

**AMENDED AND RESTATED BYLAWS
of
CENTRAL FLORIDA PARALEGAL ASSOCIATION, INC.**

ARTICLE I - Name, Affiliation, and Purpose

1.1 The name of this Florida not-for-profit corporation is CENTRAL FLORIDA PARALEGAL ASSOCIATION, INC. ("CFPA").

1.2 CFPA shall be affiliated with the National Association of Legal Assistants, Inc. ("NALA").

1.3 CFPA has been organized for the purposes set forth below:

- A. To establish a professional organization for legal assistants/paralegals (hereinafter "paralegals") in the Central Florida area.
- B. To promote high standards of ethical conduct among its members which shall not be inconsistent with the Model Code of Professional Responsibility of the American Bar Association and the Rules of Professional Conduct of the Florida Bar.
- C. To foster, promote, and otherwise encourage the growth and advancement of paralegals throughout the Central Florida area.
- D. To meet and fulfill the needs of paralegals who are practicing in law firms, governmental agencies, corporate law departments, or in any other capacity, in the Central Florida area.
- E. To promote and encourage student involvement in the profession, to fulfill the needs of students enrolled in paralegal programs in the Central Florida area, and to work with paralegal educators in the development of curricula for training programs in order to achieve competency and proficiency in the profession.
- F. To provide a forum for its members to share and exchange experiences, ideas, opinions, and expertise.
- G. To sponsor and hold seminars, workshops, and other programs of instruction and training of paralegals designed to develop or improve their skills and capabilities.
- H. To advance the understanding within the legal community and the general public concerning the use of paralegals and the delivery of quality legal services performed by them.
- I. To serve as a resource for information and assistance to paralegals, bar associations, and paralegal educators.
- J. To promote harmonious relations and mutual understanding and cooperation between its members and other paralegals throughout the Central Florida area and the State of Florida.

- K. To promote a mutually beneficial understanding between CFPA and its members and other organizations involved directly or indirectly with the advancement and development of the paralegal profession.
- L. To support the programs, purposes, aims, and goals of NALA.

ARTICLE II - Policy

CFPA shall be non-sectarian, non-profit, non-partisan, and non-union. No programs may be initiated or undertaken in conflict with NALA's Bylaws or policies, nor with the rules and regulations of the Florida Bar.

ARTICLE III - Definition

A paralegal (who also may be known as a legal assistant) is qualified through education, training, or work experience, and is employed by an attorney, a law firm, governmental agency, corporation, or other entity in a capacity or function which involves the performance of specifically delegated substantive legal work, which work, for the most part, requires sufficient knowledge of legal concepts that absent the paralegal, the attorney would perform. CFPA hereby acknowledges any other definition of paralegal as published by the American Bar Association (ABA), The Florida Bar Association, or the Florida Supreme Court.

ARTICLE IV - Membership

4.1 Classification of Membership. There shall be various classes of membership in CFPA as follows:

- A. Active Member - The following shall qualify for Active membership: an individual who has:
 - (1) Successfully completed the Certified Legal Assistant (CLA) / Certified Paralegal (CP) examination of NALA, or the Paralegal Advanced Competency Exam (PACE) examination of the National Federation of Paralegal Associations (NFPA); or
 - (2) Registered with the Florida Bar as a Florida Registered Paralegal (FRP); or
 - (3) Graduated from an American Bar Association (ABA) approved program of study for paralegals; or
 - (4) Graduated from a course of study for paralegals which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of 60 semester hours of classroom study; or
 - (5) Graduated from a course of study for paralegals other than those set forth in subsections (2) and (3) above, plus not less than six months of in-house training as a paralegal, whose attorney attests that such person is qualified as a paralegal; or

(6) Received a baccalaureate degree in any field, plus not less than six months in-house training as a paralegal, whose attorney attests that such person is qualified as a paralegal; or

(7) A minimum of three years of law-related experience under the supervision of an attorney, including at least six months of in-house training as a paralegal, whose attorney attests that such person is qualified as a paralegal; or

(8) A minimum of two years of in-house training as a paralegal, whose attorney attests that such person is qualified as a paralegal, or

(9) Is an independent paralegal contractor who meets any one of the qualifications as set forth in (1) through (8) above; and who can be endorsed by a current practicing Florida attorney that such person is qualified as a paralegal.

(10) The Board of Directors of CFPA may at any time or from time to time prescribe further rules and regulations defining and governing the admission of individuals to membership in CFPA, which said rules and regulations may be set forth in Standing Rules.

- B. Sustaining Member – Those persons who previously were Active Members but have now retired or have taken an extended leave from full-time employment, persons meeting the requirements of an Active Member but not currently employed as a paralegal, persons directly supervising paralegals but not themselves performing paralegal duties, or persons who have moved out of the area but wish to maintain membership in CFPA. Sustaining Members may serve on and chair any committee, may serve on the Board of Directors, but not as its Chair, and/or may take the Officer positions of Parliamentarian, Treasurer or Secretary.
- C. Student Member - An individual who is a full- or part-time student in good standing in a course of law-related study, provided that individual is not employed as a paralegal. Upon successful completion of the course of study, that individual will qualify to apply for Active membership. Student Members shall not serve as an officer on the Executive Committee or on the Board of Directors of CFPA, but may participate on any committee, sub-committee or in other unofficial capacity of CFPA.
- D. Associate Member – An individual with current law-related experience, such as legal secretaries, attorneys, or educators possessing a juris doctorate degree and actively teaching law-related classes in a college or technical school. Associate Members shall not serve as an officer on the Executive Committee or on the Board of Directors of CFPA, but may participate on any committee, sub-committee or in other unofficial capacity of CFPA.
- E. Patron Member - Those members of bar associations and the educational field endorsing the paralegal concept or involved in the promotion of the paralegal profession, and those persons, firms, or institutions interested in

supporting the organization, may become Patron Members upon payment of the annual dues prescribed therefore. Patron Member does not include any individual who would otherwise be qualified as an Active, Student, Sustaining, or Associate Member.

4.2 Application for Membership. Applications for membership shall be submitted to CFPA on forms approved by the Board of Directors. Approval of membership shall be noted on the forms which shall be maintained in the business files of CFPA. Applicants may be admitted to CFPA at the full discretion of the Board of Directors or its designated representatives upon proper application to the Board, and upon payment of an initial application fee. CFPA is an affiliated association of NALA, and as such, all members of CFPA are bound by the NALA Code of Ethics and Professional Responsibility, in addition to any code adopted by CFPA.

4.3 Dues. Any individual or entity qualified for membership in CFPA may pay such dues as the Board of Directors may from time to time determine and apply. The Board specifically reserves the right to determine whether an individual or entity meets the requirements for membership. Dues are to be paid annually by January 01 of each calendar year. Prior to formal termination of the member by the Board of Directors, the member may be subject to a nominal late fee, to be determined at the discretion of the Board of Directors. Dues from new applicants and reinstated members are not prorated. All dues shall entitle the member to receive a copy of all information disseminated by CFPA.

4.4 Members Qualified to Vote. Only Active and Sustaining members in good standing shall be eligible to vote at membership meetings or upon other matters brought before the members. No Active or Sustaining member who is delinquent in the payment of dues or any other financial obligations shall be qualified to vote.

4.5 Resignation of Members. A member may resign at will by submitting a written resignation to the Board of Directors of CFPA at its principal address or by electronic means such as by facsimile or electronic mail to a member of the Executive Committee or a member of the Board of Directors. Such resignation shall be deemed effective when accepted by the Board of Directors if it has no effective date stated therein, and dues for the current year will be forfeited. Such acceptance shall be performed in writing in the same fashion as the original resignation was received. Once the acceptance of resignation has been sent, the resignation process is complete and the resigning member is no longer a member of CFPA. Should the resigning member be a member of the Executive Committee or the Board of Directors, s/he must surrender all official CFPA related materials to a member of the Executive Committee or the Board of Directors. Should an individual who has resigned wish to be reinstated or become a member in the future, they will have to re-apply through the new member application process.

4.6 Removal of Membership. The Board of Directors shall cancel the membership of any member by a majority vote upon determining that such member has: (1) failed to pay annual dues, or (2) been convicted of a felony, or (3) violated the NALA Code of Ethics. Additionally, the Board of Directors may cancel the membership of any member by majority vote upon determining that such member has: (4) been guilty of conduct actually and substantially injurious to the good name of CFPA, or (5) failed to maintain a high standard of professional ethics, which in either case would have been deemed sufficient for a rejection of membership application. Said notice of cancellation of membership shall be in writing in the form of a letter by USPS. Right to appeal shall be as provided in these Bylaws.

4.7 Appeal from Cancellation of Membership. Any individual whose membership has been canceled may make a written notice of appeal for reinstatement, delivered by USPS to the principal address of CFPA, within twenty (20) days from the date of the written notice of cancellation.

A. The appeal procedures are as follows:

(1) Board of Directors: Appeal shall be considered and passed upon at a meeting of the Board of Directors held within thirty (30) days of receipt of the written appeal. Appellant shall have the right to appear before the Board of Directors at said meeting.

(2) Membership: If the appeal to the Board of Directors is denied, the appellant may appeal to the membership by forwarding written notice of appeal to the Secretary of the Executive Committee at the principal address of CFPA within twenty (20) days of the written notice of denial by the Board. The Executive Committee shall call a special membership meeting to be held within sixty (60) days of receipt of written appeal. See Art. VII, Sect 7.3.

B. No individual whose membership has been canceled has the right to apply for reinstatement more than once.

C. No individual whose membership has been canceled and whose application for reinstatement is pending shall exercise any rights of membership pending the determination of such application.

ARTICLE V - Board of Directors

5.1 Membership. The Board of Directors shall consist of three (3) to seven (7) members. No member of the Board of Directors shall serve a concurrent term on the Executive Committee.

5.2 Eligibility. As a prerequisite for candidacy, directors must be Active or Sustaining members of the organization for at least twelve (12) months preceding the closing date for declarations of candidacy.

5.3 Purpose. The Board of Directors is serve in an advisory capacity to the Officers of CFPA for the good of the organization, and to serve as a grievance committee to hear grievances from any member or officer of CFPA. The Board of Directors will also be responsible for long-range planning, and for all functions relating to the audit committee. The Board of Directors will have final decision in disputes brought before it by individual member(s) or any officer of CFPA. The Board may hire attorneys, accountants and other agents, as it deems necessary to ensure checks and balances are in place for CFPA as a not-for-profit corporation and to protect CFPA from fraud or any other illegal activity that may compromise the CFPA's integrity. At any time during the term, the Board of Directors may perform an audit of CFPA's financial records. At the discretion of the Board, the officers of CFPA may be invited to attend Board meetings as non-voting members.

5.4 Election and Term. Members of the Board of Directors shall be elected by mail or electronic ballot prior to CFPA's Annual Meeting. Directors shall be elected to serve for one year or until their successors are elected as a result of his or her earlier resignation, removal from office, or death. Terms of office shall begin at the close of the Annual Meeting. Board members may serve consecutive terms. The newly elected Board of Directors shall appoint a Chair and Secretary at its first meeting, which shall take place no later than thirty (30) days after the annual meeting.

5.5 Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board for the balance of the unexpired term(s). In the case of a deadlock by the remaining members of the Board or a failure to obtain a majority vote, the President of CFPA shall cast the deciding vote. If such vacancy is the Director or Secretary, the remaining members of the Board shall also appoint a successor Board member to such position within thirty (30) days after filling the vacancy on the Board.

5.6 Compensation. Board members shall serve without payment or salary. The Directors of CFPA shall be entitled to the reimbursement of reasonable expenses incurred by them as Directors.

5.7 Meetings; Quorum; Reports. The Board shall meet at least quarterly; meetings may be conducted by conference call or other electronic means. The Board shall meet jointly with the Executive Committee for approving the annual budget. A majority of the members of the Board shall constitute a quorum for the transaction of business at any Board meeting. The Board of Directors shall fully advise the Executive Committee as to all of its actions, shall keep regular minutes, and shall make such written or oral reports as shall be required. The Chair shall prepare an annual report for the membership on the status of CFPA, including its financial condition, at CFPA's annual meeting.

5.8 Resignation. Any Director may resign at any time by delivering to the Board of Directors written notice thereof, in the form of a letter by U.S. postal service, facsimile, or electronic mail. Such resignation shall take effect at the time specified therein, or, if the time is not specified, then upon receipt of such notice, at which time all directors and executive officers will be notified of the resignation. Such resignation shall be deemed effective when accepted by the Chair of the Board of Directors if it has no effective date stated therein. Such acceptance shall be performed in writing in the same fashion as the original resignation was received. Once the acceptance of the resignation of the member of the Board of Directors has been sent, the resignation process is complete. The resigning Director returns to the regular Active membership status of CFPA unless such resignation designates resignation of membership. Resignation from the Board of Directors may not be rescinded once submitted.

5.9 Removal. A Board member may be removed from the Board if he or she fails to attend two consecutive meetings of the Board, or for other cause, upon the unanimous vote of the remaining members of the Board.

5.10 Duties of Directors. Board members shall actively participate in at least one committee or capacity in addition to their position as a Director.

ARTICLE VI - Officers

6.1 Officers. The elected officers of CFPA shall be a President, Vice President/President-Elect, Second Vice President, Secretary, Treasurer, and NALA Liaison. The appointed officer shall be the Parliamentarian. The elected and appointed officers of CFPA shall collectively be referred to as the "Executive Committee". No member of the Executive Committee shall serve a concurrent term on the Board of Directors.

6.2 Eligibility. As a prerequisite for candidacy, officers must be Active or Sustaining Members and must have been a member at least twelve months prior to the closing date for the declaration of candidacy. Candidates for the offices of President, Vice President/President-Elect, and Second Vice President must be Active members of the organization and must be actively employed as paralegals, and must have served a minimum of one year as an Active member of CFPA immediately prior to seeking the offices of President or Vice President/President-Elect or Second Vice President.

6.3 Election. Officers shall be elected by mail or electronic ballot prior to CFPA's Annual Meeting and shall take office at the Annual Meeting. An officer shall serve for a period of one (1) year and until his or her successor is elected, or until his or her earlier resignation, removal from office or death. All officers may serve consecutive terms, but the President-Elect and Second Vice President shall be limited to two (2) consecutive terms. Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director within thirty (30) days after election or appointment.

6.4 Duties of Officers. The duties of the officers of CFPA shall be as follows:

- A. President. The President shall preside over all Executive Committee meetings and business meetings. The President shall appoint a Parliamentarian, and special and standing committee chairs as provided by these Bylaws. The President with the Treasurer will present the annual budget to the Executive Committee and the Board of Directors in a joint meeting no later than sixty (60) days after the annual meeting. The President shall pass all CFPA related files and materials to his or her successor immediately upon installation and shall cause all other files to be passed to respective successors. The President shall be an ex-officio (nonvoting) member of all committees. The President shall not be the chair of any special or standing committees but will oversee each chair's responsibilities and will use his or her discretion to hold quarterly meetings with the chairs of the special and standing committees. No member shall serve more than two (2) consecutive terms as President.
- B. Vice President/President Elect. The Vice President/President Elect shall perform the duties of the President in the absence or inability of the President to act, shall assume the office of President in the event of a vacancy, and shall perform such other duties as may be delegated by the Bylaws, by the Executive Committee of CFPA, by the Board of Directors, or the President. The Vice President/President Elect shall coordinate the activities of the various committees and solicit monthly reports from the chairs of such committees. The Vice President/President Elect shall also

receive all proposed amendments to the Bylaws of CFPA, and is responsible for preparation of any such amendments upon request of the Executive Committee. The Vice President/President Elect shall be elected to serve one (1) term as Vice President/President Elect, and shall assume the office of President at the expiration of the President's Term. No member shall serve more than two (2) consecutive terms as Vice President/President Elect.

- C. Second Vice President. The Second Vice President shall perform the duties of the President in the absence or in ability of the President or Vice President/President Elect to act, shall assume the office of President in the event of a vacancy, and shall perform such other duties as may be delegated by the Bylaws, by the Executive Committee of CFPA, by the Board of Directors or by the President. The Second Vice President shall also oversee: (1) the Webmaster with regard to the CFPA's website; (2) the Editor with regard to the quarterly publication of the newsletter for CFPA; (3) the CFPA's presentations on web-based networking sites, venues, and forums. No member shall serve more than two (2) consecutive terms as Second Vice President.
- D. Secretary. The Secretary shall attend all business meetings of CFPA and the Executive Committee and shall be responsible for preparing and keeping minutes for all said meetings. Such minutes shall be provided to the Executive Committee within three (3) weeks after such meeting. This officer shall assist the President in any way including giving notice of meetings. The Secretary will receive, validate, and count proxies as presented in accord with Art VII, Sect. 7.8 The Secretary will, upon request, make available to the NALA President copies of any meeting of CFPA. The Secretary shall oversee the Membership Committee Chair, and is responsible for keeping a current roster of membership.
- E. Treasurer. The Treasurer shall have charge of all financial records of CFPA, subject to the control of the Executive Committee and shall attend all business meetings of CFPA and of the Executive Committee. The Treasurer accordingly shall receive and disburse the funds of CFPA. The Treasurer with the President will present the annual budget to the Executive Committee and the Board of Directors in a joint meeting no later than sixty (60) days after the annual meeting. The Treasurer shall work with the Membership Committee Chair for accepting the payment of annual dues, collection of new membership and renewing dues and ultimately reporting received dues to the Membership Committee Chair. The Treasurer shall make written monthly financial reports to the Executive Committee. The Treasurer shall provide a written quarterly report to the Chair of the Board of Directors fifteen (15) days prior to their scheduled meeting. The Treasurer shall provide a final written report to the Chair of the Board of Directors no later than fifteen (15) days prior to that Chair's report to CFPA at its Annual Meeting. The Treasurer, at any time, may come under a financial audit at the discretion of the Board of Directors.

- F. NALA Liaison. This officer shall be a NALA member in good standing, and shall adhere to and oversee the requirements set forth by NALA for affiliate organizations

- G. Parliamentarian. The Parliamentarian is appointed annually by the President and shall be familiar with the Bylaws of both CFPA and NALA. The Parliamentarian shall attend all business meetings of CFPA and of the Executive Committee and give advice on parliamentary procedure. The Parliamentarian shall offer advice for preparing of any amendments to the Bylaws. The Parliamentarian should make himself or herself thoroughly knowledgeable of *Robert's Rules of Order* and shall have such *Rules* available at every meeting in order to give accurate advice on parliamentary procedure.

6.5 Authority. The Executive Committee, under the direction of the President, shall have control and administration of the activities, the annual budget and funds, and all membership property and programs of CFPA. The Executive Committee with the Board of Directors in a joint meeting will review and approve the annual budget. The Executive Committee may establish or abolish special committees as deemed necessary to further the purposes of CFPA. The Executive Committee may enlarge or restrict the scope of duties of the standing and special committees as deemed necessary to further the purposes of CFPA.

6.6 Resignation. Any officer may resign at any time by delivering to the Chair of the Board of Directors written notice thereof, in the form of a letter by U.S. postal service, facsimile, or electronic mail. Such resignation shall take effect at the time specified therein, or, if the time is not specified, then upon receipt of such notice, at which time all directors and executive officers will be notified of the resignation. Such resignation shall be deemed effective when accepted by the Chair of the Board of Directors if it has no effective date stated therein. Such acceptance shall be performed in writing in the same fashion as the original resignation was received. Once the acceptance of the resignation of the member of the Executive Committee has been sent, the resignation process is complete. The resigning Executive Committee member returns to the regular Active membership status of CFPA unless such resignation designates resignation of membership.

6.7 Removal. Any officer (elected or appointed) may be removed by the Executive Committee whenever, in the judgment of the Executive Committee, removal is in the best interest of CFPA, or for failure to attend three (3) consecutive meetings of the Executive Committee, without good cause, upon the unanimous vote of the remaining members of the Executive Committee.

6.8 Additional Officers. The Board of Directors shall elect or appoint from time to time such additional officers as in its opinion are desirable for the conduct of the business of CFPA.

6.9 Compensation. Officers shall serve without payment or salary. The officers of CFPA shall be entitled to the reimbursement of reasonable expenses incurred by them as officers.

6.10 Vacancies. If any office becomes vacant for any reason prior to the expiration of that officer's term, the Board of Directors shall fill such vacancy. Any officer so appointed by the Board of Directors to fill such vacancy shall serve for only the balance of the unexpired term, unless re-elected as set forth in Section 6.3 above.

6.11 Meetings, Quorum, Reports. The Executive Committee shall meet once a month and at other times as called by the President, to discuss the day-to-day administration of the activities, funds, membership property and programs of CFPA. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any Executive Committee meeting. The Executive Committee shall keep regular minutes, shall make such written or oral reports as shall be required, and shall fully advise the Board of Directors as to all of its actions. The Chair of the Board of Directors shall be notified of such meetings and any director(s) may be invited to such meetings; however, his or her attendance is not mandatory. No notice of any meeting of the Executive Committee of CFPA is required to be given to the membership of CFPA.

ARTICLE VII - Meetings of Membership

7.1 Annual Meeting. There shall be an Annual Meeting of the membership of CFPA during the 1st Friday of December. The purpose of the meeting shall be the presentation of Officers and Directors and the transaction of such other annual business as may come before the meeting.

7.2 Quarterly Meetings. There shall be quarterly meetings of CFPA for the purpose of transacting business and apprising the membership of the status of CFPA and its affairs. The quarterly meetings may coincide with a social event.

7.3 Special Meetings. Special meetings of the members of CFPA may be called at any time by the Board of Directors or the Executive Committee. At a special meeting, no business shall be transacted except that which shall have been specified in the notice of such meeting.

- A. A meeting must be called upon the written request to the Board of Directors of twenty-five percent (25%) of the members.
- B. For an appeal to removal or cancellation of membership, the Executive Committee shall call a special membership meeting to be held within sixty (60) days of receipt of written appeal. The membership shall be reinstated only upon a majority vote, in person or by proxy, at such meeting. A member of the Board of Directors shall be present at said special membership meeting to present the reasons for the Board's decision in denying the member's appeal of the cancellation of membership.

7.4 Minutes of Meetings. All minutes must be provided to the President no later than fifteen (15) days from the date of the meeting.

7.5 Notice. Notice of all meetings shall state the place, date and hour of such meetings. Written notice shall be provided to each member in the form of a letter by U.S. postal service facsimile or electronic mail or given by publication in CFPA's newsletter. Notice shall be given no less than fifteen (15) nor more than sixty (60) days before the date of such meeting.

7.6 Quorum. One-fourth (1/4) of the Active and Sustaining membership of CFPA present in person or by proxy shall constitute a quorum for the transaction of business. A majority vote of the quorum is required to approve any action. In the event of a vote on dissolution of CFPA, a quorum shall consist of two-thirds (2/3) of the voting members of CFPA.

7.7 Continuing Education. It is required that CFPA hold a minimum of four (4) educational events or a total of ten (10) hours of continuing education during each fiscal year in order to maintain NALA affiliation. These programs may be held in connection with regular meetings of membership.

7.8 Voting by Individual Proxy. At any meeting of CFPA, any Active or Sustaining member shall have the right to vote either in person or by individual proxy. A member may appoint another member as proxy by an appropriate written designation and proxy. Any such individual proxy shall be valid only for that single meeting for which it was given. No person shall solicit any proxies. Proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the Secretary of the Executive Committee. Any individual proxy shall be deemed valid when filed by a member with the Secretary of the Executive Committee no less than fifteen (15) days before the Annual Meeting. Any individual proxy shall be deemed valid when filed by a member with the Secretary of the Executive Committee no less than five (5) days before a quarterly or special meeting.

ARTICLE VIII - Committees

8.1 Establishing Committees. The Executive Committee of CFPA shall establish special committees from time to time as is necessary and proper to aid in carrying out the affairs of CFPA and its objectives. The President shall appoint the Chairs of the standing and the special committees. The Executive Committee has authority to review, amend, and approve the content and scope of the Standard Operating Procedures for the standing committees. The Chair and members of the standing committees will adhere and follow the Standard Operating Procedures for those committees. The standing committees designated by the Bylaws of CFPA shall include, but not be limited to:

- A. Continuing Legal Education
- B. Elections
- C. Job Bank
- D. Membership
- E. Newsletter
- F. Paralegal Regulation & Ethics
- G. Public Relations
- H. Student Relations

8.2 Appointment. The President, upon assuming office at the annual meeting, shall appoint chairs of those standing committees and the special committees established by the Executive Committee of CFPA. Said chairs shall continue until their successors are appointed.

8.3 Limit of Committee Authority and Action. Unless specifically so authorized by appropriate resolution of the Board of Directors, no standing or special committee shall preempt the stated authority and function of any CFPA officer. No standing or special committee shall represent CFPA

nor hold itself out as being vested with any authority without the specific authorization of the Executive Committee. No such committee shall likewise incur any financial obligation nor enter into any contract for CFPA without the prior specific authorization of the Board of Directors.

No committee of CFPA shall:

- A. Dispose of the property of CFPA;
- B. Designate any such committee for the filling of vacancies of the elected or appointed offices;
- C. Amend, alter, or rescind the Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the Board of Directors or Executive Committee.

8.4 Duties and Responsibilities. The Executive Committee of CFPA has specified the duties and responsibilities of the various committees through the Standard Operating Procedures. Each committee Chair is required to submit a written report to the Executive Committee prior to the Executive Committee's scheduled monthly meeting. An annual written report of all standing committees shall be submitted prior to the Annual Meeting.

ARTICLE IX - Fiscal Year

The fiscal year of CFPA shall be from January 01 through December 31, the standard calendar year.

ARTICLE X - Indemnification

Any person made a part to or threatened with any civil, criminal, or administrative action, suit, or proceeding by reason of the fact that he or she is or was an Officer or Director of CFPA may be indemnified by CFPA against the reasonable expenses, including attorney's fees and costs, actually and reasonably incurred by him or her in connection with each action, suit, or proceeding, or in connection with any appeal therein, except as to matters where such Officer or Director is guilty of negligence or misconduct in the performance of his or her duties. Such indemnification shall not be deemed exclusive of any other rights to indemnification to which such Officer or Director may be entitled apart from the Bylaws. CFPA may purchase and maintain insurance on behalf of any person who is or was an Officer or Director of CFPA against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not CFPA would have the power to indemnify him or her against such liability.

ARTICLE XI - Seal

The official seal of CFPA shall be in the form and style adopted from time to time by the Executive Committee and the Board of Directors.

ARTICLE XII - Amendments

These Bylaws (not in conflict with NALA's Bylaws) may be adopted, amended, or repealed by a two-thirds (2/3) vote of the membership qualified to vote present at the Annual Meeting or at a special meeting called for that purpose. Thirty (30) days prior written notice of any amendment must be provided to the membership before voting on the amendment.

ARTICLE XIII - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern CFPA in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order CFPA may adopt. CFPA will provide the Parliamentarian with the current edition of the *Rules* and the Parliamentarian shall be responsible for preserving such edition during his or her term.

ARTICLE XIV - Dissolution

14.1 Dissolution Meeting. CFPA may be dissolved only by resolution adopted by the Board of Directors upon a two-thirds (2/3) vote of the voting members of CFPA. A special meeting will be called to vote on the dissolution of CFPA. Notice of such meeting, in the form of a letter by U.S. postal service, facsimile, or electronic mail or given by publication in CFPA's newsletter, shall be provided to all Active and Sustaining members of CFPA and to the NALA Affiliated Associations Director at least fifteen (15) days prior to such meeting.

14.2 Distribution of Assets. In the event of dissolution of CFPA, all assets shall be distributed to a non-profit charitable organization as defined by the Internal Revenue Code. Such non-profit charitable organization shall be selected by a majority vote of the remaining members of CFPA. In no event shall any asset be distributed to any member or private individual.

ARTICLE XV - Severability

If any paragraph hereof shall be held to be invalid, all other paragraphs hereof shall continue in full force and effect.

ARTICLE XVI - Code of Ethics

Every member of CFPA shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of the National Association of Legal Assistants, Inc., and any other code so adopted by the membership of CFPA. Violations of the NALA Code shall be grounds for immediate dismissal from membership and removal from office, as stated in Art IV, Sect 4.6.

ARTICLE XVII - Retention of Affiliation

Affiliation with the National Association of Legal Assistants, Inc. is renewable each year by payment of an affiliation fee and attached to a current membership roster. In the event of suspension of affiliation, CFPA may re-affiliate with NALA by submitting a new application with membership roster, Bylaws, sample of educational programs, petition and current initial fee. In addition to the renewal fee, CFPA must comply with the required reports and requested procedures as outlined in these Bylaws. The annual renewal fee is payable to NALA on October 1 and is delinquent on November 1 of each year. Payment received after the due date must be accompanied by a late fee penalty established by NALA.