

**AMENDED AND RESTATED
BYLAWS
OF
MISSISSIPPI PARALEGAL ASSOCIATION, INC.**

As of October 26, 2006

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ARTICLE I.

NAME

1.1. The name of this association shall be Mississippi Paralegal Association, Inc. (hereinafter referred to as “Mississippi Association” or “MPA”). This association shall be affiliated with the National Association of Legal Assistants, Inc. (hereinafter referred to as “National Association” or “NALA”),

ARTICLE II.

OBJECTS AND PURPOSES

2.1. To establish good fellowship among Mississippi Association members and with the National Association and members of the legal community.

2.2. To encourage a high order of ethical and professional attainment.

2.3. To further education among members of the profession.

2.4. To cooperate with the bar associations.

2.5. To support and carry out the programs, purposes, aims and goals of the National Association of Legal Assistants, Inc.

ARTICLE III.

POLICY

3.1. This Mississippi Association shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of the National Association, or of the policies of that Association.

ARTICLE IV.

MEMBERSHIP

4.1. Membership of the Mississippi Association shall be open to any legal assistant, paralegal, or legal aide who meets the membership requirements as set forth in Sections 4.2 and 4.3 below. Membership shall also be open to such other parties as set forth in Sections 4.4, 4.5 and 4.6 below.

4.2. Qualifications for Active Members, The following shall qualify for active membership:

A-(4.2) Any individual who has successfully completed the Certified Legal Assistant (CLA) examination of NALA.

B-(4.2) Any individual who has graduated from an ABA approved program of study for legal assistants and is employed as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant.

C-(4.2) Any individual who has graduated from a course of study for legal assistants which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of 60 semester hours of classroom study and is employed as a legal assistant whose attorney-employer attests such person is qualified as a legal assistant.

D-(4.2) Any individual who has graduated from a course of study for legal assistants other than those set forth in B and C above, plus not less than six months of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant.

E-(4.2) Any individual who has received a baccalaureate degree in any field, plus not less than six months in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant.

F-(4.2) Any individual who has a minimum of three years of law-related experience under the supervision of an attorney, including at least six months of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant; or

G-(4.2) Any individual who has a *minimum* of two years of in-house training as a legal assistant, whose attorney-employer attests that such person is qualified as a legal assistant.

4.3. Qualifications for Inactive Members. A legal assistant, paralegal, or legal aide who does not meet the requirements for active membership may apply for inactive membership. When such legal assistant meets the requirements for active membership, it is that individual's responsibility to bring the matter before the Membership Committee and to pay any dues then due.

4.4. Qualifications for Student Members. Those individuals who are students in good standing in any university, college, junior college or other approved school pursuing a course of studies as a legal assistant may qualify for student membership. The application for membership must be accompanied with a letter from the school administration department stating the student is in good standing.

4.5. Qualifications for Associate Members. The following shall qualify for associate membership:

A-(4.5) Those members of bar associations endorsing the legal assistant concept or involved in the promotion of the legal assistant profession.

B-(4.5) Those members of the educational field endorsing the legal assistant concept or involved in the promotion of the legal assistant profession.

C-(4.5) Those individuals, law firms, corporations and legal assistant program representatives who endorse the legal assistant concept or are involved in the promotion of the legal assistant profession.

4.6. Only active members of the Mississippi Association may vote or hold office as a member of the Board of Directors or an elected or appointed officer. Active, inactive, student and associate members are encouraged to participate in committee activities.

ARTICLE V.

APPLICATION FOR MEMBERSHIP

5.1. Application for membership shall be submitted to the Affiliated Association on forms approved by the Association's membership. The forms should clearly state that the Association is an Affiliated Association of the National Association of Legal Assistants, Inc. and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to the code adopted by the Association. Approval of membership shall be noted on the form in accordance with standing rules adopted by this Association.

5.2. A membership application may be rejected by the Mississippi Association if the requirements for membership set forth in Article IV hereof have not been met by the applicant. An application for any class of membership shall be rejected by the Membership Officer if (1) the applicant has not met any one or more of the qualifications set out in Sections 4.2 through 4.6, or (2) the applicant has been convicted of a felony.

5.3. Membership in the Mississippi Association may be terminated based on the following grounds:

A-(5.3) Falsification of information required in the membership application;

B-(5.3) Conviction of a felony;

C-(5.3) Violation of the NALA Code of Ethics and Professional Responsibility, as such Code is referenced in Article XIV hereof and set forth in the membership application; D-(5.3) Non-payment of dues when such are due and payable;

E-(5 .3) Failure to comply with these Amended and Restated Bylaws or the Standing Rules of the Mississippi Association;

F-(5.3) Any conduct which would reflect unfavorably upon the Mississippi Association.

5.4. Termination of membership and appeal there from shall follow the procedure set forth in Article XIV of these Bylaws.

ARTICLE VI.

MEETINGS

6.1. The Mississippi Association shall meet at not less than sixty (60) day intervals, which may include attendance at seminars or workshops sponsored by the Mississippi Association and/or its geographical regions as defined in Article VIII, Section 8.3. One-fourth (1/4) of the membership of the Mississippi Association shall constitute a quorum. In the event of a vote to dissolve the Association, a quorum shall consist of two-thirds (2/3) of the voting members of the Mississippi Association.

6.2. Special meetings may be called by the President upon fifteen (15) days' written notice to all members of record.

6.3. It is required that the Mississippi Association, and/or its geographical regions as defined in Article VIII, Section 8.3, hold a minimum of four (4) educational events or a total of ten (10) hours of education during each fiscal year in order to maintain affiliation with the National Association of Legal Assistants, Inc.. These programs may be held in connection with a regular meeting of the membership.

6.4. An annual meeting of the combined geographical regions shall be held during the month of October for the purpose of electing officers and hearing reports of officers and chairman. Notice of the annual meeting shall be in writing to all members of record at least thirty (30) days prior to the meeting. The notice will also contain the slate of officers.

As part of the notice of election and slate of officers, a separate sheet for region director will reflect the region number and candidates. If an active voting member chooses to vote by proxy, that individual will vote for statewide officers and region director chairman two days prior to the annual meeting for the vote by proxy to be valid.

At the annual meeting, after the election of all officers, with the exception of the region directors, the active members shall identify themselves by region through a show of hands. The ballot for region directors shall be distributed accordingly and the election of the region directors shall then be held according to Article TX, Section 9.1 of the Bylaws of the Association.

6.5. The President, or the President's appointee, and the NALA Liaison will be eligible to attend the NALA Convention, should the funds be available and subject to Board approval.

ARTICLE VII.

DUES AND ASSESSMENTS

7.1. The annual dues of the Mississippi Association shall be as set forth in the Standing Rules.

7.2. These fees shall be due November 1 of each year, payable no later than November 15th. Non-payment of dues by December 1 shall be basis for termination of membership in accordance with Article V of these Bylaws. Terminated members shall pay an additional Fifteen Dollars (\$15.00) reinstatement charge over and above annual dues. Dues are non-refundable and shall not be prorated.

ARTICLE VIII.

OFFICERS AND CHAIRMEN

8.1. Elected officers shall be the President, Vice President/Education, Vice President/New Membership, Vice President/Established Membership, Treasurer, Secretary, NALA Liaison, Student Liaison and Region Directors.

8.2. The appointed officer shall be the Parliamentarian. The Parliamentarian shall be a nonvoting member of the Board of Directors, except to break a tie vote.

8.3. This Association shall be divided into five geographical regions within the State of Mississippi, each region to be represented on the Board of Directors by a person designated as a Region Director from each region. The Board shall have the authority to appoint a temporary region director for any region director position which is vacant. The temporary region director may be from any region and must be an active member. The geographical breakdown of each region is as follows:

A. Region I: Adams, Amite, Claiborne, Copiah, Franklin, Hinds, Issaquena, Jefferson, Kemper, Lauderdale, Leake, Lincoln, Madison, Neshoba, Newton, Pike, Rankin, Scott, Sharkey, Simpson, Smith, Warren, Wilkinson and Yazoo counties;

B. Region II: George, Greene, Hancock, Harrison, Jackson. Pearl River and Stone counties;

C. Region III: Alcorn, Benton, Calhoun, Chickasaw, Coahoma, DeSoto, Itawamba, Lafayette, Lee, Marshall, Monroe, Panola, Pontotoc, Prentiss, Quitman, Tallahatchie, Tate, Tippah, Tishomingo, Tunica, Union and Yalobusha counties;

D. Region IV: Attala, Bolivar, Carroll, Choctaw, Clay, Grenada, Holmes, Humphreys, Leflore, Lowndes, Montgomery, Noxubee, Oktibbeha, Sunflower, Washington, Webster and Winston counties; and,

E. Region V: Clarke, Covington, Forrest, Jones, Jasper, Jefferson Davis, Lawrence, Lamar, Marion, Perry, Walthall and Wayne counties.

8.4. Term of Office shall be one (1) year and shall run concurrently with the fiscal year. Successive terms shall be limited to one (1) year.

8.5. No officer or member shall be compensated for duties performed on behalf of the Mississippi Association. However, upon three-fourths (3/4) majority vote of the Board of Directors, persons may be reimbursed for out-of-pocket expenses in connection with activities related to the Mississippi Association, provided the expenses have been authorized by either the Board of Directors or the membership prior to expenditure.

ARTICLE IX.

ELECTION OF OFFICERS

9.1. At least sixty (60) days prior to the annual meeting of the Mississippi Association, the Board of Directors shall appoint a nominations and elections chairman and a nominations and elections committee composed of at least three (3) other members. One of these members must presently be an officer but cannot be the President. This committee chairman will present a slate of officers to the membership thirty (30) days prior to election. No name shall be on the slate without consent of candidate. Nominations from the floor shall be accepted the day of the election. To be elected, a candidate must receive over fifty percent (50%) of the vote of members present. In the event of a tie, the voting members shall immediately proceed to vote by ballot to dissolve such tie. Should a third ballot fail to break the tie, the winner shall be determined by lot.

9.2. Names of consenting appointed officers must be presented by the President by the first meeting of the new fiscal year.

9.3. Names of newly elected or appointed officers shall be submitted to the NALA headquarters and Affiliated Associations Director at least thirty (30) days after election and/or appointment. With the exception of the NALA Liaison, officers of the Mississippi Association are not required to be NALA members, As set forth in Article IV, only active members may hold office.

9.4. Interim vacancies in any office specified in section 8.1 or 8.2 of the Bylaws of the Mississippi Association occurring by the resignation, death, removal or inability to act as an officer shall be filled by vote of the Board of Directors.

9.5. Any officer (elected or appointed) absent from two (2) consecutive meetings without good cause may be removed from office by the Board of Directors. Any vacancy created thereby shall be filled by appointment of the Board of Directors.

9.6. The officers (elected or appointed) shall serve at the pleasure of the Board of Directors, and their services may be terminated at any time by the Board of Directors, with or without cause, and without further obligation.

9.7. An officer may resign at any time by delivering notice, in writing, to the President. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

ARTICLE X.

BOARD OF DIRECTORS

10.1. General Powers. Except to the extent that the authority of the Board is dispensed with or limited in the Articles by a description therein of who will perform some or all of the duties of the Board, all corporate powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board, which is, subject to any limitation set forth in the Articles, vested with full power to determine the Association's policies within the purposes and limits of the Articles, these Bylaws, the Act and other applicable statutory and common laws of the State of Mississippi; provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

10.2. Number, Appointment and Tenure. The Board of Directors shall consist of the persons elected or appointed as officers as provided in Section 8.1 and 8.2 of these Bylaws. The term of the directors shall correspond to the term for the offices designated in Section 8.1 and 8.2 of these Bylaws.

10.3. Filling of Vacancies. Interim vacancies in the Board of Directors occurring by the resignation, death, removal or inability to act of a director shall be filled by vote of the remaining directors.

10.4. Annual Meeting. The annual meeting of the Board of Directors shall be held prior to the annual membership meeting and at the same place. The Secretary shall give notice of the

time for which such meeting shall have been called not less than thirty (30) days prior to the date fixed for the meeting.

10.5. Regular Meetings. The Board of Directors shall meet monthly and at other times as called by the President.

10.6. Special Meetings. Special meetings may be called by appropriate resolution of a majority of the Board of Directors.

10.7. Telephonic Meetings Permitted. Unless the Articles provide otherwise, the Board may permit any or all directors to participate in an annual, regular or special meeting by, or conduct such a meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

10.8. Action by Consent of Directors. Unless the Articles provide otherwise, any action required or permitted to be taken at a meeting of the Board may be taken without such a meeting if one or more written consents, describing and evidencing the action so taken, shall be signed by all of the members of the Board and included in the minutes or filed with the corporate records reflecting the action taken, with such action to be effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent is to have the same effect as a meeting vote and may be described as such in any document.

10.9. Notice of Regular and Special Meetings. The Secretary shall cause written notice of such meetings to be given not more than ten (10) days prior to the date fixed for the regular meeting and not less than three (3) days prior to the date fixed for any special meeting. Notice shall be deemed to have been properly given when delivered in person, by telegram or by mail and, if mailed, shall be deemed to have been delivered when deposited in a sealed envelope with postage prepaid in the United States mail addressed to the director at his or her last known or ascertainable address.

10.10. Waiver. When any notice whatsoever is required to be given to directors by these Bylaws, by the Articles of Incorporation, or by law, then a waiver in writing of such notice executed by such director shall be deemed equivalent thereto. Additionally, the presence of any director at any meeting shall likewise be deemed to be the equivalent of notice and shall constitute a waiver of notice unless such director shall specifically appear for the purpose of contesting the validity of such meeting and shall then file with the Secretary a written protest to such effect before the meeting shall have been commenced and declared to be in order. Notwithstanding anything to the contrary in this Article X, no notice whatsoever shall be given of the call of any meeting to a director who shall have waived notice as aforesaid.

10.11. Proxy of Director. A director shall not appoint any person as attorney-in-fact or proxy, nor shall any director attempt to act at any meeting through a proxy, agent or attorney-in-fact. A director may submit a written ballot on questions and matters before the Board which have been included in any advance agenda for any meeting.

10.12. Secret Ballot. Upon demand of any director, the vote on any question, proposition or motion shall be taken by secret written ballot.

10.13. Quorum. A majority of the entire Board of Directors shall constitute a quorum and shall be requisite at all meetings of the directors for the transaction of any business. In the absence of a quorum at any duly called meeting, the directors present by majority vote and without further notice other than announcement may adjourn the meeting from time to time until a quorum shall attend. The Board may adjourn and continue for an interim not to exceed three (3) days; provided, however, that should the Board of Directors determine the meeting cannot then be held, additional like adjournments or continuances may be permitted. Any business may be transacted at such adjourned meeting which might have been transacted at the meeting as originally called.

10.14. Voting. Except as shall otherwise be provided for in the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. A director who is present at a meeting of the Board or a committee thereof when corporate action is taken is deemed to have assented to the action taken unless:

- (a) such director objects, at the beginning of the meeting or promptly upon his arrival, to holding the meeting or transacting business at the meeting;
- (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) such director delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting.

This right of dissent or abstention is not available to a director who votes in favor of the action taken.

10.15. Executive and Other Committees. Unless the Articles provide otherwise, the Board, by resolution, may create an Executive Committee and/or one (1) or more other committees and appoint from among its members two (2) or more directors to serve as the members of each such committee at the pleasure of the Board, and each such committee shall have and may exercise the authority of the Board to the extent specified either in such resolution or amendments thereto, consistent with the laws of the State of Mississippi, or in the Articles; provided, however, that such a committee may not:

- (a) authorize a distribution;
- (b) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;

- (c) elect, appoint or remove directors or fill vacancies on the Board or on any of its committees;
- (d) adopt, amend or repeal the Articles or Bylaws; or
- (e) take any other actions which committees are prohibited from taking by the Act.

The requirements of these Bylaws and the Articles governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to such committees and their members as well.

10.16. Compensation to Directors. Directors shall not receive any fee for attendance at any meetings or for serving in such capacity; provided, however, that the Board may approve actual travel or other like expenses paid or incurred by any director in the performance of any proper duty or function in accordance with the Standing Rules of this Association.

10.17. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the president or secretary. A resignation is effective when the notice thereof is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

10.18. Removal.

A-(10.18) The members of the Mississippi Association may remove one or more directors elected by them without cause. .

B-(10.18) If a director is elected by a class, chapter or other organization unit or by region or other geographic grouping, the director may be removed only by the members of that class, chapter, unit or grouping.

C-(10.18) Except as provided in subsection I-(10.18) of this section, a director may be removed under subsection A-(10.18) or B-(10.18) of this section only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

D-(10.18) If cumulative voting is authorized, a director may not be removed if the number of votes, or if the director was elected by a class, chapter, unit or grouping of members, the number of votes of that class, chapter, unit or grouping, sufficient to elect the director under cumulative voting is voted against the director's removal.

E-(10.18) A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice

must state that the purpose, or one of the purposes, of the meeting is removal of the director.

F-(10.18) In computing whether a director is protected from removal under subsections B-(10.18) through D-(10.18) of this section, it should be assumed that the votes against removal are cast in an election for the number of directors of the class to which the director to be removed belonged on the date of that director's election.

G-(10.18) An entire board of directors may be removed under subsections A-(10.18) through E-(10.18) of this section.

H-(10.18) The board of directors of the Association may remove a director without cause who has been elected by the board by the vote of a two-thirds (2/3) of the directors then in office or such greater number as is set forth in the Articles or Bylaws.

I-(10.18) If any member of the Board shall be absent from two (2) consecutive Board meetings without cause, the board may remove the director for failing to attend the specified number of meetings. The director may be removed only if a majority of the directors then in office vote for the removal.

J-(10.18) Except as otherwise provided in the Articles or these Bylaws, an appointed director may be removed without cause by the person appointing the director. The person removing the director shall do so by giving written notice of the removal to the director and either the presiding officer of the board or the Association's president or secretary. A removal is effective when the notice is effective unless the notice specifies a future effective date.

10.19. Defenses of Claims. The Board of Directors may authorize such expenditures as it shall deem to be in the best interests of this Association for the investigation and defense of claims made or suits brought by any persons whomsoever either against this Association, its directors, officers, or agents, or any of them without regard to the nature of the alleged claim or suit.

10.20. Personal Liability of Directors. A director shall have no personal liability for any claims or damage that may result from acts in the discharge of any duty imposed or exercise of any power conferred upon such director by this Association if, in good faith, such director shall have acted with ordinary care and prudence or alternatively shall have relied upon the opinion of an attorney, accountant or other professional consultant of the Association.

ARTICLE XI.

STANDING AND SPECIAL COMMITTEE CHAIRMEN

11.1. The Board of Directors shall appoint the following standing committee chairmen:

Educational Programs (Vice President/Education)
 Membership (Vice President/New Membership and Vice President/Established
 Membership)
 Audit (Treasurer)
 Bylaws (Parliamentarian)
 Student Liaison (Student Liaison)
 Nominations and Elections
 Audit Committee
 Public Relations
 Newsletter
 Job Bank
 CLA Coordinator
 Social
 Bar Relations
 Pro Bono
 Professional Development

11.2. The Chairman of the Public Relations Committee shall also serve as Historian of the Association.

11.3. Other committee chairman may be specially appointed by the President, as needed.

ARTICLE XII.

DUTIES OF ELECTED AND APPOINTED OFFICERS AND CHAIRMEN

12.1. President. The President shall preside over all Board of Directors meetings and membership meetings. The President shall appoint a Parliamentarian subject to approval of the Board of Directors. The President shall pass files to successor immediately upon installation and shall cause all officers and chairman to pass their files to their respective successors. The President shall be an ex-officio (non-voting) member of all committees except the committee on nominations and elections. The President shall have the authority to disburse funds, and shall be bonded for this purpose with the bond premium to be paid by the Association.

12.2. Vice President/Education. The Vice President/Education shall preside and shall assume all duties assigned to the President in the President's absence. This officer shall automatically be chairman of the Education Committee; the duties of this position shall include planning seminars including making the seminar reservations, workshops, and programs and coordinating any educational events co-sponsored by the Mississippi Association, NALA or student associations with the NALA Liaison Officer or the Student Liaison Officer, The Vice President/Education shall also be responsible for fulfilling the education requirements under Article VI of these Bylaws and shall report such educational meetings to the Mississippi

Association's NALA Liaison Officer. The Vice President/Education shall serve as Parliamentarian when this officer is absent.

12.3. Vice President/New Membership. The Vice President/New Membership and the Vice President/Established Membership shall work as Co-Chairmen of the Membership Committee and together shall be charged with the responsibility of developing programs to encourage membership in the Mississippi Association.

Individually, the Vice President/New Membership shall be responsible for recruiting by sending out letters to prospective members, receiving and reviewing applications for membership, and overseeing the procedures of subsequently approving applicants by recommending same. to the Mississippi Association, and accepting the candidates for membership. Upon approval by the Mississippi Association, applications shall be signed by this officer and dues payments delivered to the Treasurer.

Additionally, the Vice President/New Membership and the Vice President Established Membership shall work together with the NALA counterpart and NALA Second Vice President to encourage membership in NALA.

12.4. Vice President/Established Membership. The Vice President/Established Membership shall work with the Vice President/New Membership as Co-Chairman of the Membership Committee and shall be charged with the responsibility of developing programs to encourage membership in the Mississippi Association.

Individually, the Vice President/Established Membership shall be responsible for the renewals of existing members of the Mississippi Association. This officer is to maintain current roster of the Mississippi Association membership, and is responsible for distribution of the membership roster to the membership. This officer, working with the NALA Liaison, is also responsible for reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

Additionally, the Vice President/Established Membership and the Vice President/New Membership shall work together with the NALA counterpart and NALA Second Vice President to encourage membership in NALA.

12.5. Secretary. This officer will obtain reservations for all monthly general membership meetings and for other called meetings. The Secretary will be responsible for noticing in writing all meetings, taking minutes of all meetings and keeping permanent minutes. All minutes of meetings shall be approved at the next monthly Board of Directors meeting. This officer shall assist the President in any way, including giving notice of meetings and other correspondence. Minutes of any meeting of the Mississippi Association shall be available to the NALA President upon request.

12.6. Treasurer. The Treasurer shall deposit all funds and approve all disbursements, subject to approval of the Board of Directors. Any extraordinary expenses must be authorized by the membership before obligation to pay. The Treasurer shall be bonded, with the premium to be paid by the Mississippi Association. All disbursements of funds must be by check of the

Mississippi Association, signed by the Treasurer or the President. This officer shall submit a written financial report at least quarterly and it shall be attached to the official minutes as part of permanent record. The Treasurer shall be chairman of the audit committee, which committee shall prepare a budget for the ensuing fiscal year which shall be adopted by the membership at the annual meeting. The budget shall be submitted to the Board of Directors prior to presentation at the annual meeting.

12.7. NALA Liaison. This officer shall be a NALA member, shall be familiar with the NALA Bylaws and Policies of the NALA Board of Directors, shall receive minutes of all NALA meetings, and shall represent the Association at the NALA annual meeting of affiliated associations. The Mississippi Association may pay all or part of the dues for NALA membership as well as expenses incurred by the NALA Liaison for attendance at the NALA mid-year conference and annual meeting. This officer shall report quarterly on Mississippi Association activities to the NALA Affiliated Associations Director on forms provided by NALA Headquarters, and shall report all officers' names to NALA Headquarters and the NALA Affiliated Associations Director. The NALA Liaison is also responsible for seeing that the renewal fee for continued affiliation with NALA is paid in a timely manner by the Treasurer. The NALA Liaison is responsible for all correspondence in regard to the renewal fee. This officer, working with the Vice President/Established Membership, is also responsible for keeping a current roster of the membership and reporting the membership annually to NALA with the renewal fee for continued affiliation with NALA.

This officer may submit items the Mississippi Association wishes discussed to the NALA Affiliated Associations Director and shall participate in discussion sessions at NALA mid-year conference and annual meetings. A report to Mississippi Association members on the NALA midyear conference and annual meeting will be required.

This officer shall, within sixty (60) days of passage, notify the NALA Parliamentarian and Affiliated Associations Director of any change in the Mississippi Association's Bylaws. This officer shall be the main contact between NALA and the Mississippi Association and must be empowered to bind the Mississippi Association. This officer shall be a member of the governing body of the Mississippi Association.

This officer shall work with the Vice President/Education in coordinating any educational events co-sponsored by the Mississippi Association and the National Association. This officer shall serve on the Professional Development Committee.

12.8. Student Liaison. The Student Liaison shall automatically be chairman of the Student Liaison Committee. This officer shall be the primary contact between the Mississippi Association and any student legal assistant associations in Mississippi. This officer shall be responsible for corresponding between the Mississippi Association and any student associations. This officer shall work with the Vice President/Education in coordinating any educational events co-sponsored by the Mississippi Association and student associations. This officer shall assist and encourage student associations and students and shall answer their inquiries about the Mississippi Association, various student associations, and the legal assistant profession. The Student Liaison shall maintain information on the legal assistant training programs; shall make

this information available to all interested persons; and shall be responsible for correspondence with the directors of these programs.

12.9. Region Directors. The Region Directors from the four regions other than the region in which the President resides will be responsible for presiding over all membership meetings in their respective elected geographical regions. The Region Director from the region in which the President resides shall serve as Chairman of the Professional Development Committee. Each region may appoint committees to assist in the formulation of activities for each geographical region. Monthly reports shall be submitted in writing to the Board of Directors and made a permanent part of the minutes of each respective Board of Directors meeting. The Region Directors are responsible for providing a list of prospective members to the Secretary and Vice President/New Membership.

The Region Directors shall be members of the Education Committee and shall assist the Vice President/Education in meeting the educational requirements under Article VI of these Bylaws. The Region Directors in the four regions other than the region where the Vice President/Education resides shall be responsible for obtaining speakers and educational programs at the membership meetings in their respective regions. The Region Directors shall also assist the Vice President/Education in planning regional workshops and seminars, including making seminar reservations.

12.10. Parliamentarian. The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. This officer shall be familiar with Mississippi Association Bylaws and the NALA bylaws. This officer shall receive, review, or prepare any proposed bylaw and standing rule amendments. Roberts Rules of Order Newly Revised shall serve as parliamentary authority for items not covered by these Bylaws or the Mississippi Association standing rules. In the absence of the Parliamentarian, the Vice President/Education shall serve as Parliamentarian.

12.11. Audit Committee. The Audit Committee will be composed of a past treasurer and two members selected by the chairman whose purpose is to audit the Treasurer's books at the close of the fiscal year prior to the transfer of the accounts to the newly-elected Treasurer. In the event the incumbent Treasurer is elected to a second term, the audit will be performed following the annual meeting and prior to the first regular meeting of the membership.

12.12. Nominations and Elections. See Article IX.

12.13. Job Bank Chairman. This appointee will maintain a file of resumes of those members of the Mississippi Association actively seeking employment in Mississippi and shall handle all referrals for job openings made known to the Mississippi Association. In this connection, this chairman will coordinate with the Student Liaison in obtaining resumes of students as they graduate from legal assistant programs. This chairman will also encourage firms to use the Job Bank service. Upon request by such firm, the Chairman may forward to the requesting firm resumes of potential applicants.

This Chairman is not to use this position for the purpose of seeking employment on a personal basis.

12.14. Social Chairman. The Chairman of the Social Committee plans and carries out, arrangements for any social functions. When a meal or other refreshment is required, this Committee makes all necessary arrangements. This Chairman and Committee also assists with seminars as needed.

12.15. CLA Coordinator. This appointed Chairman must be a Certified Legal Assistant or a Certified Legal Assistant Specialist. The Coordinator will organize study sessions, including the annual Study Review Course, provide a meeting place, assist the group in setting up a study calendar, locate outside instructors as needed, and provide access to study material. This Chairman will work with NALA in providing an appropriate location for administration of the exam, if necessary.

12.16. Newsletter Editors. These appointed Chairmen are responsible for publication of quarterly issues of "The Assistant." These positions require close coordination with all other officers and chairmen for timely notice of coming events as well as reporting matters of interest to all members.

12.17. Public Relations Chairman. This Chairman provides the legal community and the general public with information about MPA, the legal assistant profession and special events. The Chairman of the Public Relations Committee shall also serve as Historian of the Association.

12.18. Bar Relations Chairman. This Chairman shall be responsible for establishing communication with the national, state, county and local bar associations on behalf of the Mississippi Association with information to promote and encourage recognition of the legal assistant profession. This Committee shall keep the members of this Association apprized of all ABA activities regarding associate membership and provide the required documentation.

This Committee shall monitor any bills introduced into the Mississippi State Legislature which would affect the legal assistant/paralegal profession and members of this Association and keep its members apprized of any pending and passed legislation in other jurisdictions.

12.19. Pro Bono Chairman. This Chairman and Committee shall work in conjunction with the Mississippi Pro Bono Project sponsored by the Mississippi State Bar. The Chairman will maintain a file of legal assistants/members who are willing to provide their aid to attorneys involved in the Pro Bono Project. This Chairman and Committee will be responsible for any community/volunteer work and/or community service projects undertaken by the organization.

12.20. Professional Development Chairman. This Chairman and Committee shall develop and analyze long and short range goals for the legal assistant career, particularly in Mississippi; to draft, research and publish educational pamphlets on substantive and procedural law areas and ethics; provide case law updates; and to periodically inform the MPA membership and the Board of Directors of current issues facing legal assistants.

ARTICLE XIII.

FISCAL YEAR

13.1. The fiscal year of the Mississippi Association shall be from January to December.

ARTICLE XIV.

CODE OF ETHICS

14.1. Every member of the Mississippi Association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of the National Association of Legal Assistants, Inc. and any other code so adopted by the membership of this Association. Violations of the NALA Code shall be grounds for immediate dismissal from membership and/or removal from office. Procedure for termination of membership on these grounds and the other grounds set forth under Article V of these Bylaws shall be as follows:

Notice of termination and reasons therefore shall be mailed by U.S. certified mail, return receipt requested, to the member by the Membership Committee. Such member shall have thirty (30) days from the postmarked date of the notice to request an appeal of the termination to be heard before the Board of Directors. The appeal will be effective upon notice to the President, in writing, sent by U.S. Certified mail, return receipt requested.

ARTICLE XV.

AMENDMENTS TO BYLAWS

15.1. Bylaw amendments (not in conflict with NALA bylaws) may be adopted by two-thirds (2/3) of members present at any regular meeting of the combined geographical regions. The NALA Liaison officer shall send amendments, within sixty (60) days of passage, directly to the NALA Parliamentarian, with copies to NALA Headquarters and the NALA Affiliated Associations Director.

ARTICLE XVI.

DISSOLUTION

16.1. In the event of dissolution of the Mississippi Association, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining members of the Mississippi Association present or represented by proxy at a meeting duly called for such purpose, notice having been

given to members of the Mississippi Association and the NALA Affiliated Associations Director at least fifteen (15) days prior to the meeting. In no event shall any of such property and assets be distributed to any member or private individual.

ARTICLE XVII.

RETENTION OF AFFILIATION

17.1. Affiliation with the National Association of Legal Assistants, Inc., is renewable each year by payment of an affiliation fee, which fee shall be accompanied by a current membership roster of the Mississippi Association. In the event of suspension of affiliation, the Mississippi Association may re-affiliate with NALA by submitting a new application with membership roster, bylaws, sample of educational programs, petition and current initial fee.

In addition to the renewal fee, the Mississippi Association must comply with the required reports and requested procedures as outlined in these Bylaws.

The annual renewal fee is payable on November 1st and delinquent December 1st. Payment received after due date must be accompanied by a late fee penalty established by NALA.