
NEW YORK CITY PARALEGAL ASSOCIATION - BYLAWS

INDEX TO AMENDED AND RESTATED BY-LAWS OF NEW YORK CITY PARALEGAL ASSOCIATION, INC.

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

ARTICLE 1 NAME AND CERTIFICATE OF INCORPORATION

Section 1.01. Name. The Name of NCYPA shall be: NEW YORK CITY PARALEGAL ASSOCIATION, INC. (hereinafter, "NYCPA").

Section 1.02. Certificate of Incorporation. The Certificate of Incorporation is hereby incorporated into and made a part of the By-laws.

ARTICLE 2 PURPOSES

Section 2.01. Purposes. NYCPA is formed for the purpose as follows:

- (a) To promote the development of the paralegal profession.
- (b) To establish and maintain high standards of ethical conduct by members of the association.
- (c) To encourage members to donate their time and services to local and national philanthropic endeavors.
- (d) To keep members abreast of case law that affects or may affect the paralegal profession.
- (e) To maintain mutually beneficial working relationships with local, state, and national bar associations and other paralegal associations.
- (f) To offer networking opportunities among New York paralegals.
- (g) To organize and conduct conferences, seminars and study groups to aid and supplement members' legal education.
- (h) To provide a forum for the exchange of viewpoints on matters of professional interest.

ARTICLE 3 MEMBERSHIP

Section 3.01. Right to Membership. The founding members of NYCPA may be admitted as Active Members by majority vote of those present at the membership meeting at which these Bylaws are adopted (each a "Founding Member"). Immediately after adoption by NYCPA of these By-laws and admission of initial members, only those persons who qualify for membership according to the provisions of these By-laws shall be eligible to become members. NYCPA has the sole authority and discretion to approve any membership -application. The Membership Committee ("Membership Committee") shall make determinations regarding whether to admit or

deny membership to an applicant, and shall be responsible for submitting recommendations regarding membership concerns to the Executive Board.

Section 3.02. Classes of Membership. There shall be five (5) classes of memberships:

- (a) Active Member
- (b) Student Member
- (c) Associate Member
- (d) Observer Member
- (e) International Member

Section 3.03. Active Member means a prospective member who currently resides or works under the jurisdiction of NYCPA and employed as a paralegal having a title of paralegal, legal assistant, nurse paralegal, paralegal assistant, legal support specialist, project coordinator, or paralegal supervisor or, if self-employed or employed under another title, having a significant number of duties and responsibilities normally associated with a paralegal position, and must meet the requirements set forth in any one of the following six (6) categories:

- (a) possesses a Bachelor's degree in paralegal studies;
- (b) possesses a Bachelor's degree or accepted equivalent, and a certificate from a paralegal training program;
- (c) possesses a Bachelor's degree or accepted equivalent, and at least one (1) year working experience in a paralegal capacity;
- (d) possesses an associate degree in paralegal studies and at least one (1) year working experience in a paralegal capacity;
- (e) possesses an associate degree and at least two (2) years working experience in a paralegal capacity;
- (f) possesses a high school diploma/GED, a certificate from a paralegal training program and at least three (3) years working experience in a paralegal capacity; or
- (g) possesses a high school diploma/GED and at least four (4) years working experience in a paralegal capacity.

Section 3.04. Student Member means a prospective member who is currently enrolled in a paralegal program or other related educational program in an accredited college or university, who does not meet the requirements to maintain the designation Active or Associate Member.

Student Members shall not be entitled to vote but shall have all of the other privileges of active membership.

Section 3.05. Associate Member means a prospective member who is currently resides or works under the jurisdiction of NYCPA as a paralegal, Paralegal Manager, unemployed paralegal, or Paralegal school graduate not qualifying for Active Membership. An Associate Member shall not be entitled to vote and shall have all of the other privileges of active membership.

Section 3.06. Observer Membership is open to anyone (i) who is doing a significant amount of legal work, regardless of job title and is located in any state of the United States of America except under the jurisdiction of NYCPA or (ii) anyone who resides under the jurisdiction of NYCPA, but doesn't work as a paralegal, Paralegal Manager, unemployed paralegal, Paralegal school student or Paralegal school graduate.

Section 3.07 Honorary Membership (To Be Defined in the future)

Section 3.08. International Membership is open to anyone doing a significant amount of legal work, regardless of job title and located in any place outside of the United States of America. The legal work can be paid or voluntary, full-time or part-time.

Section 3.09. Members in Good Standing. A member shall be considered in "Good Standing," irrespective of the Member's class of membership, when that member has paid in full all applicable membership dues currently owed. **Grace Period – 30 days**

Section 3.10. Application for Membership. In order to apply for membership according to one of the categories described in Sections 3.02 through and including Section 3.07 above, a prospective member must complete an application form available online from the NYCPA website and submit said form, together with the required fee, as determined by NYCPA. This fee shall be returned in the event that said membership application is not approved by NYCPA in 30 days or less. Any applicant for membership must satisfy NYCPA as to his/her interest and qualification. NYCPA has a right to request a proof of status (status refers to someone's eligibility). The membership enrollment period begins January 1 and ends December 31 in any given year, or such other period as designated by NYCPA.

Section 3.11. Rejection of Applicants. An application for any class of membership shall be rejected if:

- (a) The applicant has not met all requirements under a particular membership class as set forth in Section through 3.03 through 3.07;
- (b) The applicant has been convicted of a felony and is currently incarcerated or otherwise serving a criminal sentence; or

- (c) The applicant has been disbarred from the practice of law by any local, state or national bar association, or has been precluded from any other licensed profession after being accorded due process, for reasons reflecting poorly on the applicant's moral character or judgment.

Section 3.12. Members Qualified to Vote. Only Active Members in Good Standing shall be qualified to vote at membership meetings or upon other matters coming before the members for action. No Active Member who is delinquent in the payment of any dues or other assessments shall be qualified to vote.

Section 3.13. Membership Status. The adoption of these By-laws shall in no way affect the membership status of any Founding Member.

ARTICLE 4 MEETINGS

Section 4.01. Annual Meetings. An Annual Meeting of the members shall be held on or about the month of May of each year for the purpose of electing Executive Board Members and for the consideration of any matters deemed expedient by NYCPA and/or properly submitted by the members. Written notice stating the place, day and hour of the Annual Meeting of members shall be delivered, either personally, by facsimile or electronic transmission, or by U.S. Mail, to each member in Good Standing at his/her address as given on the records of NYCPA, not less than ten (10) nor more than fifty (50) days before the date of said meeting. Notwithstanding this notice requirement, failure to give proper notice alone shall not invalidate any actions taken at an Annual Meeting, absent bad faith by the party or parties responsible for such failure to give notice.

Section 4.02. Regular Meetings. Regular meetings of the membership shall be held semiannually at a date, time and place to be determined by the Executive Board Members. Written notice stating the date, time and place of regular meetings shall be delivered, either personally, by facsimile or electronic transmission, or by U.S. Mail, to each member in Good Standing at his/her address as given on the records of NYCPA, not less than ten (10) days before the date of such meeting. Notwithstanding this notice requirement, failure to give proper notice alone shall not invalidate any actions taken at a regular meeting, absent bad faith by the party or parties responsible for such failure to give notice.

Section 4.03. Special Meetings. Special meetings of the membership may be called by the President, a Quorum (as defined in Section 6.10, below) of the Executive Board, or by not less than one-fifth (1/5) of Active Members. Written notice of such meeting stating the date, time, place and purpose for which it has been called shall be delivered, either personally, by facsimile or electronic transmission, or by U.S. Mail, to each member in Good Standing at his/her address as given on the records of NYCPA, at least ten (10) days before such meeting, at which time only such business as specified in the notice shall be considered.

Section 4.04. Annual Executive Board Meeting. A meeting of the newly elected Executive Board shall be held not more than fourteen (14) days following the Annual Meeting of members for the purpose of installing newly elected officers. The Secretary of NYCPA shall give notice of this annual Executive Board meeting to each Executive Board Member personally, by facsimile or electronic transmission, at least five (5) days prior to such meeting.

Section 4.05. Regular Executive Board Meetings. Regular meetings of the Executive Board shall be called at the request of the President or any two (2) Executive Board Members for the purpose of approving membership meetings, activities or education programs, and for the transaction of such other business as may properly come before the Executive Board. Notice of regular meetings of the Executive Board shall be given to each Executive Board Member at least five (5) days prior to such meeting either personally, by facsimile or electronic transmission.

Notwithstanding this notice requirement, failure to give proper notice alone shall not invalidate any actions taken at a regular meeting, absent bad faith by the party or parties responsible for such failure to give notice.

Section 4.06. Special Executive Board Meetings. Special meetings of the Executive Board may be called by or at the request of the President or any two (2) Executive Board Members, at a time and place to be designated by the person or persons calling the special meeting. The Secretary shall give notice of special meetings of the Executive Board to each Executive Board Member, either personally, by facsimile or electronic transmission, at least two (2) days prior to such meeting.

ARTICLE 5 ELECTIONS

Section 5.01. Time and Method of Nominating. At the membership meeting at which these Bylaws are adopted, Active Members in Good Standing may vote to fill all Executive Board positions from the number present. For all subsequent elections, nominations for the total number of vacant positions on the Executive Board shall be accepted by the Secretary each year no later than ten (10) days prior to the scheduled Annual Meeting. Any member eligible to serve on the Executive Board may place his or her own name in nomination or may nominate any other eligible member at the Annual Meeting of NYCPA. No additional nominations shall be accepted after the close of the Annual Meeting.

Section 5.02. Time and Method of Election. Eligible members shall be elected to fill the available positions on the Executive Board each year at the Annual Meeting, and shall be chosen by anonymous ballot of the eligible voting members of NYCPA. Procedures for balloting shall be as follows:

- (a) The Vice President shall furnish a current membership list on the day of the election, and shall be responsible for distributing ballots to those members who are eligible to vote;
- (b) The names of the nominees shall appear on the ballot in alphabetical order.

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- (c) An Active Member whose name appears on the current membership list, as verified by the designated Executive Board Member at the Annual Meeting, may mark his/her ballot and the ballots of verified eligible voters for whom he/she has been authorized to vote by proxy, and deposit them in the ballot box in the presence of the designated Executive Board Member. An individual whose membership has been suspended because of nonpayment of dues, but whose outstanding dues are paid in full prior to the close of the polls, shall be eligible to vote. Any Active Member wishing to vote by proxy shall inform the designated Executive Board Member, in writing, prior to the actual balloting, and at that time, shall designate the person authorized to vote by proxy by giving a signed proxy letter to the designated Executive Board Member. Any Active Member wishing to vote by absentee ballot shall obtain such ballot from the designated Executive Board Member and return the completed ballot to the designated Executive Board Member no later than three (3) days prior to the election;
- (d) The poll shall be closed one-half hour after the commencement of voting, and the designated Executive Board Member shall appoint two (2) tellers to count the votes. Any ballot containing more votes than the number of Executive Board Memberships available shall be declared void and not counted;
- (e) The successful candidates shall be those individuals receiving a plurality of votes cast, and the results of the balloting shall be announced at the first subsequent regular Meeting. A successful candidate will be considered the candidate who receives the most votes for the position they are running for. In the event of a tie vote for a specific Executive Board position, the designated Executive Board Member shall immediately determine the choice by lot in the presence of at least five (5) witnesses, including the tellers and the tied candidates. However, if the designated Executive Board Member shall not succeed in communicating with a tied candidate, or if a tied candidate shall not attend the drawing of the lots after being notified of the hour and place of the drawing on the day specified, the results of the vote shall be valid despite the absence of the tied candidate;
- (f) Whenever an office has only one candidate, the presiding person can declare that the candidate is officially elected by unanimous consent or by acclamation, thus eliminating the need to include that office on the ballot;
- (g) The designated Executive Board Member shall immediately notify each elected candidate of the election results and shall give notice of the results at the first meeting of the new Executive Board, which shall be held within fourteen (14) days after the Annual Meeting. At that time, the Executive Board Members of NYCPA shall install the newly elected Officers to serve until their position is up for re-election. Any committee chairs may also be appointed at that time. Any person elected to a position on the Executive Board, but not appointed as an Officer, shall serve as an Executive Board Member at-large.

ARTICLE 6 EXECUTIVE BOARD

Section 6.01. Functions. The affairs of NYCPA shall be managed and controlled by the "Executive Board" as further defined in this Article 6.

Section 6.02. Executive Board. The Executive Board shall be elected by Active Members at the Annual Meeting, pursuant to Section 5 of these By-laws. The Executive Board may create an advisory "Board of Directors" and committees thereunder, as the Executive Board deems expedient for carrying out its purposes, and may create other roles as designated by the Executive Board from time to time. Such Board of Director and any other positions created by the Executive Board have no authority except as delegated by the Executive Board, which authority the Executive Board may revoke at any time.

Section 6.03. Eligibility. All Active Members of NYCPA as defined in Section 3.03 hereof, and only such Active Members, shall be eligible to serve as "Executive Board Members."

Section 6.04. Number. The number of Executive Board Members comprising the Executive Board shall be five (5) which number may be changed from time to time by a majority vote of the members eligible to vote, subject to the limitation that the Executive Board shall never be reduced to fewer than three (3) nor increased to more than five (5) Executive Board Members. In the event the number of Executive Board Members is increased as provided herein, the election of the additional Executive Board Member or Executive Board Members shall be by a majority vote of the members of NYCPA according to a procedure established by resolution of the Executive Board.

Section 6.05. Election. Notwithstanding Section 6.04 above, Executive Board Members shall be elected by the members of NYCPA in the manner described in Section 5 hereof.

Section 6.06. Term. Each Executive Board Member shall serve for a term of two (2) years, but no more than two (2) consecutive terms in the same position.

Section 6.07. Resignation. Any Executive Board Member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the President or Secretary of the NYCPA.

Section 6.08. Removal. Any Executive Board Member of NYCPA may be removed from office, with or without cause, by the affirmative vote of a majority of the Active Members of NYCPA present at any regular or special meeting of the members. Any Executive Board Member whose removal is proposed shall be entitled to at least ten (10) days' notice in writing before the meeting of the Active Members at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the members at such meeting. Except as described in the immediately succeeding paragraph, a majority of the Executive Board Members currently in office, or a removal petition signed by either fifteen (15) Active Members in Good Standing or

25% of Active Members in Good Standing (whichever is less), shall be required to bring a removal matter before the membership at the next regular or special meeting.

Any Executive Board Member of NYCPA except the President who, due to relocation, is not eligible to serve on the Executive Board as defined in Section 6.03, should give advance notice to the Executive Board of NYCPA and return all records (paper and electronic) for their office to the President or Secretary of NYCPA in thirty (30) days following the notice. The President who due to relocation, is not eligible to serve on the Executive Board as defined in Section 6.03, shall become an Immediate Past President as further defined in Section 7.06.

Any Executive Board Member absent without notice for two (2) regular meetings of the Executive Board within a fiscal year may be subject to removal by three-fourths (3/4) vote of the remaining Executive Board Members. A majority of the Executive Board Members shall appoint another qualified person to fill the vacancy for the balance of the term, and the person so appointed shall hold said office and serve in such capacity until the next election.

Section 6.09. Creation of Positions. For the avoidance of doubt, the Board of Directors, including committee chairs and coordinators may be created at the discretion of the Executive Board. Therefore, the Executive Board may also establish such procedures as it sees fit for the appointment and removal of Board of Director positions.

Section 6.10. Vacancies. In the event any Executive Board Member's position becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Executive Board shall appoint a person to fill such vacancy, and the person so appointed shall hold said office and serve in such capacity until the next election or a special meeting as specified in Section 6.03.

Section 6.11. Quorum. A "Quorum" of the Executive Board at any meeting of the Executive Board means a simple majority of the Executive Board Members then occupying office.

Section 6.12. Powers. All the corporate powers, except as otherwise provided herein or by law, shall be vested in and shall be exercised by the Executive Board.

Section 6.13. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Executive Board or of any committee thereof may be taken without a meeting, if prior to such action a written consent is signed by all members of the Executive Board or such committee, and such written consent is filed with the minutes of proceedings of the Executive Board or the committee.

Section 6.14. Participation in Meetings by Means of Conference or Other Similar Communications Equipment. An Executive Board Member may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which Executive Board Members participating may simultaneously hear or view the communication during the meeting. A vote of the Executive Board taken by electronic means, paper ballot or unanimous written consent shall be of the same force and effect as if adopted at a

meeting of the Executive Board held, upon due notice, on such date. An Executive Board Member participating in such a meeting by this means is deemed to be present in person at the meeting.

Section 6.15. Interim Delegation of Authority. In case of absence of any Executive Board Member, or for any other reason that the Executive Board may deem sufficient, the Executive Board may temporarily delegate the powers or duties of such Executive Board Member to any other Executive Board Member, for the time being, provided that the entire Executive Board concurs therein.

ARTICLE 7 EXECUTIVE BOARD POSITIONS

Section 7.01. Executive Board/Officers. The officer positions of NYCPA shall be as follows: a President, a Vice President, a Secretary and a Treasurer (each an "Officer"). No Officer shall hold more than one elected office at any one time. All Officers shall also serve as Executive Board Members. If circumstances were to change, the officer can finish their term as long as they are a member in good standing.

Section 7.02. President. The President shall be the executive officer of NYCPA. The duties of the President shall include presiding over all meetings of the Executive Board and present members, exercising general charge and supervision of the affairs of NYCPA, being responsible for the transfer of corporate files from outgoing Officers and committee chairmen to their respective successors, and doing and performing such other duties as may be required by these By-laws or as may be assigned by the Executive Board.

Section 7.03. Vice President. The duties of the Vice President shall include serving as Chairperson of the Membership Committee, and shall also include, in the absence or disability of the President, the performance of all duties and the exercise of all powers incumbent upon the President. The Vice President also may be asked to perform such other duties as may be prescribed by the President or by the Executive Board. The duties of the Vice President shall include maintaining a current roster of all membership classes which is supplied to NFPA Headquarters, as required, reviewing all membership applications for approval for membership.

Section 7.04. Secretary. The duties of the Secretary shall include serving as the Chairperson of the Bylaws Committee, maintaining the corporate records and the minute book of NYCPA, and attending all of the meetings of the Executive Board and members of NYCPA provided, however, that if the Secretary's absence at a meeting is unavoidable, an alternative Executive Board Member of NYCPA shall record the proceedings of that meeting. The duties of the Secretary shall also include keeping, or causing to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, the giving and serving of all notices of NYCPA, and the filing and caretaking of all papers and documents belonging to NYCPA. The duties of the Secretary also shall include gathering the nominations and overseeing the election process during the Annual Meeting.

Section 7.05. Treasurer. The duties of the Treasurer shall include maintaining correct and complete records of account, and showing accurately at all times the financial condition of NYCPA. The duties of the Treasurer shall also include serving as legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of NYCPA, depositing all funds of NYCPA into some reliable bank or other depository to be designated by the Executive Board and kept in the name of NYCPA, and furnishing, whenever requested by the Executive Board, a statement of financial condition for the NYCPA which shall be attached to the official minutes of the meeting at which the statement was requested. The duties of the Treasurer shall also include being a signatory on all bank accounts and, as such, the Treasurer shall have the authority to withdraw funds and/or close said accounts. The Treasurer shall serve as chair of any finance-related committee created by the Executive Board, and also may be asked to perform such other duties as may be required by these By-laws or as may be prescribed by the President or the Executive Board.

Section 7.06. Immediate Past President, The honorary position of Immediate Past President shall be automatically filled by the individual who completed the previous administrative term as President. The Immediate Past President may vote at Executive Board meetings only for the purposes of breaking a tie. Other than voting on issues before the Executive Board when the vote would otherwise be a tie, the Immediate Past President shall be an advisory position only, and the holder of the position shall have no authority to conduct business on behalf of NYCPA. The position is intended to encourage continuity between administrations. For the avoidance of doubt, the position of Immediate Past President is not counted toward Quorum, nor does it modify the number of positions of the Executive Board. If the outgoing President is unable to serve as Immediate Past President, then the position shall remain vacant until the following term.

ARTICLE 8 FINANCES

Section 8.01. Fiscal Year. The fiscal year of NYC PA shall begin on May 1 and end on April 30 of the next year. This may be changed, upon recommendation of the Executive Board and vote of the membership, at any Annual Meeting.

Section 8.02. Dues. Payment of prescribed dues for each class of membership is valid for a period of one (1) year from the date a prospective member joins. Dues of NYCPA may be changed upon recommendation of the Treasurer and vote of the membership at any Annual Meeting.

Section 8.03. Payment of Dues. Dues of existing members shall be payable on the date membership is up for renewal. Dues for candidates applying for membership shall be payable upon application as set forth in Section 3.07 of these By-laws. Late fees may be assessed to any member who fails to renew by the prescribed deadline.

Section 8.04. Failure to Pay Dues. Members failing to pay dues one month after their membership has expired and after receiving due notice from the Treasurer or any other Executive Board Officer, shall be suspended from membership. Members deemed to be suspended because of failure to pay dues shall not be entitled to vote at any meeting nor receive a ballot to vote in

any election. Suspended members may be reinstated at any time upon payment of the current year's dues and may incur a reinstatement fee.

Section 8.05. Surety Bond. The Treasurer shall be required to furnish a performance bond. NYCPA shall be responsible for any and all expenses related to such bond.

Section 8.06. Certain Expenditures. The signature of both the Treasurer and the President shall be required to authorize any expenditure that exceeds \$500. A majority vote of the full Executive Board shall be required to authorize all expenditures.

ARTICLE 9 QUORUM

Section 9. 01. Meetings of NYCPA. Except as otherwise required by NYS law or these By-laws, the presence of the greater of (i) 15 members or (ii) 10% of Active Members of NYCPA shall constitute a quorum for the transaction of business at all meetings, whether annual, regular or special. Affirmative vote by a majority of members eligible to vote and present in person or by proxy, or who have properly submitted absentee ballots in the case of elections, shall decide any question brought before a meeting.

ARTICLE 10 AMENDMENTS

Section 10.01. Amending the By-laws. These By-laws may be amended, repealed or altered, in whole or in part, at a duly convened meeting of the Board of Directors of NYCPA, provided that notice of the content of the proposed amendment has been stated in the call for the meeting and delivered to all members of NYCPA at least fifteen (15) days prior to said meeting.

Section 10.02. Method of Proposing an Amendment. An amendment to these By-laws may be proposed by any member in Good Standing and shall be submitted to the Secretary of NYCPA, in writing, at least forty (40) days prior to the date of the meeting at which it is to be considered. The proposed amendment shall be included in the meeting notice and delivered to all members of NYCPA at least ten (10) days prior to said meeting.

Section 10.03. Effective Date of Amendment. The effective date of an amendment of these Bylaws shall be fixed by the members present at the meeting at which such amendment is adopted.

ARTICLE 11 CODE OF ETHICS AND PROFESSIONAL RESPONSIBILITY

Section 11.01. NFPA Model Code. National Federation of Paralegal Associations, Inc.'s Model Code of Ethics and Professional Responsibility and Guidelines for Enforcement shall be the Ethics Code and Enforcement followed by the members of NYCPA, where there is no conflict between said actions and the By-laws and Articles of Incorporation of this Corporation. NYCPA will follow NFPA's Code and Enforcement procedures that are in place at the time of approval of these By-laws.

ARTICLE 12 ROBERT'S RULES OF ORDER NEWLY REVISED

Section 12.01. Robert's Rules. Robert's Rules of Order Newly Revised shall be the parliamentary authority where applicable and where there is no conflict between said rules and the By-laws and Articles of Incorporation of this Corporation. A copy shall be maintained by the current Secretary of NYCPA for reference.

ARTICLE 13 CONFLICT RESOLUTION PANEL

Section 13.01. Submission of Conflicts. Conflicts between or among members, Executive Board Members, or between Executive Board Members and any other member or members, relating to the governance and conduct of NYCPA, including any disagreements as to the interpretation of the provisions of the Certificate of Incorporation or these By-laws, shall be submitted to the Conflict Resolution Panel. Conflicting parties should first attempt to resolve their disputes through reasonable discussion. If this does not result in a mutually agreeable outcome, then any member may submit a matter for resolution, at which time the Conflict Resolution Panel shall decide whether or not a particular matter has been properly brought before it. The Conflict Resolution Panel may not actively bring a matter before itself unless such matter has been submitted by a member. If a member of the Conflict Resolution Panel wishes to submit a matter on his or her own behalf, he or she shall first recuse him or herself from panel membership during the period in which the matter is being considered.

Section 13.02. Hearings. The Conflict Resolution Panel shall be comprised of an odd number of members to be designated by the Executive Board, but not less than three (3) nor more than five (5) members, which members shall be chosen by random lot of volunteer Active Members at each Annual Meeting to serve for one-year terms. If at any point either through resignation, absence, or recusal the Conflict Resolution Panel falls below three members or is an even number of members, the remaining members may select an additional volunteer member or members as necessary to reach an odd number of at least three (3) panel members. The Conflict Resolution Panel shall hold hearings on disputes properly brought before it, giving equal opportunity to all disputing and directly interested parties to present arguments, and shall rule on each dispute separately. The Conflict Resolution Panel's rulings shall be final and binding on the disputing parties.