

**AMENDED AND RESTATED BY-LAWS**  
**OF THE**  
**METROPLEX ASSOCIATION OF CORPORATE PARALEGALS**

*A Texas Non-Profit Corporation*  
(Adopted as of October 20, 2011)

**ARTICLE 1**

**Name and Purpose**

**Section 1.1** Name. This organization shall be an incorporated non-profit organization and shall be called the METROPLEX ASSOCIATION OF CORPORATE PARALEGALS (hereafter referred to as the "Association").

**Section 1.2.** Purpose. The purpose for which the Association is formed is to promote and encourage the professional objectives and goals of paralegals for in-house counsel, programs of continuing education and development, and high standards of integrity and professionalism.

**Section 1.3.** Code of Ethics. To affect its purpose, Association members adopt as a guideline for professional conduct the Code of Ethics and Professional Responsibility of the Legal Assistants Division of the State Bar of Texas.

**Section 1.4.** Parliamentary Authority. The rules contained in the current version of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws, the Texas Non-Profit Corporation Act, and any special rules of order adopted by the Association. In the case of any conflict, the Bylaws will prevail if permitted by the Texas Non-Profit Corporation Act.

**ARTICLE 2**

**Membership**

**Section 2.1** Classes of Membership. There shall be three classes of membership in the Association.

(a): Voting. A person eligible for Voting membership shall: (i) be currently employed full time as a paralegal by a corporation/company, hospital or similar entity and work under the ultimate direction and supervision of an attorney, to assist counsel for a corporation/company, hospital, or similar entity, in a capacity or function which involves the performance of specifically delegated substantive legal work, which for the most part requires a sufficient knowledge of legal concepts that, absent such assistance, the attorney would perform; (ii) execute an affidavit of employment verified by a supervising attorney on a form prescribed by

the Board of Directors (hereafter referred to as the “Board”); and (iii) meet one of the following additional requirements:

1. Present valid proof of completion of a full course of studies for training as a paralegal at a college, university, or other post-secondary school; or
2. Have been employed as a paralegal (as defined in Section 2.2) for a minimum of 12 consecutive months, which employment shall be verified by affidavit executed by an attorney on a form prescribed by the Board.

(b): Associate. A person eligible for Associate membership is an individual who meets one of the following requirements:

1. An individual who has met one of the requirements of Section 2.1(a)(iii) but is not currently employed as a paralegal by a corporation/company, hospital or similar entity;
2. An individual who was previously a Voting member of MACP, but has moved out of the area and wishes to maintain membership in MACP; or
3. An individual who was previously a Voting member of MACP and still works for a corporation/company, hospital or similar entity, but whose employment position has changed to where it no longer meets the definition of an MACP paralegal.

An Associate member may fully participate in the affairs of the Association, except that they may not vote or serve as an Officer, Chairman, or Co-Chairman of a Committee. An Associate member may apply (or re-apply) for Voting membership at such time that he or she satisfies the criteria for MACP Voting membership, and by completing and submitting the current active membership application and dues.

(c): Emeritus. A person is eligible for Emeritus membership if the individual was previously a Voting or Associate member of MACP, but has retired as a paralegal (as defined in Section 2.2) and has also retired from working for a corporation/company, hospital or similar entity. Emeritus membership is available only to a former Voting or Associate member of MACP. An Emeritus member may fully participate in the affairs of the Association, except that they may not vote or serve as an Officer, Chairman, or Co-Chairman of a Committee.

**Section 2.2** Definition of an MACP Paralegal. An MACP paralegal is an individual who is qualified through education, training, or work experience, and is employed, under the ultimate direction and supervision of an attorney, to assist in-house counsel for a corporation/company, hospital, or other entity in a capacity or function which involves the performance of specifically delegated substantive legal work, which, for the most part, requires a sufficient knowledge of legal concepts that, absent such assistance, the attorney would perform.

**Section 2.3** Admission Procedure. Application to become a member shall be made on a form approved by the Board. The application, with the required annual dues, shall be submitted to the Membership Committee or the Board. The Membership Committee may

approve all applications subject to the Board's right to reverse within 60 days of approval. If the Board determines that an applicant does not meet the requirements for membership, the Board shall deny the application. Notice of the denial shall be given by the Board to the applicant within 30 days of the Board's review of the application. Any applicant denied membership shall have the right to a hearing before the Board provided that the applicant submits a written request for hearing within 30 days of the denial of the application. Any determination of an applicant's or member's classification shall be made by the Board in accordance with procedures it deems appropriate. The Association shall issue acknowledgment of membership.

**Section 2.4. Resignation or. Reclassification of Membership.**

a) Ineligibility. Upon becoming ineligible for membership, a member shall, after a grace period of 6 months, notify the Board of such ineligibility and request a change of classification or resign from the Association. A temporary leave of absence is not considered a termination requiring a change of membership or classification.

b) Other Classification Changes. A member who wishes to be reclassified due to changes in circumstances should make written application for reclassification on a form approved by the Board. The member will be reclassified with Board approval.

**Section 2.3. Annual Dues.** Each new member of the Association shall pay annual dues to the Association in an amount as to be determined from time to time by the Board. Each member shall submit renewal forms, approved by the Board, and pay annual dues, in advance, not later than January 1 of each year. If a member's dues are not received by March 15, the member shall automatically be dropped from membership.

**Section 2.6. Reinstatement.** Any former member of the Association who has resigned or been dropped from membership must apply to the Board or the Membership Committee for reinstatement of his or her membership on a form approved by the Board and pay any annual dues necessary.

**Section 2.7. Involuntary Reclassification of Members.** Upon determination and two-thirds vote by the Board, any member may be reclassified. Such action shall be immediate, conclusive, and final, but shall not be taken without notice to and opportunity for response by the member.

**Section 2.8. Removal, Expulsion, Disciplinary Action, or Denial of Membership.** Membership may be terminated and application for membership or for reinstatement of membership may be rejected for: (1) conviction of a felony involving moral turpitude; (2) revocation or suspension of a license or permit to practice or engage in a profession or occupation; (3) expulsion from or suspension of membership in a law related professional association; (4) misappropriation of money or other property; (5) violation of the Code of Ethics adopted by the Association. Such action shall be in accordance with procedures deemed appropriate by the Board after review by an ad hoc Review Committee appointed by the Board, but shall not be taken without notice to and an opportunity for response by the member.

## ARTICLE 3

### Officers

**Section 3.1.** Elected Officers. The elected officers of the Association shall be voting members. They shall consist of the following: President, President-Elect, Secretary and Treasurer. All officers except the President shall be elected by the voting members. The President shall be the person who has served as President-Elect during the preceding fiscal year if he or she is still a voting member of the Association.

**Section 3.2.** Term. Term of office shall be for one year from January 1 through December 31.

**Section 3.3.** Limitation. No officer shall serve in the same office for more than two terms in succession, nor may any person hold two elected offices at the same time. If an officer fills the position because of a vacancy, he or she shall be entitled to serve in that office for at least two full terms in succession.

**Section 3.4.** Vacancies. In the event of a vacancy in the office of President, the President-Elect shall succeed to the office of President for the unexpired term. The elevation of the President-Elect to fill the vacancy shall not preclude him/her from serving as President a full term following the year for which he or she was elected President-Elect. If a President-Elect is not then serving, and a vacancy in the office of President occurs, the unexpired term of the President shall be filled by a voting member of the Association upon approval of two-thirds vote of the Board. All other vacancies shall be filled by the Board.

**Section 3.5.** Records. Each officer shall be responsible for maintaining written records and procedure information of that office and shall convey these records to the successor.

**Section 3.6.** Attendance. It is expected that officers shall regularly attend Board meetings. If, at any time during an officer's term of office, any officer misses three Board meetings, the officer shall be deemed to have resigned unless a two-thirds majority of the remaining members of the Board otherwise approve of the officer retaining his/her position.

**Section 3.7.** Resignation or Reclassification of Officers. An officer, upon becoming ineligible, pursuant to Section 2.4(a) and after the prescribed grace period, shall be appropriately reclassified, deemed to have immediately resigned, and replaced pursuant to Section 3.4.

**Section 3.8.** Removal. Officers may be removed from office pursuant to a two-thirds vote of the Board.

## ARTICLE 4

### Duties of Officers

The duties of each officer shall be set forth in the Procedures Manual adopted by the Board, as amended from time to time.

## ARTICLE 5

### Board of Directors

**Section 5.1.** Membership and Authority. The Board shall consist of elected officers, the Parliamentarian and Committee Chairs. Co-Chairmen of committees may attend all meetings of the Board, but shall vote only in the absence of the Chairman as specified in these Bylaws. The Board shall conduct and manage all business affairs of the Association, administer the Bylaws, and determine matters of policy. The Board shall hold office for one calendar year.

**Section 5.2.** Meetings/Quorum. Meetings of the Board shall be held as needed, but no less than four times per year. The dates of the meetings shall be set by the President. A quorum shall consist of a majority of the voting members of the Board.

**Section 5.3.** Notice. The Board members shall be notified at least five days prior to the Board meeting.

**Section 5.4.** Special Meetings. Special meetings of the Board may be called by the President or by notice to the President by two members of the Board. The five-day notice requirement for meetings as set forth in Section 5.3 may be waived for Special Meetings.

**Section 5.5.** Parliamentarian. The President shall appoint a Parliamentarian from the Membership of the Association. The Parliamentarian shall be a non-voting member of the Board.

**Section 5.6.** Committee Chairmen. All Chairmen of committees shall be voting members of the Board and shall be required to attend all meetings. The Co-chair of the Committee shall attend meetings in absence of the Chair and in that capacity be a voting member. A Co-chair may attend meetings with the Chair in a non-voting capacity.

**Section 5.7.** Resignation or Reclassification of Committee Chairmen. A Chairman, upon becoming ineligible pursuant to Section 2.4(a) or upon the resignation, shall be deemed to have immediately resigned and be replaced on the Board by the President.

**Section 5.8.** Removal. Board members may be removed by a two-thirds vote of the Board.

**Section 5.9.** Attendance. It is expected that Board meetings shall be regularly attended by its members. If, at any time during a member's term, any member misses three Board

meetings, the member shall be deemed to have resigned unless a two-thirds majority of the remaining members of the Board otherwise approve of the member retaining his/her position. Further, in the event a Co-chairman attends the meeting in place of the Chairman, the absence of the Chairman shall be excused and the Chairman counted as though present.

**Section 5.10. Vacancies.** All other vacancies shall be filled by the Board.

**Section 5.11. Electronic Meetings.** After proper notice has been given and unless otherwise restricted by governing documents and laws or these Bylaws, regular or special meetings of the Board may occur by means of telephone, video, electronic mail or similar communications equipment by means of which all persons participating in the meeting can communicate with each other.

## **ARTICLE 6**

### **Elections**

**Section 6.1. Eligibility.** Only Voting members in good standing may be nominated for office. Members who are entitled to vote as of the close of business on the business day prior to any election shall be eligible to vote in elections. The Membership Committee shall maintain an updated and accurate list, which may be inspected at any time, of all who are eligible to vote.

**Section 6.2. Procedure.** Election of officers shall be by ballot received prior to or at the Annual Meeting. In the event the election of all officers is not contested, it shall not be necessary to mail ballots and the Chair of the Elections Committee shall declare the persons running for each office to be elected. Election procedures shall be set forth in the Procedures Manual.

**Section 6.3. Term.** Officers shall be elected to serve for one calendar year, or until their successors are elected.

## **ARTICLE 7**

### **Committees**

**Section 7.1. Standing Committees.** The President shall appoint the Chairmen of the following Committees:

Elections	Programs
Job Bank/Placement	Publications
Membership	Public Relations
Professional Development/Ethics/CLE	

**Section 7.2. Special Committees.** The Board may, by majority vote, designate or discharge one or more special committees as may be deemed necessary. Upon formation, the President shall appoint the Chairman for such special committee.

**Section 7.3. Composition and Authority.** Each Standing and Special Committee shall

consist of a Chairman, a Co-chairman (if desired by the Chairman), and as many members as the Chairman may wish. All committee actions will be subject to review by the Board. The President shall be an ex-officio member of all committees, except the Elections Committee.

**Section 7.4.** Duties of Committees. The duties of each committee shall be set forth in the Procedures Manual adopted by the Board. Any amendments to the Procedures Manual shall be approved by a majority vote of the Board.

## ARTICLE 8

### Membership Meetings

**Section 8.1.** Regular Meetings. Regular membership meetings of the Association shall be held quarterly at a place, date, and time designated by the Board, with appropriate notice given to the members. The last meeting of the year shall be deemed the Annual Meeting.

**Section 8.2.** Open Meetings. All meetings and programs will be open to the membership; however, voting is limited to Voting members in good standing.

**Section 8.3.** Quorum. A quorum shall consist of a majority of the Voting members present and voting.

**Section 8.4.** Notices. Written notice stating the place, day, and hour of the meeting shall be delivered to all members not less than 10 nor more than 60 days before the date of the meeting, by hand-delivery, mail, telegram, telephonic facsimile, E-mail, or other similar methods of electronic communication, addressed to the person at the address carried on the records of the Association. Unless otherwise set forth herein, any notice required or permitted to be given by mail shall be deemed to be delivered when deposited in the United States mail, postage prepaid. If transmitted by facsimile, E-mail, or other similar methods of electronic communication, notice is deemed to be delivered on successful transmission,

**Section 8.5.** Special Meetings. Special meetings may be called by the President, the Board, or one-fourth of the membership, provided that ten days notice has been given to the members.

## ARTICLE 9

### Books & Records

A correct and complete set of books and records of accounts and minutes of the proceedings shall be maintained by the Registered Agent, who shall be the current Secretary. A member of the Association, on written demand, stating purpose of demand, has the right to examine and copy at a reasonable time said records at the expense of the member.

## ARTICLE 10

### Amendments

**Section 10.1. Amendments.** These Bylaws may be amended at any regular meeting of the Board by a two-thirds vote of the Board present, provided that written notice of the proposed amendment shall have been given each member at least 15 days preceding the meeting at which the amendment is to be submitted.

**Section 10.2. Suspension.** Any portion of the Bylaws may be suspended in case of emergency by a two-thirds vote of the Board present at a regular meeting or by telephone or electronic polling, but only for a single meeting or action.

## ARTICLE 11

### Indemnification

**Section 11.1. Indemnification.** The Association shall indemnify past and current directors, officers, and other persons participating in the activities of the Association for judgments, penalties, fines, settlements, and reasonable expenses (including attorney fees) incurred in connection with any threatened, pending, or completed action, suit, or proceeding relating to that person's activities on behalf of the Association.

**Section 11.2. Limitation.** The indemnification provided in Section 11.1 is allowed only if it is Determined, as set forth in Section 11.4, that the person:

- (a) Conducted himself/herself in good faith; and
- (b) Reasonably believed:
  - i. in the case of conduct in the official capacity as a director, that the conduct was in the best interest of the Association; and
  - ii. in all other cases, that the conduct was at least not opposed to the Associations best interests;

and

- (c) In the case of any criminal proceeding, that there was no reasonable cause to believe the conduct was unlawful.

**Section 11.3. Prohibition.** No indemnification shall be allowed in cases where personal benefits were improperly received or in which the indemnitee is found liable to the Association.

**Section 11.4. Determination of Indemnification.** A determination of indemnification under Section 11.1 must be made as set forth in the Texas Non-Profit Corporation Act.

**Section 11.5. Advancement of Expenses.** Reasonable expenses incurred by an officer, Chairman, or other individual may be paid or reimbursed by the Association with a two-thirds vote of the Board.

**Section 11.6. Savings Clause.** It is the intent of the Association to provide indemnity to its directors, officers, employees and agents to the fullest extent allowed by law. To the extent that these Bylaws conflict with the Texas Non-Profit Corporation Act, that Act shall control, and to the extent that the Texas Non-Profit Corporation Act contains additional rights and preferences, those rights and preferences are hereby incorporated by reference.

## ARTICLE 12

### General Provisions

**Section 12.1. Fiscal Year.** The fiscal year of the Association shall be the calendar year.

**Section 12.2. Assets.** The Association shall be authorized to raise funds by dues, fees, solicitation, and other legitimate methods approved by the Board. The Association shall be authorized to receive gifts, legacies, and bequests (for general or specific purposes), subject to a two-thirds vote of the Board. The Association shall accept no gifts which would disqualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code or its regulations as they now exist or as they may hereafter be amended.

**Section 12.3. Investment Authority.** The Association grants to the Board the authority to invest the funds of the Association in an interest bearing account.

**Section 12.4. Expenses.** At the beginning of each fiscal year, the Board shall adopt a budget for the year. The Treasurer shall be authorized to make any expenditure provided for in the adopted budget. The procedures for determining the budget and making expenditures not provided for in the budget shall be set forth in the Procedures Manual.

**Section 12.5. Annual Statement.** The Board of Directors shall present at the Annual Meeting, and when called for by a vote of the Voting members at any regular or special meeting of the Voting members, a full and clear statement of the financial condition of the Association.

**Section 12.6. Severability.** If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of the Bylaws, as amended from time to time, shall be considered valid and operative; and effect shall be given to the intent manifested by the portion held invalid or inoperative.

**Section 12.7. Relation to Articles of Incorporation.** The Bylaws, as amended from time to time, are subject to and governed by the Articles of Incorporation, as amended from time to time.

**Section 12.8. Notice.** Whenever under the law, the Articles of Incorporation, or the Bylaws, notice is required to be given and no provision is made as to how notice shall be given, notice may be by personal notice (including telephone notice) or written notice by hand-delivery, mail, telegram, telephonic facsimile, E-mail, or other similar methods of communication, addressed to the person at the address carried on the records of the Association. Unless otherwise set forth herein, any notice required or permitted to be given by mail shall be deemed to be delivered when deposited in the United States mail, postage prepaid. If transmitted by facsimile, E-mail or other similar methods of electronic Communication, notice is deemed to be delivered on successful transmission.

**Section 12.9. Waiver of Notice.** Whenever notice is required to be given to any member or person, a waiver thereof in writing signed by one entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of notice. Attendance at a meeting shall constitute waiver of notice of such meeting, except where a person attends for the express purpose of objection to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 12.10. Section Headings.** Section headings in these Bylaws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

## ARTICLE 13

### Affiliations

The Association may enter into affiliations with associations in common interests and purposes by recommendation of the Board and a two-thirds vote of the Voting members, the vote to be taken in a manner to include all Voting members of the Association entitled to vote (whether or not present at a meeting) on a date to be specified in the Notice of Recommended Affiliation from the Board.

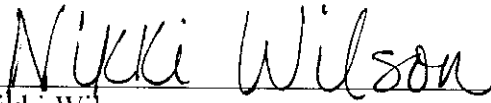
## ARTICLE 14

### Dissolution

Upon dissolution of the Association for any reason or the winding up of its affairs, the assets of the corporation shall be distributed to one or more tax exempt corporations organized under the laws of the State of Texas and qualifying as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**CERTIFICATE**

I hereby certify that the above and foregoing Bylaws of the Metroplex Association of Corporate Paralegals, a Texas Non-Profit corporation, were duly adopted on and as of this 20<sup>th</sup> day of October, 2011, by the Board of Directors of the Metroplex Association of Corporate Paralegals.

  
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Nikki Wilson  
Secretary