ARTICLE 1: NAME AND PURPOSE

SECTION 1.1 NAME. This Division shall be known as the Senior Lawyers Division of the North Carolina Bar Association ("Division"). It shall be part of the North Carolina Bar Association ("Association").

SECTION 1.2 DESIGNATION AND PURPOSE. The purposes of this Division shall be to uphold the honor of the profession of law, to apply the knowledge and experience of the profession to the promotion of the public good, and to encourage adherence to the principles of professional courtesy among the members of the North Carolina bar.

To that end, the purposes of this Division shall be to promote the particular interests of the senior lawyer, to plan and carry out programs, publications and activities of interest to the senior lawyer, and to promote and coordinate programs, publications and activities for senior lawyers by and for the Association and local bars.

SECTION 1.3 LOCAL ORGANIZATIONS. The Division shall encourage and foster the organization of local senior lawyers divisions or sections in order to promote its ideals and purposes.

ARTICLE 2: MEMBERSHIP

SECTION 2.1 MEMBERS. The membership of the Division shall consist of members in good standing of the Association who are (1) at least sixty-five (65) years of age; (2) at least sixty (60) years of age and have been granted "retired" status by the North Carolina State Bar; or (3) a member of the Division as of January 1, 2015, and not otherwise eligible pursuant to (1) or (2). However, any qualified member may elect not to be a member of such Division.

SECTION 2.2 DUES. The annual Division membership dues shall be payable July 1 of each year. Upon recommendation of the Council and approval by the Association's Board of Governors, the Council may establish the amount of annual dues.

SECTION 2.3 TERMINATION OF MEMBERSHIP. Any member of the division whose annual Division dues are more than six (6) months past due shall cease to be a member of the Division. Membership shall also terminate automatically whenever one ceases to be a member of the Association in good standing.

SECTION 2.4 ELIGIBILITY FOR OFFICER/COUNCIL POSITIONS. Only members in good standing with the Senior Lawyer Division shall be eligible for consideration as an Officer under Article 3 below or as a Council member under Article 4 below, and such members shall remain in good standing with the Senior Lawyer Division during their tenure as an Officer or Council member hereunder.
ARTICLE 3: OFFICERS

SECTION 3.1. OFFICERS AND TERMS OF OFFICE. The officers of the Division shall be the Chair, Chair-elect, Secretary and Treasurer (the latter two may, at the option of the Council, be separate officers or combined in one officer, the Secretary-Treasurer). Officers shall be elected at the annual spring meeting of the Division for a term of one year, effective immediately following adjournment of the annual meeting of the North Carolina Bar Association. Upon the completion of the term of office of the Chair, the Chair-elect shall automatically succeed to the office of Chair. Only Secretary and Treasurer (or the Secretary-Treasurer) may be elected to successive terms.

SECTION 3.2. CHAIR. The Chair shall act as chief executive officer of the Division, shall carry out the purposes of the Division, shall preside at all meetings of the members of the Division and of the Council, may appoint a liaison to the Convention Planning Committee of the Association, shall appoint committees and designate committee chair, shall report the activities of the Division to the Association on at least an annual basis at the Association's annual meeting, and shall perform such other duties as pertain to the office.

SECTION 3.3. CHAIR-ELECT. The Chair-elect shall serve ex-officio as a member of all Division committees, and shall assist the Chair when called upon to do so and shall perform the duties of the Chair if the Chair is unable to act for any reason. In case of the death, resignation, or disability of the Chair, the Chair-elect shall perform the duties of the Chair for the remainder of the Chair's term or disability. In the event the Chair-elect is unavailable to serve, then the immediate Past Chair who is available, shall serve in the place of the Chair-elect.

SECTION 3.4 SECRETARY. The Secretary shall keep minutes of all meetings, shall maintain the reports and records of the Division, shall prepare proposed amendments to these bylaws when required, shall prepare such other reports and recommendations as may be requested by the Chair or the Council, shall perform such other duties assigned by the Chair and shall perform the duties of the Chair if the Chair and Chair-elect are unable to act for any reason.

SECTION 3.5 TREASURER. The Treasurer shall keep an accurate record of all income and expenditures of the Division, shall monitor all accounts, reports and financial documents of the Division, shall prepare the projected annual budget as required by the Association's staff, shall submit a report of the Division's financial condition to the Council and members of the Division at least annually, shall perform other duties as assigned by the Chair and shall perform the duties of the Chair if the Chair, the Chair-elect and Secretary are unable to act for any reason.

SECTION 3.6 SECRETARY-TREASURER. At any time the offices of Secretary and Treasurer are combined into the single office of Secretary-Treasurer, the Secretary-Treasurer shall perform the duties of both Secretary and Treasurer.

ARTICLE 4: COUNCIL

SECTION 4.1. DUTIES AND AUTHORITY. The Council shall have general supervision and control of the affairs and projects of the Division in the interval between meetings of the general membership, and subject to these bylaws shall have plenary authority.

SECTION 4.2 COMPOSITION. The Council shall be composed of sixteen (16) or seventeen (17) members, (16 if the offices of Secretary and Treasurer are combined; 17 if those offices are held separately), including the officers of the Division, the Immediate Past Chair, and
twelve (12) members elected to the Council by the members of the Division.

SECTION 4.3 TERMS. Each of the 12 members elected to the Council by the members of the Division shall be elected for a term of three (3) years, with their terms staggered so that the terms of four (4) of the twelve (12) elected members of the Council shall expire each year. Each three (3) year term shall begin immediately following adjournment of an annual meeting of the North Carolina Bar Association. Council members may not be elected to successive three (3) years terms on the Council; but shall not be precluded from election as an officer of the Division.

ARTICLE 5: ELECTION OF OFFICERS AND COUNCIL MEMBERS

SECTION 5.1 NOMINATIONS One or more candidates may be nominated by the Nominating Committee for each position to be filled by election as provided in these bylaws. The Nominating Committee shall use its best efforts to assure that the Council and the succeeding Chairs and Chairs-elect shall be geographically representative. The Nominating Committee shall determine that the nominee agrees to be nominated. The Nominating Committee shall submit its report to the Chair of the Division not later than 60 days prior to the opening assembly of the annual meeting of the Division. The Chair of the Nominating Committee shall announce the identity of each nominee at the opening assembly of the annual meeting of the Division. Nominations may then be made from the floor.

SECTION 5.2 ELIGIBILITY Each officer and Council member must be a member in good standing of the Division at the time that officer or Council member is elected or otherwise assumes office.

SECTION 5.3 VOTING Each member of the Division present at the annual meeting of the Division cast one (non-cumulative) vote for each position to be filled.

SECTION 5.4 ELECTION All elections shall be held at a business session of the Division during the annual meeting of the Division. The date, time and place of the meeting shall be set by the Council and the Chair, and reasonable notice given to the members. Elections for contested positions shall be by written ballot. Election shall be by a majority of the votes cast, and a run-off election to choose between the two leading candidates shall be held if a majority vote is not initially obtained. The Immediate Past Chair, in his capacity as Chair of the Nominating Committee shall certify promptly the results of the election in writing to the Executive Director of the Association.

SECTION 5.5 VACANCIES. If any officer or Council member shall fail to attend two successive meetings of the Council, that office shall automatically be vacated unless that officer is excused for good cause by the Chair. Except as provided for elsewhere in these bylaws, vacancies in any office shall be filled by an interim election by a majority vote of the Executive Committee, with such officer serving until the next annual meeting, at which time an election shall be held in accordance with these bylaws.

ARTICLE 6: COMMITTEES

SECTION 6.1. SPECIAL COMMITTEES The Chair shall create such committees as the Chair deems advisable to carry out the purposes of the Division, shall define their powers and functions, and shall appoint all committee chairmen from the general membership for a term to run concurrently with the Chair's term as an officer. Any special committee chair may be removed at any time by the Chair of the Division. Any vacancy occurring in a committee chairmanship shall be filled for the unexpired term by the Chair of the Division. Any special
committees may be discontinued by the Chair of the Division.

SECTION 6.2. EXECUTIVE COMMITTEE  There shall be a standing committee denominated the Executive Committee. It shall be chaired by the Chair of the Division and shall have as its members the officers of the Division and the Immediate Past Chair of the Division. 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 Division may call a meeting of the Executive Committee upon reasonable notice to all committee members. Any action of the Executive Committee shall be reported at the next meeting of the Council.

SECTION 6.3. NOMINATING COMMITTEE  There shall be a standing committee denominated the Nominating Committee composed of all available past chairs. This committee shall nominate candidates for the office of Chair-elect, Secretary-Treasurer and council members, shall announce those nominations at the annual meeting of the Division, and shall conduct the election for those officers as provided in Article 4 of these bylaws. The Immediate available Past Chair of the Division shall serve as the Chair of the Nominating Committee.

SECTION 6.4. SOCIAL COMMITTEE.  There shall be a standing committee denominated the Social Committee. This committee shall have responsibility for planning and coordinating social functions of the Division in conjunction with the annual and other meetings of the Division, the annual meeting of the Association, and at any other times as directed by the Chair or the Council.

SECTION 6.5. INFORMATION AND COMMUNICATIONS COMMITTEE.  There shall be a standing committee denominated the Information and Communications Committee. This committee shall be responsible for regular communication with the members of the Division, including but not limited to, notices, newsletters and articles of a substantive nature, and any other information deemed by the Committee, Chair, or Council to be of interest to members of the Division.

SECTION 6.6 PROGRAM COMMITTEE.  There shall be a standing committee denominated the Program Committee. This committee shall have responsibility for planning and coordinating programs of the Division in conjunction with the meetings of the Division and at any other times as directed by the Chair or the Council.

ARTICLE 7: MEETINGS

SECTION 7.1. ANNUAL AND OTHER MEETINGS  There shall be at least two meetings of the membership, one in the fall and one in the spring. The spring meeting shall be the annual meeting of the Division. The time and place of the meetings shall be set by the Council and the Chair, with such program and order of business as may be directed by the Chair of the Division. Selection of time and place shall be made and announced to the membership at least six months in advance of the meetings. In selection of venues for the meetings Council and Chair shall promote members’ attendance by selecting different geographical locations within and outside the state giving due consideration to cost, accessibility, venues previously visited, and attractiveness for the members. In addition to the fall and spring meetings either the Chair or a majority of the Council may call a mid-year or other special meeting of the general membership at any reasonable time and place upon reasonable notice.

SECTION 7.2. COUNCIL MEETINGS.  The Council shall meet at least semi-annually. One such meeting shall be held during the annual meeting of the Division. The Chair or a
majority of the Council may call additional Council meetings upon reasonable notice.

SECTION 7.3 QUORUM Those members of the Division present shall constitute a quorum for the transaction of business at the annual meeting and other meetings of the general membership of the Division. Those members of the Council present at any duly called meeting shall of the Council shall constitute a quorum for the transaction of business at meetings of the Council.

SECTION 7.4. PROXIES. There shall be neither absentee nor proxy voting.

SECTION 7.5. AGENDAS The agenda of the annual meeting of the membership shall consist of the election of officers and members of the Council and such other matters as the Chair of the Division or the Council deem appropriate and of which notice has been given. The agenda of a special meeting of the membership shall consist of those matters which the Chair of the Division or a majority of the Council deem appropriate and of which notice has been given.

SECTION 7.6. RULES OF PROCEDURE. Roberts Rules of Order shall govern meetings of the Division, Council and Executive Committee, except as otherwise provided in the bylaws.

ARTICLE 8: AMENDMENTS

SECTION 8.1. PROCEDURE FOR AMENDMENTS. All proposals to amend these bylaws shall be submitted in writing to the Secretary at least ten days prior to the meeting of the Council at which such proposals shall be considered. By a vote of the majority of the Council, the Council may then propose an amendment to the bylaws at any meeting of the general membership. A majority vote of the membership present at such meeting shall be necessary to amend these bylaws.

SECTION 8.2. EFFECTIVE DATE Any amendments to the bylaws shall become effective upon adoption, unless otherwise stated in the proposal.

ARTICLE 9: MISCELLANEOUS PROVISIONS

SECTION 9.1. AUTHENTICATION. These bylaws were approved by the Board of Governors of the North Carolina Bar Association on October 4, 1991; revised on June 23, 1994; June 21, 2001, April 8, 2005, January 19, 2006 and April 11, 2015.