

## BYLAWS

of the

### NORTH CAROLINA BAR ASSOCIATION

#### ARTICLE 1.

##### NAME AND PURPOSES

Article 1.1 Name. The name of this corporation is the NORTH CAROLINA BAR ASSOCIATION (the “Association”).

Article 1.2 Purposes. The purposes for which the Association was formed, and for which it continued voluntarily by lawyers who join together by mutual consent, which purposes are also contained in Article 3 of the Association’s restated Charter, are to promote and improve the administration of justice in North Carolina; to foster and encourage law reform when in the public interest; to advance the science of jurisprudence in all its aspects; to improve the standards of service of the Bar to the general public; to foster, protect, and promote the common professional interest of the lawyer; to provide a means of organization through which its members may pursue these and such other objectives as may be common to them as members of a learned profession; PROVIDED, however, that all policies and activities of the Association shall be consistent with all applicable tax exemption requirements, including that no part of the net earnings of the Association shall inure to the benefit of any member or other specific or private individual, nor shall any substantial part of the Associations activities consist of carrying on propaganda or otherwise attempting to influence legislation; and PROVIDED, FURTHER, that all policies and activities of the Association shall be consistent with all applicable antitrust, trade regulations and other legal requirements.

#### ARTICLE 2.

##### MEMBERSHIP

Article 2.1 Classes. There shall be six classes of membership in the Association: (1) Regular members, (2) Sustaining members, (3) Members

Emeritus, (4) Associate members, (5) Law Student members, and (6) Affiliate members. The only voting members are regular members, sustaining members and members emeritus.

Article 2.2 Regular members. A person who is (1) a lawyer duly licensed to practice law in this or any other state in the United States and residing or practicing law in this State, or (2) a lawyer duly licensed to practice law in North Carolina and residing outside of the State, or (3) the Judge of a Court of the State of North Carolina of the United States, duly licensed to practice law in North Carolina or any other state, and residing in this State, or (4) a teacher in any regularly organized and accredited law school in this State who is duly licensed to practice law in North Carolina or in any other State and residing in North Carolina, may apply for membership in this Association by complying with the provisions hereinafter set forth.

Article 2.2.1 Positional Members. A positional membership is a membership paid for by a State government agency. A positional membership is assigned by the employing State entity to a specific designated full time employee position. A State entity may not assign a positional membership to a full time employee who is not a member in good standing of the NC State Bar or licensed in any other state. The membership remains attached to the State entity regardless of who occupies the position. A positional membership does not belong to the individual occupying the position.

A positional membership qualifies for Regular Member status for purposes of determining the benefits and rights of the individual assigned to the positional membership slot. Accordingly, an individual assigned to a positional membership may fully participate in Association activities.

It is the responsibility of both the person occupying the positional member slot and the employing State entity to notify the Association if the person occupying the slot changes. A positional membership is not transferable to another State agency.

For purposes of these Bylaws, government agency means: agency, authority, board, commission, council, department, office, institution, constitutional office of the State, the General Assembly, universities, community

colleges, the judiciary, the Administrative Office of the Courts, including district attorneys and public defenders.

Article 2.3 Sustaining Members. A lawyer who otherwise qualifies as a regular member, and who supports the work of the Association through the payment of the sustaining dues established by the Board of Governors shall be a sustaining member. A sustaining member shall have the same responsibilities, rights and privileges as a regular member.

Article 2.4 Members Emeritus. A member who has reached the age of seventy (70) and who has been a member of the Association continuously for twenty-five (25) years or more, upon application to and verification by the Executive Director, may become a member emeritus and shall not thereafter be required to pay annual dues. A member emeritus shall have the same responsibilities, rights and privileges as a regular member.

Article 2.5 Associate Members. A lawyer who would qualify as a regular member but for the fact that he or she does not reside in North Carolina and is not duly licensed to practice law in North Carolina may apply for associate membership in the Association by complying with the provisions hereinafter set forth. The dues for the associate member in the Association shall be equal to those charged to regular members of the Association. Associate members of the Association shall not be eligible to hold office in the Association, shall not be able to vote as a member of the Association and shall not be eligible to participate in the insurance programs of the Association. Associate members shall be eligible to enjoy all other privileges of a regular member.

Article 2.5.1 International Members. International members, those lawyers licensed outside of the United States who may or may not be living in North Carolina, qualify for Associate Member status if sponsored by an attorney who is a Regular Member in good standing in the Association. A separate attorney sponsor form must accompany membership application.

Article 2.6 Law Student Membership. A law student enrolled and in good standing in any regularly organized and accredited law school may apply for law student membership in the Association by complying with the provisions hereinafter set forth. Law student members of the Association shall not be eligible to hold office in the Association, shall not be eligible to vote as members

of the Association, and shall be eligible to enjoy only those privileges of Association membership as may be determined time to time by the Board of Governors. Once a student graduates or ceases to be in good standing at the law school, he or she shall cease to be a member of the Association. Application for membership shall thereafter be made as provide in Article 2.7.

Article 2.7 Application for and Election to Membership. A person desiring membership in the Association shall submit an application to the Executive Director upon the form prescribed by the Association. The Executive Director shall review the application and investigate the qualifications of the applicant. If the applicant meets the requirements of this Article 2, the Executive Director shall approve the application, and shall so notify the applicant. The Executive Director shall inform the Board of Governors at its next meeting of all actions taken with regard to all applications received or acted upon since its last meeting. No person otherwise eligible for membership in the Association shall be denied membership because of race, creed, color, sex, or national origin. After failing to pay dues thereafter for a period of four (4) months, and upon proper written notification that dues are in arrears, specific benefits as may be designated hereafter by the Board, will be discontinued until said dues are paid and current. A dues reminder will be considered as meeting the proper written notification requirements.

Article 2.8 Dues. The amounts of the dues for membership shall be prescribed by the Board of Governors, subject to the approval of the majority of the members of the Association present at the session of the Annual Meeting of the Association at which a vote is taken on the matter.

Article 2.9 Nonpayment of Dues. If any member shall fail to pay his or her Association dues for a period of seven (7) months from July 1, that person shall thereupon cease to be a member of the Association, and may not be reinstated to membership except by making new application as provided in Article 2.7. After failing to pay dues thereafter for a period of four (4) months, and upon proper written notification that dues are in arrears, specific benefits as may be designated hereafter by the Board, will be discontinued until said dues are paid and current. A dues reminder will be considered as meeting the proper written notification requirements.

Article 2.10 Expulsion from the Association. Any member may be expelled from the Association for moral undesirability, disbarment or conduct to the prejudice of the legal profession by two-thirds vote of the Board of Governors at any regular meeting, or at any special meeting called for that purpose. A member so expelled by vote of the Board of Governors may appeal to the Annual Meeting of the Association but shall be reinstated, however, only upon a two-thirds vote of the members present at the Annual Meeting of the Association at which a vote is taken on the matter. No refunds of dues shall be made.

Article 2.11 Resignation. Any member may resign from the Association at any time by notice in writing to the Executive Director. Upon the receipt by the Executive Director of such notice of resignation, the membership of the person giving such notice shall terminate. No refunds shall be made.

## ARTICLE 2A.

### AFFILIATE MEMBERS

Article 2A.1 Affiliate Members. The Board of Governors, by resolution passed by a majority of the Board's members present and voting at a duly called meeting, may establish, from time to time, one or more affiliate categories for participation by non-lawyers with the Association. The criteria for a joinder by a non-lawyer in an affiliate category established by the Board shall be set at the time the affiliate category is established and the criteria may be different for each category. Once an affiliate category is established, the Board, on advice from the Executive Director as provided in Article 2A.2, may permit a non-lawyer who meets the criteria of an affiliate category to affiliate with the Association in such category. Any non-lawyer who is granted an affiliate status in the Association shall hold such status at the pleasure of the Board of Governors and that person's affiliate status may be terminated by the Board at any time and for any reason other than race, creed, disability, sex or national origin.

Any Section, Committee or Division of the Association in existence as of the date of this Resolution also may permit a non-lawyer to affiliate or associate therewith (both terms being synonymous). An existing Section, Committee or Division desiring to establish an affiliate status shall do so through action of its governing body (*i.e.*, a Section's Council) by resolution passed by a majority vote of the members present and voting at a duly called meeting of such governing

body. With respect to any Section, Committee or Division formed after the date of this Resolution, any non-lawyer who affiliates with the Association may affiliate with such Section, Committee or Division upon meeting the criteria for affiliation therewith. The criteria for application with any Section, Committee or Division shall be established by the Section's, Committee's or Division's governing body, subject, however, to prior approval by the Board of Governors. Unless otherwise required by the Board, affiliation with the Association is not a prerequisite for affiliation with a Section, Committee or Division, but all Section, Committee and Division affiliations shall be subject to these Bylaws and all rules, criteria, guidelines and pronouncements of the Association. In addition, all Section, Committee and Division affiliations shall be held at the pleasure of the Board of Governors and may be terminated by the Board at any time and for any reason other than race, creed, disability, sex or national origin.

Article 2A.2 Application for Affiliate Status. A non-lawyer desiring to affiliate with the Association shall submit an application to the Executive Director upon a form prescribed by the Board of Governors. The Executive Director, with the assistance of a committee designated by the President of the Association, shall review the application and investigate the qualifications of the applicant. If the applicant meets the requirements of this Article 2A and any other applicable requirements established from time to time by the Board, the Executive Director shall notify the Board of Governors at its next meeting and the Board of Governors shall act upon such application. The Executive Director shall notify the applicant of the Board's action as soon as reasonably possible thereafter. The Board of Governors may deny a person's application for any reason other than race, creed, disability, sex, or national origin.

A non-lawyer desiring to affiliate with a Section, Committee or Division shall follow the application process established by such Section, Committee or Division, provided, however, no Section, Committee or Division shall deny affiliation on the basis of race, creed, disability, sex or national origin.

Article 2A.3 Vote. No person that holds an affiliate status in the Association shall be entitled to vote on any matter in the Association on which a vote is required or permitted by the Association's restated Charter or these Bylaws. A person that holds an affiliate status in any of the Association's Sections, Committees and Divisions may not vote on any matter in those Sections, Committees or Divisions on which a vote is required or permitted by

the rules, bylaws or other laws governing their affairs, unless such rules, bylaws or other laws expressly permit a person that holds an affiliate status to vote.

Article 2A.4 Participation in Affairs. A person that holds an affiliate status in the Association: (a) may not serve as a member of the Board of Governors; (b) may not serve as President of the Association; (c) may not serve as President-Elect of the Association; and (d) may not otherwise serve as an officer of the Association. A person that holds an affiliate status in any of the Association's Sections, Committees or Divisions may not hold an elected or an appointed office therein, unless the rules, bylaws, or other laws that govern the affairs of those Sections, Committees or Divisions expressly permit a person that holds an affiliate status to hold an elected or appointed office. Except as limited in this Article 2A.4 and as otherwise limited or prohibited by the Association's restated Charter, governing the affairs of a Committee, or any rules, criteria, guidelines or pronouncements promulgated or approved by the Association or the Board of Governors or to which the Association is subject, whether governmental, quasi-governmental or private, and provided the Association's tax exempt status is not jeopardized or otherwise threatened, a person that holds an affiliate status in the Association shall be entitled to participate in all of the affairs, activities and programs of the Association and a person that holds affiliate status in a Section, Committee or Division shall be entitled to participate in all of the affairs, activities and programs of any Section, Committee or Division in which such person holds an affiliate status.

Article 2A.5 Advertising. The Board of Governors shall, from time to time, promulgate written rules relating to the extent and manner in which a person holding an affiliate status in the Association, its Sections, Committees or Divisions may market, advertise or otherwise publicize such affiliation. Except as allowed by such rules, a person holding affiliate status in the Association, its Sections, Committees or Divisions shall not, in any manner or through any medium, either directly or indirectly, market, advertise or otherwise publicize such affiliation or permit such affiliation to be marketed, advertised or otherwise publicized by another person or entity.

Article 2A.6 Dues. The Board of Governors shall prescribe the amount of dues for affiliation with the Association and any of its Sections, Committees and Divisions.

Article 2A.7 Nonpayment of Dues. If any affiliate shall fail to pay his or her Association dues for a period of seven (7) months from July 1, that person's affiliate status in the Association shall automatically terminate and may not be reinstated except by making new application as provided in Article 2A.2. After failing to pay dues for a period of four (4) months, and upon proper written notification that dues are in arrears, specific benefits afforded by affiliate status will be discontinued until said dues are paid and current. A dues reminder will be considered as meeting any written notification requirements.

The rules applicable for non-payment of Section, Committee or Division dues by lawyer members thereof shall be applicable to those persons who hold an affiliate status in a Section, Committee or Division.

Article 2A.8 Resignation. Any affiliate may resign from the Association, a Section, Committee or Division at any time by notice in writing to the Executive Director. Upon the receipt by the Executive Director of such notice of resignation, the affiliate status of the person giving such notice shall terminate. No refunds of dues shall be made.

## ARTICLE 3.

### BOARD OF GOVERNORS

Article 3.1 Composition. The Board of Governors shall consist of twenty-one (21) members of the Association elected by the membership of the Association as hereinafter provided and the following eleven ex-officio members:

President  
President-Elect  
Immediate Past President  
Six Vice Presidents  
Chair of the Young Lawyers Division  
Chair of the Senior Lawyers Division

In order to provide continuity in the Board of Governors, the terms of the twenty-one (21) members shall be staggered so that seven members are elected each year. At least one (1) of the seven (7) members elected each year shall be a member not over the age of 36 at the time of election. By virtue of one-year

terms, nine (9) of the ex-officio members will change each year as well; the remaining two, each being vice presidents as provided for hereinafter, shall serve for terms which are staggered, with one such position being filled each year.

Article 3.2 Elections; Nominations; Non-Attendance. At each Annual Meeting of the Association seven (7) members of the Association in good standing shall be elected to serve three-year terms as members of the Board of Governors and a member shall be elected to fill the unexpired term of each existing vacancy. The election of these members shall be by voice vote of the membership of the Association; provided however on motion from the floor, duly seconded and carried, such members shall be elected by written ballot. Board members shall serve their term until death, resignation, removal or until their successors are elected. All nominations for vacancies in the Board shall be for the unexpired term of such office. Nominations for election to membership on the Board of Governors are to be made as provided in Article 8.3. If any elected member shall be absent for any three regular meetings of the Board (not including the organizational meeting immediately following the adjournment of the Annual Meeting of the Association at which the member is elected), the Board may, at any regular meeting upon due notice and hearing, determine the reasonableness of such absences and, by at least a two-thirds vote of the membership of the Board, may declare a vacancy in such office.

Article 3.3 Powers. The Board of Governors shall be the governing body of the Association and shall manage its affairs, and its actions shall be subject only to a majority vote of the members of the Association present at the session of the Annual Meeting of the Association at which a vote is taken on the matter.

Article 3.4 Quorum. At any regular or special meeting of the Board of Governors, a majority of the members of the Board including at least three members of the Executive Committee shall constitute a quorum. Unless otherwise specified, action at a meeting of the Board of Governors shall be by a majority of the quorum. All members of the Board, including ex-officio members, have the right to vote.

Article 3.5 Regular Meetings. The Board of Governors shall hold the following five regular meetings during each fiscal year of the Association.

(a) Organizational Meeting. An organizational meeting immediately

following adjournment of the Annual Meeting of the Association;

(b) Fall Meeting. A fall meeting during the months of September, October or November;

(c) Winter Meeting. A winter meeting during the months of January or February;

(d) Spring Meeting. A spring meeting during the months of March, April or May; and

(e) Final Meeting. A meeting immediately preceding the convening of the Annual Meeting of the Association.

During any fiscal year in which the General Assembly of North Carolina shall convene for its long session, the winter meeting shall be held during the initial stages of such session. The exact dates and times of such regular meetings shall be determined by the President.

Article 3.6 Special Meetings. Special meetings of the Board of Governors shall be held at any time at the call of the President, the President-Elect, or any five members of the Board.

Article 3.7 Notice of Meetings. All meetings of the Board of Governors, except the annual organizational meeting, shall be upon not less than ten (10) days notice by mail.

Article 3.8 Place of Meetings. The annual organizational meeting of the Board of Governors and the meeting immediately preceding the Annual Meeting shall be held at the same places as the Annual Meetings of the Association. All other meetings shall be held at such places and times as the President or President-Elect may designate.

Article 3.9 Vacancies. Any vacancy in the membership of the Board of Governors, except for ex-officio members, may be filled by the Board of Governors until the regular election of members to the Board of Governors at the next Annual Meeting of the Association, at which time such office, whether or not previously filled by the Board of Governors, shall be filled for any unexpired term of such office by the membership of the Association.

Article 3.10 Presumption of Assent. A member of the Board of Governors who is present at a meeting of the Board of Governors at which action on any matter is taken shall be presumed to have assented to the action taken unless that member's contrary vote is recorded or that member's dissent is otherwise entered in the minutes of the meeting, or unless that member shall file a written dissent to such action with the person acting as the chair of the meeting before the adjournment thereof. The right to file a written dissent shall not apply to a member who voted in favor of such action.

## ARTICLE 4.

### MEETINGS OF THE ASSOCIATION

Article 4.1 Annual Meeting. The Association shall meet annually at such time and place as the Board of Governors may select. Notice thereof shall be given as may be determined by the Board of Governors or, in the absence of such determination, the President.

Article 4.2 Special Meetings. Special meetings may be called at any time by the President, the Board of Governors or the Executive Committee, upon not less than twenty days written notice, and shall be called upon the written request of not less than one hundred members, upon like notice. At a Special meeting, no business shall be transacted except such as may be specified in the call and summarized in the notice of the meeting.

Article 4.3 Quorum. Those members present at any session of any Annual or Special meeting constitute a quorum.

Article 4.4 Speeches from the Floor. No member shall be permitted to speak more than twice on any subject, and in debate no speech shall exceed five minutes in length unless a majority of those present consent thereto.

Article 4.5 Agenda at Annual Meeting. The agenda at each Annual Meeting shall include the items listed below. Changes in the agenda, including the right to limit or specify the Committee reports to be made, may be made in the discretion of the President, unless otherwise limited by the Board of Governors.

Call to Order  
Report of Nominations Committee  
Report of Resolutions Committee  
Report of Charter & Bylaws Committee  
    Announcement of Past Presidents' Proposed Nominee for President-Elect  
Miscellaneous Business  
Election of Members of the Board of Governors  
Election of Vice Presidents  
Election of President-Elect  
Adjournment

## ARTICLE 5.

### THE OFFICERS OF THE ASSOCIATION

Article 5.1 Designation. The officers of the Association shall be the President, the President-Elect, the Immediate Past President, Six Vice Presidents, the Executive Director, the Secretary and the Treasurer, all of whom shall be members of the Association in good standing.

Article 5.2 Nomination. The officers of the Association shall be nominated as follows:

(a) President-Elect. All Past Presidents of this Association shall constitute a special Committee, whose duty it shall be to nominate at each Annual Meeting a suitable member of the Association for election as President-Elect of the Association. Any member of the Association shall have the right to recommend in writing to this Committee the name of a qualified member for its consideration in selecting such proposed nominee. The President and the President-Elect shall be ex-officio members of this Committee. The Immediate Past President shall be Chair of this Committee, and it shall be his or her duty to convene this Committee at least thirty (30) days prior to the first day of each Annual meeting for the purpose of selecting its nominee for the office of President-Elect. In the event of the death, absence, resignation or disability of the Immediate Past President, the President shall act as Chair of this Committee. The members of the Association shall not be limited at an Annual Meeting to voting only with respect to the member nominated by this special Committee for the office of President-Elect, and nominations of other members for such office may

be made from the floor. The President or his designee shall announce at the first business session of each Annual Meeting the name of the member of the Association which this Committee proposes to nominate for election as President-Elect, and also that further nominations for such office may be made from the floor at the time of the election of officers.

(b) Vice Presidents. There shall be a total of six vice presidents nominated by the Nominations Committee as provided in Article 8.3. Three vice presidents shall, at the time of their election, be judges of the state or federal courts residing in the State of North Carolina and shall serve one-year terms. One vice president shall, at the time of his or her election, be a member of the faculty or administration of a law school located within the State of North Carolina and shall serve a one-year term. Two vice presidents shall be members of the Association and shall serve staggered two-year terms.

(c) Secretary, Treasurer and Executive Director. The Secretary and Treasurer, who shall be the Executive Director, shall be elected by the Board of Governors at its meeting immediately following each Annual Meeting of the Association.

Article 5.3 Election and Term. The officers of the Association shall be elected and hold office as follows:

(a) President-Elect and Vice Presidents. The President-Elect and the Vice Presidents shall be elected by one vote of the membership of the Association at each Annual Meeting for one-year terms; provided, however, on motion from the floor, duly seconded and carried, such officers shall be elected by written ballot. Each officer shall hold office until his or her death, resignation, removal or until his or her successor is elected and assumes office.

(b) President. The President-Elect shall automatically without further vote become President of the Association for a one-year term upon the formal installation as President at the Annual Meeting following his or her election as President-Elect, and shall hold office until his or her death, resignation, removal or until his or her successor is elected and assumes office.

(c) Immediate Past President. The President shall become Immediate Past President of the association upon installation of the President-Elect as President and shall serve as Immediate Past President until the election of the

officers at the next following Annual Meeting of the Association.

(d) Executive Director. The Executive Director shall be appointed for a one-year term by the Board of Governors at its meeting immediately following each Annual Meeting of the Association, and shall hold office until his or her death, resignation, removal or until his or her successor is elected and assumes office. A written employment contract may be entered between the Association and the Executive Director which can provide such other terms as the Board of Governors approves, which could among other conditions, provide a guaranty of compensation for a term longer than one year, and the Executive Director shall have all written contract rights as provided.

(e) Secretary and Treasurer. The Secretary and Treasurer shall be elected at any meeting to serve at the pleasure of the Board of Governors.

Article 5.4 Duties. The duties of the officers of the Association are as follows:

(a) Duties of the President. The President, who shall serve without compensation, shall perform the duties and have the responsibilities of the chief executive officer of the Association. The President, or in the President's absence, the President-Elect, shall preside at Executive Committee meetings and meetings of the Board of Governors. The President, or the President's designee, shall preside at all meetings of the Association. The President shall serve as Chair of the Board of Governors of the Association.

(b) Duties of the President-Elect. The President-Elect, who shall serve without compensation, shall perform the duties and have the power and responsibilities of the President in the event of the President's death, resignation, absence or disability; shall appoint the Chairs and members of Committees as provided in Article 8.8 of these Bylaws, and shall have such powers, duties and responsibilities as may be assigned to him or her from time to time by these Bylaws, the Board of Governors, the Executive Committee, or the President.

(i) The President-Elect shall succeed to the office of President upon the death, resignation or removal of the President and shall serve for the unexpired term, in addition to the term for which the President-Elect was elected.

- (ii) Should the office of President-Elect become vacant, the special Committee consisting of all Past Presidents shall meet and may select a member of the Association, to be approved by the Board of Governors, to serve for the unexpired term.

(c) Duties of the Vice Presidents. The Vice Presidents, who shall serve without compensation, shall have the power and responsibilities, and shall perform such duties, as may be assigned to them from time to time by the Board of Governors, the Executive Committee, the President or the Executive Director.

(d) Duties of the Immediate Past President. The Immediate Past President, who shall serve without compensation, shall perform such duties and have such power and responsibilities as may be assigned to him or her from time to time by these Bylaws, the Board of Governors, the Executive Committee or the President. The Immediate Past President shall perform the duties and have the responsibilities of the President in the absence or disability of both the President and President-Elect, and in the event of the death, resignation or removal of both the President and President-Elect shall succeed to the office of President for the unexpired term of such office.

(e) Duties of the Executive Director. The Executive Director shall be the chief operating officer and active managing executive of the Association, serving as a full-time compensated employee of the Association under the supervision of the Board of Governors, the Executive Committee and the President in conducting the affairs of the Association. The Executive Director shall have the following duties and responsibilities:

- (i) The Executive Director shall serve concurrently as Secretary of the Association, and, keep full and accurate minutes of the proceedings of all meetings of the Association, the Board of Governors and Executive Committee, and of such other matters as the Board of Governors, the Executive Committee or the President shall direct; and shall be keeper of the seal of the Association and shall carefully preserve the records and archives of the Association and transmit them to the successor in office; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Governors, the Executive Committee and the President.

- (ii) The Executive Director shall, with the aid and concurrence of the President when the latter deems expedient, conduct the correspondence of the Association.
- (iii) The Executive Director shall keep at all times a complete and accurate roll of members, officers, Sections and Committees of the Association, with their addresses; and shall notify new members and officers of their election, and Chairs and members of Committees of their election or appointment.
- (iv) The Executive Director shall issue notices of all meetings of the Association, the Board of Governors, the Executive Committee, and other Committees when so requested by the Chair of that Committee.
- (v) The Executive Director shall serve concurrently as Treasurer of the Association, and, under the direction of the Board of Governors, the Audit & Finance Committee or the President, collect and disburse, deposit or invest funds of the Association, and shall keep regular and accurate accounts of all financial matters of the Association in books belonging to the Association, which shall be open to inspection by any member of the Association during regular business hours; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Governors, the Executive Committee and the President.
- (vi) The Executive Director shall procure an annual audit of the financial status and operations of the Association by a firm of independent certified public accountants selected by the Board of Governors, and cause such audit to be submitted directly to the Audit & Finance Committee.
- (vii) The Executive Director shall prepare, under the direction of the Audit & Finance Committee prior to each fiscal year of the Association, an operating budget reflecting the Association's estimated receipts and probable expenses for

the fiscal year, which shall be approved and presented by the Audit & Finance Committee for consideration and adoption by the Board of Governors.

- (viii) The Executive Director shall prepare and make any such reports to the Association, the Board of Governors, the Executive Committee or the President as shall be directed by action of the Board of Governors or the Executive Committee or in writing by the President.
- (ix) The Executive Director shall exercise exclusive jurisdiction in consultation with the Personnel Committee and President when appropriate) over the hiring, assignment, training, promotion and discharge of all employees of the Association, provided that the hiring of executive and support staff take place only when the particular positions have been authorized by the Board of Governors.
- (x) The Executive Director may execute or authorize the execution of contracts on behalf of the Association at the direction of, or consistent with actions taken by, the Board of Governors after consultation with the President.
- (xi) The Executive Director shall devote full time to these various duties, which shall include cooperating with, working with and aiding the Sections and Committees of the Association and local bar associations.
- (xii) The Executive Director shall perform such other duties as may be assigned from time to time by the Board of Governors, the Executive Committee, or the President. The Executive Director shall be bonded in such amount as may be determined by the Audit & Finance Committee.

(f) Duties of the Secretary. The duties of the Secretary are presently contained in Article 5.4(e).

(g) Duties of the Treasurer. The duties of the Treasurer are presently contained in Article 5.4(e).

Article 5.5 Assistant Executive Director. An Assistant Executive Director may be appointed by the Board of Governors and shall hold office until his or her death, resignation, removal or until his or her successor is elected and assumes office. The Assistant Executive Director shall not be considered an officer of the Association. The Assistant Executive Director shall perform such duties, shall assume such responsibilities and shall have authority as is necessary to perform all administrative tasks set forth in Article 5.4(e), when and as assigned, requested or required by the Board of Governors, the Executive Committee, the President or the Executive Director. The Assistant Executive Director shall devote full time to these various duties and shall be bonded in such amount as may be determined by the Executive Committee. The Board of Governors may combine the position of Executive Director and the position of Assistant Executive Director when and as the Board may deem necessary or expedient.

Article 5.6 Assistant Secretary – Assistant Treasurer. The Board of Governors or the Executive Committee may appoint an Assistant Secretary, an Assistant Treasurer or both in its discretion and at such compensation as it shall deem appropriate. Persons appointed to the position of Assistant Secretary or Assistant Treasurer or a person appointed to serve simultaneously in both capacities, will not be considered officers or an officer of the Association.

Article 5.7 Voting By Ex-Officio Members. Those officers who are ex-officio members of the Board of Governors, Committees, Sections and Section Councils shall be voting members thereof.

Article 5.8 Removal. Any officer or agent of the Association may be removed by a two-thirds vote of the Board of Governors at any regular meeting, or at any Special meeting. In the case of a compensated officer, such removal shall be without prejudice to the written employment contract rights, if any, of the person removed.

Article 5.9 Vacancies. The Board of Governors may fill any vacancy in any office for which these Bylaws do not provide for succession. If the Bylaws provide for succession, but no person is available to succeed to the office, the Board of Governors may fill the vacancy.

## ARTICLE 6.

### YOUNG LAWYERS DIVISION

Article 6.1 Membership. The Young Lawyers Division shall consist of all members of the Association not over the age of thirty-six (36) years except those who elect not to be members of the Division; provided, however, that a member of the Association, regardless of age, will be a member of the Division for a period of three years next following the date on which the member is first licensed to practice law in this or any other state in the United States, unless that member otherwise desires.

Article 6.2 Functions. Members of this Division shall work in consultation with the President, the Executive Director, the Board of Governors, and the Executive Committee to promote and carry out the purposes and programs of the Association. They shall elect a chair, such other officers as they determine, and provide for the election or appointment of an Executive Council composed of such persons as they determine. They also shall adopt rules and bylaws, not inconsistent with the Charter and Bylaws of the Association and, after consultation with, and approval by, the President, establish such committees as may best promote the objectives of the Association.

## ARTICLE 6A.

### SENIOR LAWYERS DIVISION

Article 6A.1 Membership. The Senior Lawyers Division shall consist of any member of the Association over the age of fifty-five (55) years who elects to be a member of such Division.

Article 6A.2 Functions. Members of this Division shall work in consultation with the President, the Executive Director, the Board of Governors, and the Executive Committee to promote and carry out the purposes and programs of the Association. They shall elect a Chair, such other officers as they determine, and provide for the election or the appointment of an Executive Council composed of such persons as they determine. They also shall adopt rules and bylaws, not inconsistent with the Charter and Bylaws of the Association and, after consultation with, and approval by, the President, establish committees as may best promote the objectives of the Association.

## ARTICLE 6B.

### LEGAL ASSISTANTS DIVISION

Article 6B.1 Establishment of Division. To advance the purposes of the Association, the Board of Governors may authorize the organization of the Legal Assistants Division.

Article 6B.2 Membership. Membership in the Legal Assistants Division shall consist of (a) all non-lawyers who hold an affiliate status in the Association as a “legal assistant”, as that term is defined from time to time by the Board of Governors, and (b) any lawyer-member of the Association who elects to be a member of the Division.

Article 6B.3 Functions. Members of the Division shall work in consultation with the President, the Executive Director, the Board of Governors, and the Executive Committee to promote and carry out the purposes and programs of the Association, which include, without limitation, the establishment of a code of ethics and professional responsibility for legal assistants and the establishment and implementation of minimum educational requirements, continuing education requirements, and standards of practice for legal assistants.

Article 6B.4 Officers; Council. The Division shall have the following officers: Chair, Vice-Chair, Secretary and Treasurer. The Division shall be governed by a Council that consists of the Division’s officers and twelve (12) members of the Division. The President of the Association shall appoint the Chair and Vice-Chair, both of who shall be non-lawyers that hold an affiliate status in the Association as a legal assistant. The members of the Division at its annual meeting shall elect the Secretary, the Treasurer and the members of the Council.

Article 6B.5 Bylaws. The Division shall adopt its own bylaws. The Division’s bylaws shall not be inconsistent with the restated Charter and Bylaws of the Association and neither the Division’s bylaws nor any amendments thereto shall be effective until approved by the Board of Governors.

Article 6B.6 Scope of Authority. All activities of the Division shall be subject to the control of the Board of Governors and conducted in accordance with any policies, rules, regulations and guidelines that may be promulgated by the Board of Governors from time to time.

Article 6B.7 Division Activities. No action, report, resolution or recommendation of the Division shall be published or presented as the action or position of the Association unless specifically approved by the Board of Governors.

Article 6B.8 Ex-Officio Members. The President, President-Elect and Executive Director shall be ex-officio members of the Division.

## ARTICLE 7.

### SECTIONS

Article 7.1 Organization of Sections. To advance the purposes of the Association and to encourage participation in the activities of the Association, the Board of Governors may authorize the organization, division, combination or dissolution of Sections.

Article 7.2 Section Bylaws. Each Section shall have the power to adopt its own bylaws, not inconsistent with the Charter and Bylaws of the Association; but no bylaws of any Section or any amendment thereof shall become effective until submitted to and approved by the Board of Governors.

Article 7.3 Scope of Authority. All activities of Sections shall be subject to the control of the Board of Governors and conducted in accordance with any policies, rules and regulations which may be promulgated by the Board of Governors from time to time.

Article 7.4 Section Actions. No action, report, resolution or recommendation of any Section shall be published or presented as the action or position of the Association unless specifically approved by the Board of Governors.

Article 7.5 Ex-Officio Members. The President, President-Elect and Executive Director shall be ex-officio members of Sections and Section Councils.

## ARTICLE 8.

### COMMITTEES

Article 8.1 Standing Committees. The Association shall have four Standing Committees: the Executive Committee, the Charter & Bylaws Committee, the Audit & Finance Committee, and the Nominations Committee. All Chairs and Standing Committee members shall be members of the

Association.

Article 8.2 Executive Committee.

(a) Composition. The Executive Committee shall consist of the following:

- (i) President, who shall be the Chair of the Executive Committee;
- (ii) President-Elect;
- (iii) Immediate Past President;
- (iv) Four members of the Board of Governors to be appointed to serve to the adjournment of the Annual Meeting of the Association next following their appointment;
- (v) Chair of the Young Lawyers Division;
- (vi) Chair of the Senior Lawyers Division; and
- (vii) Each of the two vice presidents serving two-year terms.

(b) Powers and Duties. The Executive Committee shall have all the powers and duties of the Board of Governors when the Board is not in session except that it shall not have authority as to the following matters:

- (i) The dissolution, merger or consolidation of the Association; the amendment of the charter of the Association; or the sale, lease or exchange of all or substantially all of the property of the Association;
- (ii) The designation of any other standing committee or the filling of vacancies on the Board of Governors;
- (iii) The amendment or repeal of the Bylaws, or the adoption of new Bylaws;
- (iv) The amendment or repeal of any resolution of the Board of Governors which by its terms shall not be so amendable or repealable; and

(v) Any other matter which the Board of Governors may from time to time by resolution specifically reserve to itself.

(c) Quorum. A majority of the Executive Committee shall constitute a quorum at any meeting. Unless otherwise specified, action at a meeting of the Executive Committee shall be by majority of the quorum.

(d) Meetings. The Executive Committee shall meet at the call of the President, President-Elect, or any three of its members. Meetings may be conducted by conference call or other electronic means so long as all members of the Quorum can speak to the group and can hear all deliberations.

(e) Notice of Meetings. Notice of each meeting of the Executive Committee shall be given at least ten (10) days in advance of such meeting if by mail, and at least three (3) days in advance of such meeting if by electronic means or any actual delivery of the notice to the Committee members.

(f) Action Without Meeting. The President may submit any matter to the Executive Committee for action without calling a meeting of the Executive Committee but in any such event all available members of the Executive Committee must be advised of such matter, and at least two-thirds of the full Executive Committee must concur in order to constitute action of the Executive Committee.

### Article 8.3 Nominations Committee.

(a) Composition. The Nominations Committee shall consist of the following:

- (i) A Chair who shall be a member of the Board of Governors and who shall serve to the adjournment of the Annual Meeting of the Association next following the appointment;
- (ii) One member of the Association from each of the judicial divisions of the State of North Carolina, as constituted on the first day of January the year in which the Nominations Committee is appointed, who shall serve two-year terms;
- (iii) Four members at-large of the Association who shall

serve two-year terms;

- (iv) The Immediate Past Chair of the Young Lawyers Division who shall serve a one-year term; and
- (v) A past president of the Association who shall serve a one-year term.

In order to provide continuity on the Nominations Committee, the terms of the judicial division members and the at-large members shall be staggered so that one member from each judicial division and two at-large members are appointed each year. The President shall announce the membership for the Nominations Committee to the members of the Association in the notice of the mid-year meeting of the Association, or in such other correspondence or publication mailed to the members of the Association, or in the Winter meeting of the Board of Governors. The announcement shall encourage the members of the Association to submit written nominations to the Nominations Committee at least one hundred and twenty (120) days prior to the Annual Meeting of the Association.

(b) Powers and Duties. The Nominations Committee shall have the responsibility to nominate at the Annual Meeting of the Association a qualified member for each office of Vice President and for each membership on the Board of Governors of the Association to be elected at the Annual Meeting of the Association. Prior to placing in nomination the name of any such nominee, the Nomination's Committee shall contact the nominee and determine the nominee's willingness to serve in the office for which nomination is being considered. At the Annual Meeting of the Association the President-Elect or the Nominations Committee shall communicate to the members of the Association that they are not limited at the Annual Meeting to voting only with respect to nominees submitted by the Nomination Committee. Nominations of other qualified members of the Association may be made from the floor at the Annual Meeting.

(c) Quorum. The members present at any meeting of the Nominations Committee shall constitute a quorum. Action at a meeting of the Nominations Committee shall be by a majority of the quorum.

(d) Meetings. In addition to such other meetings as the Chair of the Nominations Committee deems appropriate, there shall in any event be a meeting of the Nominations Committee not more than one hundred and twenty (120) nor less than fifteen (15) days prior to the Annual Meeting of the Association for the

purpose of selecting the nominees of the Nominations Committee. The selection by the Nominations Committee of its nominees shall be reported in writing to the President-Elect prior to the last business session of the Annual Meeting of the Association. Meetings may be conducted by conference call or other means so long as all members of the quorum can speak to the group and can hear all deliberations.

(e) Notice of Meetings. Notice of each meeting of the Nominations Committee shall be given at least ten (10) days in advance of such meeting if by mail, and at least three (3) days in advance of such meeting if by electronic means or any actual delivery of the notice to the Committee members.

#### Article 8.4 Charter & Bylaws Committee.

(a) Composition. The Charter & Bylaws Committee shall consist of a Chair who shall be a member of the Board of Governors, and six other members of the Association who shall serve three year terms staggered so that the terms of two members shall expire at the adjournment of each Annual Meeting of the Association.

(b) Powers and Duties. It shall be the duty of the Charter & Bylaws Committee to review from time to time the corporate Charter and the Bylaws of this Association and to recommend appropriate amendments; to receive and submit, with its recommendations, amendments proposed by any Section, Committee or member of the Association; to assist in presenting proposed amendments to the membership of the Association; and to take such other action as the President shall direct.

(c) Quorum. The members present at any meeting of the Charter & Bylaws Committee shall constitute a quorum. Action at a meeting of the Charter & Bylaws Committee shall be by a majority vote of the quorum.

(d) Meetings. The Charter & Bylaws Committee shall meet at such times as the Chair believes appropriate to fulfill its duties. Meetings may be conducted by conference call or other means so long as all members of the quorum can speak to the group and can hear all deliberations.

(e) Notice of Meetings. Notice of each meeting of the Charter & Bylaws Committee shall be given at least ten (10) days in advance of such meeting if by mail, and at least three (3) days in advance of such meeting if by electronic

means or any actual delivery of the notice to the Committee members.

Article 8.5 Audit & Finance Committee.

(a) Composition. The Audit & Finance Committee shall consist of the President-Elect, who shall serve as Chair, and six other members, all of whom shall be members of the Board of Governors, who shall serve three-year terms staggered so that the terms of two members shall expire at the adjournment of each Annual Meeting of the Association.

(b) Powers and Duties. It shall be the duty of the Audit & Finance Committee:

- (i) to screen independent certified public accounting firms and to recommend such a firm to the Board of Governors for retention as the Association's independent auditors;
- (ii) to determine to its satisfaction that such independent auditors are properly discharging their duties, that their financial reporting to the Board of Governors and members of the Association is being done in a competent and adequate manner, and that their relationship with and advice to the officers and accounting staff of the Association is cooperative and satisfactory;
- (iii) to determine to its satisfaction that the internal accounting procedures of the Association are adequate and that the Association's accounting staff is performing its duties in a satisfactory manner;
- (iv) to discuss and review with such independent auditors the scope and results of each of their annual examinations, and particularly any recommendations of such auditors as a result thereof;
- (v) when requested by such independent auditors, the Executive Director, or when otherwise indicated, to meet with such independent auditors or the Association's staff as to any matter involving auditing procedure and reporting; and

(vi) at least annually following receipt of the independent auditors' annual examination to meet and report to the Board of Governors with reference to the discharge of the Audit & Finance Committee's duties and any recommendations it may have.

(c) Quorum. The members present at any meeting of the Audit & Finance Committee shall constitute a quorum. Action at a meeting of the Audit & Finance Committee shall be by a majority of the quorum.

(d) Meetings. The Audit & Finance Committee shall meet at such times as the Chair believes appropriate to fulfill its duties. Meeting may be conducted by conference call or other means so long as all members of the quorum can speak to the group and can hear all deliberations.

(e) Notice of Meetings. Notice of each meeting of the Audit & Finance Committee shall be given at least ten (10) days in advance of such meeting if by mail, and at least three (3) days in advance of such meeting if by electronic means or any actual delivery of the notice to the Committee members.

Article 8.6 Establishment of Committees by Board of Governors. Except for those Standing Committees set forth in these Bylaws, the Board of Governors may establish, divide, combine or dissolve such other committees as it may deem advisable for the achievement of the purposes and the proper conduct of the affairs of the Association.

Article 8.7 Establishment of Committees by President. The President shall be authorized to establish such other committees as he may deem advisable for the achievement of the purposes and the proper conduct of the affairs of the Association, or as may be directed by the Board of Governors or the Executive Committee. The members of such committees established by the President shall not, however, hold office beyond the adjournment of the Annual Meeting of the Association next succeeding the date of their appointment.

Article 8.8 Appointment of Committees. Except as otherwise provided by these Bylaws, and consistent with policies established from time to time by the Board of Governors, the President-Elect shall appoint the Chair of each Committee and shall fill by appointment all vacancies on any Committee occurring at the beginning of the President-Elect's term of office as President.

Among those appointed to each Committee must be at least one member not over the age of 36 at the time of appointment. Such appointments shall become effective upon the President-Elect taking office as President, and continue until the appointees' successors take office. The President shall fill by appointment any vacancies in the Chairs or membership of any Committee occurring during the President's incumbency. All Chairs and Committee members shall serve at the pleasure of the President.

Article 8.9 Scope of Authority. All activities of Committees shall be subject to the control of the Board of Governors and conducted in accordance with any policies, rules or regulations which may be promulgated by the Board of Governors from time to time.

Article 8.10 Ex-Officio Members. The President, President-Elect and Executive Director shall be ex-officio members of all Committees, and as provided in Article 5.7 shall be voting members thereof.

## ARTICLE 9.

### GENERAL PROVISIONS

Article 9.1 Amendments. These Bylaws may be amended by the members of the Association or by the Board of Governors, as follows:

(a) By the members of the Association. These Bylaws may be amended at any Annual or Special Meeting of the Association by a two-thirds vote of the members present and voting at the session of such meeting at which the amendment is considered; provided that, if it be at an Annual Meeting, notice in writing of the proposed amendment, subscribed by at least three members of the Board of Governors, or recommended by the Board of Governors, shall be given at or before the first session of such meeting, but such proposed amendment shall not be acted upon until the last session of such Annual Meeting; and if it be at a Special Meeting, a similar notice, similarly subscribed or recommended, shall be given in the call thereof.

(b) By the Board of Governors. These Bylaws may be amended by a three-fourths vote of the full membership of the Board of Governors at any meeting, the notice of which is in writing, and is mailed to the members of the Board not less than ten (10) days before the meeting. Such amendments by the

Board of Governors, however, shall be effective only until the adjournment of the next Annual Meeting of the Association.

Article 9.2 Publications, Reports and Communications. No report, communication or publication shall be mailed to the membership of the Association unless approved by one of the following: (a) the Board of Governors; (b) the Executive Committee; (c) the President; or (d) the Executive Director.

Article 9.3 Fiscal Year. The fiscal year of the Association shall be from July 1 to June 30.

Article 9.4 Offices. The Association shall maintain such offices in the State of North Carolina as the Board of Governors shall from time to time determine. The registered office of the Association required by law to be maintained in the State of North Carolina may, but need not, be identical with the Association's principal office.

Article 9.5 Indemnification. Any person who at any time serves or has served as a member of the Board of Governors, officer, employee, agent or Committee member of the Association, or in such capacity at the request of the Association for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Association to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by that person in connection with any threatened, pending or completed action, suit or proceedings, or proceeding on behalf of the Association, seeking to hold that person liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by that person in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding. In no event, however, shall there be any indemnification when the Association itself brings any of the above proceedings upon specific authorization of the Board of Governors, unless the Board of Governors subsequently specifically determines indemnification to be appropriate.

The Board of Governors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the

claimant for indemnity acted and of the reasonable amount of indemnity due and giving notice to, and obtaining approval by, the members of the Association.

Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

Article 9.6 Seal. The corporate seal of the Association shall consist of a scroll within two concentric circles and on which is the name of the Association; and such seal, as impressed on the margin thereof, is hereby adopted as the seal of the Association.



Article 9.7 Waiver of Notice. Whenever any notice is required to be given to any member of the Association or Board of Governors by law, by the Charter or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the stated therein, shall be equivalent to the giving of such notice.

STATEMENT OF POLICY  
FOR THE SECTIONS OF THE  
NORTH CAROLINA BAR ASSOCIATION

(Reference Article 7.3 of the Association's Bylaws)

1. Origination. Any Committee or combination of Committees of the North Carolina Bar Association interested in establishing a new Section with the same subject matter as the then existing Committee(s) may request permission of the Board of Governors to announce its intention to the Association membership. If permission is granted, the announcement shall be prepared and mailed from the Bar Center. Upon verification to the Board of Governors that one hundred (100) or more members have evidenced their interest in the Section formation by forwarding checks for Section dues (minimum \$30.00 per member) the Section shall become activated and authorized to organize the Section structure and to adopt bylaws for approval by the Board of Governors.

The previously existing Committee(s) shall be dissolved upon final approval by the Board of Governors of the Section organization and bylaws.

2. Jurisdiction. The jurisdiction of the Section shall be within the corporate purposes of the Association and not in conflict with the jurisdiction of any other Section or Committee. Section activities shall at all times be subject to any policies of the Board of Governors.

3. Membership Qualification. Qualification for membership in any Section shall be membership in the Association and payment of Section dues.

4. Officers. The Chair and Vice-Chair of the Sections shall be appointed by the President of the Association. Each Section, through its bylaws, shall provide for the election of such other officers as it may deem advisable.

Officers of the Section shall serve a one-year term which shall coincide with the term of office of the officers of the Association. No Section officer shall serve more than two consecutive terms in the same office except upon application to and approval by the Board of Governors of the Association.

The Chair of each Section shall be invited to attend the regular meetings of the Board of Governors of the Association and to report on the activities of the Section during such meetings if the Chair so desires.

5. Council. The Section shall have a Council composed of the officers of the Section and as many members as the Section shall deem necessary who shall be elected by the membership of the Section.

The Council shall be the governing body of the Section subject to the control of the Board of Governors of the Association, and shall hold meetings as needed.

6. Committees. The Section may designate such committees as it deems appropriate and shall establish the jurisdiction of the committees.

7. Annual Meeting. The Section shall have at least one meeting each year for the entire membership of the Section.

8. Reports. Each Section shall submit (prior to the Annual Meeting of the Association) a written report of the activities of the Section during the preceding year. Before conclusion of the Annual Meeting of the Association, each Section shall notify the Executive Director of its Council Members and elective officers for this coming year.

9. Budget. Before April 1 of each year, each Section shall submit its proposed balanced budget for the next fiscal year to the Audit & Finance Committee of the North Carolina Bar Association for inclusion in the Association's proposed budget which is then subject to review and approval by the Board of Governors.

10. Publications. The Section may produce and distribute a newsletter or other publication in furtherance of its objectives. Any such publication shall be produced in consultation with the Director of Communications of the Association.

11. Continuing Legal Education. Each Section shall appoint a Continuing Legal Education Committee, whose Chair shall be the Section's liaison to the Continuing Legal Education Committee of the North Carolina Bar Association Foundation, Inc. All continuing legal education programs shall be coordinated through and conducted in consultation with the Director of Continuing Legal Education and the Continuing Legal Education Committee of the North Carolina Bar Association Foundation, Inc.

12. Legislative Liaison Committee. Each Section shall designate a Legislative Liaison Committee to deal with legislation introduced in the General

Assembly touching on or affecting the Section's area of interest. The duties and activities of such committees shall be governed by the existing statement of Legislative Policy and Procedures of the Association.

13. Fiscal Arrangement. Each Section shall have the power, subject to the approval of the Board of Governors, to determine Section dues and make expenditures from such funds not inconsistent with the purposes of such Section, but shall incur no obligation which is not currently payable from such funds. Section dues shall be billed and collected by the Association through its principal office, and all collected dues and all other Section funds shall be maintained by the Association. No disbursement of the funds of a Section shall be made without authorization of the Section.

Annual dues for each member of a Section shall be not less than \$30.00 per year payable when the annual dues to the Association are billed.

Any change in annual dues of a Section shall be made with approval of the Board of Governors of the Association and any request for change must be presented to the Board at least by the spring meeting of the Board.

The Treasurer of the Association shall receive and maintain all collected dues and all other funds for each Section.

Dues and other funds in the Section account at the end of the year in excess of \$3,000 shall be transferred to the general account of the Association unless approval to retain these excess funds is secured from the Board of Governors. No Section shall incur debt or legal obligation exceeding funds on hand.

14. Use of Section Dues. Section dues should be used to further the purposes of the Section as stated in its bylaws and of the Association as stated in Article 1.2 of its Bylaws, in a manner which provides the broadest possible benefit to the membership of the Section. No Section dues may be used for political purposes or for any other purpose prohibited by the Board of Governors.

15. Nominations. Annually, the Chair of the Section shall appoint a nominating committee of the Section consisting of a least five (5) members of the Section, one of whom shall be the Immediate Past Chair who shall be the Chair of the committee. The nominating committee and its nominees

should be representative of the entire Section, and to this end, the Chair in appointing the committee and the committee in making its nominations are encouraged to consider diversity in the appointees and nominees including geographical location, age, firm size, gender, race, and practice area.

Nominations of persons from the same firm to serve as officers or Council members at the same time should be discouraged. The nominating committee shall consider only dues paying members of the Section for nomination as officers or Council members.

No Council member shall serve more than two consecutive three-year terms or a total of three terms as a Council member except upon application to and approval by the Board of Governors of the Association. (Term is defined as a 3-year consecutive period of service on the Council.)

No Section officer shall serve more than two consecutive terms or a total of three terms in the same office except upon application to and approval by the Board of Governors of the Association.

The Chair and Vice-Chair of the Section shall be appointed by the President of the Association. The Section Chair shall, no later than March 1 of each year, forward recommendations for such offices to the then President-Elect of the Association. The Section shall recommend a first and second choice for each office. The Section is encouraged to recommend four (4) different individuals for the two (2) offices.

16. Guidelines for Committee Chairs. In order to help facilitate the functioning of Section business, it is recommended that Committee Chairs for the Section follow these guidelines:

- (a) A complete Committee list should be prepared identifying all Committee members. The Committee should draft a brief statement of its objectives for the year and a schedule for completing work;
- (b) Committees should meet regularly. A brief report should be prepared following each meeting and circulated to Committee members as well as the Section Chair and Vice-Chair;
- (c) The Section Chair and Vice-Chair should be copied on all Committee correspondence and notified of all Committee

meetings;

- (d) The Committee Chair, or a designee, should be prepared to report on the status of the work of the Committee at each Council meeting; and
- (e) If a significant report or recommendation is to be made to the Council at one of its meetings, a summary of that recommendation should be prepared in advance of the Council meeting so that it may be sent to Council members in the Council mailing. This mailing is sent to Council members usually two weeks prior to the Council meeting with the reminder notice, agenda and other pertinent materials.

**THEREFORE:** In the exercise of its authority to dissolve, consolidate and divide Sections, should the Board of Governors:

- (a) dissolve a Section, its dues and other funds shall be forfeited to the general account of the Association;
- (b) consolidate two or more Sections, the respective dues and other funds shall be combined;
- (c) divide a Section into two or more Sections, the respective dues and other funds of the original Section shall be prorated according to the number of members in each newly created Section.

This the 28<sup>th</sup> day of June, 1981.

Revised the 19<sup>th</sup> day of July, 1984.

Revised the 22<sup>nd</sup> day of June, 1986.

Revised the 15<sup>th</sup> day of January, 1998.

Revised the 17<sup>th</sup> day of June, 2006.

Revised the 29<sup>th</sup> day of May, 2007.

## PROCEDURES FOR FORMING A SECTION

1. Any Committee or combination of Committees of the North Carolina Bar Association may request permission of the Board of Governors to contact all members of the Association and thereby announce the proposed formation of a Section concerned with the same subject matter as the then existing Committee(s).
2. If permission is granted by the Board of Governors, the announcement shall be prepared and mailed from the offices of the Association and shall state the amount of annual Section dues (not less than \$25 per member). A minimum of 100 members shall be required to evidence their interest to participate as members of the proposed Section by forwarding their checks in the appropriate amount payable to the North Carolina Bar Association and marked "for provisional dues - Section on \_\_\_\_\_."
3. Upon verification to the Board of Governors of compliance with the minimum requirements, the Section shall become activated and authorized to organize the Section structure and to adopt bylaws for approval by the Board of Governors. The provisional dues previously paid shall be credited to Section membership for the next ensuing Association year beginning on July 1. The members of the Section may continue to recruit members. The previously existing Committee(s) shall be dissolved upon final approval by the Board of Governors of the Section organization and bylaws.
4. Following final approval of the Section formation by the Board of Governors, Section dues shall be collected by the Association with its annual dues.
5. Should the Board of Governors fail to approve the formation of a proposed Section, all provisional dues shall be refunded.

STATEMENT OF POLICY  
FOR THE COMMITTEES OF THE  
NORTH CAROLINA BAR ASSOCIATION

(Reference Article 8.9 of the Association's Bylaws)

1. Functions and Responsibilities. The function and responsibilities of the Standing Committees created in Article 8.1 of the Association's Bylaws, and any other Committees created by the Board of Governors pursuant to Article 8.6 of the Association's Bylaws, shall be set out in an Appendix on this Statement of Policy. The functions and responsibilities of each committee established by the President under Article 8.7 of the Association's Bylaws shall similarly be defined in writing.

2. Organization of Committees. Each Committee may adopt, amend and repeal such rules for its own government as it may deem advisable, not inconsistent with the Association's Bylaws, with any resolution of the Association, the Board of Governors or the Executive Committee, or with those portions of this Statement of Policy phrased in mandatory terms.

3. Composition of Committees and Selection of Members. The Board of Governors shall determine the number of members of each Committee it creates. The President may add to any Committee such additional associate members as may appear appropriate. The terms of office of all associate members shall expire at the adjournment of the annual meeting following their appointment.

The President shall determine the number of members of each Committee which he or she establishes under Article 8.7 of the Association's Bylaws.

In appointing members of Committees, care should be exercised that the opportunity to participate in the affairs of the Association is extended to as many members as possible. Ordinarily no person should be appointed to more than one Committee if the nature of the Committees is such that the demands made upon their members are likely to conflict. The President-Elect is encouraged to consult the Chair of each Committee and the person he intends to appoint as successor to that Chair before selecting those persons he will appoint to that Committee.

4. Chair. Ordinarily no person should serve more than two successive terms as Chair of a Committee. The Chair of each Committee shall be invited to attend meetings of the Board of Governors, without regard to whether the Committee has a report to make to the Board, in order that Committee Chairs may keep abreast of all the various activities of the Association and the actions of the Board of Governors.

5. Meetings. Each Committee should hold a meeting as soon as practical after the adjournment of the annual meeting of the Association, and, in any event, before the fall meeting of the Board of Governors. At this meeting the Committee should ordinarily plan its work for the ensuing year. Thereafter, such meetings as are necessary for the Committee to carry out its assigned functions should be scheduled. Meetings of Committees or subcommittees may be held at such places as are convenient to the members thereof. Committee meetings may be called by the Chair, by a majority of the regular members of the Committee or by the President of the Association. Meetings should be scheduled after consultation with the Staff Liaison to the Committee, so that the Committee will be assured of having adequate meeting space and so that conflicts with other meetings can be avoided.

The Chair of each Committee should appoint a person to act as secretary at each meeting.

Notices of meetings should be mailed from the Association Office, should contain a proposed agenda for the meeting, and should be sent approximately a week before the scheduled meeting.

6. Voting. A Committee may vote by mail, electronic means, or telephone upon any matter which might properly come before the Committee at a meeting. A record of any vote taken in this manner shall be made by the Chair and preserved with the minutes of the Committee.

7. Minutes and Records. Each Committee should maintain the following records:

- (a) Minutes of each meeting;

- (b) A record of those attending each meeting; and
- (c) Such other records as are necessary to preserve the record of the Committee's activities and the actions it takes. In addition, a file of all Committee correspondence should be maintained. All of these materials should be turned over by the Committee Chair to his successor. Duplicate records of Committee minutes and attendance of members should be maintained in the Bar Center by the Staff Liaison to the Committee. Copies of all correspondence, meeting notices, and other written communications related to the work of any Committee should be sent to the President, the President-Elect, the Executive Director, staff liaison assigned to the Committee and the Board Liaison to the Committee, if one is assigned.

8. Reports. Each Committee should submit:

- (a) A written report to the Board of Governors at least two weeks in advance of the fall meeting of the Board, outlining its projected program for the year;
- (b) A report to comply with Item 10 below at the time therein prescribed; and
- (c) A report of its year's activities at least two weeks in advance of the meeting of the Board of Governors immediately preceding the annual meeting of the Association.

In addition, it may submit such other written reports as it may deem appropriate. All such reports should be submitted on schedule so that they may be mailed to members of the Board of Governors in time to receive their attention prior to the meeting at which the report is to be considered. This is particularly important in the case of any report which proposes affirmative action of the part of the Board of Governors. The presentation of matters to the Board of Governors where this provision has not been complied with will be in the discretion of the President.

All requests to make an oral presentation to the Board of Governors

shall be directed to the President. Such requests should ordinarily be limited to those instances in which Board action is being requested. The Committee Chair should, however, be prepared to respond at the meeting of the Board of Governors to any questions concerning the Committee's written report.

9. Expenditure of Funds. No Committee shall expend or commit any funds of the Association without the prior approval of the President, the President-Elect in the absence or unavailability of the President, the Executive Committee or the Board of Governors. Any request for authorization of major expenditures not provided for in the budget of the Association shall be brought to the attention of the Audit & Finance Committee before the expenditure is submitted for approval. Notice of approval of expenditures not provided for in the annual budget shall immediately be transmitted in writing to the Treasurer.

10. Legislative Liaison Subcommittee. Each Committee of the Association, as appropriate, may designate a Legislative Liaison Subcommittee to deal with legislation introduced in the General Assembly touching on or affecting the Committee's area of interest. The duties and activities of the Committee and such subcommittees shall be governed by the existing statement of Legislative Policy and Procedures of the Association.