

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

ARTICLE I
Name

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

ARTICLE II
Purposes

The purposes of the Association shall be to:

A. Encourage and promote fundamental education programs, training, continuing legal education, and certification to assist its members in complying with SCR 3.700 (attached as Exhibit A);

B. Cooperate with the Supreme Court of Kentucky, the Kentucky Bar Association, local bar associations, the Kentucky Paralegal Association, Inc. ("KPA"), and the National Federation of Paralegal Associations, Inc. ("NFPA") to promote high standards of professionalism;

C. Promote and comply with the NFPA Model Code of Ethics and Professional Responsibility and Guidelines for Enforcement (attached as Exhibit B), and the Kentucky Rules of Professional Conduct set forth in SCR 3.130 (attached as Exhibit C);

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 and industry;

F. Promote the working relationship between paralegals and attorneys in law offices, government agencies, corporations, and other institutions; and

G. Increase the awareness of the judiciary system, the larger legal community, and the public of the scope of paralegal responsibilities.

ARTICLE III
Membership

A. Admission

1. Application for membership may be submitted online via the Association's website or by submitting a paper application to the Vice President (Chair of the Membership Committee), or any director, 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 (attached as Exhibit D). After the Membership Committee determines that such application meets the requirements of one of the categories of membership set forth in the following paragraph B, the application shall be approved by the Membership Chair subject to the payment of applicable dues.

2. The Association has the authority to investigate any membership application.

3. Attorneys who are not eligible to practice law in any state, whether by suspension or disbarment, are not eligible for membership in the Association. Attorneys who are eligible to practice law in one (1) or more states may apply to become sustaining members of the Association.

4. Any person convicted of a felony or who is currently incarcerated is not eligible for membership in the Association.

B. Membership

1. Active Members. A person who is currently employed as a paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney AND meets one (1) of the following requirements as of the date of application may apply for admission to the Association as an active member:

a. Has a bachelor's degree or 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

b. Has a bachelor's degree 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

c. Has earned the distinction of Registered Paralegal (RP®) or CORE Registered Paralegal (CRP™) as accredited by NFPA or Certified Paralegal (CP) as accredited by the National Association of Legal Assistants and is in good standing;
or

d. Does not meet the requirements in a-c above and includes with his/her application a letter from his/her supervising attorney attesting to his/her employment as a paralegal and to his/her performance of substantive legal tasks.

“Substantive legal tasks” include, but are not limited to, case planning, development, and management; legal research; interviewing clients; fact gathering and retrieving information; drafting and analyzing legal documents; collecting, compiling, and utilizing technical information to make an independent decision and recommendation to the supervising attorney.

Upon approval of application and payment of dues, any person who meets the above requirements shall become an active member of the Association. Active members shall be entitled to vote on matters presented to the membership and shall be eligible to serve as an officer or director of the Association.

Active members of the Association will be added to the member listserv, will receive the quarterly newsletter, may access the Association’s job bank, and will be entitled to the benefits of NFPA membership due to the Association’s affiliation with the national organization.

2. Associate Members. A person who meets active membership requirements but is not currently employed as a paralegal performing substantive legal tasks under the supervision and direction of a licensed attorney or an active member who is retired from the paralegal profession as of the date of application may apply for admission to the Association as an associate member.

Upon approval of application and payment of dues, any person who meets the above requirements shall 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.

Associate members of the Association will be added to the member listserv, will receive the quarterly newsletter, may access the Association’s job bank, and will be entitled to the benefits of NFPA membership due to the Association’s affiliation with the national organization.

3. Student Member. As of the date of application, a person 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 may apply for admission to the Association as a student member.

Upon approval of application and payment of dues, any person who meets the above requirements shall 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.

Student members of the Association will be added to the member listserv, will receive the quarterly newsletter, may access the Association's job bank, and will be entitled to the benefits of NFPA membership due to the Association's affiliation with the national organization.

4. Sustaining Members. Any licensed attorney, law firm, corporation, law-related business, institution or paralegal educator interested in supporting the Association may apply for admission to the Association as a sustaining member.

Upon approval of application and payment of dues, such applicant shall 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.

Sustaining members of the Association will be added to the member listserv, will receive the quarterly newsletter, may access the Association's job bank, and will be entitled to the benefits of NFPA membership due to the Association's affiliation with the national organization.

5. Adjunct Members. A person who is a member of another paralegal association (excluding college-related student associations) and who is not otherwise qualified for active membership as of the date of application may apply for admission to the Association as an adjunct member.

Upon approval of application and payment of dues, such applicant shall become an adjunct member of the Association. Adjunct members shall not be permitted voting privileges and shall not be eligible to serve as officers or directors of the Association.

Adjunct members of the Association will be added to the member listserv, will receive the quarterly newsletter, may access the Association's job bank, and will be entitled to the benefits of NFPA membership due to the Association's affiliation with the national organization.

6. Records of Membership. The Vice President of the Association shall maintain an electronic record containing the names, addresses, types of membership, and email addresses of all members of the Association.

C. Termination.

Termination of membership may occur due to misrepresentation of any type on the membership application or violation of the NFPA Model Code of Ethics. A written notice of termination will be sent to the member via U.S. certified mail, return receipt requested.

If a member chooses to appeal his/her/its 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 is 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.

Within thirty (30) calendar days of receipt of any member application that does not meet the requirements of this Article III, the Membership Chair (Vice President) shall notify the applicant in writing that his/her/its application has been rejected. Such notification shall set forth the basis for rejection of the application and 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 the uncashed check of the applicant, 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.

Within thirty (30) calendar days from the date of the delivery of the aforesaid notification, 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 notification of rejection, 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.

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, directors, at their discretion, may ask the applicant any questions they deem appropriate relating to the applicant's request for reconsideration. Directors may also present any evidence directly relating to the applicant's reconsideration request.

Within thirty (30) calendar days following the later of (a) receipt of a written request for reconsideration and/or (b) the personal appearance 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, the 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 any outlying county or area of Lexington, Kentucky.

B. Purpose. The purpose of having a chapter of the Association is so that those persons 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. Each member of the chapter will be a member of the Association subject to meeting the requirements of one of the membership categories set forth in Article III.

D. Meetings. Chapters may hold meetings each month in their respective areas. A representative of each chapter may attend and report at each meeting of the Board of Directors as to the status of that chapter. Alternatively, a chapter may submit a written report to the President of the Association within 24 hours prior to the Board meeting.

ARTICLE V

Dues

A. Annual Dues. Each year the Board of Directors shall determine the annual dues for all categories of membership in 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 posted on the website in April. Those members renewing or joining from April 1 through August 31 will be included in the membership directory posted on the website 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 applied to the following year.

ARTICLE VI

Officers

A. Officers. The officers of the Association shall be President, Vice President, Secretary, and Treasurer.

B. Election. The officers shall be elected by the active members of the Association prior to its annual meeting, either by email, U.S. mail, or at a special meeting called for that purpose.

C. Term. All officers shall hold office for one (1) calendar year until a successor is elected. There is a two (2) year limit on successive terms in the same office.

D. Qualifications. An officer must be an active member of the Association and shall be a director of the Association during his/her time in office.

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

1. President. The President shall be the Chief Executive Officer of the Association, should preside at all the meetings of the members or the Board of Directors, 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, maintain an electronic record containing the names, addresses, types of membership, and email addresses of all members of the Association, and perform such other duties as the Board of Directors may be assigned by the President or the Board of Directors.

3. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of the regular, annual, or special meetings 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 (including the corporate record book), and in general perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President or the Board of Directors.

4. Treasurer. The Treasurer shall have custody of the Association's funds, 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 or the financial conditions of the Association at the regular meetings of the Board of Directors, and perform such other duties as may be assigned by the President or the Board of Directors.

F. Bond. The President and the Treasurer shall be bonded each year in an amount determined by the Board.

ARTICLE VII Directors

A. Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, two (2) Board-at-Large members, Board Advisor, NFPA Primary and Secondary Representatives, Certification Ambassador, KPA Liaison, IT Administrator, and the Chair of each standing committee. The Board of Directors shall be nominated and elected by the membership annually, with exception of the KPA Liaison, Certification Ambassador, NFPA Primary Representative, NFPA Secondary Representative, and IT Administrator. These five (5)

positions shall be considered board positions and shall be appointed by the Board simultaneously with election of the remaining board positions by the membership. Appointment of these five (5) positions shall be at the discretion of the Board.

B. Term. Each director is elected or appointed for a one (1) year term, January 1 through December 31.

C. Qualifications. A director must be an active member of the Association at the time of his/her election or appointment.

D. 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, the Articles of Incorporation, or these Bylaws in order to carry out the goals and purposes of the Association.

E. 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.

F. Vacancies in Elected Board Positions. If an elected Board position becomes vacant during the year, the President shall ask for nominations to fill the vacant position via an email to the membership listserv. If there is no active member who is qualified, able or willing to fill the position, then one (1) of the Board-at-Large members may be appointed by the Board to take on the duties of the vacant position.

G. Vacancies in Appointed Board Positions. If an appointed Board position becomes vacant during the year, the Board may appoint an active member of the Association to fill the vacant position. If there is no active member who is qualified, able or willing to fill the position, then one (1) of the Board-at-Large members may be appointed by the Board to take on the duties of the vacant position.

H. Quorum. The Board may act by vote of a majority of those directors 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.

I. Committees. It shall be the duty of the Board of Directors to create such committees as are necessary to promote the goals of the Association. Each 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 by a committee member shall be within the authority delegated to him/her by the Board of Directors.

ARTICLE VIII

Meetings

A. Annual Meetings 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. Regular 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/appointment shall be to 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 director, or a majority of the active members may call a special meeting of the membership. The President or any two (2) directors 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 sent via email, 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 transmitted electronically to the members 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 (1) vote, either in person or by proxy, on the matters before members via email or at a general membership meeting. Directors' voting rights are set out in the Association's Board Policies & Procedures Manual, as it may be amended from time to time.

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.

ARTICLE IX

Miscellaneous

A. Books and Records. The Association shall maintain correct and complete books and records of account, including copies of its Articles of Incorporation and Bylaws as amended. The Association also shall maintain minutes of all meetings of its membership and its Board of Directors, a record all of actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board.

B. Fiscal Year. The fiscal year of the Association shall be January 1 through December 31 of each year.

The undersigned acknowledge that these Bylaws were approved by the Association's membership through an electronic vote held in September 2016.

Rebekah H. Walton

Rebekah Walton, President



C. Brian Devinney, Secretary

Dated: 18th day of October, 2016