

AMENDED AND RESTATED BYLAWS

OF

INLAND COUNTIES ASSOCIATION OF
PARALEGALS

A California Nonprofit Mutual Benefit Corporation

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AMENDED AND

RESTATED

BYLAWS

OF

INLAND COUNTIES ASSOCIATION OF PARALEGALS
A California Nonprofit Mutual Benefit Corporation

CHAPTER 1. ORGANIZATION

100. Name.

The name of the corporation is:

INLAND COUNTIES ASSOCIATION OF PARALEGALS

101. Affiliations.

Inland Counties Association of Paralegals ("ICAP") is a California nonprofit mutual benefit corporation. The Corporation shall be affiliated with the California Alliance of Paralegal Associations ("CAPA") and the National Association of Legal Assistants ("NALA").

102. Purpose.

The purpose of the Inland Counties Association of Paralegals (ICAP) may be found in the mission statement of the organization, which may be periodically modified by the board of directors, but is generally characterized by the following statements: 1) encourage greater utilization of paralegals within our legal communities; 2) promote continuing educational opportunities; 3) maintain a resource system for practicing and student paralegals; 4) build stronger relationships with the local Bar Associations; and 5) maintain and promote California Alliance of Paralegal Associations' and National Association of Legal Assistants' paralegal standards and Codes of Ethics. ICAP 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 of Legal Assistants, Inc., and/or California Alliance of Paralegal Associations, or of the policies of those associations.

CHAPTER 2. OFFICE

200. Office.

The location of the principal executive office of the Corporation shall be located in the State of California. The board of directors may from time to time change the principal office from one location to another within San Bernardino or Riverside Counties, California. The Corporation may have such other offices, within or without the state of California, as the board of directors may determine, as the affairs of the Corporation may require from time to time.

CHAPTER 3. DIRECTORS

300. Number of Directors.

- (a) The authorized number of directors of the Corporation is seven (7). Only regular members of the Corporation are eligible to serve on the board of directors. Each director shall hold office until the next annual meeting of the board of directors and until his or her re-election or his or her successor shall have been elected and qualified, or until his or her earlier resignation or removal.
- (b) The authorized number of directors may be changed only by an amendment of this section of the bylaws approved by the vote of a majority of the members represented and voting at a duly held regular or special meeting of the members at which a quorum is present or by written ballot of members pursuant to Section 603 of bylaws.

301. Term and Election of Directors.

- (a) Directors are elected for a term of one year.
- (b) Directors shall be elected in November of each year either at a regular meeting of members or by the written ballot of members pursuant to Section 603 of the bylaws, at the discretion of the board of directors.
- (c) A vacancy occurring in the office of director may be filled by the board of directors for the balance of the unexpired term and until a successor has been elected and qualified. The regular members of the Corporation may elect a director to fill any vacancy not filled by the board directors.
- (d) Each elected director shall hold office until the expiration of the term for which elected and until his or her re-election or a successor has been elected and qualified.

302. Nomination Procedure.

- (a) The board of directors shall solicit the nomination of candidates for election to the board of directors from the regular membership, through such means as it deems appropriate, within a reasonable time prior to the regular meeting at which directors are to be elected or the date on which the written ballots as defined by *Corporations Code Section 7514* will be distributed.
- (b) The board of directors shall designate a date for the close of nominations prior to the meeting at which directors are to be elected or the printing and distribution of written ballots as defined by *Corporations Code Section 7514* as the case may be.
- (c) Candidates for election may be nominated by any regular member. Any such member may submit more than one nomination. An eligible member may submit his or her own name as a nominee. If not participating in nomination format chosen by current directors of the Corporation, nominations may be made in writing, signed by the member making the nomination, and submitted to the Secretary or other person designated by the board of directors to accept nominations.
- (d) All candidates for election shall be given a reasonable opportunity to communicate to the regular members the nominee's qualifications and the reasons for the nominee's candidacy. All regular members shall be given a reasonable opportunity to choose among the candidates.
- (e) In the event of a tie in the number of ballots submitted by members nominating a particular person for the board of directors, the current board of directors then acting shall cast their vote to decide the tiebreaker.

303. Resignation and Removal of Directors.

- (a) Any director may resign effective upon giving written notice to the president, the secretary or the board of directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to the office when the resignation becomes effective. The board of directors may, at its discretion, declare vacant the office of a director who has failed to attend three (3) or more meetings of the board of directors without good cause or if director's regular membership has lapsed and not reinstated within forty-five (45) calendar days.
- (b) Any or all of the directors may be removed without cause as follows:
 - (1) If the Corporation has 50 or more members, by the vote of a majority of the members represented at a duly held regular or special meeting of the members at which a quorum is present or by the written ballot as defined by *Corporations Code Section 7514* of members pursuant to Section 603 of the bylaws; or
 - (2) If the Corporation has fewer than 50 members, by the affirmative

vote of a majority of the total number of members of the Corporation (whether or not all members vote) at a duly held regular or special meeting of the members or by the affirmative written ballot as defined by *Corporations Code Section 7514* of a majority of the total number of members of the Corporation pursuant to Section 603 of the bylaws.

(3) If any or all members of the board of directors are so removed, a new director or directors may be elected at the same meeting to hold office for the remainder of the term(s) of the removed member(s) of the board of directors.

(c) Any reduction of the authorized number of directors does not remove any other director prior to the expiration of such director's term of office.

304. Meetings of the Board of Directors.

(a) Regular meetings of the board of directors shall be held not less than bi-monthly at such times and at such places as may be determined from time to time by the president, or if the president fails to act, by any two (2) members of the board of directors. Within forty-five days (45) after the annual election of directors, the board of directors shall hold a regular meeting for the purpose of organization, appointment of officers and committee chairpersons, and the transaction of other business.

(b) A special meeting of the board of directors may be called by the president, the secretary, or any two directors and the location of such meeting may be fixed at any place within the Counties of San Bernardino and Riverside.

(c) Notice of the date, time and place of all board meetings shall be given to each member of the board of directors either in writing not less than four (4) days nor more than thirty (30) days before the meeting or delivered personally or by telephone, including voice messaging systems, telegraph, facsimile, or by electronic transmission by the Corporation to each director, at least 48 hours before the meeting. No additional notice need be given of any meeting. Notwithstanding the foregoing, regular meetings may be held without notice if the time and place of such meetings are fixed in advance by the board of directors.

(d) Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers consent and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(e) Members of the board of directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as

all members participating in such meeting can hear one another. Participation in a meeting by this means constitutes presence in person at such meeting.

- (f) A majority of the current number of directors constitutes a quorum of the board of directors for the transaction of business.
- (g) A majority of the directors' present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of adjournment.

305. Required Vote of Directors.

- (a) Every act or decision done or made by a majority of the directors' present at a meeting duly held at which a quorum is present is the act of the board of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
- (b) Notwithstanding paragraph (a), the following matters require the affirmative approval of a majority of the authorized number of directors: (1) the designation of committees; (2) the expulsion or suspension of a member pursuant to Section 616 of these bylaws; (3) any single expenditure in excess of \$500.00; and (4) the amendment of these bylaws.

306. Written Consent of Directors.

Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

307. Committees.

- (a) Committees are of two kinds, (1) those with legal authority to act for the Corporation, and (2) advisory committees. The former is provided for in paragraph (b) below and the latter in paragraph (c) below. The chairpersons of any committee, in addition to any other requirements of these bylaws, shall be regular members. All committees shall be advisory committees unless specifically stated otherwise.
- (b) The board of directors may, by resolution adopted by a majority of the authorized number of directors then in office, designate one or more committees with legal authority to act for the Corporation to the extent

specified in the resolution creating such committee, each such committee consisting of two or more directors, to serve at the pleasure of the board. The board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office. Sections 304, 305 and 306 of these bylaws, with appropriate adaptations to the circumstances, apply to the procedures of these committees. Any such committee, to the extent provided in the resolution of the board, shall have the authority of the board, except with respect to:

- (1) The approval of any action which also requires member approval.
 - (2) The filling of vacancies on the board or in any committee.
 - (3) The fixing of compensation of the directors for serving on the board or on any committee.
 - (4) The amendment or repeal of bylaws or the adoption of new bylaws.
 - (5) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or able to be repealed.
 - (6) The appointment of other committees of the board or the members thereof.
 - (7) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
 - (8) The approval of any self-dealing transaction not permitted by Section 5233 of the Corporations Code to be approved by a committee.
- (c) Advisory committees may be appointed to consist of one or more members. Advisory committee membership may consist of directors only or both directors and non-directors or non-directors only, and also may include nonvoting members and alternate members. Advisory committees have no legal authority to act for the Corporation but shall report their findings and recommendations to the board of directors.

308. Compensation of Directors.

No director shall be entitled to receive compensation for their services as director.

309. Inspection Rights of Directors.

Every director shall have the absolute right at any reasonable time to inspect and copy all

books, records, and documents of every kind and to inspect the physical properties of the Corporation. Such inspection by a director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

CHAPTER 4. OFFICERS

400. Officers and Duties.

- (a) The Corporation shall have a President, a Vice President, a Secretary, a Treasurer, and a NALA Liaison and may have one (1) or two (2) CAPA Director(s) who shall consist of members of the board of directors.
- (b) The president is the chief officer and general manager of the Corporation. The president shall, subject to the control of the board of directors, have general supervision, direction and control of the business and affairs of the Corporation. The president shall also have such other powers and perform such other duties as may be required from time to time by the board of directors or these bylaws.
- (c) The vice president shall perform, under the direction of the president, duties and responsibilities in the management of the Corporation or in one or more particular areas of its management. In the event of the disability of the president, the duties of the president shall be exercised by the vice president.
- (d) The secretary shall keep or cause to be kept the minute book of the Corporation as prescribed by Section 800 of the bylaws. He or she shall serve all notices required by law or these bylaws. The secretary shall sign in the name of the Corporation, either alone or with one or more other officers, all documents authorized or required to be signed by the secretary. If the Corporation has a corporate seal, the secretary shall keep the seal and shall affix the seal to documents as appropriate or desired. The board of directors may by resolution authorize one or more assistant secretaries to perform, under the direction of the secretary, some or all of the duties of the secretary. The secretary shall make available to the NALA President the minutes of any meeting.
- (e) The treasurer is the chief financial officer of the Corporation, and, where appropriate, may be designated by the alternate title "Chief financial officer". The treasurer is responsible for the receipt, maintenance and disbursement of all funds of the Corporation and for the safekeeping of all securities of the Corporation. The treasurer shall keep or cause to be kept annually or more often if so directed by the board of directors or president, financial statements of the Corporation and file appropriate documents with California Franchise Tax Board and Internal Revenue Service as prescribed with current law and code. The board of directors may by resolution authorize one or more assistant treasurers to perform, under the direction of the treasurer, some or all the duties of the treasurer.
- (f) The NALA liaison shall be the primary contact between ICAP and NALA

and shall represent ICAP at NALA functions including the NALA annual meeting of affiliated associations. The NALA liaison shall be an active NALA member, familiar with the NALA bylaws, and shall receive minutes of all NALA meetings. The liaison shall be familiar with and responsible for all NALA reporting requirements. The liaison shall report on the activities of NALA to the board and the membership. The NALA liaison shall act as the Parliamentarian for purposes of NALA requirements. The NALA liaison shall report all officers' names to NALA headquarters and the NALA affiliated association director within 30 days of elections or change of officers. The NALA liaison shall be responsible for keeping a roster of membership and reporting it annually to NALA with the renewal fee for continued affiliation with NALA.

- (g) The CAPA Director(s) shall be the primary contact(s) between ICAP and CAPA and shall represent ICAP at CAPA functions including the CAPA annual conference. The CAPA Director(s) shall be familiar with and responsible for all CAPA reporting requirements. The CAPA Director(s) shall report on the activities of CAPA to the ICAP board and the membership.

401. Appointment and Removal of Officers.

- (a) The officers provided for in paragraph (a) of Section 400 of the bylaws shall be appointed by the board of directors for a term of one year. Other officers shall be appointed as prescribed in the resolution of the board of directors establishing the office.
- (b) Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director within thirty (30) days after election and/or appointment.
- (c) Any officer appointed by the board of directors may be removed from office at any time by the board of directors, with or without cause or prior notice.
- (d) Any officer may resign at any time upon written notice to the Corporation. Such resignation is effective upon receipt of the written notice by the Corporation unless the notice prescribes a condition to the effectiveness of the resignation.

402. Execution of Instruments.

- (a) Any and all instruments executed in the name of the Corporation, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, applications and reports, shall be executed by any one or more officers, employees or agents of the Corporation as authorized from time to time by the board of directors. Such authorization may be general or confined to specific instances. In the absence of such determination by the

board of directors, such instruments shall be signed by the treasurer and countersigned by the president.

- (b) The respective offices and duties thereof as established and defined in Section 400 of the bylaws and by resolution of the board of directors include, except as otherwise provided, the authority to execute instruments in the name of the Corporation when the execution of the instrument is incident to carrying out the duties of the office.

CHAPTER 5. INDEMNIFICATION

500. Indemnification of Directors, Officers and Employees.

- (a) The Corporation may indemnify a director or officer under the provisions of Section 7237 of the Corporations Code.
- (b) Expenses incurred in defending any proceeding may be advanced by the Corporation as authorized in Section 7237 of the Corporations Code prior to the final disposition of such proceeding, upon receipt of any undertaking by or on behalf of the director or officer to repay such amount unless it shall be determined ultimately that the director or officer is entitled to be indemnified.
- (c) The Corporation may purchase and maintain insurance on behalf of any director or officer of the Corporation against any liability asserted against or incurred by the director or officer in such capacity or arising out of the director's or officer's status as such, whether or not the Corporation would have the power to indemnify the director or officer against such liability under the provisions of Section 7237 of the Corporations Code.

CHAPTER 6. MEMBERS

600. Classes of Members.

There shall be three classes of members, regular, student and sustaining members.

601. Application for and Qualifications of Membership.

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 Corporation is an affiliated association of the National Association of Legal Assistants and California Alliance of Paralegals CAPA and that all members are bound by the NALA and CAPA Codes of Ethics and Professional Responsibility in addition to any code adopted by the Corporation. Approval of membership shall be noted on forms in accordance with standing rules adopted by this Corporation.

Membership in the Corporation is limited to those individuals or entities having the following qualifications, upon application to the membership committee and payment of the annual dues prescribed in Section 617 of these bylaws:

- (a) Regular Members. A regular member is a paralegal as defined by *California Business and Profession Code 6450 et seq.* Only regular members of the Corporation shall have the right to vote and each regular member shall be entitled to cast only one (1) vote.
- (b) Student Members. A Student member is enrolled in a paralegal training program. Student member, upon submission of an application for reclassification of membership and satisfaction of the requirements for regular membership, as set forth in Section 601(a), together with payment of the balance required to equal the annual dues of a regular member, shall become a regular member.
- (c) Sustaining Members. A sustaining member is any person, law firm, corporation or institution interested in supporting the goals of the Corporation.

602. Transfer of Memberships.

A membership in the Corporation is personal to the member and is not transferable, either voluntarily or by operation of law. This shall not be construed to prevent a student member from becoming a regular member upon eligibility and application to the board of directors.

603. Written Ballot of Members.

- (a) Whenever the members are to vote for directors or officers or on any proposal for action which could be taken at any regular or special meeting of members, the members may, in the discretion of the board of directors (unless a specific method of voting is prescribed by Section 301 of the bylaws), vote by written ballot without a meeting pursuant to this section of the bylaws.
- (b) A written ballot shall be provided to every member entitled to vote on the matter pursuant to paragraph (a) of Section 601 of the bylaws.
- (c) The written ballot shall set forth the time by which the ballot must be received in order to be counted and the minimum number of written ballots which must be returned to meet the quorum requirement.
- (d) If the vote is for other than directors, the written ballot shall set forth:
 - (1) The proposal to be voted on, and for this purpose related proposals may be grouped as a single proposal for the written ballot.
 - (2) Offer the member a choice between approval and disapproval on each such proposal.
 - (3) Specify that the proposal must be approved by a majority of the

written ballots voting on the proposal, provided that sufficient written ballots are returned to meet the quorum requirement.

- (e) Approval of written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

604. Regular Meeting of the Members.

Regular meetings of the members shall be held at such places within the State of California, on such dates and times and at such intervals as shall be designated from time to time by the board of directors.

605. Special Meetings of Members.

Special meetings of the members may be called by the president, by any two members of the board of directors or by twenty-five percent (25%) or more of the regular members.

606. Notice of Meeting of Members.

- (a) Written notice of all regular and special meetings of members shall be given not less than 10 nor more than 90 days before the date of the meeting to each member entitled to vote thereat. Such notice shall state the place, date and hour of the meeting and (1) in the case of a special meeting, the general nature of business to be transacted, and no other business may be transacted, or (2) in the case of the regular meeting, those matters which the board of directors, at the time of the mailing of the notice, intends to present for action by the members. The notice of any meeting at which directors are to be elected shall include the names of the nominees pursuant to Section 302 of the bylaws.
- (b) Notice of members' meeting or any written ballot or report shall be given either personally or by first-class mail or other means of written communication via facsimile, or by electronic transmission, addressed to the member at the address of such member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice; or if no such address appears or is given, at the place where the principal office of the Corporation is located. The notice, written ballot, or report shall be deemed to have been given at the time when delivered personally or deposited in the mail, or sent by other means of written communication via facsimile or electronic transmission in accordance with the provisions of these bylaws, executed by the secretary or an assistant secretary, shall be prima facie evidence of the giving of the notice, written ballot, or report.

If any notice, written ballot, or report addressed to the member at the address of such member appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice, written ballot or ballots, or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the Corporation for a period of one year from the date of the giving of the notice, written ballot, or report to all other members.

- (c) Except as otherwise prescribed by the board of directors in particular instances and except as otherwise provided by applicable law, the secretary shall prepare and give, or cause to be prepared and given, the notice of meetings of members and the written ballots of members.

607. Record Date.

- (a) The board of directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members. Such record date shall not be more than 90 days but not less than 10 days before the date of the meeting. If no record date is fixed, members at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of a meeting of members. A determination of members entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the board fixes a new record date for the adjourned meeting.
- (b) The board of directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to vote at a meeting of members. Such record date shall not be more than 60 days before the date of the meeting. Such record date shall also apply in the case of an adjournment of the meeting unless the board fixes a new record date for the adjourned meeting. If no record date is fixed members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members.
- (c) The board of directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to cast written ballots. Such record date shall not be more than 60 days before the day on which the first written ballot is mailed or solicited. If no record date is fixed, members on the day the first written ballot is mailed or solicited who are otherwise eligible to vote are entitled to cast written ballots.
- (d) The board of directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than 60 days prior to such other action. If no record date is fixed, members at

the close of business on the day on which the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

608. Quorum for Meeting of Members.

- (a) Fifty-one percent (51%) of the total number of members entitled to vote shall constitute a quorum at a meeting of members.
- (b) Except where a greater vote is required by the articles of incorporation or bylaws or by applicable law and except for the election of directors or officers, if a quorum is present, the affirmative vote of a majority of the members represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members.
- (c) The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- (d) In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members present, but no other business may be transacted, except as provided in paragraph (c).

609. Adjourned Meeting of Members.

When a members' meeting is adjourned to another time or place, except as otherwise provided by these bylaws, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. The meeting shall not be adjourned for more than 45 days. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

610. Voting for Directors and Officers.

In any election of directors, the candidates receiving the highest number of votes up to the number of directors to be elected are elected.

611. Voting by Ballot.

Elections for directors at meetings of members need not be by ballot unless a member demands election by ballot at the meeting and before the voting begins.

612. Inspectors of Election.

- (a) In advance of any meeting of members the board of directors may appoint inspectors of election to act at the meeting and any adjournment thereof. If

inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any meeting of members may, and on the request of any member shall appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members, the majority of members shall determine whether one or three inspectors are to be appointed.

- (b) The inspectors of election shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members.
- (c) The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificates of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

613. Inspection Rights of Members.

- (a) The accounting books, records, and minutes of proceedings of the members and the board of directors and committees of the board of directors shall be open to inspection upon the written demand on the Corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.
- (b) Inspection pursuant to this section of the bylaws by a member may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.
- (c) If any record subject to inspection pursuant to this section of the bylaws is not maintained in written form, the Corporation shall at its expense make such record available in written form.
- (d) A member has the right to inspect and copy the list of names and addresses of members.

614. Unanimous Written Consent of Members.

Any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the

members.

615. Resignation of Member.

A member may resign from membership at any time.

616. Expulsion and Suspension.

- (a) A member may be expelled from membership, or a membership may be suspended, for nonpayment of the member's dues to the Corporation pursuant to Section 617 of these bylaws, failure to continue to meet the qualifications of his or her respective class of membership, or for conduct as a member which the board determines its contradictory to the best interests of the Corporation.
- (b) Expulsion or suspension must be by action of the board of directors and the board may not delegate this authority to a committee, officer, or other body.
- (c) Written notice of the proposed expulsion or suspension together with a statement of the reasons therefore and a copy of this Section of the bylaws shall be sent by first-class mail to the member's last address on the records of the Corporation.
- (d) Within 15 days after the mailing of this notice, the member may appeal the decision of the board of directors at the next board of directors meeting of the Corporation and shall be reinstated as a member of the Corporation with the approval of at least two-thirds (2/3) of the board of directors of the Corporation present at the meeting. Notice of said appeal shall be published in at least one notice mailed to the board of directors immediately prior to the board of directors meeting considering said appeal.
- (e) If no appeal is made, the expulsion or suspension is effective 15 days after the mailing of the notice.

617. Dues.

- (a) Annual dues shall be required to be paid by the members in such amounts as determined from time to time by the board of directors.
- (b) Each member must pay within the time and on the conditions set forth by the directors, a full year's dues of the membership class that they are qualified for, in the amount to be fixed from time to time by the board. All member's dues shall become payable on the last day of the month preceding the month in which the renewing member joined the Corporation. If the dues payment is not made by that time, the membership is not subject to automatic renewal, but the person must make application for a new membership. Such expiration of a membership is not an expulsion of the member within the meaning of Section 616 of these bylaws.

618. Membership List.

Corporation shall maintain a membership list containing the name, residential or business addresses, telephone numbers, email addresses, and specialty (if applicable) of each member of Corporation.

619. Liabilities and Property Rights of Members.

No member of the Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to the asset of Corporation for payment.

620. Affiliation with the National Association of Legal Assistants (NALA).

ICAP is an affiliate of NALA. As an affiliate, ICAP will not take any actions that that would be in conflict with the bylaws or policies of NALA. The NALA liaison shall ensure that actions taken will not result in conflicts. Affiliation with NALA is renewable each year and the renewal fee must be paid each year by October 1 in order to avoid late fee penalties or lapsing of affiliation.

621. Professional Requirements and Ethics.

ICAP members shall be bound by: (i) the American Bar Association Model Rules of Professional Conduct as codified in the Annotated Model Rules of Professional Conduct; (ii) the California State Bar Rules of Professional Conduct; (iii) the Code of Ethics of the California Alliance of Paralegal Associations ("CAPA"); and (iv) the Code of Ethics and Professional Responsibility of NALA (the "NALA Code"). In addition to the guidelines stated herein, any other code so adopted by the Directors is incorporated herein in its entirety.

622. Membership Education Program.

ICAP shall hold a minimum of four educational events or a total of 10 hours of education during each fiscal year in order to maintain affiliation with the National Association of Legal Assistants, Inc. ICAP shall consider the pursuit of minimum continuing legal education credit through an accredited partner or the State Bar Association, as appropriate. The CAPA educational conference may be considered as one of the four educational programs each year.

CHAPTER 7. AMENDMENTS

700. Amendment of Articles.

The amendment of articles of incorporation is provided for by state law and in general requires the approval of board of directors pursuant to Section 305 of the bylaws, the approval of members pursuant to Section 603 or 608 of the bylaws, and the filing of a certificate of amendment in the Office of the Secretary of State.

701. Amendment of Bylaws.

Subject to the requirements of state law, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative approval of a majority of the authorized number of directors, provided at least ten (10) day written notice is given of intention to alter, amend, repeal, or adopt new bylaws at such meeting. Any such alterations, amendments, or adoption of new bylaws is subject to the power of the regular members to change or repeal the bylaws. The NALA liaison shall report any amendment of the bylaws to the NALA Affiliated Associations Director within sixty days of passage. The CAPA Director(s) shall report any amendment of the bylaws to the CAPA President within sixty days of passage.

CHAPTER 8. RECORDS

800. Minute Book.

The Corporation shall keep or cause to be kept a minute book which shall contain:

- (a) The record of all meetings of the board of directors including, date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and actions by unanimous written consents of the board of directors without a meeting, and similarly as to meetings of committees of the board of directors established pursuant to paragraph (b) of Section 307 of the bylaws and as to meetings or written consents of the incorporator or incorporators of the Corporation prior to the appointment of the initial board of directors.
- (b) The record of all meetings of the members including date, place, members present and the proceedings thereof, a copy of the notice of meeting and when and how given, an affidavit as to the mailing or giving of notice, written waivers of notice of meeting, written consents to the holding of the meeting, written approvals of the minutes of the meeting, actions by unanimous written consents of members without a meeting and the report of action by members by written ballot, including a copy of the form of written ballot and any affidavit as to the mailing of written ballots.
- (c) A copy of the articles of incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.
- (d) A copy of the bylaws as amended, duly certified by the secretary.

801. Annual Report.

- (a) Financial statements shall be prepared not later than 120 days after the close

of the fiscal year. The financial statements shall contain in appropriate detail a balance sheet as of the end of the fiscal year, an income statement of changes in financial position for the fiscal year. The fiscal year for this Corporation shall begin January 1 and end on December 31 of each year.

- (b) Any report furnished to directors or members of the Corporation which includes the financial statements prescribed by paragraph (a) shall be accompanied by any report thereon of independent accountants, or, if there is not such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.
- (c) A report including the financial statements prescribed by paragraph (a) shall be furnished annually to all directors of the Corporation.
- (d) The Corporation shall notify each member yearly of the member's rights to receive a financial report pursuant to Section 8321 of the Corporations Code and Section 801 of the bylaws. Upon written request of a member, the Corporation shall send the most recent annual report to the requesting member. In addition to the financial statements prepared in accordance with paragraph (a), the report sent to a member shall include a statement informing the member of the place where the record of the names and addresses of the current members is located.
- (e) Notwithstanding paragraph (d) of these bylaws, neither an annual report nor financial statements need be sent to the members of the Corporation for any fiscal year of the Corporation if the Corporation received less than \$10,000 in gross revenues or receipts during the fiscal year.

802. Report of Transactions and Indemnifications.

The Corporation shall provide to all members a statement of any transaction between the Corporation and one of its officers or directors or of any indemnification paid to any officer or director if, and to the extent, required by Section 8322 of Corporations Code. The statement may be included in the annual report provided to members. If, pursuant to Section 801 of the bylaws, an annual report is not sent to members, the statement shall be provided within 120 days after the close of the fiscal year.

CHAPTER 9. DISSOLUTION

900. Dissolution.

In the event of dissolution of this Corporation, all property and assets shall be distributed upon the vote of the current Board Directors to a non-profit charitable organization as defined by the Internal Revenue Code. In no event shall any of such property and assets be distributed to any member or private individual.

CHAPTER 10. RETENTION OF AFFILIATION

1000. Retention of Affiliation

Affiliation with NALA is renewable each year by payment of an affiliation fee and attached to a current membership roster. In the event of suspension of affiliation, this Corporation may reaffiliate 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, this Corporation must comply with the required reports and requested procedures as outlined in these bylaws. The annual renewal fee is payable on October 1 and delinquent by November 1. Payment received after due date must be accompanied by a late fee penalty established by NALA.

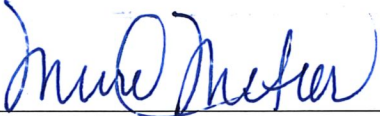
This affiliation agreement shall be reviewed periodically by the President and Affiliate Director of NALA and the President and NALA Liaison of the Affiliate Association at the request of either party. Each party agree that this agreement may from time to time be amended by attachment executed by the President and Secretary of each party, subject to the approval of the Board of Directors of each of the parties hereto.

CERTIFICATION OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of INLAND COUNTIES ASSOCIATION OF PARALEGALS, a California nonprofit mutual benefit corporation; and
2. That the foregoing bylaws, comprising nineteen (19) pages, constitute the Amended and Restated Bylaws of said Corporation as duly adopted by the board of directors of said Corporation at a meeting duly held on October 22, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 9th day of November 2020.



Muriel Mateer, Secretary