

AMENDED AND RESTATED BYLAWS

Local Government Paralegal Association of Virginia, Inc.

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Amended & Restated
BYLAWS

Local Government Paralegal Association of Virginia, Inc.

Adopted September 1999
Amended October 6, 2000
Amended October 9, 2008
Amended October 6, 2011

We, the members of the Local Government Paralegal Association of Virginia, Inc. (hereinafter referred to as LGPA), have now associated ourselves together to form a non-profit association and hereby establish these Bylaws for fundamental guidance of this Association.

ARTICLE I
OBJECTIVES AND PURPOSES

The objectives and purposes are to provide a forum for the exchange of information for members; to provide and promote the continuing education of local government paralegals (hereinafter the word "paralegal" and "legal assistant" are to be interchangeable); to educate members, lawyers and students as to the benefits and utilization of paralegals; to act as a liaison among various bar associations and the paralegal community; and to maintain a high level of professional standards and ethics among its members and within the legal community.

ARTICLE II
POLICY

LGPA is nonsectarian, nonpartisan, and nonprofit and shall not seek to be a labor association for its members.

LGPA shall be governed by the Professional Responsibilities Guidelines as adopted by the Virginia Alliance of Paralegal Associations.

ARTICLE III
MEMBERSHIP

A. There shall be four classes of membership: 1) Active, 2) Associate, 3) Sustaining and 4) Retired:

1. Active Member: A paralegal employed by any city, county, town, school district, and/or government office located within the Commonwealth of Virginia. All Active Members shall have all the rights and privileges of this Association, including the right to vote and hold elected or appointed office.

2. Associate Member: A paralegal employed by (1) other government entities concerned with one or more facets of municipal law; or (2) private attorneys whose practice involves municipal law. Associate Members shall have all the rights and privileges of this Association, including the right to vote and hold elected or appointed office.
3. Sustaining Members: Any individual, company or institution supporting the goals and objectives of LGPA may become sustaining members with the approval of the Board of Directors and upon payment of annual dues. Sustaining Members shall have all the privileges of this Association, except that they shall not have the right to vote or hold elected or appointed office.
4. Retired Members: Any paralegal who was a former active or associate member in good standing and has since retired. Retired Members shall have all the privileges of this Association, except that they shall not have the right to vote or hold elected or appointed office.

B. Applications for membership shall be made upon standard forms furnished by the Association, and submitted to the Vice President with payment for annual dues and any initiation fee which may be established by the board of directors. The Vice President shall have the authority to approve or reject all applications for membership in accordance with these Bylaws and all standing rules of LGPA. Any application which is rejected or not approved may be referred to the board of directors for reconsideration upon written request of the applicant to the President of this Association.

C. The annual dues required for members shall be determined by the board of directors and submitted to the membership for approval at the annual meeting. The annual dues shall be due and payable on January 1st each year and shall not be prorated. A member whose dues are not paid on or before March 30th shall be considered delinquent and shall be reinstated only upon payment of dues and such penalty as may be fixed by the board of directors. Such payment must occur within six months following the delinquent date. After the six-month reinstatement period expires, a new application for membership must be completed and submitted to the Vice-President.

D. A member may be expelled from the association by a majority vote of the board of directors upon determining that such member has: (a) failed to pay dues or other assessments; (b) been convicted of a felony; (c) been guilty of conduct actually and substantially found to injure the good name of this association, or (d) failed to maintain a high standard of professional ethics or personal conduct.

E. No compensation shall be given to any member other than reimbursement for approved out-of-pocket expenses incurred by the member in connection with LGPA-related activities.

F. LGPA's membership requirements shall not exclude or discriminate based on race, color, religion, gender, national origin, age, disability, or sexual orientation.

ARTICLE IV OFFICERS AND DIRECTORS

There shall be nine (9) members of the board of directors of this Association and shall include a President, Vice President, Secretary, Treasurer, Immediate Past President, and four (4) at-large Directors. At least five (5) members of the board of directors shall be active members, and must include at least two (2) county paralegals and two (2) city/town paralegals. Officers and Directors shall be elected to a two-year term by the membership at large at the annual meeting of this Association. No board member shall hold more than one office, and no board member shall hold any one office for more than two consecutive terms.

A. President—The President shall be the general manager of the Association, shall have general supervision of the business, shall conduct all of the regular business of the Association, shall see that all orders and resolutions of the board of directors are enforced and put into effect, shall be its principal officer and agent, shall automatically be and serve as chairman of the board of directors, shall preside at all meetings and shall negotiate and execute all contracts, bonds, mortgages and all other instruments whatsoever incident to the conduct of business of the association; the president shall have such other and further authority, power and discretion as shall reasonably be necessary, incident to or convenient for the accomplishment of the purposes of the Association and transaction of all of its business of whatsoever nature except as shall be prohibited under the law of Virginia or absolutely reserved to the board of directors in these Bylaws or hereafter limited by act of the board of directors.

B. Vice President—The Vice President will automatically be chairman of the membership committee and shall be charged with soliciting new members and the authority to approve or reject all applications for membership in accordance with these Bylaws and all standing rules of this association. Upon approval of membership, the vice president will forward a copy of the application and all membership monies to the treasurer and will make available to the new member these Bylaws and any other welcoming information available at the time of membership approval. The vice president shall keep a current roster of membership, and ensure that the treasurer periodically receives an updated roster of membership. The vice president will exercise the functions of the president in the absence or disability of the president and, when so acting, shall have all of the powers and authority of the president.

C. Secretary—The secretary shall attend all meetings of the board of directors, shall keep a full and accurate account of their proceedings and see that they are preserved and, when directed, shall cause to be prepared and mailed notices of meetings of the membership or of the board of directors. The secretary shall keep records of the last known addresses of all members. The secretary shall keep the corporate seal of the Association and affix the same to all documents requiring the seal.

D. Treasurer—The Treasurer shall monitor the accounting of receipts and disbursements of the association, and shall direct the preparation of records of the finances of the Association. Upon direction of the board of directors, the treasurer shall be bonded at the expense of the Association. The treasurer shall consult, if necessary, with the auditor to ascertain that any report or return necessary shall have been filed and any tax due shall have been paid to

any proper governmental agency. The treasurer shall have the responsibility for collecting the membership dues and assessments.

Any member of the board of directors may be removed from office with or without cause by a two-thirds (2/3) majority affirmative vote to such effect by the members at an annual meeting of the Association. At least ten (10) days prior to the annual meeting, the person under consideration to be removed from office shall be notified in writing of the proposed action, and the notice shall include the time, date and location for such vote to take place.

A board member may resign at any time by delivering written notice thereof to the president of the Association. Such resignation shall take effect at the time specified therein, or, if the time is not specified, then upon receipt of such notice, at which time all members of the board of directors will be notified of said resignation.

The board of directors may fill any vacancy resulting from the death, resignation, removal, disqualification, disability or the like, of any officer or director by a majority vote of a quorum of the members of the board of directors. The President will solicit nominations from the Board to fill the vacancy and a special meeting will be called by the President for a vote on said nominees. Said meeting shall be held within forty-five (45) days of the date of the vacancy of office. Such appointments, if made, shall be for no longer than the unexpired term of the original officer or director.

ARTICLE V VIRGINIA ALLIANCE OF PARALEGAL ASSOCIATIONS

A. The President shall appoint a primary delegate and a secondary delegate to represent the Association in matters related to the Virginia Alliance of Paralegal Associations (hereinafter referred to as "VAPA").

1. *Primary Delegate.* The primary delegate shall (i) act as the liaison between VAPA and the Association; (ii) be the spokesperson for the Association on VAPA matters; (iii) represent the Association at any meeting of VAPA members; (iv) prepare and submit a report to the President no later than 30 days after each VAPA meeting; and (v) vote on behalf of the Association, as required, at any VAPA meeting. The primary delegate shall serve for a period of two (2) years, or until a successor is appointed.
2. *Secondary Delegate.* The secondary delegate shall (i) serve as primary delegate in the absence of the primary delegate; and (ii) assist the primary delegate in activities related to VAPA. The secondary delegate shall serve for a period of two (2) years, or until a successor is appointed.

ARTICLE VI MEETINGS

Notices, Meetings, Quorum, and Order of Business

Roberts Rules of Order, newly revised, shall govern the proceedings of all meetings of the association unless such Rules of Order conflict with specific provisions of these bylaws. Failure to adhere strictly to Roberts Rules of Order shall not invalidate any action of the board of directors or the Association. Notices sent to members of the Association or to members of the board of directors shall be given as nearly as practical at the same time and by the same means to all such members. Any such notice shall be addressed to the member at the address that he or she last provided to the Association. Whenever in these Bylaws a notice is required, the notice may be delivered in whatever form the sender deems the most practical and efficient (electronic mail, facsimile mail, by the U.S. Postal Service, or by telephone).

A. The board of directors (as described in the Articles of Incorporation) shall meet upon the call of the president or upon request of four (4) directors. The board of directors shall have the right to convene in executive session on majority vote.

A quorum of the board of directors shall consist of five (5) of its members. The act of a majority of board members at a board of directors meeting at which a quorum is present shall be an act of the board of directors. In the event the board of directors is unable to obtain a quorum by meeting in person within the time in which action is required, the president shall direct a telephone or other electronic ballot to be taken by the secretary. A majority vote of such telephone or other electronic ballot will be valid as an act of the board of directors upon certification by the secretary that an attempt was made to reach all of the members of the board of directors. In addition, when, in the president's opinion, the interests of the Association would not be served by having the board of directors meet in person for the purpose of voting on a matter that must be resolved before the next scheduled meeting of the board, the president shall direct, after reasonable notice to all members of the board of directors that a vote of the board of directors be taken either by telephone conference call or by other electronic means, and the vote cast shall be valid as an act of the board of directors. Only those matters identified in the notice of a telephonic or other type of electronic meeting can be voted upon by the board of directors at such special type of meeting of the board.

B. Annual meetings of the Association shall be concurrent with the annual conference, and held at such time and place in October as the board of directors may determine and advise. The members of the board of directors shall be elected to two-year terms by the membership at the annual meeting of the Association. Notice of the annual meeting of the Association will be given no less than 21 days before the meeting date. Twenty (20) members or one-half plus one of the membership, whichever is less, shall constitute a quorum of members for transaction of the business of the Association and for voting.

The order of business at the annual meeting shall be as follows:

Approval of minutes of preceding meeting,
Address of the President,
Report of the Secretary,
Report of the Treasurer,
Reports of committees,
Report from the VAPA Delegate,

Miscellaneous business,
Election of officers and/or directors, and
Such other business included in the notice of the meeting.

C. Special meetings of the Association may be called on due notice of the purposes of the meeting by the board of directors, by the President, or by petition of twenty (20) members. The business transacted at special meetings called by the President or by petition of the membership of the Association shall be limited to the purposes set forth in the notice. Twenty (20) members or one-half plus one of the membership, whichever is less, shall constitute a quorum of members for transaction of the business at a special meeting of the Association. Notice of a special meeting shall be given at least 5 days in advance of the meeting.

The order of business at a special meeting of the association shall be as follows:

1. Address of the President or a representative of the members who called for the special meeting.
2. Such business included in the notice of the meeting.

ARTICLE VII COMMITTEES

Committees may be appointed by the President or by the board of directors. Committee members shall be determined by procedures established from time to time by the board of directors. At least thirty (30) days prior to the annual meeting, the President shall appoint a chair and four additional members to serve as a nominating committee, which shall consist of at least two county paralegals, and two city/town paralegals. Any one of the four may be an associate member.

ARTICLE VIII VOTING

Members of the association may vote in person or by mailing their ballot to the secretary of the association in a sealed envelope and so noting on the outside of the envelope that it is their absentee vote for the election of an officer or director if the member is unable to attend the annual meeting. Mailed ballots must be received by the secretary at least three (3) days prior to the annual meeting in order to be considered valid.

Proxy

A member may authorize in writing an active or associate member to act for the member as proxy. Execution may be accomplished by the member or the member's authorized agent signing such writing or causing the member's signature to be affixed to such writing by any reasonable means, including, but not limited to, by facsimile signature. An appointment of a

proxy becomes effective when received by the secretary or other officer or agent authorized to tabulate votes.

Amendments

These bylaws may be amended at any membership meeting by a two-thirds (2/3) vote of the members present, provided that written notice of the proposed amendment(s) shall have been given to the membership at least fifteen (15) days, but not more than ninety (90) days, in advance of the date of said general or special meeting.

ARTICLE IX CODE OF ETHICS

Every member of this Association shall subscribe to and be bound and governed by ABA Standing Committee on Professional Ethics Opinion No. 316 (January 16, 1967, as amended) and any other code so adopted by the membership of this Association. Violations of this code shall be grounds for immediate dismissal from membership and/or removal from office.

This document is hereby accepted upon the majority vote of the members of the LGPA at its meeting on October 6, 2011 and executed on behalf of the LGPA by Barbara Ronan, President of the LGPA, and is further witnessed by Jaye Koch, Vice-President, Kimberly Cregger, Secretary and Marsha Davis, Treasurer.

Accepted by:

s/ Barbara Ronan

Barbara Ronan, President

Witnessed by:

s/ Jaye Koch

Jaye Koch, CP, Vice President

s/ Kimberly A. Cregger

Kimberly A. Cregger, Secretary

s/ Marsha Davis

Marsha Davis, Treasurer