

## AMENDED AND RESTATED BY-LAWS

### CENTRAL MASSACHUSETTS PARALEGAL ASSOCIATION, INC.

#### ARTICLE I

##### Name, Purpose, Powers, Location, Insignia and Fiscal Year

**1.1 Name and Purpose.** The name of this organization shall be the CENTRAL MASSACHUSETTS PARALEGAL ASSOCIATION, INC. (the "Corporation"). The purposes for which the Corporation is formed are as follows:

The purposes of this Corporation shall be:

- (a) To foster active communication among paralegals (hereinafter called "paralegals") and to act as a forum for the interchange of ideas;
- (b) To promote and expand the utilization of paralegals;
- (c) To promote the educational and professional standards of the paralegal profession by conducting educational activities in the form of seminars, lectures and workshops, which will be open to the professional and public communities;
- (d) To encourage and promote continuing legal education for paralegals;
- (e) To strengthen relations between paralegals and the rest of the legal community; and
- (f) The Corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit, and no part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, Director, or Officer of the Corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any Officer, Director, member, agent or employee, or any other person or Corporation, pursuant to and upon authorization of the Board of Directors); and provided further that in the event of dissolution of the Corporation the property and assets thereof remaining after providing for all obligations shall then be distributed only to such organization or organizations exempt from taxation pursuant to Section 501(c) of the Internal Revenue Code of 1986 (or any subsequent statutory provision of similar effect) as shall be designated by the Board of Directors.

**1.2 Powers.** The Corporation shall have the following powers in furtherance of its corporate purposes:

- (a) The Corporation shall have perpetual succession in its corporate name.
- (b) The Corporation may sue and be sued.

- (c) The Corporation may have a corporate seal, which it may alter at the pleasure of the Board of Directors.
- (d) The Corporation may elect or appoint Directors, Officers, employees, and other agents, fix their compensation and define their duties and obligations.
- (e) The Corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount, and also construct, maintain and operate improvements thereon.
- (f) The Corporation may solicit and receive contributions from any and all sources, may assess membership dues, and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (g) The Corporation may sell, assign, convey, lease, exchange, transfer or otherwise dispose of or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- (h) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lease, exchange, transfer or otherwise dispose of mortgage, pledge, use and otherwise deal in and with, bonds, and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
- (i) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
- (j) The Corporation may lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) The Corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws Chapter 180, as it now exists or as it may hereinafter be amended, in any jurisdiction within or without the United States, although the Corporation shall not be operated for the primary purpose of carrying on for profit a trade or business related to its tax exempt purposes.
- (l) The Corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement plans, trusts, and provisions for any or all of its employees.
- (m) The Corporation may make donations in such amounts as the members or Board of Directors shall determine, irrespective of corporate benefit, for the public

welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the Corporation is entitled to exemption from federal income tax under Section 501(c) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

- (n) The Corporation may be the incorporator of other associations or entities of any type or kind.
- (o) The Corporation may be a partner in any business enterprises which it would have the power to conduct by itself.
- (p) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation.
- (q) The Corporation shall have and may exercise all powers necessary and convenient to effect any or all of the purposes for which the Corporation is formed, provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws Chapter 180 or any other chapter of these General Laws, and provided, further, that the Corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the Corporation may receive under Section 501(c) of the Internal Revenue Code of 1986, as now in force or hereafter amended.

**1.3 Location.** The principal office of the Corporation shall be located in the County of Worcester, in the Commonwealth of Massachusetts. The Board of Directors may change the location of the principle office in the Commonwealth of Massachusetts or designate such other offices, as they consider appropriate.

**1.4 Insignia.** The Board of Directors may adopt and alter a corporate seal and official insignia of the Corporation.

**1.5 Fiscal Year.** The fiscal year of the Corporation shall, unless otherwise decided by the Board of Directors, end on December 31 each year.

## **ARTICLE II Members**

**2.1 Definition of Paralegal.** The definition of paralegal as approved by the National Federation of Paralegal Associations (NFPA) will be embraced by the Corporation.

## 2.2 **Classes and Qualification.**

- (a) Any person, Corporation, or other organization interested in the objectives and purposes of this Corporation shall become a member upon application for membership and payment of annual dues. The annual dues for each class shall be set by the Board of Directors, or by the members at the Annual Meeting. The classes of members consist of voting, student, affiliate, and sustaining and are further described below:
- (i) **Voting member.** Any person who is a practicing paralegal and who meets the educational requirements as adopted by the Corporation and attached hereto as Exhibit A at the time of application for membership may become a voting member and as such shall be entitled to one (1) vote on any and all matters, including the election of Officers and Directors, which require the vote of the members of the Corporation.
  - (ii) **Student member.** Any person who is enrolled in a formal paralegal educational program may become a student member and, upon satisfaction of the requirements for a voting member may become a voting member. Student members shall not be entitled to vote on matters requiring the vote of voting members of the Corporation.
  - (iii) **Affiliate member.** Any person who has practiced as a paralegal and/or who meets the educational requirements as adopted by the Corporation and attached hereto as Exhibit A, but who is not so employed at the time of application for membership, and any voting member who is practicing as a paralegal at the time of the annual renewal of such voting member's membership shall become an affiliate member and, upon satisfaction of the requirements for a voting member, may become a voting member. Affiliate members shall not be entitled to vote on matters requiring the vote of voting members of the Corporation.
  - (iv) **Sustaining member.** Any person or entity that is generally supportive of the Corporation shall be eligible to become a sustaining member. Sustaining members shall not be entitled to vote on matters requiring the vote of voting members of the Corporation.
- (b) Annual dues for membership shall be due on January 1 of each year and shall be in an amount established by the Board of Directors from time to time. Dues for each class of members are payable to the Treasurer of the Corporation and must be currently paid for a member to remain in good standing and, thereby, retain the privileges of membership. Dues are non-refundable under any circumstances, except by vote of the Board of Directors.
- (i) When any member shall be in default in the payment of dues for a period of one (1) month from the date such dues become payable, the Clerk shall immediately cause notice thereof to be sent to said member. If any

member shall be in default in the payment of dues for a period of two (2) months, his or her membership may thereupon be terminated by the Board of Directors. Suspended members may be reinstated at any time upon payment of the full current year's dues; and

- (ii) Membership of the Corporation is not transferable or assignable.

**2.3 Removal.** The Board of Directors, by the affirmative vote of two-thirds, may suspend or expel a member for cause after an appropriate hearing, and may by a majority vote of those present at any regularly constituted meeting of the Board of Directors, terminate the membership of, or suspend or expel, any member who shall be in default in the payment of dues or who shall have been convicted in a court of law for the unauthorized practice of law.

**2.4 Resignation.** Any member may resign by filing a written resignation with the Clerk, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**2.5 Reinstatement.** Upon written request signed by the former members and filed with the Clerk, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

**2.6 Powers and Rights.** The business and affairs of the Corporation shall be managed by its Board of Directors which may exercise all lawful acts empowered by law, the Articles or Organization, these By-laws, and as directed or required by the members.

**2.7 Annual Meeting.** An annual meeting of the members shall be held on the first Wednesday of November of each year, or on such other date at a time and place within the Commonwealth of Massachusetts as may be determined by the Board of Directors, for the purposes of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designed herein for an annual meeting of the members, then the Board of Directors shall cause the election to be held by special meeting of the members called as soon thereafter as possible.

**2.8 Regular Meetings.** Regular meetings of the members may be held at such places within the Commonwealth of Massachusetts and at such times as the Board of Directors may determine.

**2.9 Special Meetings.** Special meetings of the members may be held at any time and at any place within the Commonwealth of Massachusetts as may be called by the President or the Board of Directors, and shall be called by the President at the request of not less than one-tenth of the members entitled to vote.

## **2.10 Call and Notice.**

- (a) **Annual and Regular Meetings.** The Clerk or any other officer as decided by the Board of Directors shall give written notice to each member of the time and place of the annual or any regular meeting of members by sending said written notice to each member by mail or e-mail at least ten (10) days before the meeting addressed to each member at his/her usual or last-known business or residence address.
- (b) **Special Meetings.** Notice of the time and place of special meetings of the members shall be given to each member in the manner set forth in Section 2.10, Paragraph (a) or by posting such announcements via e-mail or in the ParaNotes newsletter. Such notice need not specify the purpose of a meeting, unless otherwise required by law, the Articles of Organization or these By-laws.
- (c) **Reasonable and Sufficient Notice.** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail at least five (5) days or facsimile or e-mail at least twenty-four (24) hours before the meeting addressed to him/her at the usual or last known business, residence or e-mail address, or to give notice to him/her in person or by telephone at least twenty-four (24) hours prior to the meeting.
- (d) **Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him/her (or his/her attorney thereto authorized) before or after the meeting, is filed with the records of the meeting, or to any member who attends the meeting without protesting prior thereto or at its commencement the lack of notice to her or him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

**2.11 Member's Quorum.** At any meeting of the membership, the majority of the total voting membership present in person or by proxy at a meeting of the members shall constitute a quorum for the transaction of business.

## **2.12 Action by Vote.**

- (a) **Voting.** Each voting member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. A majority of the votes entitled to be cast by the members present or represented by proxy shall be necessary for the adoption of any matter voted upon by the members unless otherwise provided by law.
- (b) **Proxies.** At all meetings of members, a member may vote by proxy executed in writing by said member or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the Clerk of the Corporation before or at the time of the meeting. No proxy shall be valid after one (1) month from the date of its execution unless otherwise provided in the proxy.

- (c) **Voting by Mail/E-mail.** Where Directors or Officers are to be elected by members or any class or classes or members, such election may be conducted by mail or email in such manner as the Board of Directors shall determine.

### **ARTICLE III Board of Directors**

**3.1 Powers.** The business and affairs of the Corporation shall be managed, supervised and controlled by the Board of Directors, which shall have and may exercise all the powers reserved to the Corporation by law, the Articles of Organization, or these By-laws, and which shall actively prosecute the objectives and purposes of the Corporation, and which, in addition, shall execute the policies and decisions of the Corporation. The Board of Directors shall have the right to delegate to one or more of the Directors the authority to sign, execute, acknowledge and deliver any legal documents to accomplish and exercise any of the powers.

**3.2 Number and Election.** The number of Directors which shall constitute the whole Board of Directors shall be at least three (3). Directors shall be voting members of the Corporation at the time of their election or appointment. Except as hereinafter provided in the case of vacancies, Directors, other than those consisting of the first Board of Directors, shall be elected by the members, and each Director shall be elected to serve until the next annual meeting of the members and until his or her successor is elected by the members.

**3.3 Tenure.** Each Director shall hold office until the first annual meeting of the Board of Directors after his/her initial election, and until his/her successor is elected and qualified, or until he/she sooner dies, resigns, is removed or becomes disqualified.

**3.4 Committees.** The Board of Directors may elect or appoint one or more committees, including without limitation those committees set forth in Article V of these By-laws and may delegate to any such committee or committees any or all of its powers. Any committee to which the powers of the Board of Directors are delegated shall include at least one Director as a member. Unless the Board of Directors otherwise designates, committees shall conduct their affairs in the same manner as is provided in these By-laws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

**3.5 Removal.** At a meeting of the members of the Corporation called expressly for that purpose, one or more members of the Board of Directors (including the entire Board of Directors) may be removed, with or without cause, by a vote by written ballot of a majority of the members then entitled to vote in an election of Board of Directors.

**3.6 Resignation.** Any Director of the Corporation may resign at any time by giving written notice to the President or the Clerk of the Corporation. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**3.7 Vacancies.** Vacancies in the Board of Directors, however occurring, shall be filled by a majority of the remaining members of the Board of Directors, or by appointed successor if approved by 2/3 majority of the Board, though less than a quorum, and each person so elected shall be a Director until his or her successor is elected by the members, who shall make such election at the next annual meeting of the members or at any special meeting of the members duly called for that purpose and held prior thereto.

**3.8 Regular Meetings.** A regular meeting of the Board of Directors shall be held without notice on the first Wednesday of every other month at such place and time as may be determined by the Board of Directors, or at such other time and place within the Commonwealth of Massachusetts as may be determined.

**3.9 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call meetings of the Board of Directors may fix the time and place for holding any meeting of the Board of Directors.

**3.10 Call and Notice.**

- (a) **Regular Meetings.** No call or notice shall be required for regular meetings of the Board of Directors, provided that reasonable notice (i) of the first regular meeting following the determination by the Board of Directors of the times and places for regular meetings shall be given to absent Directors, (ii) specifying the purpose of a regular meeting shall be given to each Director if either contracts or transactions of the Corporation with interested persons or amendments to these By-laws or removal or suspension of a Director are to be considered at the meeting, and (iii) shall be given as otherwise required by law, the Articles of Organization or these By-laws.
- (b) **Special Meetings.** Reasonable notice of the time and place of special meetings of the Board of Directors called by the President of the Board of Directors or upon demand of two or more Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization, or these By-laws, or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to these By-laws, or (iii) removal or suspension of a Director.
- (c) **Reasonable and Sufficient Notice.** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail at least five (5) days or facsimile or e-mail at least twenty-four (24) hours before the meeting addressed to him/her at his/her usual or last known business, residence, or e-mail address, or to give notice to him/her in person or by telephone at least twenty-four hours before the meeting.
- (d) **Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him/her (or



his/her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her. A waiver of notice need not specify the purposes of the meeting unless such purposes were not required to be specified in the notice of such meeting.

**3.11 Quorum.** At any meeting of the Board of Directors a majority of its Board of Directors then in office shall constitute a quorum. Any meeting may be adjourned to such date or dates by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

**3.12 Action by Vote.** Each Director shall have one vote. When a quorum is present at any meeting, a majority of the Board of Directors present and voting shall decide any question unless otherwise provided by law, the Articles of Organization, or these By-laws.

**3.13 Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the entirety of the Board of Directors consent to the action in writing and the written consents are filed with the records of the meeting of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

**3.14 Proxies.** At all meetings of the Board of Directors, Directors may vote either in person or by written proxy dated not more than thirty (30) days before the meeting named therein, which proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final judgment of such meeting.

**3.15 Agenda.** All meetings of the Board of Directors shall be open to the members of the Corporation, provided that the Board of Directors reserves the right to vote to enter into executive session from which persons not Directors may be excluded. This right shall be exercised reasonably and in good faith. Members wishing to be heard on any subject during Board of Directors meetings shall inform the President thereof. The President, with the concurrence of the Board of Directors, shall have the right to include such requests on the agenda of that meeting or defer such requests on the agenda of that meeting or defer such requests to the next succeeding meeting of the Board of Directors. Notwithstanding the foregoing, the Board of Directors shall have the right to solicit the views of members attending the meetings on any items then before the Board of Directors.

**3.16 Compensation.** The Board of Directors may, by resolution, fix the compensation of Directors for their services as such, and a Director may be a salaried Officer of the Corporation.

**3.17 Rules of Order.** Except where these By-laws otherwise provide, meetings of the Board of Directors shall be convened, conducted and adjourned in compliance with the procedures set forth in the edition of Roberts' Rules of Order then current.

**3.18 Records of the Board of Directors.** The minutes of the Board of Directors' meeting shall be taken by the Clerk. In his or her absence, the President of the Board of Directors shall designate another member to take minutes. Minutes shall be provided before the next monthly meeting. These minutes shall be available for inspection by a Corporation member or members upon reasonable notice to the Clerk, at a mutually convenient time and place.

#### **ARTICLE IV Officers and Agent**

**4.1 Number and Qualification.** The offices and Officers of the Corporation shall be a President, Vice President, Treasurer, Clerk, and such other offices and Officers, if any, as the Board of Directors may establish or as elected annually by the membership at its annual meeting, or at any meeting held in place thereof as provided herein. The Corporation may also have such agents, if any, as the Board of Directors may appoint. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for purposes of service of process. A person may hold more than one office at the same time. If required by the Board of Directors, any Officer shall be bonded for the faithful performance of his/her duties in such amount and with such surety or sureties as shall be satisfactory to the Board of Directors.

**4.2 Tenure.** The Officers shall each hold office until the annual meeting in the year after their election, and until their successors are chosen and qualified, unless a shorter period shall have been specified by the terms of their election or appointment, or in each case until they sooner die, resign, are removed or become disqualified. Each agent shall retain his/her authority at the pleasure of the Board of Directors.

**4.3 President.** The President shall be the chief executive officer of the Corporation; preside at all meetings of the members and Board of Directors; have general and active management of the business of the Corporation; and see that all orders and resolutions of the Board of Directors are carried into effect.

**4.4 Vice President.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and perform such other powers and duties as the Board of Directors may prescribe or the President may delegate. The Vice President shall also be named as the NFPA Primary Representative and perform all powers and duties of this position, including but not limited to, providing timely reports to the Board and members on all NFPA directives and issues affecting the profession.

**4.5 Treasurer/Membership Director (Treasurer).** The Treasurer shall have the responsibility for the care and custody of the corporate funds and financial papers of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; deposit all moneys, checks, notes, drafts, instruments and other valuable effects in the name and to the credit of the Corporation as may be ordered by the Board of Directors; taking proper vouchers for such disbursements; and render to the President and Directors, at the regular meetings of the Board of Directors; and, upon request, an account of all transactions of the Treasurer and of the financial condition of the Corporation. Treasurer shall maintain a record containing the names and addresses of all members of the Corporation and the class membership held by each; in alphabetical order; cause membership cards to be issued; and

in general perform all duties including but not limited to managing ongoing and active searches for new members, and such other duties as may be assigned by the President and the Board of Directors relating to Membership.

The Treasurer shall make, at least five (5) days before each meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, with the address of each, which list shall be kept on file at the registered office of the Corporation and shall be subject to the inspection of any member during the meeting.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Board of Directors, for the faithful discharge of the duties of the office of Treasurer and for the restoration to the Corporation, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind, in possession, or under the control of the Treasurer belonging to the Corporation.

The Treasurer shall ensure that appropriate dues are paid to NFPA in a timely manner.

**4.6 Clerk.** The Clerk shall keep or cause to be kept a record of all the proceedings of the meetings of the members and the Board of Directors, in a book to be kept for that purpose; give or cause to be given notice of meetings in accordance with the provisions of these By-laws or as required by law; be custodian of the documents and of the seal of the Corporation; and in general perform all duties incident to the Office of Clerk and such other duties as may be assigned by the President or the Board of Directors.

(a) **Books and Records.** The Corporation shall keep correct and complete books and records of account. The Clerk shall keep minutes of the proceedings of its members and Board of Directors, and shall maintain a record of those minutes in a corporate record book.

**4.7 Professional Development Director/Program Director.** The Professional Development Director shall provide the members of the Corporation with information relative to educational opportunities available to the profession, methods for obtaining skills and achieving career advancement, as well as changes and trends in the industry. The Professional Development Director shall communicate with other professional associations and make efforts to further educate the business and local community about the profession. The Professional Development Director may also conduct and present the results of the annual salary survey. The Program Director, or their designee, shall solicit, arrange and provide ongoing continuing educational seminars to the members, and shall also be involved in all programs run by the Corporation including NFPA region meetings and the Corporation annual meeting.

**4.8 Job Bank Director.** The Job Bank Director shall provide the membership with Notices of Employment opportunities and shall solicit such avenues to use the Job Bank for posting notices.

**4.9 Newsletter Director.** The Newsletter Director shall compile relevant information and make the arrangements necessary to present it to the membership in professional newsletter format. Such newsletter is to be called ParaNotes, which will be distributed to the membership, a minimum of three (3) times annually.

**4.10 Student Liaison.** The Student Liaison shall interface with local college level educational programs to foster active communications between paralegals and educators regarding current issues affecting the profession. In addition, the Student Liaison will interact with area high schools in an effort to inform guidance counselors of career opportunities available to individuals with paralegal training in an effort to promote growth in the profession.

**4.11 Pro Bono Director.** The *Pro Bono* Director shall be active in garnering membership participation in existing and new pro bono opportunities and programs. The *Pro Bono* Director shall actively support and manage at least one association program each year to benefit the community. Such activity may be performed solely by the membership, or in conjunction with other local professional associations. The *Pro Bono* Director will also work to increase member awareness to appropriate *pro bono* opportunities available at both the local and national level.

**4.12 Fundraising Director.** The Fundraising Director shall initiate and oversee activities relating to fundraising for the organization with the primary purpose of collecting non-dues income for the purpose of funding local association and NFPA events. A minimum of one (1) fundraising activity will be undertaken during each one-year term.

**4.13 NFPA Secondary Representative.** The Secondary Representative shall follow and report to the Board of Directors at the monthly meetings and to the general membership via a column in ParaNotes newsletter, the issues affecting the profession on a national level. The Secondary Representative shall present and solicit opinion from the Board and general membership on issues that will be voted on at the NFPA meetings. The Secondary Representative shall assist the Treasurer/Membership Director with calculations of the membership dues owed to NFPA as necessary.

**4.14 Suspension or Removal.** An officer may be suspended or removed (a) without cause by a vote of two-thirds of the Board of Directors of the Corporation then serving, either at a regular meeting of the Board of Directors or at a special meeting called for that purpose; or (b) with cause by vote of a majority of the Board of Directors then in office. An Officer may be removed with cause only after reasonable notice and opportunity to be heard.

**4.15 Resignation.** An Officer may resign by delivering his written resignation to the President, Vice President, Treasurer or Clerk of the Corporation, to a meeting of the Board of Directors of the Corporation, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

**4.16 Vacancies.** If the office of any Officer becomes vacant, the Board of Directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the

case of the President, Vice President, Treasurer and Clerk until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

## **ARTICLE V Committees**

**5.1 Committees.** The business affairs and activities of the Corporation, except those normally handled by the Board of Directors, shall be carried out by standing committees, as designated by resolution of the Board of Directors. Members of each committee shall be members in good standing in the Corporation and each standing committee shall be chaired by a member of the Board of Directors who, as chairperson of such committee, shall appoint members of the committee and may also create any special committee or task force to handle a special matter or task of the Corporation.

**5.2 Meetings.** Regular meetings of the standing committees shall be held at such time and at such places as determined by the committee. Minutes of such meetings shall be kept and copies thereof shall be available for inspection by the Board of Directors upon reasonable notice to the committee.

**5.3 Rules of Order.** Each committee may adopt rules for its own government, which shall be submitted to the Board of Directors for approval, and shall not be inconsistent with these By-laws, the Articles of Organization, or rules adopted by the Board of Directors.

## **ARTICLE VI Execution of Papers**

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, and other obligations made, accepted or endorsed by the Corporation shall be signed by both the President and the Treasurer.

Any recordable instrument purporting to effect an interest in real estate, executed in the name of the Corporation by two of its Officers, of whom one is the President or a Vice President, and the other is the Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, these By-laws, resolutions or votes of the Corporation.

## **ARTICLE VII Personal Liability**

The Directors and Officers of the Corporation will not be personally liable for any debt, liability or obligation of the Corporation. All persons, Corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for payment of any debt, damages, judgment or decree, or

of any money that may otherwise become due or payable to them from the Corporation. Nothing herein shall constitute members or Directors of the Corporation as partners for any purpose.

## **ARTICLE VIII**

### **Indemnification of Directors, Officers and Employees**

**8.1 Right to Indemnification.** The Corporation may, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c) of the Internal Revenue Code is not affected thereby, indemnify and reimburse out of the funds of the Corporation any person (or the personal representative of any person) who at any time serves or shall have served as a Director, Officer or employee of the Corporation, or who serves or shall have served at its request as a Director, Officer or employee of another organization in which it has an interest, whether or not in office at the time, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceedings, whether civil or criminal, in which he or she may be involved or with which he or she may be interested, while in office or thereafter, by reason of his or her being or having been such a Director, Officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, Officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification:

- (a) by a disinterested majority of the Directors then in office; or
- (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director, Officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; or
- (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by such Director, Officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, Officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Director or Directors", "officer", "employee", and "agent"

include their respective heirs, executors and administrators, and an “interested” Director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

**8.2 Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or other agent of another organization, in which it has an interest, against any liability incurred by him/her in any such capacity, or arising out of his/her status as such.

## **ARTICLE IX Personal Financial Interest**

**9.1** No person shall be disqualified from holding any office by reason of any financial interest in any concern doing business with the Corporation. In the absence of fraud, any individual having any financial interest in any concern in which any such Director or Officer has any interest, may be a party to, or may be pecuniary or otherwise interested in, any contract, transaction, or other act of the Corporation, and (1) invalidated or otherwise affected by the fact provided that the procedure set forth in 9.2 is complied with; (2) no such Director or Officer shall be liable to account to the Corporation for any profit or benefit realized through any such contract, transaction, or act. Any such Director of the Corporation may not be counted in determining the existence of a quorum at any meeting of the Board of Directors or of any committee thereof which shall authorize any such contract, transaction, or act. The term “interest” shall include personal interest and interests as a Director, Officer, stockholder, shareholder, partner, trustee, member or beneficiary of any concern; the term “concern” meaning any Corporation, association, trust, partnership, firm, person, or other entity other than the Corporation.

**9.2** In the event that a business relationship exists between a member of the Board of Directors or Officer with the Corporation or any of its divisions, the following procedures will be undertaken so that a potential conflict of interest will be avoided:

- (a) Where the business relationship is one of the supply of a product or service with an annual cost of over \$1,000.00 and, which, because of its nature, is obtainable at varying prices, the staff members responsible for the Corporation expenditure will see competitive bids. The mechanics of competitive bidding will be established by operating policy of the Board of Directors.
- (b) During its annual deliberation of the Corporation’s budget, the Board of Directors shall review such relationships.
- (c) The member of the Board of Directors or Officer involved shall abstain from voting on all matters that include funds for this relationship. Further restrictions, including a prohibition of presence and/or discussion by this person, may be imposed by the Board of Directors.

The intent of this policy is not to discourage business relationships as described above, but rather to encourage participation by creating an appropriate procedural mechanism for both the Director/Officer of the Corporation.

## **ARTICLE X Limitation of Powers**

No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any Officer or Director of the Corporation or any private individual or be appropriated for any charitable purposes other than the purposes of the Corporation, as herein set forth, and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. It is intended that the Corporation shall not be a private foundation under Section 509(a) of the Internal Revenue Code, but rather that it be qualified under Section 501(c) of the Code.

In the event, however, that the Corporation is a private foundation as that term is defined in Section 509 of the internal Revenue Code, then notwithstanding any other provisions of the Articles of Organization or these By-laws, the following provisions shall apply:

- (a) The Board of Directors shall distribute the income for each taxable year at such time and in such manner as imposed by Section 4942 of the Internal Revenue Code.
- (b) The Board of Directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE XI Evidence of Authority**

A Certificate by the Clerk as to any action taken by the Board of Directors or any Officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.



**ARTICLE XII**  
**Ratification**

Any action taken on behalf of the Corporation by a Director or any Officer or representative of the Corporation, which requires authorization by the Board of Directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors, if action by it was necessary for authorization.

**ARTICLE XIII**  
**Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended, as the Board of Directors shall determine.

**ARTICLE XIV**  
**Amendments**

These By-laws may be amended at any regular or special meeting of the Board of Directors at which a quorum is present by a majority vote of the Board of Directors then in office, provided that all Directors have been notified of the proposed changes at least thirty (30) days in advance of the meeting.

Amended and Restated: August 11, 2010



Tina Giakoumis, Clerk