejected by the Membership Committee if:
- A. The applicant has not met any one or more of the qualifications as set forth in Sections 3.03 through 3.07, or
 - B. The applicant has been convicted of a felony or is incarcerated.
- 3.08 MEMBERS QUALIFIED TO VOTE. Only Active Members in good standing shall be qualified to vote at membership meetings or upon other matters coming before the members for action. No Active Member who is delinquent in the payment of any dues or other assessments shall be

qualified to vote.

- 3.09 MEMBERSHIP STATUS. The adoption of these Bylaws shall in no way affect the membership status of any person now a member of the Corporation.

ARTICLE 4 -
BOARD OF
DIRECTORS

4.01 POWERS. All corporate power shall be exercised by or under authority of, and the business and affairs of the Corporation shall be controlled and managed by, its Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

- A. To conduct, manage and control the affairs and business of the Corporation, to enforce the Bylaws, and to make such rules and regulations not inconsistent with law, with the Articles of Incorporation, or these Bylaws, as they may deem best;
- B. To appoint and remove, for a good cause, any Director of the Corporation; prescribe their duties; and, if they deem so necessary, and in their discretion, from time to time, to devolve the powers and duties of any officer upon any other person.
- C. To expend the money of the Corporation for the purposes and benefit of the Corporation, provided, however, that no money shall be paid out, or expense incurred, by any director, committee or member of the Corporation, without approval of a majority of the Board;
- D. To appoint such committee or committees as necessary to further the purposes of the Corporation and to define the powers and duties of such committee or committees.

4.02 NUMBER OF DIRECTORS. The Board of Directors shall consist of not less than eight (8) Active Members. At such time as the membership of the Corporation shall reach 75 persons, one (1) additional Director may be elected at the next annual election; at any time that the membership of the Corporation shall increase by an additional 25 members, one (1) additional Director may be so elected.

4.03 ELIGIBILITY. Any person who is an Active Member of the

Corporation shall be eligible to serve as a Director thereof, provided that said member's current dues have been paid.

Should the classification of membership of a current Director change during their elected term of office, a vote shall be held of the directors, provided there is a quorum of not less than a majority present at the meeting, to determine that Director's eligibility to continue on the Board.

- 4.04 TERM OF OFFICE. The term of office of each Director of the Corporation shall be two (2) years or until a successor Director is elected. Successors for Directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such term expires, or in such other manner as shall be decided upon by the Board of Directors in accordance with these Bylaws. A Director shall be limited to two (2) full terms in succession, after which said Director cannot be re-elected until the expiration of one (1) year.
- 4.05 STAGGERING OF TERMS. The first Board of Directors shall consist of four (4) members who will serve a one (1) year term and four (4) additional members who will serve a two (2) year term. Thereafter, successors for Directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such term expires.
- 4.06 REMOVAL AND RESIGNATION. Any Director may be removed from office without cause, either at a regular or special meeting, by the affirmative vote of persons holding two-thirds (2/3) of the total voting power of the membership of the Corporation or, for cause, by the affirmative vote of persons holding one-tenth (1/10) of the total voting power of the membership of the Corporation.

Any Director may be removed for cause by the affirmative vote of the Directors provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken. In addition, any Director who misses more than three (3) Board meetings, within the twelve (12) month period following his/her election without good reason or cause shall be removed by the

Board of Directors upon motion to that effect, duly made and carried.

Any Director may resign at any time by giving written notice to the Board of Directors or the President or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any time specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

- 4.07 VACANCIES. Interim vacancies in the board of directors occurring by reason of resignation, death or removal may be filled by majority vote of the remaining directors or remain vacant at the discretion of the remaining directors. Any successor director shall serve the remainder of the unexpired term of the board member being replaced, and shall be eligible for election for one additional two-year term.

ARTICLE 5 -
OFFICERS

5.01 ELECTION AND TERM OF OFFICE. The Directors of the Corporation, having been elected by the general voting membership as herein provided in Article 9.02, shall meet within fourteen (14) days following the annual meeting and elect the following officers from their number to serve until the following year's annual board of directors' meeting: president, first vice president, second vice president, secretary, and treasurer.

5.02 DUTIES OF THE PRESIDENT. The President shall be the chief executive officer of the Corporation; shall be elected from and be a member of the Board of Directors; shall chair the meetings of the Board of Directors; shall be subject to the control of the Board of Directors; shall supervise and control the affairs of the Corporation; and shall perform all duties incident to the office. In addition, the President shall have such other duties as may be required by law or by these Bylaws, or which may be assigned to said individual from time to time by the Board of Directors or by the members of the Corporation. The President shall also be an ex-officio member of all standing committees.

The President shall have the specific power to enter into contracts on behalf of the Corporation. However, all such contracts shall be subject to ratification or disapproval by the Board of Directors.

5.03 DUTIES OF THE FIRST VICE PRESIDENT. The First Vice President shall be elected from and be a member of the Board of Directors; shall be subject to the control of the Board of Directors; shall be responsible for coordinating the monthly general membership meetings with the help of the Board. The First Vice President shall perform such other duties as from time to time may be assigned by the Board of Directors or the President.

The First Vice President shall exercise the functions of the President in the temporary absence or disability of the President, and, when so acting, shall have all the powers and authority of the President.

In the event of absence, refusal, or inability to act on the

part of the First Vice President, the duties of that office may be performed by any person whom the Board of Directors may select.

- 5.04 DUTIES OF THE SECOND VICE PRESIDENT. The Second Vice President shall be elected from and be a member of the Board of Directors; shall be subject to the control of the Board of Directors; shall serve as chairperson of the Membership Committee; and is responsible for maintaining a current roster of all membership classes which is supplied to NFPA Headquarters, as required. The Second Vice President is to review all membership applications for approval for membership. The Second Vice President is responsible for gathering the nominations and oversees the election during the annual meeting.

In addition, the Second Vice President shall perform such other duties as from time to time may be assigned by the Board of Directors or the President. In the absence of the President and First Vice President, the Second Vice President shall exercise the functions of the President, and when so acting, shall have all the powers and authority of the President.

In the event of absence, refusal, or inability to act on the part of the Second Vice President, the duties of that office may be performed by any person whom the Board of Directors may select.

- 5.05 DUTIES OF THE SECRETARY. The Secretary shall be elected from and be a member of the Board of Directors, shall be subject to the control of the Board of Directors; shall serve as chairperson of the Bylaws Committee; shall attend all meetings of the Board of Directors and keep an accurate account of the proceedings or appoint a substitute from the Board of Directors to do so; shall maintain the records of the minutes and correspondence of the Corporation; shall be responsible for the seal of the Corporation; and shall maintain a record of the last known addresses of all Directors.

In the absence of the President and Vice Presidents, the Secretary shall exercise the functions of the President, and

when so acting, shall have all the powers and authority of the President.

In the event of absence, refusal, or inability to act on the part of the Secretary, the duties of that office may be performed by any person whom the Board of Directors may select.

- 5.06 DUTIES OF THE TREASURER. The Treasurer shall be elected from and be a member of the Board of Directors, shall be subject to the control of the Board of Directors; shall keep a full and accurate record of the receipts and disbursements of the Corporation; shall deposit all monies of the Corporation in its name in such depositories as shall be designated by the Board of Directors; shall disburse such funds as directed by the Board and under the signature of any two (2) officers of the Corporation; shall make and furnish a report of the finances of the Association to the membership at each Board of Directors' meeting, the annual meeting and whenever requested by the Board of Directors or the President; and shall furnish such bonds to his or her performance which the Board of Directors shall at any time require, at the expense of the Corporation.

Unless otherwise directed by the Board of Directors, the Treasurer shall have no duty to determine that any report or return shall have been made or any tax paid to any governmental body.

In the absence of the President, Vice-Presidents, and Secretary, the Treasurer shall exercise the functions of the President, and when so acting, shall have all the powers and authority of the President.

In the event of absence, refusal, or inability to act on the part of the Treasurer, the duties of that office may be performed by any person whom the Board of Directors may select.

- 5.07 REMOVAL AND RESIGNATION. Any Officer may be removed with or without cause by the affirmative vote of the Directors provided there is a quorum of not less than a

majority present at the meeting of Directors at which such action is taken. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Any such resignation shall take effect on the date of the receipt of such notice or any time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- 5.08 VACANCIES. A vacancy in any office shall be filled in the same manner as prescribed in Section 4.07 of these Bylaws for the filling of vacancies in the Board of Directors.

In the case of the resignation or incapacity of the President, no person shall automatically ascend to the office of President but a successor President shall be elected by the Board from among their number; a majority vote of said body shall be required for election of said candidate.

ARTICLE 6 -
MEETINGS

- 6.01 ANNUAL MEETING. An annual meeting of the members shall be held in the month of April of each year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. Written notice stating the place, day and hour of the annual meeting of members shall be delivered, either personally, by facsimile or electronic transmission, or by U. S. Mail to each member in good standing at his/her address as given on the records of the Corporation, not less than ten (10) nor more than fifty (50) days before the date of said meeting.
- 6.02 REGULAR MEETINGS. Regular meetings of the general membership shall be held monthly except during July and August, at a date, time and place to be determined by the Directors. Regular meetings may be called during July and August at the discretion of the Directors. Written notice stating the date, time and place of regular meetings shall be delivered, either personally, by facsimile or electronic transmission, or by U. S. Mail, to each member in good standing not less than five (5) days before the date of such meeting.
- 6.03 SPECIAL MEETINGS. Special meetings of the membership may be called by the President, Board of Directors, or by not less than ten percent (10%) of the voting members. Written notice of such meeting stating the date, time, place and purpose for which it has been called shall be delivered, either personally, by facsimile or electronic transmission, or by U. S. Mail, to each member in good standing at least ten (10) days before such meeting, at which time only such business as specified in the notice shall be considered.
- 6.04 ANNUAL BOARD OF DIRECTORS MEETING. A meeting of the newly elected Board of Directors shall be held not more than fourteen (14) days following the annual meeting of members for the purpose of choosing the corporate officers from their number, to serve until the following year's annual board of directors meeting. Notice of this annual meeting shall be given to each Director by the Second Vice President, either orally or in writing, at least two (2) days prior to such meeting.

ARTICLE 6 -
MEETINGS

- 6.05 REGULAR BOARD OF DIRECTORS MEETINGS. Regular meetings of the Board of Directors shall be called at least ten (10) times each year by or at the request of the President or any two (2) Directors for the purpose of planning membership meetings or activities or education programs, and for the transaction of such other business as may properly come before the Board of Directors.
- 6.06 SPECIAL BOARD OF DIRECTORS MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors at a time and place to be fixed by the person or persons calling the special meeting.
- 6.08 NOTICE OF MEETINGS. Notice of regular or special meetings of the Board of Directors shall be given to each Director, either orally or in writing, at least two (2) days prior to such meeting.
- 6.09 OUTSIDE MEETINGS. All meetings pertaining to business of the Corporation with any outside organization shall require the presence of at least one (1) Director or one (1) member of the Corporation with the approval of the Board of Directors.

ARTICLE 7 -
COMMITTEES

7.01 STANDING COMMITTEES. The Corporation may have the following standing committees, the duties of which are described herein:

- A. The Education/Program Committee, chaired by the First Vice President, shall be responsible for planning the program for the regular monthly membership meeting of the Corporation; securing speakers representing various aspects of the legal profession, judicial system, governmental or community agencies, or other areas of interest to our profession; and advising members as to the availability of continuing education programs and publications.
- B. The Public Relations Committee, chaired by a Director or Officer of the Corporation, shall be responsible for maintaining good public relations with the community on behalf of the Corporation, and promoting the image of the Corporation and the paralegal profession in general.
- C. The Membership Committee, chaired by the Second Vice President, shall examine the qualifications of all applicants for membership and shall have sole responsibility for accepting or rejecting membership applications based on the guidelines set forth in Article 3 of these Bylaws. The Committee shall also be responsible for maintaining a current list of members and their addresses and delivering notices of all meetings as prescribed in Articles 6.01 through 6.04 of these Bylaws. The chairperson of this Committee shall also be responsible for maintaining a current list of all other committees and the members thereof.
- D. The Bylaws Committee, chaired by the Secretary, shall be responsible for examining and reporting to the Directors on all proposed amendments to the Bylaws, and recommending such amendments as, in its opinion, will promote the purpose of the Corporation and better serve its members. The chairperson of this Committee will also serve as

parliamentarian.

- E. The Advisory Committee, chaired by the immediate past President, shall be responsible for providing a historical perspective of the Corporation for the guidance and assistance of its officers and directors. If the immediate past President is unwilling or unable to serve, then the next highest ranking officer from among the outgoing Board shall be eligible to serve as Chair of the Committee. In the event that no such officers are willing or able to serve as Chair, the newly elected President shall form an Advisory Committee whose members meet the qualifications set forth below and said Committee members shall choose a Chair from among themselves.

The Advisory Committee shall be available for consultation with the entire Board of Directors at the request of any officer or director. In addition, Committee members shall also be required to attend any meetings of the Committee called by its chair at the request of an officer or director of the Corporation. The Committee shall also perform an annual review and analysis of policies and practices of the Corporation and prepare a written report containing its recommendations directed to the outgoing and incoming officers and directors, and delivered to the President of the Corporation no later than March 31.

The Advisory Committee shall be composed of at least three (3) members of the Corporation ("Corporate Members"), not presently directors, each of whom has completed at least one two-year term as a director. At the discretion of the Committee, a non-member may be appointed by the Chair for a renewable one-year term. In order to remain on the Committee, members must be willing to fulfill any additional responsibilities of Advisory Committee members as set forth in the policy and procedures manual of the Corporation. No member of the Advisory Committee shall be entitled to vote at any meeting of the Board of Directors.

- 7.02 SPECIAL COMMITTEES. Special committees and their functions shall be designated by the Board of Directors. The Directors shall appoint individuals to chair such committees, but may delegate the authority to name committee members to said chairperson. At any time, the Board of Directors may establish a liaison committee to meet and cooperate with the Erie County Bar Association to effectuate a good working relationship among members of the respective groups, promote full utilization of paralegals, and establish the highest possible standards for members of our profession.
- 7.03 COMMITTEES IN GENERAL. Except as otherwise provided in a resolution adopted by the majority of the members of the Board of Directors, all committee members must be members of the Corporation. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Vacancies occurring on any committee may be filled by the Directors or any person or persons authorized to appoint members of the committee.
- 7.04 COMMITTEE MEETINGS AND REPORTS. The majority of the members of any committee, exclusive of ex-officio members, shall transact business at any committee meeting. Notice of such meetings shall be given, either orally or in writing, at least two (2) days before the meeting, and each committee shall be responsible for maintaining such minutes or records as necessary. The Chairperson of each committee shall report to the Board of Directors, which body shall act upon those matters which, in its opinion, require attention.

ARTICLE 8 -
FINANCES

- 8.01 CALENDAR YEAR. The calendar year of the Corporation shall begin on January 1 and end on December 31 of the same year. This may be changed, upon recommendation of the Board of Directors and vote of the membership, at any annual meeting.
- 8.02 DUES. Payment of prescribed dues for each class of membership is valid for the period January 1 to December 31 of each given year. Dues of the Corporation may be changed upon recommendation of the Board of Directors and vote of the membership at any annual meeting.
- 8.03 PAYMENTS OF DUES. Dues of existing members shall be payable by January 31st in each year. Dues for candidates applying for membership shall be payable upon application as set forth in Section 3.07 of these Bylaws. Late fees may be assessed to any member who fails to renew by the January 31st prescribed deadline.
- 8.04 FAILURE TO PAY DUES. Members failing to pay after the expiration of two (2) months and after due notice by the **Treasurer** shall be suspended from membership. Active members deemed to be suspended because of failure to pay dues shall not be entitled to vote at any meeting nor receive a ballot to vote in any election. Suspended members may be reinstated at any time upon payment of the full current year's dues and a reinstatement fee as stated in the membership application form.
- 8.05 SURETY BOND. If the Board of Directors shall require any officer to furnish a performance bond, the Corporation shall be responsible for the expenses of such bond.

ARTICLE 9 -
ELECTIONS

9.01 TIME AND METHOD OF NOMINATING. Nominations shall be accepted each year no later than the March general membership meeting for one-half (1/2) of the total number of positions on the Board of Directors. If the Board consists of an uneven number of directorships, then nominations shall be accepted for one (1) more than one-half (1/2) of the total number in the first year that this occurs, and in every other year thereafter until such time as the number of directorships is again even.

Any member eligible to serve on the Board of Directors may place his or her own name in nomination or may nominate any other eligible member at the March general membership meeting of the Corporation. No additional nominations shall be accepted after the close of the March membership meeting.

9.02 TIME AND METHOD OF ELECTION. Directors shall be elected to fill the available positions on the Board each year at the Annual Meeting, and shall be chosen by ballot by the eligible voting members of the Corporation. Procedures for balloting shall follow the guidelines set forth below:

- A. The Second Vice President shall furnish a current membership list on the day of the election, and shall be responsible for distributing ballots to only those members who are eligible to vote.
- B. The names of the nominees shall appear on the ballot in alphabetical order.
- C. An active member whose name appears on the current membership list, as verified by the Second Vice President or designated Board member at the annual meeting, may mark his/her ballot and the ballots of verified eligible voters for whom he/she has been authorized to vote a proxy, and deposit them in the ballot box in the presence of the Second Vice President or designated Board member. An individual whose membership has been suspended because of non-payment of dues will not be allowed to cast a ballot unless outstanding dues are paid in

full prior to the close of the polls. Any Active Member wishing to vote by proxy shall so inform the Second Vice President, in writing, prior to the actual balloting, and at that time, shall designate the person authorized to vote the proxy. Any Active Member wishing to vote by absentee ballot shall obtain such ballot from the Second Vice President and return the completed ballot to said officer prior to the election.

- D. The poll shall be closed one-half hour after the commencement of voting, and the Second Vice President shall appoint two (2) tellers to count the votes. Any ballot containing more votes than the number of directorships available shall be declared void and not counted.
- E. The results of the balloting shall be announced at the Annual Meeting with those individuals receiving the greatest number of votes being declared successful candidates. The number of successful candidates shall be determined by the number of available directorships. In the event of a tie vote for the last directorship, the Secretary shall immediately determine the choice by lot in the presence of the tellers and the tied candidates, or, if not possible, no later than the day following. However, if the Secretary shall not succeed in communicating with a tied candidate, or if a tied candidate shall not attend the drawing of the lots after being notified of the hour and place of the drawing, the Secretary shall proceed with the drawing on the day specified, despite the absence of such tied candidate.
- F. The Second Vice President shall immediately notify each elected candidate of his election and shall call and give notice of the first meeting of the new Board of Directors which shall be held within fourteen (14) days after the Annual Meeting. At that time, the Directors of the Corporation shall elect a President, First Vice President, Second Vice President, Secretary and Treasurer from their number to serve until the following year's annual board of directors meeting. Other committee chairs may be appointed at that

time.

ARTICLE 10 -
QUORUM

10.02 MEETINGS OF THE CORPORATION. Except as otherwise required by law or these Bylaws, the presence of one-tenth (1/10) of the voting members of the Corporation shall constitute a quorum for the transaction of business at all meetings, whether regular or special. A majority vote of voting members present in person or by proxy shall decide any question brought before a meeting.

10.02 MEETINGS OF THE BOARD OF DIRECTORS. A majority of the Board of Directors shall constitute a quorum at any meeting. The act 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.

ARTICLE 11 -
AMENDMENTS

11.01 AMENDING THE BYLAWS. These Bylaws may be amended, repealed or altered, in whole or in part, at a duly convened meeting of the Corporation, provided notice of the purport of the proposed amendment has been stated in the call for the meeting and delivered to all members of the Corporation at least fifteen (15) days prior to said meeting.

11.02 METHOD OF PROPOSING AN AMENDMENT. An amendment to these Bylaws may be proposed by any member in good standing and shall be submitted to the Secretary of the Corporation, in writing, at least forty (40) days prior to the date of the meeting at which it is to be considered. The proposed amendment shall be included in the meeting notice and delivered to all members of the Corporation at least fifteen (15) days prior to said meeting.

11.03 EFFECTIVE DATE OF AMENDMENT. The effective date of an amendment of these Bylaws shall be fixed by the members present at the meeting at which such amendment is adopted.

ARTICLE 12 -
CODE OF ETHICS
AND
PROFESSIONAL
RESPONSIBILITY

12.01 NATIONAL FEDERATION OF PARALEGAL ASSOCIATIONS, INC.'S MODEL CODE OF ETHICS AND PROFESSIONAL RESPONSIBILITY AND GUIDELINES FOR ENFORCEMENT shall be the Ethics Code and Enforcement followed by the members of the Corporation, where there is no conflict between said actions and the Bylaws and Articles of Incorporation of this Corporation. The Corporation will follow NFPA's Code and Enforcement procedures that are in place at the time of approval of these Bylaws.

ARTICLE 13 -
PARLIAMENTARY
AUTHORITY

13.01 ROBERT'S RULES OF ORDER NEWLY REVISED. Shall be the parliamentary authority where applicable and where there is no conflict between said rules and the Bylaws and Articles of Incorporation of this Corporation. A copy shall be maintained by the current President for reference.