BYLAWS

ESTATE PLANNING AND FIDUCIARY LAW SECTION

NORTH CAROLINA BAR ASSOCIATION

ARTICLE I
Name and Purpose

Section 1. Name. This Section (the “Section”) shall be known as the Estate Planning and Fiduciary Law Section of the North Carolina Bar Association.

Section 2. Purpose. The purpose of the Section shall be to further the purposes of the North Carolina Bar Association as stated in Article 1.2 of its Bylaws and to bring together members of the North Carolina Bar Association with a special interest in probate and fiduciary law, estate and tax planning aspects of probate including the relation of death, gift and income taxes, administration of estates and trusts, and duties and responsibilities of fiduciaries.

ARTICLE II
Membership and Meetings of Members

Section 1. Eligibility. Any member in good standing with the North Carolina Bar Association shall be eligible for membership in the Section.

Section 2. Admission of Membership. Admission to membership shall be by application and by payment of the Section dues.

Section 3. Annual Meeting. The annual meeting of Members shall be held in the month of July for the purpose of electing Council members, as provided in Article III, and Officers, as provided in Article V, and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held as designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.
Section 4. **Special Meetings.** A special meeting of the Members may be called at any time by the Chair or the Council.

Section 5. **Notice of Meetings.** The Secretary or other person or persons calling a meeting for which notice is required shall give notice, stating the time and place of the meeting, and in the case of a special meeting, briefly describing the purpose or purposes thereof, by any usual means of communication, including but not limited to first class mail, email and facsimile, at least ten days before the meeting to each Member. It shall be the primary responsibility of the Secretary to give such notice, but it may be given by or at the direction of the Chair or other persons calling the meeting. Attendance by a Member at a meeting shall constitute a waiver of notice, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 6. **Quorum for Meetings of Membership.** Those members who are present at any meeting duly called as provided in the Bylaws shall constitute a quorum.

Section 7. **Voting.** Each Member shall be entitled to one vote, which must be cast in person.

**ARTICLE III**

**Council**

Section 1. **General Powers.** The Council shall be the governing body of the Section subject to the control of the Board of Governors of the North Carolina Bar Association.

Section 2. **Composition.** The Council shall be composed of the officers of the Section, the immediate past chair of the Section, and 15 other members of the Section. The immediate past chair of the Section shall serve as an ex-officio voting member of the Council. Only members in good standing with the Section shall be eligible for consideration as a member of the
Council, and such members shall remain in good standing with the Section during their tenure as a Council member hereunder.

Section 3. **Young Lawyers.** At least one voting member on the Council shall be 36 years of age or younger at the time of election.

Section 4. **Election.** Members of the Council shall be elected by a majority vote at any annual meeting of the Members or at a special meeting of the Members of which notice of the purpose to elect one or more Council members has been duly given. The election of Council members shall be a part of the order of business of each annual meeting of the Members.

Section 5. **Nomination.** The Chair of the Section shall appoint a Nominating Committee composed of five members of the Section who shall nominate members of the Section for election on the Council and prepare a report of the Nominating Committee to be presented at the Annual Meeting of the Section. Additional nominations may be made from the floor in accordance with the election procedures to be specified by the Section. The initial report of the Nominating Committee shall contain nominations for the 15 members of the Council. The initial report of the Nominating Committee shall include nominations for 5 members of the Council who shall serve 3-year terms, 5 members of the council who shall serve 2-year terms and 5 members of the Council who shall serve 1-year terms. Thereafter, the report of the Nominating Committee shall include nominations of members for 3-year terms.

Section 6. **Term.** After the end of each initial term described above, each member of the Council (other than those members serving by virtue of being officers of the Section) shall serve a 3-year term. No member of the Council shall serve more than two consecutive terms except upon application to and approval by the Council.
Section 7. **Resignation.** A Council member may resign at any time by giving notice of the Council member’s resignation in writing addressed to the Chair or the Secretary, or by presenting a written resignation at an annual or special meeting of the Council. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 8. **Removal.** A Council member may be removed from office at any time with or without cause by majority vote of the Council.

Section 9. **Vacancy.** A vacancy shall occur if a Council member dies, resigns, is removed, becomes incompetent or fails to serve for any reason. Any vacancy resulting from the operation of this Section shall be filled by the Chair, and the new member filling the vacancy shall serve until the next Annual Meeting, at which time the Nominating Committee shall include in their nominations a nomination for the balance of the term of the member so removed.

**ARTICLE IV**

**Council Meetings**

Section 1. **Regular Meetings.** The Council shall hold an Annual Meeting and other meetings as needed.

Section 2. **Special Meetings.** Special meetings of the Council shall be held at any time at the call of the Chair, any 3 members of the Council or the President or the Board of Governors of the North Carolina Bar Association.

Section 3. **Notice of Meetings.** The Secretary or other person or persons calling a meeting for which notice is required shall give notice, stating the time and place of the meeting, and in the case of a special meeting, briefly describing the purpose or purposes thereof, by any usual means of communication, including but not limited to first class mail, email and facsimile, at least ten days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Council. It shall be the primary responsibility of
the Secretary to give such notice, but it may be given by or at the direction of the Chair or other persons calling the meeting. Attendance by a Council member at a meeting shall constitute a waiver of notice, except where a Council member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4. **Quorum.** A majority of the members of the Council shall constitute a quorum for the purpose of transacting business.

Section 5. **Manner of Acting.** Except as otherwise provided by law or in the Bylaws, the act of the majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council.

Section 6. **Action Without Meeting.** Action taken by a majority of the Council members or members of a committee without a meeting is nevertheless Council or committee action if written consent to the action in question is signed by all of the Council members or of the members of the committee, as the case may be, and filed with the minutes of the proceedings of the Council or committee, whether done before or after the action is taken. Such written consents may be given electronically in accordance with Section 55A-1-70 of the General Statutes of North Carolina.

Section 7. **Meeting by Teleconference or Videoconference.** Any one or more Council members or members of a committee may participate in a meeting of the Council or committee by means of a conference telephone, videoconference or similar communications device which allows all Council members participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.
Section 8. **Attendance at Meetings.** If any member of the Council shall fail to attend two or more meetings of the Council within any year of such member’s term without good cause (each twelve month period beginning with July 1 and ending on the following June 30 shall constitute a “year” for this purpose), such member shall be automatically removed from the Council and the Secretary shall so notify the member.

**ARTICLE V**

**Officers**

Section 1. **Titles.** The officers of the Section shall be a Chair, a Vice Chair, a Secretary and a Treasurer. Any two or more offices may be held by the same individual, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. **Eligibility.** Only members in good standing with the Section shall be eligible for consideration as an Officer, and such members shall remain in good standing with the Section during their tenure as an Officer hereunder.

Section 3. **Election/Appointment and Term.** The Chair and Vice Chair of the Section shall be appointed by the President of the North Carolina Bar Association, and the Secretary and the Treasurer shall be approved by the Council and elected by the Members. The Chair may submit recommendation(s) for the offices of Chair and Vice Chair to the President of the North Carolina Bar Association in writing by no later than March 1 of each year. Officers shall serve a one-year term which shall coincide with the terms of office of the officers of the North Carolina Bar Association. No 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 North Carolina Bar Association.

Section 4. **Resignation.** An officer may resign at any time by giving notice of the officer’s resignation in writing addressed to the Chair or the Secretary, or by presenting a written
resignation to the Council. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 5. **Removal.** Any officer elected by the members of the Section may be removed by majority vote of the Council whenever in its judgment the best interests of the Section will be served. Any officer appointed by the President of the North Carolina Bar Association may be removed only by the President of the North Carolina Bar Association whenever in his or her judgment the best interests of the Section will be served.

Section 6. **Vacancies.** A vacancy shall occur if an Officer dies, resigns, is removed, becomes incompetent or fails to serve for any reason. A vacancy may be filled by the party or parties electing or appointing the same.

Section 7. **Chair.** The Chair shall perform the duties and have the responsibilities of the Chief Executive Officer of the Section. The Chair shall preside at meetings of the Council and at meetings of the Section. The Chair shall have such other and further duties as the Section, from time to time, may provide.

Section 8. **Vice Chair.** The Vice Chair shall assume the duties of the Chair in the absence of the Chair and shall have such other and further duties as the Chair of the Section, from time to time, may provide.

Section 9. **Secretary.** The Secretary shall, in consultation with the Director of Section Activities of the North Carolina Bar Association, maintain the rolls and records of the Section and shall prepare and maintain such other records and reports of the Section as may be necessary. The Secretary shall have such other duties as the Chair or the Council, from time to time, may provide.
Section 10. **Treasurer.** The Treasurer shall, in consultation with the Director of Section Activities of the North Carolina Bar Association, maintain the financial records of the Section and shall provide such reports and records of the Section as may become necessary. The Treasurer shall have such other duties as the Chair or the Section, from time to time, may provide.

**ARTICLE VI**

**Committees**

Section 1. **Standing Committees.** The Council may designate such standing committees as it may deem appropriate. Each committee shall have two or more members who serve a term or terms of office as designated by the Council. In general, standing committee members shall serve for two-year terms, divided into two classes as nearly equal in number as possible. In general, a member of the Section elected Vice Chair of a standing committee for a particular year would be considered Chair-Elect of that committee and would be expected to serve as Chair in the following year.

Section 2. **Special Committees.** The Chair or the Council may appoint special committees as either may deem appropriate.

Section 3. **Executive Committee.** There shall be a standing committee denominated the Executive Committee. It shall be chaired by the Chair of the Section and shall have as its other members the Immediate Past Chair, the Vice Chair, the Secretary and the Treasurer of the Section and two (2) other voting members of the Council who shall be elected to the Executive Committee by the Council. It shall have the power to act in the place and stead of the Council in the intervals between meetings of the Council. The Chair of the Section may call a meeting of the Executive Committee upon reasonable notice to all Executive Committee members. Five (5) of the seven (7) members of the Executive Committee shall constitute a quorum. All action shall
be by a majority vote of Executive Committee members present at a meeting, provided a quorum is present, or by the unanimous written consent of all members of the Executive Committee if action is taken without a meeting, and any action of the Executive Committee shall be reported to the entire Council within two (2) weeks of the vote or consent approving such action.

Section 4. **Jurisdiction.** The Council shall establish the jurisdiction of the Section committees and shall resolve any disputes among its committees. The Board of Governors of the North Carolina Bar Association shall govern any disputes concerning the jurisdiction of the Section committees in relation to the jurisdiction of the various Sections, Standing and Special Committees of the North Carolina Bar Association.

**ARTICLE VII**  
**Miscellaneous Provisions**

Section 1. **Amendments.** Any amendments or additions to these Bylaws shall be upon the recommendation of the Council and approval of the majority of the members who are present and voting at the Annual Meeting of members of the Section. Upon such approval by the Section, such amendments or changes shall be presented to the Board of Governors of the North Carolina Bar Association for approval. No changes or amendments shall be effective until approved by the Board of Governors of the North Carolina Bar Association.

Section 2. **Publications.** The Section may produce and distribute a newsletter or other publications in furtherance of its objectives. Any such publications shall be produced in consultation with the President and Executive Director of the North Carolina Bar Association.

Section 3. **Continuing Legal Education.** In order that the North Carolina Bar Association may continue to coordinate Continuing Legal Education programs so as to provide the greatest possible benefit to all members of the North Carolina Bar Association, all Continuing Legal Education programs, except such publications as the Section may be
authorized to publish, shall be conducted in consultation with the Continuing Legal Education Committee of the North Carolina Bar Association Foundation.

Section 4. **Budget.** The Section shall, upon request, submit its budget to the Board of Governors of the North Carolina Bar Association for its review and approval.

Section 5. **Reports.** The Section shall submit an annual report to the Board of Governors and the President of the North Carolina Bar Association. The Section shall submit such other reports as may be requested by the Board of Governors or the President of the North Carolina Bar Association.

Section 6. **Expenditure of Funds.** Except as otherwise provided herein or in the Bylaws of the North Carolina Bar Association, the Section may expend the funds it collects through the payment of dues in the manner that it sees fit. However, the Section is not empowered to spend funds in excess of those actually on hand without prior approval from the North Carolina Bar Association, nor may it obligate the North Carolina Bar Association in any financial matter.

Section 7. **Authentication.** These Bylaws were approved by the Board of Governors of the North Carolina Bar Association on October 5, 1979, and amendments were approved by the Executive Committee on August 24, 1990, April 16, 1993, April 25, 1997, October 6, 2000, October 12, 2001, October 12, 2002, January 19, 2006 and June 21, 2012.