

**SECOND RESTATED
BYLAWS OF
NATIONAL FEDERATION OF PARALEGAL ASSOCIATIONS, INC.**

**ARTICLE I
NAME**

Removed.

**ARTICLE II
PURPOSE**

Removed.

**ARTICLE III
MEMBERSHIP**

Section 3.1 Membership Eligibility

Membership is available and open to any individual or nonprofit association who:

- A. becomes subject to NFPA’s Model Code of Ethics and Professional Responsibility and Guidelines for Enforcement (“Model Rules”);
- B. is in compliance with the membership provisions of these Bylaws; and
- C. qualifies for Voting Membership as defined by Section 3.3 or a Non-Voting Membership as determined by the Board of Directors.

Section 3.2 Membership Rights and Privileges Defined

- A. The term “regular rights and privileges” shall include the following: the right to be a coordinator or member of a NFPA standing or special committee, the right to participate in professional and personal benefits offered by NFPA, and other rights and privileges as granted by the Board of Directors or delegate assembly.
- B. The term “extraordinary rights of membership” shall include the right to nominate a member in good standing of a Voting Member Association to hold NFPA office; the right for an association to make motions, speak in debate, and vote on NFPA matters.

Section 3.3 Classes of Membership

There shall be one class of Voting Member and any remaining classes of Non-Voting Members shall be identified and updated by the Board of Directors in the NFPA Policies and Procedures.

A. Voting Membership

- 1. Qualifications. Voting Membership shall be available to paralegal associations that meet the following requirements (“Voting Member Association”):

- a. The Voting Member Association shall have bylaws and/or policies and procedures that include stated goals and purposes consistent with the goals and purposes of NFPA.
 - b. Voting Members of Voting Member Associations shall be as defined by the Voting Member Associations in good standing who are not incarcerated.
 - c. The Voting Member Association shall be an autonomous group that is not controlled by any organization, educational or training institution, business enterprise, or other entity.
 - i. Membership in another professional paralegal association shall not make a Voting Member Association ineligible for NFPA membership.
 - ii. The phrase “not controlled by” shall mean that no entity or individual other than the individual Voting Members of a Voting Member Association, shall have the power or authority to directly or indirectly direct, regulate, manage or oversee any act or decision or to participate in any manner, directly or indirectly, in the government of a member association.
 - d. Voting Member Associations may have other membership classifications while voting control of the association and governing body remains vested in those who are defined by the Voting Member Associations who are not incarcerated.
 - e. The Voting Member Association shall have paid all monies owed for one (1) quarter of dues before voting privileges are granted.
 - f. The Voting Member Association shall have at least fifteen (15) Voting Members.
 - g. The Voting Member Association shall be a nonprofit organization.
2. Rights. Voting Member Associations in good standing shall be entitled to all of the regular rights and privileges of membership and all of the extraordinary rights of membership under Section 3.2.

B. Non-Voting Membership. The Board of Directors may establish non-voting classes of membership with regular rights and privileges as set forth in the schedule of Non-Voting Membership classes in the Policies and Procedures.

Section 3.4 Good Standing Defined

Voting Member Associations and other members of NFPA as defined in the Policies and Procedures, to be in good standing, shall not be in default in the payment of dues or other

accounts payable to NFPA and shall be in compliance with the Bylaws and Model Rules of NFPA.

Section 3.5 Transfer of Membership

Membership is nontransferable, regardless of the class or category.

ARTICLE IV DUES

Section 4.1 Dues

A. Annual Dues

1. Voting Member Associations. Association Dues for Voting Member Associations shall be at the rate determined biennially by the Treasurer & Director of Finance, subject to ratification by 2/3rds of the Voting Member Associations in accordance with these Bylaws.
2. Non-Voting Member Classes. Dues for all other membership categories shall be determined as set forth in the NFPA Policies & Procedures.

B. Payment of Dues

1. Dues for all membership classes shall be paid as set forth in the NFPA Policies & Procedures.
2. Any requests for reduction or waiver of dues, will be submitted to and voted upon by the NFPA Board of Directors pursuant to NFPA Policies & Procedures.

Section 4.2 Default in Payment

- A. Notice. Notices regarding payment of dues shall follow the procedures set forth in the NFPA Policies & Procedures.
- B. Forfeiture of Membership. Any Member in default, no matter the category, who does not bring the delinquency current pursuant to the NFPA Policies & Procedures Manual will forfeit their membership in NFPA.

Section 4.3 Reinstatement of Rights

A member whose rights and privileges of membership have been suspended for nonpayment of dues or other financial obligations to NFPA shall have the rights and privileges related to the type of membership reinstated upon payment to NFPA of all dues, late fees, and other financial obligations, providing that membership shall not have been terminated automatically or by action of the Board of Directors prior to the date the payment is received by NFPA.

Section 4.4 Refund of Dues

No member who has terminated membership or whose membership has been forfeited shall be entitled to a refund of any dues, unless there is a verifiable error.

ARTICLE V DELEGATE ASSEMBLY

Section 5.1 Powers

The delegate assembly shall be the authoritative body of NFPA with the legislative power to determine the policies which shall govern NFPA in its activities.

Section 5.2 Composition

- A. Association Delegates. Each Voting Member Association shall appoint and certify to the NFPA Secretary and Director of Leadership Development up to two (2) of its Voting Members in good standing with the Voting Member Association to serve as its Primary and Secondary representatives to NFPA, (collectively “Association Delegates,”) who vote on behalf of and represent their member association. All Voting Member Association Delegates are collectively known as the “Delegate Assembly”.
- B. Others.
 - 1. The following shall be extended all rights of the delegate assembly except for the right to vote:
 - a. The members of the Board of Directors.
 - b. NFPA coordinators.
 - c. Presidents of Voting Member Associations who have registered and paid a registration fee.
 - d. Members not specifically identified in A or B(1) above may address the assembly with the consent of the Delegate Assembly, as more fully set forth in the Policies and Procedures.
 - 2. The NFPA President may invite guests to attend a meeting. Guests may address the assembly with the consent of the Delegate Assembly, as more fully set forth in the Policies and Procedures.

Section 5.3 Policy Meetings

A. Regular & Annual Policy Meetings.

Meetings of the Delegate Assembly shall be called policy meetings. The delegate assembly shall meet at least once each year, for the purpose of electing the Board of Directors, receiving annual reports, conducting region meetings and transacting such other business as may properly come before the Delegate Assembly. This policy meeting shall be called the

annual policy meeting The Delegate Assembly may hold other regular meetings of the assembly up to three more times each year as determined by the delegation at the time of recess or by the Board of Directors.

1. Notice. Notification of the annual policy meeting shall be given to each member at least thirty (30) days prior to the annual policy meeting.
2. Notice of non-annual policy meetings of the Delegate Assembly shall be given to each member at least forty-five (45) days prior to the policy meeting.
3. Notice of electronic voting without a meeting of the Delegate Assembly shall be given to each Association Delegate at least thirty (30) days prior to the meeting unless otherwise waived by the Delegate Assembly.

B. Special Sessions.

The Board of Directors may call a special session of the Delegate Assembly upon the written request of thirty percent (30%) of the Voting Member Associations. Special sessions shall be held electronically, unless two-thirds (2/3) of the Voting Member Associations vote to hold an in-person special session meeting through electronic balloting.

1. Notice. The NFPA Secretary and Director of Leadership Development shall send an official notice of the time and place of the special session and a statement of the business to be considered to each primary representative, secondary representative, Voting Member Association president, members of the Board of Directors and coordinators at least thirty (30) days prior to the opening of such session. The only business which can be conducted at the special session is that business which is given in the announcement of the session.

C. Meetings Held Electronically.

Except as otherwise provided in these Bylaws, meetings of the Delegate Assembly may be conducted through use of Internet meeting services designated by the President that support verification that a person communicating via electronic means is the person purporting to participate electronically, confidential voting and support identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Delegate Assembly shall be subject to all rules adopted by the Delegate Assembly to govern them, which may include any reasonable limitations on, and requirements for, Association Delegates' participation. A confidential vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the Bylaws or rules that a vote be conducted by ballot.

D. Electronic Balloting.

A vote by electronic means may be taken when necessary providing that at least a quorum of the Voting Member Association representatives of the Delegate Assembly participated and an attempt was made to notify all primary representatives.

E. Location of Sessions.

Policy meetings and special sessions shall be held at a location designated by the Board of Directors, the offices of the Association Management Company, or a location otherwise designated by the Executive Director.

F. Quorum.

Two-thirds (2/3) of the Voting Member Associations shall constitute a quorum. A quorum is established at the beginning of each meeting, and shall remain valid for the remainder of the meeting.

Section 5.4 Voting

A. Procedure. Each Voting Member Association receives one vote, which shall be cast by the primary representative, or in her/his/their absence by the secondary representative, of each Voting Member Association.

B. Majority Vote. A majority vote of the credentialed Association Delegates present and voting shall be an act of the assembly except as otherwise provided herein. Credentialed Association Delegates is a defined term in the Policies and Procedures

C. Actions Requiring a Two-Thirds (2/3) Vote. A two-thirds (2/3) vote of the Association Delegates present and voting shall be necessary to adopt the following measures:

1. A policy matter;
2. Amendment of these Bylaws;
3. Adoption of a motion which would remove a director, officer, or agent of NFPA; and
4. Approval of NFPA expenditures pursuant to Section 7.6 of these Bylaws and any associated NFPA Policies & Procedures.

D. Actions Requiring a Three-Fourths (3/4) Vote. A three-fourths (3/4) vote of the association delegates present and voting shall be necessary to adopt the following measures:

1. Determination of the number and composition of the regions of NFPA; and
2. Adoption of a deficit budget.

Section 5.5 Proxy Voting

No Voting Member Association shall be entitled to vote by proxy.

ARTICLE VI REGIONS

Section 6.1 Composition of Regions

NFPA shall be divided into regions. The number and composition of regions may be changed at any policy meeting by a three-fourths (3/4) affirmative vote of the Delegate Assembly.

Section 6.2 Directors of Regions

Each region shall be administered by a director elected by the Voting Member Associations that comprise that region.

Section 6.3 Region Meetings

Each region shall hold meetings at the annual policy meeting. Each region may hold additional meetings at such places and times as the Voting Member Associations of the region shall designate. The director of a region and Voting Member Associations of the region may participate in the region portion of the policy meetings, or any other meeting of the region wherein all persons participating in the meeting can hear each other. Participation by virtual or electronic means shall constitute an in-person presence at a meeting and the vote necessary to approve an action shall be the same as required at a meeting.

Section 6.4 Notice of Region Meetings

Notice of the region meetings shall be delivered to all Voting Member Associations at least ten (10) days before the meeting or, in the case of a meeting by telephone or electronic means, at least five (5) days before the meeting. The business to be transacted at and the purpose of any region meeting shall be specified in the notice of such meeting.

Section 6.5 Manner of Acting

The affirmative vote of a majority of the Voting Member Associations of a region shall be the act of such region unless otherwise provided for in law, these Bylaws, or the parliamentary authority.

ARTICLE VII BOARD OF DIRECTORS

Section 7.1 Duties

The Board of Directors shall oversee the activities of NFPA and modify policies and procedures between meetings of the Delegate Assembly, provide for oversight of NFPA's business, and appoint members of NFPA to committees. These directors shall perform duties prescribed by these Bylaws, the parliamentary authority, the NFPA Policies and Procedures Manual, and such other duties as may be assigned by the Board of Directors or President.

Section 7.2 Composition

The Board of Directors shall be composed of the President, President-Elect, Secretary and Director of Leadership Development, Treasurer and Director of Finance, Director of Profession Development, Director of Positions and Issues, Director of Membership, Director of Paralegal Certification, Director of Marketing, the Region Directors and the Board Advisor, if serving. The Board Advisor shall be an ex-officio member of the Board of Directors. The number of Directors shall be fixed by resolution of the Board of Directors, except that the number shall not be less than eleven (11).

Section 7.3 Tenure, Resignation, and Removal

- A. Tenure. A member of the Board of Directors shall assume their duties at the close of the annual policy meeting at which they are elected and shall serve for the term for which they are elected or until their successor is elected and qualified, or until /their earlier removal. Although the composition of the Board of Directors may be changed periodically, no decrease in the number of board members shall have the effect of shortening the term of any incumbent board member.
- B. Resignation. Any officer or director may resign by submitting a notice of resignation to the President and Secretary and Director of Leadership Development of NFPA who shall submit the resignation to the Board of Directors for action. The notice will be effective upon receipt by the President and Secretary and Director of Leadership Development of NFPA unless the board member states a different date in the resignation.
- C. Removal. Any officer or director (except Region Directors) may be removed from office without assigning cause by the vote of two-thirds (2/3) of the delegate assembly or three-fourths (3/4) of the Board of Directors.
1. The removal process may be initiated by the Board of Directors upon making a determination that such removal would be in the best interest of NFPA, or by the written request to the NFPA Secretary and Director of Leadership Development signed by twenty-five (25%) percent of the voting representatives.
 2. The Board of Directors shall set forth the procedure for removal of a director or officer. In the absence of a procedure, Robert's Rules shall be the parliamentary authority.
 3. Upon removal of the officer and/or director, the resulting vacancy shall be filled in the manner set forth in Section 7.18.
 4. The vote for removal, whether of the Board of Directors or of the Voting Member Associations, shall be subject to a secret ballot wherein the marshal of the vote shall not disclose the results of the vote, only whether the vote is affirmative or negative.
- D. Region Directors. Removal of a Region Director without assigning cause shall be accomplished by the vote of two-thirds (2/3) of the Voting Association Members of the

delegate assembly eligible to elect such director or three-fourths (3/4) of the Board of Directors.

Section 7.4 Eligibility

To be eligible for nomination to the Board of Directors, the person shall:

- A. Be a Voting Member of an NFPA Voting Member Association;
- B. Be a member in good standing as determined by the Voting Member Association to which they belong; and
- C. Have a minimum of two (2) years of Board of Director-level leadership experience as defined in the NFPA policies & procedures.

In addition, to be eligible for nomination to the role of Region Director, the nominee must also 1) be a Voting Member of an NFPA Voting Member Association located within the region the person would represent; and 2) reside or work within the region that member would represent.

Section 7.5 Election and Term of Position

Officers and directors shall be elected at the annual policy meeting in accordance with the provisions of this Article and the nominations committee guidelines. Each such officer and director shall be elected for a term of two (2) years, or until their successor is elected or appointed or they are removed as set forth in Section 7.3. Notwithstanding the foregoing, an officer's or director's term may be for less than two (2) years as necessary to fill a vacancy and keep the staggered terms in effect. The terms of such officers and directors shall be staggered so that approximately an equal number of such officers and directors have terms that expire each year.

- A. Even Years. The following officers and directors shall be elected every two (2) years in even numbered years:

- President (if needed)
- President-Elect
- Secretary & Director of Leadership Development
- Director of Positions and Issues
- Director of Paralegal Certification
- Region II Director
- Region IV Director

- B. Odd Years. The following officers and directors shall be elected every two (2) years in odd numbered years:

Treasurer & Director of Finance
Director of Profession Development
Director of Membership
Director of Marketing
Region I Director
Region III Director
Region V Director

- C. Presidency. The president-elect shall assume the role of president upon completion of their term as president-elect.
- D. Board Advisor. The immediate past president of NFPA who completed their term as president may hold the position of Board Advisor and, if serving, shall be a non-voting ex officio member of the Board of Directors.

Section 7.6 Officer Designation

The officers of NFPA shall be a President, President-Elect, Secretary and Director of Leadership Development, and Treasurer and Director of Finance. NFPA officers shall constitute the members of the Executive Committee, which shall have day-to-day authority to manage NFPA.

Section 7.7 Time and Place of Meetings

The Board of Directors shall meet immediately before and immediately following the annual meeting. The Board of Directors shall also meet either in person or by electronic means at least four (4) more times during the year. Special meetings of the Board of Directors may be called by the President or shall be called at the request of any two (2) or more members of the Board of Directors.

Section 7.8 Meetings by Electronic Means

The Board of Directors may hold a meeting electronically whereby all persons participating in the meeting can hear each other. Minutes shall be maintained, and votes shall be recorded.

Section 7.9 Notice of Meetings

- A. Members of the Board of Directors, Association Delegates, Voting Member Association Presidents, and NFPA coordinators shall receive notice of a board meeting at least ten (10) days prior to the meeting.
- B. In an emergency, the NFPA President may waive the ten (10) day requirement so long as notice is given at least within twenty-four (24) hours of the opening of the meeting by electronic means.

Section 7.10 Open Meetings

Meetings of the Board of Directors are open to observation by all members of NFPA Voting Member Associations and other NFPA members outlined in NFPA'S Policies and Procedures, unless the board votes to go into executive session.

Observers must request permission to address the Board of Directors during open meetings.

Section 7.11 Executive Sessions

Executive Sessions of the Board of Directors may be held only for the purposes of discussing the following matters:

- A. Discussion of legal issues, risk management, potential and pending legal actions, causes of action or litigation.
- B. Discussion of hiring, terminating, disciplining, promoting or otherwise changing the terms of engagement of employees, agents or independent contractors.
- C. Discussion of the mental or physical health of an identifiable person, including medical, psychiatric, psychological, or alcoholism or drug dependency or diagnosis or treatment.
- D. Discussion of proprietary or confidential information, the disclosure of which could damage NFPA.
- E. Any other subject which is sensitive in nature and is otherwise not appropriate for public dissemination.

The Board of Directors shall indicate which type of matter they are discussing and record the same in the Minutes for the meeting.

The Board of Directors may, at its discretion, invite any person to attend an executive session.

Section 7.12 Quorum

Two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business but, if less than two-thirds (2/3) of the board members are present, those board members present shall adjourn the meeting or take the other measures as authorized in the parliamentary authority. The Board Advisor shall not be counted in determining the presence of a quorum of the Board of Directors.

Section 7.13 Manner of Acting

The act of the majority of the Board of Directors present at a meeting at which there is a quorum present, shall be the act of the Board of Directors. However, should the act involve going against the advice of professionals or the act of breaching/breaking a contract, then the act shall require a three-fourths (3/4) roll call vote of those members present at a meeting where there is a quorum.

Section 7.14 Compensation

Members of the Board of Directors as such shall not receive any compensation for their service as board members but the Board of Directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization shall prescribe procedures for approval and payment of such expenses by the Treasurer and Director of Finance.

Section 7.15 Action by the Board of Directors Without a Meeting

The President or Secretary and Director of Leadership Development may submit an issue to the members of the Board of Directors for vote by electronic consent. The consent must contain the complete wording of a motion or resolution. The return consents must be submitted to the Secretary and Director of Leadership Development by electronic means within two (2) weeks, unless otherwise specified in the consent. Any modification to the wording of a consent makes the returned consent void. A unanimous vote by all Voting Members of the Board of Directors is required for any issue to be passed.

The consent and the effective date shall be recorded in the minutes of the next meeting of the Board of Directors.

The effective date of the consent(s) shall be the date that the last consent is received by the Secretary, absent a date specified within the body of the consent.

Section 7.16 Approval of Expenditures

The Board of Directors shall be authorized to approve expenditures not included in the fiscal year budget which result in a net cost after application of any anticipated offsetting revenues and/or results in funds being taken from retained earnings/reserves of up to an amount specified within the NFPA Policies & Procedures, to be updated biennially and ratified by the delegate assembly, so long as the expenditure does not create substantial financial hardship for the organization. Expenditures over and above the amount prescribed in the NFPA Policies & Procedures require approval of two-thirds (2/3) of the delegate assembly.

Section 7.17 Limitation of Office Holding

- A. Officers and Directors, except for the President and President-Elect, shall not serve more than two (2) consecutive terms in the same position.
- B. The President and President-Elect shall not serve more than one (1) consecutive term in each role.
- C. Service of less than one (1) year shall not be considered a full term, and service of one (1) year or more, but less than two (2) years, shall be considered a full term.
- D. Members of the Board of Directors cannot concurrently hold a position as their local association president, local Board of Directors, or as a primary or secondary representative, except for a three (3)-month transition period.

- E. Members of the Board of Directors cannot concurrently hold a position as a voting officer, director, or member of the Board of Directors for another national paralegal association.

Section 7.18 Vacancies

In the event the office of President becomes vacant, the President-Elect shall automatically become President for the unexpired portion of that term. In the event the President-Elect is unable to become President, the Secretary and Director of Leadership Development shall fill the position.

Vacancy replacements for any other officer and director position shall be filled for the remainder of the unexpired term of office by a majority vote of the Voting Member Associations.

Section 7.19 Committees and Coordinators

The Board of Directors may establish committees and coordinator positions as are necessary to perform work that advances the mission of NFPA, including, but not limited to, committees, subcommittees, ad hoc committees, coordinators, liaisons, and task forces, which shall be defined within NFPA Policies & Procedures.

ARTICLE VIII ADMINISTRATIVE SERVICES

Section 8.1 Contracting, Hiring, and Appointment of Administrative Services

The Board of Directors may contract with an individual or management company to perform the necessary administrative services on behalf of NFPA. The individual or management company shall be directly responsible to the Board of Directors, individually and collectively, and shall perform such functions and activities on behalf of NFPA as may be specified and/or assigned by the Board of Directors or as set forth in the contract Scope of Work. The Board of Directors must notify the Delegate Assembly of any change in the management company and the intent to begin negotiations and solicit the Delegate Assembly's comments on a new management company.

Section 8.2 Designation of Executive Director

The Board of Directors may designate an individual, who may be an officer or employee of the management company referred to in Section 8.1 above, as the Executive Director of NFPA. The Executive Director shall perform such functions and activities as may be specified and assigned by the Board of Directors, subject to the terms of the job description or contract including the Scope of Work.

ARTICLE IX NOTICE

Section 9.1 Waiver of Notice

Any member may waive notice of a meeting before, at, or after a meeting, orally, in writing or by their attendance at the meeting. Appearance at a meeting is deemed a waiver unless it is for the sole purpose of asserting the illegality of the meeting. The business to be transacted at, and the purpose of, any meeting of the Delegate Assembly or the Board of Directors shall be specified in any waiver of notice.

Section 9.2 Notice

When notice is required under these Bylaws, notice will be delivered personally, mailed, sent by facsimile or electronically. Such notice shall be deemed delivered when:

- A. it is received in person;
- B. if mailed, at the time specified on the postmark;
- C. if sent by facsimile, the confirmation sheet states all pages have been sent. The address or fax number used for delivery of notice will be the one shown on the records of NFPA;
- D. on the date the e-mail is sent, if notice is sent electronically to one or more individuals, but not the entire membership or Board of Directors;
- E. if notice is sent electronically to the member associations, the date the e-mail is transmitted to the Region Directors (for dissemination to the member associations), President and Secretary and Director of Leadership Development, whichever is later. Electronic notice to the membership must include email to Region Directors, President and Secretary and Director of Leadership Development; or
- F. if electronic notice is to the Board of Directors, the date the e-mail is sent to the members of the Board of Directors.

ARTICLE X FISCAL OPERATIONS

Section 10.1 Fiscal Year

The fiscal year of NFPA shall be the twelve (12) month period from January 1 through December 31.

Section 10.2 Bonding

The Treasurer and Director of Finance, the individual or management company, as set forth in Section 8.1, and any other employee or member of the Board of Directors responsible for the receipt, custody, disbursement, investment or safekeeping of funds or securities shall be required to give bond for the faithful discharge of this duty in such sums and with such sureties as the Board of Directors shall determine. The cost of such bonding shall be paid by NFPA.

Section 10.3 Audit

The financial records of NFPA shall be audited at least every three (3) years by one or more independent auditors selected by the Board of Directors. The final audit reports will be posted to NFPA's website for viewing by Association Delegates, NFPA Coordinators, and NFPA or Voting Member Association leaders.

Section 10.4 Financial Reports

The Treasurer & Director of Finance shall provide a financial report annually to the Board of Directors, which will be posted on the NFPA website for access by delegates of the Voting Member Associations after review by the Board of Directors. The Treasurer & Director of Finance shall provide monthly financial reports to the Board of Directors, which will be posted on the NFPA website for access by delegates of the Voting Member Associations after review by the Board of Directors.

Section 10.5 Checks and Drafts

The Treasurer & Director of Finance shall authorize payment only of expenses that are within the ratified fiscal year budget or approved by the Board of Directors as authorized within these Bylaws and as set forth in the Policies and Procedures.

Section 10.6 Contracts and Execution of Instruments

All contracts or other instruments requiring execution by NFPA in the normal course of business shall be reviewed by the NFPA Board of Directors, when required by NFPA policy, and signed by the President, or Executive Director as delegated by the President, and, if required, countersigned by the Executive Director, subject to the Conflict of Interest Policy.

Section 10.7 Governing Powers

In compliance with state statutes governing nonprofit corporations, the Board of Directors will have all the duties and powers necessary and appropriate for the overall direction of NFPA, including but not limited to the following:

- A. Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of NFPA.
- B. Manage and oversee the affairs and activities of NFPA and setting policies and procedures.
- C. Enter into contracts, leases, or other agreements which are, in the judgment of the Board of Directors, necessary or desirable to obtaining the purposes of promoting the interests of NFPA.
- D. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
- E. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.

- F. Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
- G. Uphold the Bylaws, Policies and Procedures of NFPA.
- H. Report and update each individual's mailing address with the Secretary and Director of Leadership Development of NFPA and receive Corporate notices at that address.

The Board of Directors may engage in acts that are in the best interests of NFPA and that are not in violation of state or federal laws or regulations. No Director will have any right, title, or interest in or to any property of NFPA.

Section 10.8 Loans

No loans shall be entered into on behalf of NFPA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the delegate assembly. No loans shall be made by NFPA to members of the Board of Directors.

Section 10.9 Contributions

The Board of Directors may accept contributions for or on behalf of NFPA.

Section 10.10 Budget

Any proposed budget submitted to the delegate assembly for ratification should be balanced or projecting no deficit. In the event financial constraints require submission of a deficit budget, a three-fourths (3/4) affirmative vote of the delegate assembly is required pursuant to these Bylaws and the Policies and Procedures.

ARTICLE XI LIABILITY

No officer, director, member, representative, agent or employee of NFPA shall be held liable for any debts, contracts or other obligations of NFPA, provided such debts, contracts, or other obligations were incurred by such officer, director, member, representative, agent or employee pursuant to authority granted by the delegate assembly of NFPA or the action was taken in compliance with these Bylaws. NFPA shall maintain, at least, Director, Officer, and General Liability Insurance.

ARTICLE XII INDEMNIFICATION

NFPA shall, to the fullest extent permitted by law and NFPA, defend and indemnify any person who is or was an officer, director, employee or agent of NFPA from and against any and all expenses and liabilities actually and necessarily incurred by or imposed upon such person in connection with any claim, action, suit or proceeding (whether actual or threatened, civil,

criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been such officer, director, employee or agent. The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of NFPA against any liability asserted against or incurred by such person which arises out of such person's status in such capacity.

ARTICLE XIII OFFICIAL RECORDS

Official records shall be maintained for the requisite timeframe as defined by Delaware law and in a manner as defined in the NFPA Policies and Procedures Manual. All records shall be available for inspection by members of the delegate assembly and Board of Directors at a time and place that is mutually convenient.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern NFPA in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order NFPA may adopt.

ARTICLE XV DISSOLUTION

Removed.

ARTICLE XVI AMENDMENTS

Section 16.1 With Notice

These bylaws may be amended by a two-thirds (2/3) vote of the Voting Member Associations constituting a quorum as defined in Article V at a regular or special session, or by electronic ballot, providing notice of the proposed amendment including the language of the proposed resolution has been provided to the Voting Member Associations thirty (30) days before such meeting.

Section 16.2 Without Notice

If no notice of the proposed amendment is made, a two-thirds (2/3) vote of the Association Delegates constituting quorum is required providing that a majority of the Voting Member Associations agree to the inclusion of the bylaw amendment to the meeting agenda.

Section 16.3 Corrective Amendments

Notwithstanding anything to the contrary in these bylaws, the NFPA Secretary and Director of Leadership Development shall annually review these bylaws to determine if changes made to the bylaws by the Delegate Assembly are consistent with all other provisions of these bylaws. Board

of Directors shall have the ability to approve the corrective amendments and to correct any Policy or Procedure which apply to the corrective amendments, provided said changes do not affect the intent or meaning of the bylaw provisions adopted by the Delegate Assembly.

Section 16.4 Review of Proposed Amendments

Amendments and corrective amendments shall be reviewed by the Parliamentarian currently retained by NFPA prior to adoption by the Delegate Assembly or Board of Directors. If appropriate, Amendments and corrective amendments shall also be reviewed by NFPA's counsel prior to adoption.

Section 16.5 Effective Date

Bylaw amendments shall become effective immediately, unless otherwise provisioned or instructed.

ARTICLE XVII SEVERABILITY

Removed.

Revision History:

RESOLUTIONS AMENDING 1996 NFPA BYLAWS AS ADOPTED PURSUANT TO RESOLUTION 96M-6

97-4 Adding paragraph (b)(3) to Section 4.2. 97-5 Adding paragraph (F) to Sec. 3.3
97M-3 Amending paragraph (F)(1) to Sec. 3.3 97M-6 Amending Sec. 8.1 and 8.12
97M-8 Amending Sec. 3.3(D)(1)(a) and (b)
98M-4 Amending Sec. 3.3(E)(1)(a), Sec. 3.3(E)(2)(a), and Sec. 4.1(A)(5)
98M-5 Amending Sec. 3.3(D)
98M-6 Amending Sec. 5.1 and Sec. 5.2(A)(1) 98M-10 Amending Sec. 6.7
Amending Sec. 3.5(B)
Amending Sec. 8.1
Amending Sec. 8.3
99F-3 Amending Sec. 8.3
00S-2 Amending Sec. 3.3(D)(2)
00F-2 Amending Sec. Sec. 5.2(A) --- effective January 1, 2003 01S-12 Adding paragraph to
Sec. 8.3
02S-13 Amending Sec. 4.1(B)(3)
02S-14 Adding New Sec. 3.8
02S-16 Amending Sec. 7.2, Sec. 8.5, Sec. 8.9, and renumbering Sections 02S-18 Amending
Sec. 7.12
02S-19 Amending Sec. 7.8 and adding Sec. 7.8(a) 02S-20 Amending Sec. 6.8 and Sec. 8.4
02F-2 Adding Sec. 6.9B

02F-3 Amending Sec. 8.12
Adding sentence to Article XI
Amending Sec. 7.5
Amending Sec. 4.2 (A) and Section 4.2 (B)(2)
Adding paragraph to Sec. 8.3
Amending Sec. 7.7(B), Sec. 10.2 and Sec. 21.1
Amending Sec. 7.10
03-11 Adding Sec. 14.10
Amending Sec. 3.1, Sec 3.3, and Sec. 6.1
Amending Sec. 7.13
Addition of Sec. 21.4
Addition of last sentence to Sec. 7.9
Amended and Restated Sec. 8.12
Amended Sec. 7.12
Addition of Sec. 5.7
05-03 Amended Sec. 4.1
Amended Sec. 7.2, 8.1, 8.2 and added Sec. 8.10
Amended Sec. 7.3, 8.2 and 8.3
06-04 Added Sec. 4.1(B)(4)
07-03 Amended Sec. 3.3(F)(1)
08-01 Deleted the word “practicing” throughout Bylaws 08-02 Amended Sec. 3.3(E)(1)
08-03 Amended Sec. 7.2, 8.1, 8.2 and 8.11
08-06 Amended Sec. 21.1
08-09 Amended Sec 3.3
08-11 Amended Article XI
Amended Sec. 3.3
Amended Sec. 7.8
Title change from Vice President and Director of PACE to Vice
President and Director of Paralegal Certification (effective December 1, 2009)
10-xx No Bylaw changes made in 2010
11-02 Amended Sec. 12.1
11-04 Amended Sec. 14.3
12-04 Amended Secs. 8.2 and 8.5
12-03 Amended Sec. 8.10
Amended Sec. 7.7B
Amended Secs. 8.5, 8.9 and 8.12
Amended Sec. 8.5
Amended Sec. 7.5
14-03 Amended Sec. 4.1
Amended Secs. 8.3 and 6.6
Amended Secs. 3.3, 3.8, 3.9, and 4.1 (effective January 1, 2016)
16-03 Amended Secs. 7.7 and 7.8(a)
16-05 Amended Secs. 3.1, 3.3 and 4.1 (effective January 1, 2017)
18-12 Amended Sec. 14.10 and Sec. 5.4D (effective October 28, 2018)
[Removed Articles 1, 2, 15 and 17. Amended all Sections (effective October 24, 2020)]