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WESTERN NEW YORK PARALEGAL ASSOCIATION BY-LAWS

January 2012, Approved by Membership Vote on February 21, 2012
Amended by the Board of Directors on June 26, 2014, February 2, 2016 and March 18, 2016

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OF
WESTERN NEW YORK PARALEGAL ASSOCIATION, INC.

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**AMENDED AND RESTATED BY-LAWS OF THE
WESTERN NEW YORK PARALEGAL ASSOCIATION, INC.**

ARTICLE 1 - NAME AND CERTIFICATE OF INCORPORATION

- 1.01 NAME. The Name of the Corporation shall be: WESTERN NEW YORK PARALEGAL ASSOCIATION, INC. (hereinafter “WNYPA”).
- 1.02 CERTIFICATE OF INCORPORATION. The Certificate of Incorporation is hereby incorporated into and made a part of the By-Laws, and is attached hereto as Exhibit A.

ARTICLE 2 - PURPOSES

- 2.01 PURPOSES. The purposes for which WNYPA is formed are:

To establish and maintain high standards of conduct and integrity among paralegals;

To foster the exchange of ideas among members of the paralegal community;

To provide and promote continuing legal education among paralegals;

To educate the legal and business communities of Western New York in the effective utilization of paralegals, and to encourage expansion of paralegal roles;

To serve as an information and resource center, and to promote consumer awareness of the role of the paralegal within the legal system;

To act as a liaison between its members, other paralegal organizations, and local, state and national bar associations; and

To engage in all lawful activities, including those which are not otherwise stated in the Certificate of Incorporation, which are incidental or conducive to the accomplishment of any of the above-stated purposes.

ARTICLE 3 - MEMBERSHIP

- 3.01 RIGHT TO MEMBERSHIP. Only those persons who shall qualify for membership according to the provisions of these By-Laws shall be and become members. Membership is not and shall not be transferable from one person to another. Dues (and assessments, if any) are not refundable.
- 3.02 CLASSES OF MEMBERSHIP. WNYPA shall have four (4) classes of membership as follows:
- A. Active Member.
 - B. Associate Member.
 - C. Student Member.
 - D. Emeritus Member.

- 3.03 ACTIVE MEMBER. An Active Member shall be defined as any employed paralegal having a title of paralegal, legal assistant, nurse paralegal, or case assistant or, if self-employed or employed under another title, having a significant number of duties and responsibilities normally associated with a paralegal position, and who meets the requirements set forth in any one of the following eight (8) categories:
- A. possesses a baccalaureate degree, a certificate from a paralegal training program and at least six (6) months working experience in a paralegal capacity;
 - B. possesses a baccalaureate degree and at least one (1) year working experience in a paralegal capacity;
 - C. possesses an associate degree in paralegal studies and at least one (1) year working experience in a paralegal capacity;
 - D. possesses an associate degree and at least two (2) years working experience in a paralegal capacity;
 - E. possesses a high school diploma, a certificate from a paralegal training program and at least three (3) years working experience in a paralegal capacity;
 - F. possesses a high school diploma and at least four (4) years working experience in a paralegal capacity; or
 - G. was an Active Member in good standing of WNYPA as of December 20, 1988.
 - H. any paralegal as defined by the criteria set forth in Subsections A-G above and who possesses at least twenty (20) years working experience in a paralegal capacity, who has been in good standing of WNYPA as of January 1, 2000, but is temporarily not employed as a paralegal. If not employed as a paralegal at the end of a one-year period from loss of employment, then the Active Member status expires.

If his/her dues (and assessments, if any) are fully paid at least forty-five (45) calendar days before a Membership Meeting is held, then an Active Member is entitled to vote, and shall have all privileges of active membership.

- 3.04 ASSOCIATE MEMBER An Associate Member shall be defined as any employed paralegal not qualifying for active membership or any unemployed paralegal not eligible under Article 3, Section 3.03 H. An Associate Member shall not be entitled to vote, or to be elected to or serve on the Board of Directors (hereinafter "Board"). An Associate Member shall have all other privileges of active membership.

- 3.05 STUDENT MEMBER A Student Member shall be defined as any student currently enrolled in an accredited college or university, who does not meet the requirements to maintain the designation Active Member. A Student Member shall not be entitled to vote, or to be elected to or serve on the Board. A Student Member shall have all other privileges of active membership.

- 3.06 EMERITUS MEMBER An Emeritus Member shall be defined as any individual or organization interested in WNYPA's goals, purposes, education and/or professional offerings. An Emeritus Member shall not be entitled to vote, or to be elected to or serve on the Board. An Emeritus Member shall have all other privileges of active membership.
- 3.07 APPLICATION FOR MEMBERSHIP A prospective member shall complete an application form and submit said form together with the fee required thereon. An applicant for membership must satisfy the Membership Chair as to his/her interest and qualification. An applicant who has been convicted of a felony or is incarcerated is not eligible for membership.
- 3.08 MEMBERSHIP STATUS. The adoption of these By-Laws shall not affect the membership status of any current WNYPA Member.
- 3.09 COMPENSATION & EXPENSE REIMBURSEMENT. A Member shall not receive compensation or expense reimbursement for his/her service as a Member. A Member may serve WNYPA in another capacity and receive compensation therefor.
- 3.10 RESIGNATION & REMOVAL. A Member may withdraw from membership by written notice to the Board. By two-thirds (2/3) vote, the Board may remove a Member with or without cause. By majority vote, the Board may: (a) remove a Member who is more than one year in arrears in paying his/her dues (and assessments, if any), and (b) adopt procedures for reinstatement of Members terminated for being in arrears.

ARTICLE 4 - BOARD OF DIRECTORS

4.01 POWERS & DUTIES OF THE BOARD OF DIRECTORS

WNYPA is and shall be managed by its Board. The Board has the care and control of all of WNYPA's property, assets, investments and business. Consistent with the Certificate of Incorporation and these By-Laws, the Board has the absolute right, power, authority and discretion to do all things necessary or desirable to fulfill WNYPA's mission.

The Board's oversight and management includes: establishing dues (and assessments, if any) for all classes of membership; reviewing major transactions, financial strategies and performance; succession planning; selecting and training Officers, Directors, volunteers and other WNYPA leaders; and ensuring that policies and processes are in place for promoting: (1) the integrity and effectiveness of Officers, Directors, volunteers and other WNYPA leaders, (2) legal and regulatory compliance, and (3) WNYPA's mission, assets and reputation.

The Board shall designate those persons authorized, on WNYPA's behalf, to sign checks, notes, drafts, acceptances, bills of exchange, and other orders or obligations for the payment of money; to enter into contracts; and/or to execute and deliver other documents and instruments.

A Director is entitled to rely on such information and reports as are permitted by law, including information and reports prepared by: (a) WNYPA Officers who said Director

believes to be reliable and competent, and (b) WNYPA Committees on which said Director does not serve, so long as said reliance is in good faith.

The Board may, directly or through one or more of its committees, hire legal, financial, accounting or other advisors, but in all matters, the Board shall retain all of its responsibilities and authority.

The Board may create *ad hoc* committees, which would function in addition to the ARTICLE 8 Committees. Members of such *ad hoc* committees shall be appointed by the President. The Board may appoint officers, in addition to the ARTICLE 5 Officers.

4.02 NUMBER OF DIRECTORS. The Board shall consist of no less than six (6) and no more than ten (10) Active WNYPA Members. The Board may increase or decrease the number of Directors within the above-stated numerical limits by majority vote. No decrease in the number of Directors shall shorten the term of any incumbent. Any vacancy created by an increase in the number of Directors shall be filled as provided in ARTICLE 4.04.

4.03 ELIGIBILITY. If, during his/her term of office, a Director loses his/her status as an Active WNYPA Member as defined by ARTICLE 3.03, then that Director is no longer eligible to serve on the Board, and that Director's position on the Board shall be considered vacant. However, a majority of the Board may vote to permit that Director to continue to serve until his/her replacement is elected. Please refer to ARTICLE 4.07.

4.04 DIRECTOR NOMINATION, ELECTION, & TERM OF OFFICE. At each Annual Membership Meeting, the Active WNYPA Members shall elect one-half (1/2) of the Directors. Said Members shall vote for Directors by paper ballot, except that the Board may authorize use of voting machines or electronic or other means of recording votes.

Each Director shall serve for a term of two (2) years starting July 1 in the calendar year in which s/he is elected, or until a successor Director is elected. A Director who has served three (3) full consecutive two-year terms shall not be eligible for re-election until a one-year period has elapsed. This one-year hiatus period may be suspended and a Director who has served three (3) full consecutive two-year terms may be appointed to the Board of Directors if, after having expended reasonable efforts, the Board of Directors is unable to find candidates to run for the Board.

In order to maintain the pattern of electing one-half (1/2) of the Directors at each Annual Membership Meeting, the By-Laws & Governance Committee may recommend that one or more Director candidates be elected for one year terms, or that the number of Directors be adjusted within the numerical limits established in ARTICLE 4.02.

The By-Laws & Governance Committee shall recommend Director candidates to the Board no later than April 30 each calendar year. The By-Laws & Governance Committee shall ensure that a majority of Directors are independent (i.e., neither they nor their relatives, nor any businesses in which they or their relatives are employed or exercise at least 35% control, have any financial relationship with WNYPA).

The Board shall consider the By-Laws & Governance Committee's recommendations, modify them as it deems appropriate, and then nominate Director candidates no later than May 15 each calendar year. The Secretary shall notify the Active WNYPA Members of said nominees at the same time that he/she notifies said Members of the Annual Membership Meeting.

4.05 COMPENSATION & EXPENSE REIMBURSEMENT. A Director may not receive compensation, loans, expense reimbursement or anything of value by reason of his/her service as a Director. The Board may choose to reimburse the expenses of, or hire one or more of its Directors for a limited time and purpose, consistent with its Code of Ethics and Conflicts of Interest Policy.

4.06 RESIGNATION & REMOVAL. By majority vote, the Board may remove a Director with cause. Cause may be defined as, among other things: (1) failure to timely pay dues (and assessments, if any); or (2) failure to abide by one or more statutory duties, including the duties of care, loyalty and obedience; or (3) failure to abide by one or more WNYPA Board policies; or (4) failure to abide by one or more WNYPA By-Laws provisions.

By majority vote, the members may remove a Director with or without cause.

A Director may withdraw from Board membership by written notice to any WNYPA Officer. The resignation shall be effective as therein specified or on the date that said notice is received by any WNYPA Officer, whichever is earlier in time.

4.07 VACANCIES. If a vacancy occurs during the term of a Director, then the President, subject to Board approval, may appoint a successor Director, who shall serve until the next Annual Membership Meeting.

ARTICLE 5 - OFFICERS

5.01 OFFICER NOMINATION, ELECTION & TERM OF OFFICE. At each Annual Board Meeting, the Board shall elect the following Officers from among the Directors: a President, two (2) Vice-Presidents, a Secretary and a Treasurer. Each Officer will serve for one (1) year. An Officer whose initial one (1) year term has expired may be re-elected to a maximum of two (2) additional consecutive one (1) year terms in that office.

One person may simultaneously hold more than one elective office at a time, except that no person may simultaneously hold the office of President and any other office. No Officer will execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more Officers.

The By-Laws & Governance Committee shall recommend Officer Candidates to the Board prior to the Annual Membership Meeting. The Board shall consider the By-Laws & Governance Committee's recommendations, modify them as it deems appropriate, and then nominate Officer Candidates. The Secretary shall notify the Membership of the nominees at the same time that he/she notifies the Membership of the Annual Membership Meeting.

5.02 DUTIES OF OFFICERS.

1. President. The President is WNYPA's presiding Officer and official representative. The President monitors and oversees all of WNYPA's business, and appoints the chairs of all committees and all subcommittees. The President has such general authority and duties as are customary to his/her office or which may otherwise be delegated by the Board. The President shall oversee the representative and liaison positions to the Erie County Bar Association, NFPA and ESAPA.

In addition, the President presides at and determines the order of business and all matters of procedure at all meetings of the Membership and the Board of Directors.

2. Vice-Presidents. In the absence or incapacity of the President, the duties of that office devolve first on the First Vice-President, and in the event of his/her absence or incapacity, on the Second Vice-President.

In addition, the First Vice President shall be responsible for coordinating Regular Membership Meetings, and shall chair the Programming Committee.

In addition, the Second Vice President shall chair the Membership Committee, review all membership applications, maintain a current roster of all membership classes, and supply that roster to NFPA Headquarters, as required. The Second Vice President shall gather nominations for the Board, forward them to the Governance Committee, and oversee elections during the Annual Membership Meeting.

3. Secretary. The Secretary monitors and oversees the provision of all notices in accordance with these By-Laws and the maintenance of all books and records (other than those which are the Treasurer's responsibility). The Secretary has such general authority and duties as are customary to his/her office or which may otherwise be delegated by the Board. In the absence or incapacity of the President and both Vice-Presidents, the duties of those offices devolve on the Secretary.

In addition, the Secretary shall chair the By-Laws & Governance Committee; attend all meetings of the Board and keep an accurate account of the proceedings or appoint a substitute from the Board to do so; maintain the records of the minutes and correspondence; be responsible for the Corporate Seal; and maintain a record of the last known addresses of all Directors.

4. Treasurer. The Treasurer monitors and oversees the receipt, disbursement, management and investment of WNYPA's funds and financial assets. The Treasurer shall chair the Finance & Audit Committee and report as the Board requires. The Treasurer has such general authority and duties as are customary to his/her office or which may otherwise be delegated by the Board. In the absence or incapacity of the President, both Vice-Presidents and the Secretary, the duties of those offices devolve on the Treasurer.

Unless otherwise directed by the Board, the Treasurer shall have no duty to determine that any report or return shall have been made or any tax paid to any governmental body.

5.03 COMPENSATION & EXPENSE REIMBURSEMENT.

An Officer may not receive compensation, loans, expense reimbursement or anything of value by reason of his/her service as an Officer. The Board may choose to reimburse the expenses of, or hire one or more of its Officers for a limited period of time and for a limited purpose, consistent with its Code of Ethics and Conflicts of Interest Policy.

5.04 RESIGNATION & REMOVAL. An Officer may withdraw from office by written notice to the Board. By majority vote, the Board may remove an Officer from office with or without cause.

5.05 VACANCIES. If a vacancy occurs during the term of any Officer, then the President, subject to Board approval, shall appoint a successor Officer, who shall serve until the next Annual Board Meeting.

5.06 BONDS. If the Board shall require any Officer to furnish a performance bond, then WNYPA shall be responsible for the expenses of such bond.

ARTICLE 6 – MEMBERSHIP MEETINGS

6.01 ANNUAL MEMBERSHIP MEETING. An Annual Membership Meeting shall be held in April each calendar year, at such time and place as the President or Secretary designates. It shall be held for the purpose of electing Directors, receiving the Board's annual report, and such other business as may properly come before the meeting. In the event that the Annual Membership Meeting cannot be held in April of any given year due to extenuating circumstances, the Annual Membership Meeting may be held no later than in July of that year.

6.02 REGULAR MEMBERSHIP MEETINGS. Regular Membership Meetings shall be held monthly, except during July and August, at such times and places as the Board designates.

6.03 SPECIAL MEMBERSHIP MEETINGS. A Special Membership Meeting: (a) may be called at any time by the President, or (b) shall be called by the President or Secretary on the written request of a majority of the Directors, and must be held between two (2) and three (3) weeks after the President or Secretary receives a written request therefor, or (c) shall be called by the President or Secretary on the written request of one-tenth (1/10) of all of the Active WNYPA Members, and must be held between two (2) and three (3) weeks after the President or Secretary receives a written request therefor.

6.04 NOTICE. Notice of the time, place and agenda of each Membership Meeting shall be given by publication as provided in the NYS Not-for-Profit Corporation Law or by U.S. first class mail to each Member at least ten (10) calendar days before each Meeting.

Notice may instead be given by fax or email if the intended recipient has previously given consent to receive notice in such manner. If mailed, however, then notice shall be deemed to have been given when deposited in the U.S. mail, with postage paid. In addition, notice of a Special Meeting will identify the person(s) who called or requested

the Meeting. Business at any Meeting shall be limited to the agenda set forth in said notice.

Notice need not be given to any Member who: (a) signs a waiver of notice, whether before, during or after a Meeting or (b) attends a Meeting without protesting lack of notice before or during the Meeting.

- 6.05 QUORUM, VOTES & PROXIES. A quorum shall consist of one hundred (100) Active WNYPA Members or one-tenth (1/10) of the Active WNYPA Members, whichever is less. Except as otherwise provided by law or these By-Laws, the vote of a majority of the Active WNYPA Members present at a Meeting at the time of a vote, if a quorum is present at that time, shall be the act of the Membership. Proxies and absentee ballots shall be permitted. In accordance with ARTICLE 4.04, Paragraph 1, Directors shall be elected by paper ballot or other means authorized by the Board.
- 6.06 ADJOURNMENT. If a Meeting at which a quorum is present is adjourned, and if the time and place to which the Meeting is adjourned are announced at the original Meeting, then: (a) it will not be necessary to provide notice of the adjourned Meeting to non-attendees of the original Meeting and (b) any business that may have been transacted at the original Meeting may be transacted at the adjourned Meeting.

If a quorum is not present, then the presiding officer may adjourn the Meeting to a time and place that s/he designates, and it will be necessary to provide notice of the adjourned Meeting to non-attendees of the original Meeting.

A determination of Members of record entitled to notice of or to vote at any Meeting, which has been made in accordance with ARTICLE 6.07, will apply to any adjournment of such Meeting.

- 6.07 MEMBERS ENTITLED TO VOTE. The record date for establishing a list of Members entitled to vote shall be forty-five (45) calendar days before a Meeting is held. If, thirty (30) or more calendar days before a Meeting, a Member requests in writing a list of Members entitled to vote, then the Secretary shall prepare and produce the list at or before such Meeting.

ARTICLE 7 – MEETINGS OF THE BOARD OF DIRECTORS

- 7.01 ANNUAL MEETING OF THE BOARD OF DIRECTORS. The Annual Meeting of the Board shall be held following each Annual Membership Meeting at such time and place as the President or Secretary designates. The purpose of such Meeting shall be choosing the Officers to serve for the ensuing year.
- 7.02 REGULAR MEETINGS OF THE BOARD OF DIRECTORS. Regular Meetings of the Board shall be called at least ten (10) times each year by or at the request of the President or any two (2) Directors for the purpose of planning Membership Meetings, activities or education programs, and for the transaction of such other business as may properly come before the Board.

- 7.03 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. A Special Meeting of the Board: (a) may be called at any time by the President or (b) shall be called by the President or Secretary on the written request of two (2) or more Directors. A Special Meeting must be held between three (3) and ten (10) calendar days after the President or Secretary receives a written request therefor.
- 7.04 NOTICE. Notice of the time, place and agenda of each Board Meeting shall be given to each Director in such manner and form and at such time prior to the meeting as the Board shall direct.

In addition, notice of a Special Meeting will identify the person(s) who called or requested the Meeting. Business at any Meeting shall be limited to the agenda set forth in said notice.

Notice need not be given to any Director who: (a) signs a waiver of notice, whether before, during or after a Meeting or (b) attends a Meeting without protesting lack of notice before or during the Meeting.

- 7.05 QUORUM, VOTES & PROXIES. A quorum shall consist of a majority of the Directors currently serving on the Board. Any Director disclosing an actual or potential conflict of interest shall be counted as present in determining a quorum.

Except as otherwise provided by law or these By-Laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at that time, shall be the act of the Board. Each Director must vote in person. Proxies shall not be permitted. Absentee ballots shall not be permitted.

- 7.06 MEETINGS VIA TELECOMMUNICATION EQUIPMENT. A Director may participate in a Board Meeting by means of conference telephone or similar communications equipment enabling all Directors participating in the Meeting to hear one another. Such participation constitutes presence in person.
- 7.07 ACTION TAKEN WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a Meeting if all Directors consent in writing to the adoption of a resolution specifically authorizing such action. The resolution and the written consents shall have the same force and effect as a unanimous vote, and be filed with the Board minutes.
- 7.08 OUTSIDE MEETINGS. All meetings pertaining to WNYPA's business with any outside organization shall require the presence of at least one (1) Director (or one [1] Active WNYPA Member approved in advance by the Board of Directors).

ARTICLE 8 – COMMITTEES AND SUBCOMMITTEES

- 8.01 GENERAL. Each committee and subcommittee, whether standing, *ad hoc* or special, shall: (a) be subject to the authority of the Board; (b) meet at least once per year; (c) report to the Board after each meeting and as otherwise directed by the Board; and (d) maintain minutes of its meetings.

Being subject to the authority of the Board means that no committee or subcommittee, whether standing, *ad hoc* or special, shall: (a) preempt the authority or function of any WNYPA Officer, (b) represent WNYPA or hold itself out as being vested with Board authority, or (c) incur any financial obligations or enter into any contracts on behalf of WNYPA.

The President shall consult with the Governance Committee, and then appoint all committee and subcommittee Chairs. Each subcommittee shall be chaired by a member of or the Chair of the committee to which the subcommittee reports. Each committee and subcommittee shall include in its membership at least one Director, who shall be appointed by the President to serve as that committee's or subcommittee's liaison to the Board.

Committee and subcommittee Chairs and members may not receive compensation, loans, expense reimbursement or anything of value by reason of their service on committees. All Directors may, but are not required to, attend all meetings of committees and subcommittees. Only Directors who are committee or subcommittee members will have the right to vote at their respective committee and subcommittee meetings.

The President shall be a voting member of every committee and subcommittee. For the purpose of computing committee size, the following shall not be considered members of any committee: (a) the President; and (b) any person who is a member of one (or more) subcommittee(s) and who is not simultaneously a member of the committee to which that subcommittee reports (or those subcommittees report). For the purpose of computing committee size, each committee Chair shall be considered a committee member.

- 8.02 SPECIAL COMMITTEES. Special committees and their functions shall be designated by the Board. The Board shall appoint individuals to chair such committees, but may delegate the authority to name committee members to said chairperson. At any time, the Board may establish a liaison committee to meet and cooperate with the Erie County Bar Association to effectuate a good working relationship among members of the respective groups, promote full utilization of paralegals, and establish the highest possible standards for members of our profession.
- 8.03 COMMITTEES IN GENERAL. Except as otherwise provided in a resolution adopted by the majority of the Board, all committee members must be members of WNYPA. Any committee member may be removed by the person or persons authorized to appoint such member whenever in his/her judgment the best interests of WNYPA shall be served by such removal. Vacancies occurring on any committee may be filled by the Board or any person or persons authorized to appoint members of the committee.
- 8.04 COMMITTEE MEETINGS AND REPORTS. The majority of the members of any committee, exclusive of ex-officio members, shall transact business at any committee meeting. Notice of such meetings shall be given, orally, in writing, or by electronic means, at least two (2) days before the meeting, and each committee shall be responsible for maintaining such minutes or records as necessary. Each committee Chair of each committee shall report to the Board, which body shall act upon those matters which, in its opinion, require attention.

8.05 STANDING COMMITTEES. The Standing Committees shall be: (A) By-Laws & Governance, (B) Finance & Audit, (C) Fundraising & Corporate Sponsorship, (D) Marketing & Public Relations, (E) Membership, and (F) Programming.

A. The By-Laws & Governance Committee

The Committee shall operate in accordance with the following provisions, in addition to all of those set forth in ARTICLE 8 above:

1. The Committee shall consist of three (3) or more Directors and such other persons as may be appointed by the President. A majority of Committee members shall be independent (as defined in ARTICLE 4.04).
2. The Committee shall issue a call for declarations of candidacy for the Officers and Directors each year for WNYPA's annual elections.
3. Consistent with ARTICLE 4.04, the Committee shall recommend to the Board: Director and Officer candidates; qualification standards for said candidates; Board size; Director and Officer term limits, if any; number, structure and membership of committees; committee assignments and member rotation; Director and committee orientation and training; standards and procedures to preserve Board meeting notices, documents distributed at Board meetings, and minutes taken and approved at Board meetings; and changes to WNYPA's governance, including its structure, organization, policies and procedures.
4. Consistent with ARTICLE 4.04, the Committee shall consider the following when nominating candidates: dedication to WNYPA's mission; personal values; integrity; business, public relations, social services and other technical expertise; ability to perform his/her duties in WNYPA's best interests. The Board should have a broad range of skills, experience, community and professional connections and perspectives, and business knowledge.
5. During the intervals between Board meetings, the Committee shall possess and may exercise all of the Board's powers and duties in all cases in which the Board has not provided specific direction. The Board must ratify or rescind any such actions at the next Board meeting. In addition, during the absence or incapacity of any Officer, the Committee may delegate and assign the duties of said Officer in accordance with ARTICLES 5.02 and 5.05.

B. The Finance & Audit Committee

The Committee shall operate in accordance with the following provisions, in addition to all of those set forth in ARTICLE 8 above:

1. The Committee shall consist of no less than three (3) and no more than nine (9) members, a majority of whom will be Directors. The Chair and at least one Committee member will have expertise in financial reporting,

accounting and/or auditing. A majority of Committee members will be independent (as defined in ARTICLE 4.04).

2. Committee members shall serve staggered two (2) year terms with mandatory rotation off the Committee after nine (9) years of consecutive service.
3. The Committee shall have complete and unfettered access to WNYPA's books and records in order to understand and assess the processes related to WNYPA's financial reporting (i.e., risks, procedures, internal controls). Specifically, the Committee shall assess the appropriateness of management's selection of accounting principles; review significant, unusual and off – balance sheet transactions, contractual obligations and accounting estimates; understand management's responsibilities and representations; understand SAS 61 – “Communications with Audit Committees” and SAS 99 – “Consideration of Fraud in Financial Statement Audits”; and evaluate WNYPA's internal and independent audit processes.
4. The Committee shall develop its members' financial literacy, as appropriate.
5. The Committee shall annually recommend to the Board the engagement of an independent certified public accounting firm to conduct an audit examination of WNYPA's books and records for the purpose of forming an opinion on WNYPA's financial statements.
6. The Committee shall annually meet with said auditor to review the annual audit and the auditor's written opinion. The Committee shall transmit to the Board the auditor's opinion and report, together with its own recommendation for approval, disapproval or modification.
7. The Committee shall recommend to the Board whether to hire said auditor for any non-audit services (i.e., tax preparation and guidance; bookkeeping; financial information; appraisals; actuarial, internal audit, management or investment services).
8. The Committee shall assess all risks (financial and otherwise) and all insurance, and insure that proper insurance is in place, including Directors' and Officers' insurance. Such risk and insurance assessment may require coordination with other committees.
9. The Committee shall oversee compliance with the Code of Ethics, with the Privacy and Conflicts of Interest Policies, and with all regulatory requirements. The Committee shall establish one or more methods for the confidential and anonymous submission of questionable or unethical accounting, auditing and/or financial matters to the Committee or to the Board.

10. The Committee shall prepare the annual budget and submit it for Board approval. It will oversee income from dues and assessments, all expenses, and all preparation of financial information in accordance with generally accepted accounting principles.

C. The Fundraising & Corporate Sponsorship Committee
The Committee shall operate in accordance with the following provisions, in addition to all of those set forth in ARTICLE 8 above:

The Committee shall contact vendors for sponsorship and donations, and will initiate activities relating to fundraising with the primary purpose of collecting non-dues income for funding WNYPA events.

D. The Marketing & Public Relations Committee
The Committee shall operate in accordance with the following provisions, in addition to all of those set forth in ARTICLE 8 above:

1. The Committee Chair shall be editor of WNYPA's publications, and shall have charge of publishing and circulating same to WNYPA members. The Committee shall oversee WNYPA's website.
2. The Committee shall maintain positive relationships with and may serve as lay representatives to other institutions, including community-based organizations.
3. The Committee shall develop strategies for fostering a positive image of WNYPA, communicating with its members as well as the general public, and encouraging program participation.

E. The Membership Committee
The Committee shall operate in accordance with the following provisions, in addition to all of those set forth in ARTICLE 8 above:

1. The Committee shall receive and consider all membership applications and maintain a current list of members. The list will be available to the Board. The list will be updated as members earn their CORE Pace & PACE credentials, and for insuring that the Secretary has a current list of active members for purposes of certifying voting strength and proxy votes. The Committee shall be responsible for any other duties and obligations relating to membership as deemed appropriate by the Second Vice President.

F. The Program Committee
The Program Committee shall operate in accordance with the following provisions, in addition to all of those set forth in ARTICLE 8 above:

1. The Committee shall enhance the relationship between its programs and WNYPA's mission, and assure that its programs are appropriate, and that the environment in which they take place maximizes opportunities for growth and enrichment.
2. The Committee shall supervise the planning and presentation of the CLE offered by WNYPA at its monthly meetings, as well as any other seminars for paralegals as the Board may designate. The Committee shall oversee WNYPA's social events.

ARTICLE 9 - INDEMNIFICATION

- 9.01 RIGHT OF INDEMNIFICATION. To the maximum extent permitted by law, WNYPA shall defend and indemnify any Director, Officer, committee or subcommittee chair or member, made or threatened to be made a party to or called as a witness in or asked to provide information in connection with, any pending or completed action, hearing, investigation or proceeding or any appeal therein, whether civil, criminal, administrative or investigative, brought in connection with his/her service to WNYPA. Defense and indemnification shall include all expenses reasonably, actually and necessarily incurred, including judgments, fines, attorneys' fees and amounts paid in settlement.

With respect to any action or proceeding (or part thereof) initiated by any Director, Officer, committee or subcommittee chair or member, WNYPA will indemnify only if the Board authorized such action or proceeding (or part thereof).

WNYPA may purchase and maintain indemnification insurance.

- 9.02 ADVANCEMENTS OF EXPENSES. On request, and in advance of the final disposition of any action, hearing, investigation or proceeding subject to ARTICLE 9.01, WNYPA shall pay all expenses reasonably, actually and necessarily incurred. WNYPA shall require any person who requests such advance(s) to provide an undertaking so as to repay such advance(s), in whole or in part, if s/he is ultimately found not to be entitled to indemnification, or found to be entitled to a lesser amount than was advanced. Before WNYPA pays any such advance(s), the Board shall not be required to find that such person has met the standard of conduct provided by law for indemnification.

- 9.03 AVAILABILITY & INTERPRETATION. The rights provided in ARTICLE 9 shall: (a) be available with respect to events occurring prior to its adoption, (b) continue to exist after any rescission or restrictive amendment of it with respect to events occurring prior to such rescission or amendment, (c) be interpreted on the basis of law in effect at the time of the occurrence of the event(s) giving rise to the action, hearing, investigation or proceeding or, at the sole discretion of any Director, Officer, committee or subcommittee chair or member, on the basis of law in effect at the time such rights are claimed and (d) be in the nature of contract rights that may be enforced as if s/he and WNYPA were parties to a separate written agreement.

ARTICLE 9 shall apply for the benefit of any person who is or was a Director, Officer, committee or subcommittee chair or member; shall inure to the benefit of such person's heirs, executors, administrators and legal representatives; and shall exist together with

any other rights to which any such person may now or hereafter be otherwise entitled. Such other rights are hereby expressly authorized.

ARTICLE 9 shall not apply for the benefit of any person who, in connection with his/her service to WNYPA, and as determined by a judgment or other final adjudication, acted in bad faith, with deliberate dishonesty or intentional misconduct, or personally gained a financial profit or other advantage to which s/he was not legally entitled.

- 9.04 SEVERABILITY. If ARTICLE 9 or any part hereof is held unenforceable in any respect, then it shall be deemed modified to the minimum extent necessary to make it enforceable.

ARTICLE 10 – AMENDMENTS

- 10.01 BY-LAWS AMENDMENTS. These By-Laws may be amended by a majority vote of the Active WNYPA Members present at a Membership Meeting, provided: (1) notice of the substance of the proposed amendment has been stated in the notice of the Meeting, or published as provided by the NYS Not-for-Profit Corporation Law, and (2) a quorum is present at the time of the vote.

Alternatively, these By-Laws may be amended by two-thirds (2/3) vote of the Directors present at a Board Meeting, provided: (1) notice of the substance of the proposed amendment has been stated in the notice of the Meeting, or published as provided by the NYS Not-for-Profit Corporation Law, and (2) a quorum is present at the time of the vote.