

NINTH AMENDED AND RESTATED BYLAWS
OF
THE GREATER LEXINGTON PARALEGAL ASSOCIATION, INC.

ARTICLE I

Name

This corporation shall be known as the The Greater Lexington Paralegal Association, Inc. (hereinafter “the Association”).

ARTICLE II

Purpose

The purposes of the Association shall be to:

- A. Encourage fundamental educational programs, training and promote continuing legal education;
- B. Cooperate with the Kentucky Bar Association, the local Bar Associations, the Kentucky Paralegal Association (“KPA”) as well as the National Federation of Paralegal Associations (“NFPA”) to promote high standards of professionalism;
- C. Promote ethics and comply with the ethical code of responsibility adopted by the Association;
- D. Inform paralegals of developments in the paralegal profession and act as a forum for exchanging ideas and disseminating information;
- E. Encourage the expanded use of paralegals in all aspects of the legal profession;
- F. Further promote the working relationship between paralegals and attorneys in law offices, government agencies, corporations, and other institutions; and
- G. Increase the awareness of the public, the judiciary system, and the legal community of the scope of paralegal responsibilities.

ARTICLE III
Membership

A. Admission.

(1) Application for membership shall be submitted to the Vice President as Chair of the Membership Committee of the Association, or any Association member, who in turn shall promptly deliver the application to the Vice President. The application shall be reviewed according to the Association's Bylaws and Section 3.5 (c) of the Bylaws of NFPA. Once it has been determined that such application meets the requirements of one of the five (5) following categories of membership, the application shall be approved by the Membership Chair subject to the payment of dues.

(2) The Association has the authority to investigate any questionable membership application submitted to the Board.

(3) Attorneys not eligible to practice law in any state, whether by suspension or disbarment, are not eligible for membership in the Association.

(4) Any individual convicted of a felony is not eligible for membership in the Association.

B. Membership

I. Active Members. As of the date of the application, any person who is currently employed as a paralegal or performing substantial paralegal duties under the supervision and direction of a licensed attorney, with attestation of said attorney and has:

- a. A bachelor's degree in paralegal studies from an ABA accredited institution or a paralegal studies program that is not ABA approved but meets the substantive legal studies requirements pursuant to the ABA guidelines; or
- b. An associate's degree in paralegal studies from an ABA accredited institution or a paralegal studies program that is not ABA approved but meets the substantive legal studies requirements pursuant to the ABA guidelines; or

- c. A bachelor's degree and/or an associate's degree in any field, plus a minimum nine month certification in paralegal studies or a certificate from an ABA accredited institution in paralegal studies; or
- d. A bachelor's degree in any field plus three (3) years of substantive paralegal experience performing substantive paralegal tasks under the supervision and direction of a licensed attorney. Said experience must be attested to by the paralegal's supervising attorney and verified by the membership committee; or
- e. Has earned the distinction of Registered Paralegal (R.P.) or Certified Paralegal (C.P.) as accredited by NFPA or NALA and is in good standing.

As of the approval date of the Seventh Amended and Restated Bylaws any applicant who has previously been a member of the GLPA under the minimum five (5) years' continuous work experience requirement shall be grandfathered into the association and become an active member of same.

Upon payment of dues and approval of application, any person who meets the above requirements shall become an active member of the Association and shall be entitled to vote in elections and on matters presented to the membership and serve on the Board of Officers and Directors.

As an Active member of the Association, the member will receive the quarterly newsletter and can access the Association's job bank. In addition, as a member of the Association, one is entitled to benefits of being a NFPA member due to the Association's affiliation with the national organization.

2. Associate Members. As of the date of the application,

- a. Anyone who meets Active Membership requirements, but not currently employed as a paralegal or performing substantial paralegal duties under the supervision and direction of a licensed attorney;
- b. Any Active Member that becomes retired from the paralegal profession;

- c. Any person that has four (4) years of substantive paralegal experience on or before December 31, 2000 and is currently employed as a paralegal or performing substantial paralegal duties under the supervision and direction of a licensed attorney, with attestation of said attorney.

Upon admission and payment of dues set out in III (A), any person who meets the above requirements may become an associate member of the Association. Associate members shall not be permitted voting privileges and shall not be eligible to serve as officers or directors of the Association.

As an Associate member of the Association, the member will receive the quarterly newsletter and can access the Association's job bank. In addition, as a member of the Association, one is entitled to benefits of being a NFPA member due to the Association's affiliation with the national organization.

3. Student Member. As of the date of the application, any student who is enrolled full-time or part-time in a paralegal studies program at an ABA accredited institution or a paralegal studies program that is not ABA approved but meets the substantive legal studies requirements pursuant to the ABA guidelines and is in good standing with the program.

Upon admission and payment of dues as set out in III (A), any student who meets the above requirements may become a student member of the Association. Student members shall not be permitted voting privileges and shall not be eligible to serve as officers or directors of the Association.

As a Student member of the Association, the member will receive the quarterly newsletter and can access the Association's job bank. In addition, as a member of the Association, one is entitled to benefits of being a NFPA member due to the Association's affiliation with the national organization.

4. Sustaining Members. Any law firm, corporation, law related business, institution or paralegal educator interested in supporting the Association may, upon payment of special dues as determined by the Board of Directors, become a sustaining member of the Association. Sustaining members shall not be permitted voting privileges and shall not be eligible to serve as officers or directors of the Association.

As Sustaining member of the Association, the member will receive the quarterly newsletter and can access the Association's job bank.

5. Adjunct Members. Any person who is a member of another paralegal association, excluding college-related student associations, may qualify for adjunct membership status. An adjunct member shall be placed on the Association's mailing list, shall receive information, including the newsletter from the association, and shall be able to utilize the Association's job bank program. Adjunct members shall not be permitted voting privileges and shall not be eligible to serve as officers and directors of the Association.

As an Adjunct member of the Association, the member will receive the quarterly newsletter and can access the Association's job bank.

6. Records of Membership. The Vice President of the Association shall keep a record on a computer disk of the name, address, type of membership of each member, and e-mail addresses.

C. Termination.

Termination of membership may occur due to misrepresentation of any type on the membership application or violation of the Model Code of Ethics:

1. A written notice of termination will be sent to the member via U.S. certified mail, return receipt requested.
2. If a member chooses to appeal his/her termination, a written appeal must be submitted to the President via U.S. certified mail, return receipt requested, and postmarked within ten (10) days of receipt of the letter of termination. Receipt date shall be determined by the date indicated on the return receipt or five (5) days from the date the termination letter was mailed. In the written appeal, the appellant may request a formal meeting with the Board at the next scheduled board meeting. The Board has sixty (60) days from the date the appeal was received by the President, evidenced by the date of the return receipt, to notify the appellant of the decision.

D. Reconsideration of Rejected Applicant.

The following procedure is hereby established and shall be followed by any applicant for membership to the Association whose application has been rejected in accordance with this Article III of the Bylaws.

1. Within thirty (30) calendar days of receipt of any member application that does not meet the requirements of this Article III as stated in the Bylaws, the membership chair (Vice President) shall notify the applicant in writing that his/her/its application has been rejected. Such notification of rejection together with the basis for rejection of the application shall be delivered to said applicant by U.S. certified mail at the address set forth in his/her/its application for membership. The notification shall also include a copy of the reconsideration procedure and copies of all applicable regulations, policies or other procedures on which the rejection of the application is based. In the event that the certified mail notification is returned unaccepted, notice shall be sent by regular U.S. mail and shall be deemed delivered to the applicant three (3) calendar days after the mailing thereof.

2. Within thirty (30) calendar days from the date of the receipt of the aforesaid notice of rejection, the applicant may request that the Board reconsider such decision. Such request shall be in written form, shall be sent to the Vice President by regular U.S. mail at the address designated in the notice of rejection of application, and shall contain sufficient information for the Board to review. Any rejected applicant may, at his/her/its discretion, include any information or exhibits which he/she/it deems relevant to the reconsideration. The decision of any rejected applicant not to submit information or exhibits with his/her/its written request for reconsideration shall not be considered by the Board to be detrimental to the applicant.

3. Any rejected applicant may, at the time of his/her/its written request for reconsideration to the Board, request an opportunity to personally appear before the Board at its next scheduled regular meeting following the receipt of the applicant's written request. The rejected applicant shall be limited to fifteen (15) minutes to address the Board unless the Board agrees to extend the same. The decision of the rejected applicant not to personally appear before the Board shall not be considered by the Board to be detrimental to the applicant. If an applicant does appear before the Board, members of the Board, at their

discretion, may ask the applicant any questions they deem appropriate relating to the applicant's request for reconsideration. Members of the Board may also present any evidence directly relating to the applicant's reconsideration request.

4. Within thirty (30) calendar days following the receipt of a written request for reconsideration and/or the personal address of a rejected applicant for membership, the Board shall decide whether its previous determination to reject the applicant as a member shall be reversed or confirmed. Within forty-eight (48) hours of the aforesaid decision of the Board, its Vice President shall notify the applicant in writing of the Board's decision. Such notification shall be sent to the applicant by U.S. certified mail at the address set forth in his/her/its application, and shall include the reasons for reversing or confirming the Board's original rejection of the applicant for membership. In the event that the certified mail notification is returned unaccepted, notice shall be sent by regular U.S. mail and shall be deemed delivered to the applicant three (3) calendar days after the mailing thereof.

ARTICLE IV Chapters

A. Chapters. The Board of Directors will determine from time to time if there is a necessity for forming a Chapter in an outlying county or area of Lexington, Kentucky.

B. Purpose. The purpose of having a Chapter of the Association is so that those individuals who cannot travel to Lexington each month for meetings/events can be active in their own areas and give pertinent information to the Board of Directors as to the needs and ideas for the growth of the paralegal profession in those areas.

C. Membership. All members of the Chapter will be members of the Association subject to meeting all requirements in Article III.

D. Meetings. Chapters can hold meetings each month in their respective areas; however, a representative of each Chapter may attend and report at the monthly meeting of the Board of Directors as to the status of that Chapter.

ARTICLE V Dues

A. Annual Dues. Each year the Board of Directors shall determine the annual dues of the Association, which shall be non-refundable. New and renewing members will be asked to submit dues with their application or renewal forms.

B. Renewal of Dues. The renewal of annual dues may be payable on December 1. Those members submitting dues on or before March 31 will be included in the Membership Directory distributed to all members in April. Those members renewing or joining from April 1 through August 31 will be included in a supplemental membership listing distributed to all members in September.

C. Dues from New Members. Members who join the Association during the calendar year and prior to October 15 shall pay the entire amount of the annual dues.

D. Last Date of Acceptance. No dues will be accepted after October 15 for the current year but will be applied to the following year.

E. Dues for Sustaining Members. Dues for sustaining members shall be determined annually by the Board, and shall be non-refundable.

ARTICLE VI Officers

A. Designated Officers. The officers shall be President, Vice President, Secretary and Treasurer.

B. Election. The officers shall be elected by the Active Members of the Association at its annual meeting, either by mail or at a special meeting called for that purpose. All officers shall hold office for one (1) year until a successor is elected. All officers shall be Directors for that simultaneous period of time. There is a two (2) year limit on successive terms of office. An officer must be a voting member of the Association.

C. Duties. The duties of the officers shall be as follows:

1. President. The President shall be the Chief Executive Officer of the Association, shall preside at all the meetings of the members, and shall have general and active management of the business of the Association.

2. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, keep a record containing the names, addresses, types of membership, and e-mail addresses of all members of the Association, and perform such other duties as the Board of Directors may prescribe and the President may delegate.

3. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of the regular and annual or any special meeting of the members or the Board of Directors; give or cause to be given notices of

meetings in accordance with provisions of these Bylaws; be custodian of the documents of the Association, and in general perform all duties incident to the office of the Secretary.

4. Treasurer. The Treasurer shall have custody of the corporate funds, and shall keep full and accurate records of receipts and distributions, deposit all money and all valuable effects in the name and to the credit of the Association; distribute the funds of the Association; make written reports of all transactions of the Treasurer and of the financial conditions of the Association at the regular and annual meetings of members and regular meetings of the Board of Directors, and shall perform such other duties as may be assigned by the President or the Board of Directors.

ARTICLE VII Directors

A. Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, the immediate Past President of the Association and the chairperson of all standing committees, and two at-large members of the Association. There is a two (2) year term limit on successive terms for committee chairpersons. A member of the Board of Directors must be a voting member of the Association. The Board of Directors shall be nominated and elected by the membership annually, with exception of the KPA Liaison, PACE Ambassador, NFPA Primary Representative and NFPA Secondary Representative. These four (4) positions will be considered board positions and will be appointed by the Board simultaneously with election of the remaining board positions by the membership. Appointment of these four (4) positions will be at the discretion of the Board.

B. Powers and Duties. The Board of Directors shall have charge over the business affairs and assets of the Association. The Directors may do all that is lawful and necessary and which is not in conflict with any statute or the Articles of Incorporation or these Bylaws in order to carry out the goals and purposes of this Association.

C. Removal and Resignation. A Director may resign by written notice delivered to the Secretary of the Association. This notice shall contain the date the resignation is to take effect. A Director may also be removed from office by a simple majority vote of Directors. Possible removal is subject to review after a Director has missed three (3) unexcused board meetings or for such other reasons as the Board may determine.

D. Vacancies. The remaining Directors may appoint an Interim Director to fill such Director's remaining term.

E. Quorum. The Board may act by vote of a majority of those members entitled to vote at any meeting at which a quorum is present. A quorum is one-half (1/2) of the Board of Directors entitled to vote.

E. Committees. It shall be the duty of the Board of Directors to create such committees as shall be needed to perform the duties necessary to promote the goals of the Association.

A committee shall make reports to the Board of its activities either at meetings or in writing. A committee may act by a simple majority of its members. Any act in the regular course of business done by a committee member shall be within the authority delegated to it by the Board of Directors.

ARTICLE VIII Meetings

A. Annual Meetings of the Association Members. The annual meeting for members of the Association shall be held in December of each year, or at such other time as may be decided by the Board of Directors.

B. Annual and Monthly Board Meetings. Meetings of the Board of Directors shall be held monthly or at the discretion of the Board. The purpose of the first meeting or transitional meeting of the Board after the annual meeting of members and election by the membership shall be create and/or discuss committee activities of the Association and set goals for the upcoming calendar year.

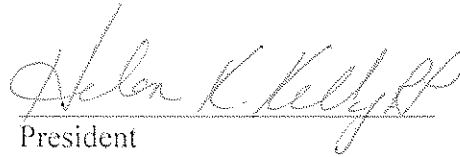
C. General Membership and Committee Meetings. General membership meetings shall be held monthly or at times determined by the Board. The committees shall meet at their discretion.

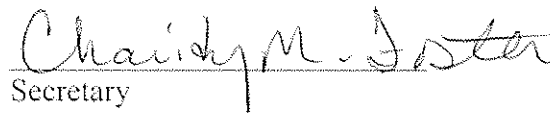
D. Special Board or General Membership Meetings. The President, any member of the Board of Directors, or a majority of the active members, may call special meetings of the membership. The President or any two (2) Board Members may call a special meeting of the Board.

E. Place and Notice of Meeting. Notice of annual and general meetings shall be given not less than five (5) days nor more than thirty (30) days before the date of any such meeting. A notice shall be mailed or otherwise delivered to each member stating the time, place, date and purpose of the meeting. A notice may, instead of individual notices, appear in any newsletter mailed to the member of the Association, and shall constitute notice of meeting. Any member may waive notice of a meeting in writing either before or after the meeting is held. Attendance by a member shall constitute a waiver of notice for that meeting.

F. Voting. Each active member is entitled to one vote, either in person or by proxy, on the matters before members at a general membership meeting.

G. Quorum. The number of active members at a meeting in person or by proxy shall constitute a quorum for the transaction of business at any general membership meeting.


President


Secretary

Dated: 6 day of October, 2008.