

**AMENDED AND RESTATED BY-LAWS**

**OF**

**MASSACHUSETTS PARALEGAL ASSOCIATION, INC.**

**ARTICLE I**  
**IDENTIFICATION**

**Section 1. Name.** The name of this organization shall be MASSACHUSETTS PARALEGAL ASSOCIATION, INC. This organization shall be referred to throughout these By-Laws as the "MPA".

**Section 2. Office.** The principal office of the MPA shall be at such place in Massachusetts as may be designated by the Board of Directors.

**Section 3. Fiscal Year.** The fiscal year of the MPA shall be the twelve months ending December 31.

**Section 4. Purpose.** The MPA is a voluntary, non-profit, non-sectarian, non-partisan and non-union organization which serves (i) to promote high professional and ethical standards in the education, training and employment of paralegals, (ii) as a source of educational and career information for members, the legal community and the general public and to provide networking opportunities for paralegals and paralegal students and (iii) to promote the general professional interest of paralegals.

**Section 5. Affiliations.** The MPA is a member of the National Federation of Paralegal Associations ("NFPA").

**ARTICLE II**  
**MEMBERSHIP AND DUES**

**Section 1. Classes and Qualifications of Members.** The MPA shall have four classes of members: Voting Members, Associate Members, Student Members and Sustaining Members.

(a) **Voting Member:** Any person employed as a paralegal, or in a position with duties comparable to those of a paralegal as currently defined by NFPA. The NFPA's definition of paralegal as currently defined and as amended from time to time is: "A paralegal is a person qualified through education, training or work experience to perform substantive legal work that requires knowledge of legal concepts and is customarily but not exclusively, performed by a lawyer. This person may be retained or employed by a lawyer, law office, governmental agency or other entity or may be authorized by administrative, statutory or court authority to perform this work. Substantive shall mean work requiring recognition, evaluation, organization, analysis, and communication of relevant facts and legal concepts." Voting members shall be the only class of members entitled to vote on any matter put before the membership of the MPA. Neither a disbarred attorney nor an incarcerated person may become a member.

Notwithstanding the above, any paralegal employed as a paralegal at the time of membership or last renewal shall maintain his/her membership as a voting paralegal for the duration of his/her current membership and one renewal. In no case shall such right be greater than twenty-four (24) months.

(b) **Associate Member:** Any individual who was formerly employed as a paralegal or has graduated from a paralegal program but is not currently employed as a paralegal.

(c) **Student Member:** Students currently enrolled in a paralegal education program at the time of their joining the MPA.

(d) **Sustaining Member:** Organizations, companies, agencies, law firms or individuals concerned with the betterment of the paralegal profession by providing services, goods or help to fund paralegal educational and membership activities.

**Section 2. Dues.** All dues shall be paid annually on an anniversary basis. The Board of Directors may determine at any time, the amount, time and manner of payment, for the subsequent year, of dues payable to the MPA by its members. All dues accepted by the MPA shall be non-refundable.

No later than thirty (30) days prior to the effective date of any proposed change in dues, notice shall be given to all voting members indicating said change and stating as follows: "A change in dues will become effective as of.." [not earlier than thirty (30) days after notice has been sent to all members]. This change in dues will become effective unless altered, amended or repealed by the members of the MPA who are entitled to vote in accordance with the By-Laws of this MPA.

**Section 3. Non-Transferability of Membership.** Membership in the MPA shall be non-transferable and non-reciprocal. No member of the MPA may have any claim, right, or interest in, or to the assets or property of the MPA.

### **ARTICLE III** **MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** The annual meeting of the membership of the MPA shall be held in the month of October of each year, at any time and place as the Board of Directors may determine. The purposes for which the annual meeting is to be held (in addition to those prescribed by law, by the Articles of Organization, as amended, or by these By-Laws, as amended) shall be specified by the officers and Directors. Notice shall be sent to all voting members of the MPA at least fifteen (15) days prior to said meeting.

The Board of Directors shall set the order of business at each annual meeting.

**Section 2. Special Meetings.** The President or a majority of the Board of Directors then in office may call special meetings of the membership for whatever purpose the President or the Board of Directors shall deem appropriate. Fifteen (15) day notice shall be sent to the membership and state the purpose of the meeting, the time and place thereof.

**Section 3. General Membership Meetings.** There should be no fewer than two (2) meetings of the general membership each year. For purposes of this requirement, the annual meeting shall count as a general membership meeting. All meetings shall be held at a location to be determined by the Board of Directors. Notice of the date, time and location of said meeting shall be sent at least fifteen (15) days prior to said meeting.

**Section 4. Quorum.** At any meeting of the membership, the presence in person or by proxy of twenty (20%) percent of the members of record entitled to vote on any matter shall constitute a quorum for the transaction of business. In the absence of a quorum,

any officer entitled to preside or act as Clerk of such meeting may adjourn the meeting to a future date.

**Section 5. Voting and Proxies.** Except as otherwise expressly provided by the Articles of Organization, as amended, every voting member of record of the MPA shall be entitled to one vote, and at a meeting at which a quorum is present, a majority of the votes cast shall decide all questions. Voting members of record may vote either in person or by proxy in writing, which proxy shall be filed by the Clerk of the meeting before being voted. No proxy which is dated more than six months before the meeting named therein shall be accepted and no such proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest on the challenger.

Thirty (30) days prior to the annual meeting, the Board of Directors shall solicit qualified candidates for elected officers of the MPA as defined in Article IV. Nominations will be closed sixteen (16) days prior to the annual meeting.

If, at the annual meeting of the members of the MPA, there are uncontested qualified candidates for the offices of President, Vice President, Treasurer, Clerk and Assistant Clerk, the Clerk of the MPA is allowed to waive individual balloting of members and cast a unanimous vote of membership for the slate of nominated and uncontested qualified officers.

**Section 6. Notices – Definition.** All notices shall be sent as follows (except those meetings whose notice requirements fall under the provisions of the statute regarding non-profit corporations) (i) via electronic mail; (ii) regular mail (with postage thereon prepaid); or (iii) by facsimile; addressed to each member at his/her electronic mail address, home/business address, or facsimile number as they appear on the records of the MPA. The MPA is not responsible for undelivered notices due to an incorrect electronic mail address, home/business address, or facsimile number. Notice is deemed to have been given when sent by electronic mail, mailed, or sent by facsimile.

**Section 7. Membership and Meeting Lists.** All membership lists and any or all seminar attendance lists are the sole property of the MPA and shall not be used or sold by any of its members for solicitation or personal use except by the authority of the Board of Directors. Any member who wishes to remove his or her name from the list as used for solicitation purposes may do so by notifying the President or the Clerk in writing or via electronic mail.

## **ARTICLE IV** **OFFICERS**

**Section 1. Officers – Election Thereof – Eligibility.** The officers of the MPA shall be President, Vice President, Treasurer, Clerk and Assistant Clerk. The officers shall be elected by the membership at the annual meeting and shall each hold office until the next annual meeting or until their respective successors are elected and qualified. All officers automatically become members of the Board of Directors beginning immediately following the annual meeting of the membership of the MPA. Any Board member may hold more than one office at the same time upon approval by the Board of Directors. There shall be a minimum of three (3) officers on the Board of Directors, the President, Treasurer and Clerk. All officers must be voting members of the MPA.

The President, with the consent of the Board of Directors, may, in his/her discretion, appoint one or more qualified additional agents, directors, co-directors, or committee chairpersons of the MPA, and may prescribe their duties and the terms of their offices. Unless a different period shall have been specified by the terms of his/her appointment, any committee chairperson or agent of the MPA appointed by the President shall hold office until his/her successor is appointed and qualified.

**Section 2. Delegation of Authority of Officers.** The Board of Directors may at any time delegate the powers and duties of any member of the Board to any other position on the Board or to a separate committee.

**Section 3. Evidence of Authority.** A Certificate by the Clerk as to any action taken by any officer of the MPA shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

Any action taken on behalf of the MPA by an officer of the MPA that requires authorization by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors.

**Section 4. President.** The President shall have been either (i) an officer of the MPA or (ii) shall have been a Director for two (2) years, which need not be consecutive. The President shall be the chief executive officer of the MPA and shall represent the MPA. Subject to the direction of the Board of Directors, the chief executive officer shall control and supervise the management and direction of the business, property and affairs of the MPA. The President signs and negotiates all legal documents on behalf of the MPA. The President shall preside at all meetings of the membership and of the Board of Directors at which he/she may be present.

In the absence or disability of the President, or in case of an unfilled vacancy in that office, upon approval by the Board of Directors, the Vice President shall perform all duties and exercise the powers of the President. If this approval is not granted by the Board of Directors, then the Board of Directors shall appoint such other officer of the MPA Board as it deems fit.

**Section 5. Vice President.** The Vice-President shall have been either (i) an officer of the MPA or (ii) shall have been a Director for one (1) year. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other powers and duties as may be prescribed from time to time by the Board of Directors or delegated by the President.

**Section 6. Treasurer.** The Treasurer shall have been either (i) an officer of the MPA or (ii) shall have been a Director for one (1) year. The Treasurer shall have responsibility for the care and custody of the money, funds and any financial papers of the MPA. The Treasurer shall endorse for deposit or collection all checks, notes, drafts or instruments for the payment of money payable to the MPA and said deposits shall be made in a timely manner. The Treasurer shall cause to be kept accurate books of account of all monies received and paid on account of the MPA and said monies to be paid in a timely manner. Monthly budget reports are to be presented at each Board of Directors meeting. A year-to-date financial report shall be delivered at the annual meeting to all members in attendance.

Upon the Treasurer's death, resignation, retirement or removal from office, all books, papers, vouchers, money, records and other property of whatever kind in the Treasurer's possession or control and belonging to the MPA must be immediately returned to the

Board of Directors. The Board of Directors reserves the right to appoint any individual it deems qualified to audit the financial records of the MPA.

**Section 7. Clerk.** The Clerk shall keep accurate minutes of all Board of Directors meetings and any vote(s) of the membership, shall be the custodian of the books and records of the MPA, shall keep all minute books and records up-to-date and accurate, and shall perform all the duties commonly assigned to the office of Clerk. Upon the Clerk's death, resignation, retirement or removal from office, all books, records and other property of whatever kind in the Clerk's possession or control and belonging to the MPA must be immediately returned to the Board of Directors.

**Section 8. Assistant Clerk.** In the absence or disability of the Clerk, or in case of an unfilled vacancy in that office, the Assistant Clerk shall perform the duties and exercise the powers of the Clerk until such time as the vacancy is filled. The Assistant Clerk shall also assist the Clerk in whatever duties the Clerk shall assign.

**Section 9. Waiver of Qualifications.** At any meeting of the Board of Directors, if no individual is nominated or presents his or herself as a candidate for office, who meets all of the qualifications for said office, the Board of Directors may waive the MPA officer and director requirements by unanimous vote of the Board of Directors present at such meeting either by proxy or in person.

**Section 10. Board Advisor.** The Board Advisor may be the immediate past president of the MPA. The Board Advisor will have a non-voting role at any meetings.

The Board Advisor shall perform such duties and have such authority as, from time to time, may be delegated or as assigned by the Board of Directors.

**Section 11. Removal.** Any officer may be removed from office, with or without cause, by a 2/3 majority vote of the members in attendance at any duly called and held Special Meeting of the members, and not by proxy. Written notice, via electronic mail, of any such proposed action shall be provided on the agenda for the meeting of the Board and shall be provided to any officer under consideration for removal in accordance with the applicable notice requirements for such meeting. If an officer has been removed, with or without cause, such person shall not be permitted to serve as an officer of the MPA in any capacity for a period of one (1) year.

**Section 12. Resignation.** Any officer may resign by delivering or causing to be delivered to the President or the Clerk a written resignation which shall take effect as therein specified or, if not specified therein, upon receipt thereof by the President or the Clerk.

## **ARTICLE V** **BOARD OF DIRECTORS**

**Section 1. Powers of Directors.** The Board of Directors shall manage the business of the MPA. In the management and control of the business and affairs of the MPA, the Board of Directors may exercise all the powers of the MPA to the full extent permitted by law.

**Section 2. Number of Directors and Qualifications.** The elected officers shall appoint the directors at the first regular meeting of the Board of Directors following the annual meeting. The elected officers may appoint as many Directors as they shall deem

appropriate; however, a minimum of three (3) Directors shall be appointed by the elected officers. All members of the Board of Directors must be voting members of the MPA. The number of Directors may be increased or decreased at any time by a majority vote of the Board of Directors. Each Director shall serve until the first regular meeting of the Board of Directors following the next annual meeting or until his/her successor is duly chosen and qualified. Qualifications are deemed valid if fulfilled at time of nomination.

**Section 3. General.** The responsibility and titles of the Directors of the MPA may be changed, revised or amended at any time by the Board of Directors; however, no change in these By-Laws are necessary to reflect same. The following Directors may be appointed at the discretion of the Board of Directors and the list is not all inclusive:

**CLE Director.** The CLE Director shall be responsible for coordinating educational seminars and continuing legal education functions sponsored or co-sponsored by the MPA. The CLE Director shall oversee all practice section chairpersons.

**Membership Director.** The Membership Director shall be responsible for all membership matters, shall develop and present informational materials relating to the MPA and shall conduct membership drives. It shall be the primary responsibility of the Membership Director and or his/her designee to confirm membership qualifications for all new members and review new membership applications for volunteers wishing to contribute their time to the MPA. The Membership Director shall contact all non-renewing members to ascertain their reasons for non-renewal and report same back to the Board. The Membership Director shall also strive to recruit new and past members to join the MPA membership.

**NFPA Primary Representative.** MPA's NFPA Primary Representative shall be the Director of National Affairs and shall have full authority to vote on behalf of the MPA in that capacity and shall handle all correspondence with NFPA. The NFPA Primary Representative shall report to the Board of Directors on all such matters.

MPA's NFPA Secondary Representative shall be designated by the Board of Directors in the absence of the NFPA Primary Representative.

**Programs/Events Director.** It shall be the responsibility of the Program/Events Director to plan and coordinate all aspects of activities and events sponsored by the MPA, including, but not limited to, the annual meeting.

**Section 4. Duties of Directors.** Each of the Directors shall establish procedures for their respective positions.

**Section 5. Reports.** Each of the Director shall render such reports as directed by the Board of Directors.

**Section 6. Co-Directors.** No more than two persons may be appointed to fill each Director's position. Each Director so appointed shall be designated a Co-Director. Each Co-Director shall be entitled to one vote.

**Section 7. Voting.** Each Director serving a term in office, whether designated as an officer, Director or Co-Director, and irrespective of the number of Board positions in which any one Board member may be serving, may exercise one vote in any matter for which a vote of Directors has been called. Unless otherwise set-forth within these By-Laws, matters before the Board shall be determined upon the basis of the majority of

votes cast, whether in-person or by proxy. The President of MPA shall not vote on any issue brought before the Board of Directors, except in the event of a tie vote at which time the President shall cast his/her vote as a tie breaker.

**Section 8. Delegation of Authority of Directors.** The Board of Directors may at any time delegate the powers and duties of any Director to any other position on the Board or to a separate committee.

**Section 9. Evidence of Authority.** A Certificate by the Clerk as to any action taken by any Director of the MPA shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

Any action taken on behalf of the MPA by a Director of the MPA, which requires authorization by the Board of Directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors.

**Section 10. Ad Hoc Committees.** The Board of Directors may elect an ad hoc committee as the Board of Directors shall determine, but in no case shall exceed one-third total number of Board of Directors. The members of the ad hoc committee shall serve at the pleasure of the Board of Directors. If any member of the ad hoc committee shall cease to be a member of the Board of Director of the MPA for any reason, he/she shall forthwith cease to be a member of the ad hoc committee. All action taken by the ad hoc committee shall be subject to revision or alteration by the Board of Directors; provided that no rights or acts of third parties shall be affected by any such revision or alteration. The ad hoc committee shall fix its own rules of procedure, shall meet as provided by such rules or by resolution of the Board of Directors, and shall keep records of its actions and proceedings, which records shall be made available for examination by the Board of Directors at all times. A majority of the members of the ad hoc committee shall constitute a quorum.

**Section 11. Removal.** Any Director or Co-Director may be removed from office, with or without cause, by a 2/3 majority vote of the Board of Directors in attendance at such meeting and not by proxy. Any Director may be removed from the Board of Directors if said Director has failed to attend two consecutive meetings of the Board of Directors. Written notice, via electronic mail, of such removal shall be provided on the agenda for the Board meeting and given to said Board member, via electronic mail, being considered for removal. If a Director has been removed, with or without cause, that Director shall not be permitted to serve as an Director or Co-Director of the MPA for a period of one (1) year.

**Section 12. Resignation.** Any Director of the MPA may resign by delivering or causing to be delivered to the President or the Clerk a written resignation which shall take effect as therein specified.

**Section 13. Vacancies.** Vacancies in the Board of Directors may remain unfilled or may be filled by the Board in a manner provided by these By-Laws.

## **ARTICLE VI** **BOARD OF DIRECTORS MEETINGS**

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held at least six times a year in such place and at such time as the Board shall determine. The time and place of the regular meetings shall be made known to the membership and a notice of meeting and an agenda shall be sent to all Board members prior to the meeting.

**Section 2. Special Meetings.** Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors then in office. In such case at least two (2) days' written or oral notice shall be given to such Director, except as otherwise specifically stated herein. A general description of the business to be transacted and the specific purpose of any special meeting must be specified in any notice or waiver of notice of such meeting.

**Section 3. Remote Participation in Meetings.** If any or all members of the Board of Directors or of any committee elected or appointed by the Board of Directors participate in a meeting by means of a telephone or similar communication equipment in which all persons participating in the meeting can hear each other at the same time, then participation by such means shall constitute presence in person at a meeting. Any MPA member wishing to attend a Board of Directors meeting may submit a request to attend in writing via electronic mail or regular mail to the President or Clerk at least 24 hours before the meeting. The Board of Directors reserves the right to postpone such request if the Board's business makes such a postponement necessary. By motion of any Board member, any such request or invitation may be subject to approval by vote of the Board in accordance with Section 7 of this Article.

**Section 4. Minutes of Meetings.** Minutes of each meeting of the Board shall be taken by the Clerk or, if the Clerk is unable or not present, by the Assistant Clerk or by any Board member so directed by the President. A draft of the minutes should be sent to all Board members for review via electronic mail before the next Board meeting.

**Section 5. Quorum.** At all meetings of the Board of Directors, a majority of the Board of Directors then in office, whether in person or by proxy, will constitute a quorum for the transaction of business.

**Section 6. Proxies.** Any Board member entitled to vote at a meeting or to express consent without a meeting may authorize another person or persons to act for such member by proxy. Said proxies shall be in writing and/or sent by electronic mail and attached to the minutes of said meeting. Proxies are valid for a specific meeting only. Any one Board member may use only three (3) proxies during their respective term in office.

**Section 7. Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if ratified unanimously by the Board by written consent, sent via electronic mail, facsimile, or delivered in hand, setting forth the action so taken. The written consents shall be filed with the records of the meeting. Such consents shall be treated for all purposes as a vote at a meeting.

## **ARTICLE VII** **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The MPA shall, to the extent legally permissible, indemnify each of its Directors and officers and each person who shall serve or shall have served at its request as a Director or officer of another corporation or association (and the heirs, executors and administrators of such Director, officer or other person) against all expenses and liabilities which he/she has reasonably incurred in connection with or arising out of any actual or threatened action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a Director or officer of the MPA (whether or not he/she continues to be a Director or officer at the time of incurring such expenses or liabilities), such expenses and liabilities to include, but not be limited to, judgments, court costs, attorney's fees and the cost of reasonable settlements, provided no such



indemnification shall be made in relation to matters as to which such Director or officer shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the MPA.

In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Directors shall have been furnished with an opinion of counsel for the MPA to the effect that such settlement or compromise is in the best interests of the MPA and that such Director or officer does not appear not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the MPA, and if the Board of Directors shall have adopted a resolution approving such settlement or compromise.

The MPA may pay expenses incurred by such Director, officer or other person in defending a civil or criminal action, suit or proceeding; provided, however, that the MPA has first received an understanding from such Director, officer or other person, in form and content satisfactory to the Board of Directors, to repay to the MPA all such advance payments if upon final disposition to such action, suit or proceedings, he/she shall not be entitled to indemnification under this Article.

The foregoing right of indemnification shall not be exclusive of other rights to which any Director, officer or other MPA personnel may be entitled as a matter of law.

## **ARTICLE VIII** **FINANCIAL AFFAIRS**

**Section 1. Loans.** The MPA shall not make any loan of money or property to any member of the MPA and no loans shall be contracted on behalf of the MPA unless authorized by a written resolution of the entire Board of Directors then in office.

**Section 2. Contracts.** The Board of Directors, by a majority vote, shall authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the MPA. Such authority may be general or confined to a specific instance; and, unless so authorized by the Board of Directors, no Board member shall have any power or authority to bind the MPA by any contract or engagements for any purpose or to any amount.

**Section 3. Finances.** All checks, drafts, notes, bonds, and orders for the payment of money, shall be signed by either the Treasurer or the President upon approval, of either the amount and/or the service provided, by a majority of the Board of Directors then in office, except for checks under \$500.00 which may be signed by the Treasurer or President without Board approval.

**Section 4. Bond.** The Treasurer and President shall be provided a bond purchased by MPA, in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of the Treasurer and President.

If required by the Board of Directors, any other officer or Director shall be provided a bond purchased by MPA, in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors, for the faithful performance of their duties.

**ARTICLE IX**  
**ADMINISTRATIVE SERVICES**

The Board of Directors may contract with an individual or a management company to perform the administrative services of the MPA. The individual or the management company shall report directly to the President and be responsible for all such functions as the Board of Directors may specify and assign or as set forth in the contract.

**ARTICLE X**  
**PROVISIONS FOR DISSOLUTION**

Upon the effectiveness of any vote authorizing the liquidation or dissolution of the MPA, and upon the subsequent payment or provision for payment of all liabilities of MPA, any and all remaining assets shall be distributed in the manner determined by the Board of Directors and in accordance with the applicable provisions of the Articles of Organization, as amended.

**ARTICLE XI**  
**CODE OF ETHICS AND PROFESSIONAL RESPONSIBILITY**

NFPA's Model Code of Ethics and Professional Responsibility and Guidelines for Enforcement shall be the Ethics Code and Enforcement followed by the members of MPA, where there is no conflict between said actions and the By-Laws and Articles of Organization, as amended, of MPA. MPA will follow NFPA's Code and Enforcement procedures as may be in effect at the time of approval of these By-Laws and as amended from time to time by NFPA.

**ARTICLE XII**  
**AMENDMENTS, INTERPRETATION OF BY-LAWS**

**Section 1. Amendments.** These By-Laws may be altered, amended or repealed at any time by a 2/3 majority vote of the Board of Directors then in office at any regular or special meeting of the Board of Directors for which a written notice of the meeting has been given to each director before the meeting, subject to ratification by the majority of the members of the MPA present and voting at the next meeting of the members at which a quorum is present and for which similar notice has been furnished to each member. Notice of any change to the By-Laws shall be given to all members within fifteen (15) days after the Board's approval. Notice can be sent via electronic mail, regular mail or in the MPA newsletter. If such approval is not obtained at the next meeting of members, said amendment by the Board of Directors shall be considered repealed and of no further force or effect from and after the date of such meeting of members, and the By-Laws in effect before such amendment by the Board of Directors shall thereupon be effective.

**Section 2. Interpretation.** In the absence of specific direction in these By-Laws, Roberts Rules of Order, current edition, shall guide all matters.

These By-Laws shall take precedence over the MPA Procedures Manual and NFPA's Policy and Procedures; however those documents may be used for reference.

**Section 3. Rules and Regulations.** The Board of Directors may from time to time adopt such rules and regulations as it may deem advisable not inconsistent with these By-Laws or the Articles of Organization, as amended.

**ARTICLE XIII**  
**SEAL**

The seal of this MPA shall consist of a flat-faced circular die with the name of the MPA, the year of incorporation, and the word "Massachusetts" cut or engraved thereon and shall be kept in the possession of the Clerk.

**ARTICLE XIV**  
**SEVERABILITY**

Any determination that any provision of these By-Laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-Laws.

**Approved** – Sept. 11, 2002, Ratified – October, 2002

**Revised, Ratified and Approved** – October 2004

**Revised, Ratified and Approved** – October 2011