

BYLAWS
PARALEGAL DIVISION
NORTH CAROLINA BAR ASSOCIATION

ARTICLE I

NAME AND PURPOSE

SECTION I.1. NAME. This Division shall be known as the Paralegal Division of the North Carolina Bar Association (“Division”). It shall be part of the North Carolina Bar Association (“Association”).

SECTION I.2. DESIGNATION AND PURPOSE. The Division shall have as its purpose the promotion of the general welfare of the community and public service, the advancement of the professional education and welfare of paralegals, adherence by its members to the code of ethics and professional responsibility adopted by the Division, adherence by its members to minimum educational requirements, continuing education requirements and standards of practice adopted by the Division, provision for paralegals to participate in the activities of the Association and advancement of the standards of the legal profession and the administration of justice.

SECTION I.3. LOCAL ORGANIZATIONS. The Division shall encourage and foster the organization of local paralegal associations or sections in order to promote its ideals and purposes.

ARTICLE II

MEMBERSHIP

SECTION II.1. PARALEGAL DIVISION MEMBERS. The membership of the Division shall consist of all non-lawyers that affiliate with the Association in the Paralegal Category that are in good standing in the Association and whose Association dues have been paid.

SECTION II.2. STUDENT MEMBERSHIP. In order to be eligible for Student Membership in the Paralegal Division of the North Carolina Bar Association, a person must meet the requirements as set forth by the North Carolina Bar Association. Student Members shall not be entitled to vote, hold office or Council position, or serve as a committee chair in the Paralegal Division. Such members may, however, serve as voting members of Paralegal Division committees. Student Members are not eligible to join any

North Carolina Bar Association Section. Student Members who become eligible for Provisional Membership or Regular Membership shall, as soon as practical but no later than the beginning of the ensuing fiscal year, change their classification by application for change of status to the North Carolina Bar Association.

SECTION II.3. PROVISIONAL MEMBERSHIP. In order to be eligible for Provisional Membership in the Paralegal Division of the North Carolina Bar Association, a person must meet the requirements as set forth by the North Carolina Bar Association. Provisional Members shall not be entitled to vote, hold office or Council position, or serve as a committee chair in the Paralegal Division. Such members may, however, serve as voting members of Paralegal Division committees. Provisional Members who become eligible for Regular Membership shall, as soon as practical but no later than the beginning of the ensuing fiscal year, change their classification by application for change of status to the North Carolina Bar Association.

SECTION II.4. LAWYER MEMBERSHIP. Lawyers who are members in good standing in the Association may be members of the Division.

SECTION II.5. DUES. Dues shall be set by the Association and payable to the Association July 1 of each year.

SECTION II.6. TERMINATION. Termination of a paralegal's affiliate status in the Association or a lawyer member's membership in the Association shall result in the automatic termination of the membership in the Division.

ARTICLE III

OFFICERS

SECTION III.1. OFFICERS AND TERMS OF OFFICE. The Officers of the Division shall be the Chair, Vice-Chair, Secretary and Treasurer. Each officer of the Division shall serve a one-year term, which shall coincide with the terms of office of the officers of the Association. No officer shall serve more than two (2) consecutive terms in the same office except upon application to and approval by the Board of Governors of the Association.

SECTION III.2. DUTIES OF OFFICERS.

(a) CHAIR AND VICE-CHAIR. The Chair shall perform the duties and have the responsibilities of the chief executive officer of the Division. The Chair shall preside at meetings of the Council and at meetings of the Division. The Chair shall have such other and further duties as the Division, from time to time, may provide. 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 or the Division, from time to time, may provide.

(b) SECRETARY. The membership shall elect a Secretary who shall, in consultation with the Assistant Director of Section Activities of the Association, keep minutes and maintain the attendance rolls and records of the Division, shall maintain the Master Calendar of deadlines and the events for the Council, shall prepare such other reports and recommendations as may be requested by the Chair or the Division, shall perform such other duties as shall be assigned by the Chair or the Division from time to time and shall perform the duties of the Chair if the Chair and Vice-Chair are unable to act for any reason.

(c) TREASURER. The membership shall elect a Treasurer who shall, in consultation with the Director of Section Activities of the Association, maintain the financial records of the Division and shall provide such reports and records of the Division as may become necessary, shall perform such other duties as shall be assigned by the Chair or the Division from time to time and shall perform the duties of the Chair if the Chair, the Vice-Chair and the Secretary are unable to act for any reason.

ARTICLE IV

COUNCIL

SECTION IV.1. COMPOSITION. The Division shall have a Council composed of the officers of the Division and twelve (12) members elected by the membership of the Division. The (12) members of the Council shall serve three (3) year terms.

SECTION IV.2. DUTIES AND AUTHORITY. The Council shall have general supervision and control of the affairs of the Division in the interval between meetings of the general membership and, subject to these Bylaws, shall have plenary authority.

SECTION IV.3. IMMEDIATE PAST CHAIR VOTING. The immediate past Chair of the Division shall be a voting member of the Council in all matter coming before the Council.

ARTICLE V

ELECTION OF OFFICERS AND COUNCIL MEMBERS

SECTION V.1. NOMINATIONS. The report of the Nominating Committee shall contain nominations for Secretary, Treasurer and four members of the Council. The Nominating Committee may nominate one or more candidates for each position. The Nominating Committee shall use its best efforts to assure that the Council 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 not later than sixty (60) days prior to the annual meeting of the Division and shall

prepare a written report to be presented at the annual meeting of the Division. The Nominating Committee shall announce each nominee at the opening of the business session of the annual meeting of the Division. Nominations may then be made from floor.

SECTION V.2. ELIGIBILITY FOR OFFICER/COUNCIL POSITIONS. Only members in good standing with the Paralegal Division shall be eligible for consideration as an Officer under Article III above or as a Council member under Article IV above, and such members shall remain in good standing with the Paralegal Division during their tenure as an Officer or Council member hereunder.

SECTION V.3. VOTING. Each member of the Division present at the annual meeting of the Division shall have the right to cast one (non-cumulative) vote for each position to be filled.

SECTION V.4. ELECTION AND CERTIFICATION. 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. Notice of the meeting will be given to the members 30 days in advance. 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 her/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 V.5. VACANCIES. If any officer or Council member shall fail to attend two successive meetings of the Council, the office or seat on the Council held by such person shall automatically be vacated unless the Council excuses that person for good cause. Except for the Chair and Vice-Chair, vacancies in any office or seat on the Council shall be filled by an interim election by a majority vote of the Council, with the officer or Council member serving until the end of the fiscal year of the Association. The election to fill the vacancy for the remainder of the unfinished term shall be held at the annual meeting of the Division in accordance with these Bylaws. The President of the Association shall fill a vacancy in the Chair or Vice-Chair.

ARTICLE VI

COMMITTEES

SECTION VI.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 chairs from the general membership for a term to run concurrently with the Chair's term as an officer. The Chair of the Division may remove any special committee chair at any time. The chair of the Division shall fill any vacancy occurring in a committee chairmanship for the unexpired term. The Chair of the division may discontinue any special committees.

SECTION VI.2. NOMINATING COMMITTEE. There shall be a standing committee denominated the Nominating Committee. The Chair of the Division shall appoint a Nominating Committee of five members of the Division, including up to two past chairs of the Division, if they consent to serve. The immediate Past Chair of the Division shall be the Chair of the Nominating Committee. This committee shall nominate candidates for the offices of 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 these Bylaws. The Chair and Vice-Chair of the Division shall be appointed by the President-Elect of the Association. The Nominating Committee shall submit two recommendations each for the Chair and Vice-Chair of the Division to the President-Elect of the Association in writing by no later than March 1 of each year.

SECTION VI.3. CONTINUING PARALEGAL EDUCATION COMMITTEE. In order that the Association may continue to coordinate continuing legal education and/or continuing paralegal education programs so as to provide the greatest possible benefit to all members of the Association, all continuing legal education and/or continuing paralegal education programs, except such publications as the Division may be authorized to publish, shall be conducted in consultation with and under the direction of the Continuing Legal Education Committee of the North Carolina Bar Association Foundation.

SECTION VI.4. PUBLICATIONS COMMITTEE. There shall be a standing committee denominated the Publications 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. Any such publications shall be produced in consultation with the President and the Executive Director of the Association.

SECTION VI.5. TECHNOLOGY COMMITTEE. There shall be a standing committee denominated the Technology Committee. This committee shall be responsible for establishing and monitoring the Division website and shall also ensure that current information regarding Division news and activities is provided therein.

SECTION VI.6. BYLAWS COMMITTEE. There shall be a standing committee denominated the Bylaws Committee. This committee shall receive and consider proposed Bylaw amendments from the membership. Such proposed amendments shall be presented in writing to the Division Chair and Secretary at least ten (10) days prior to the meeting of Council at which such proposed amendments shall be considered.

SECTION VI.7. ETHICS COMMITTEE. There shall be a standing committee denominated the Ethics Committee. This committee shall be responsible for addressing any question of ethics presented to it. This committee also shall be responsible for establishing a code of ethics for the Division and shall be responsible for maintaining and

providing current information or materials regarding ethical issues.

SECTION VI.8. 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 other members the Immediate Past Chair, Vice Chair, Secretary, and Treasurer. It shall have the power to act on time sensitive matters in the place and the stead of the Council in the intervals between meetings of the Council. Three (3) of the five (5) members shall constitute a quorum, and all action shall be by a majority vote of those present. 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 VI.9. LONG-RANGE PLANNING COMMITTEE. There shall be a standing committee denominated the Long-Range Planning Committee. This Committee shall be responsible for compiling and synthesizing the ideas elicited from Division members into a proposed long-range plan of appropriate activities for the Division to pursue in furtherance of its purpose as stated in Article I, Section 1.2 of these Bylaws. The proposed long-range plan shall be submitted to the Division Chair and Council for consideration, approval, and implementation.

SECTION VI.10. MEMBERSHIP COMMITTEE. There shall be a standing committee denominated the Membership Committee. This committee shall be responsible for the recruitment of new members.

SECTION VI.11. PRO BONO COMMITTEE. There shall be a standing committee denominated the Pro Bono Committee. This committee shall be responsible for working with the North Carolina Bar Association lawyers' pro bono programs to encourage and coordinate paralegal participation in pro bono activities with volunteer lawyers in an effort to best serve the essential needs of the poor.

SECTION VI.12. SURVEY COMMITTEE. There shall be a standing committee denominated the Survey Committee. This committee shall prepare and distribute, with Council approval, a survey of issues concerning the Division. The committee shall tabulate the results and disseminate the information to the Division.

SECTION VI.13 SECTION LIAISON COMMITTEE. There shall be a standing committee denominated the Section Liaison Committee. The committee is composed of the Division liaisons to the specialty sections. The Section Liaison Committee, through its members' participation as liaisons on section councils, will strive to increase attorneys' awareness of the proper utilization of paralegals within the section's area of practice, promote confidence in the paralegal profession, and raise attorneys' standards for and expectations of paralegals.

ARTICLE VII

MEETINGS

SECTION VII.1. ANNUAL MEETING. The time and place of the annual meeting of the Division shall be set by the Council, with a program and order of business as may be directed by the Chair of the Division. In addition to the annual meeting of the Division, either the Chair or a majority of the Council may call a mid-year or other special meetings of the general membership at any reasonable time and place, upon reasonable notice.

SECTION VII.2. COUNCIL MEETINGS. The Council shall meet at least semi-annually. The Chair or a majority of the Council may call additional Council meetings upon reasonable notice.

SECTION VII.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 of the Council shall constitute a quorum for the transaction of business at meetings of the Council.

SECTION VII.4. PROXIES. There shall be neither absentee nor proxy voting.

SECTION VII.5. AGENDAS. The agenda of the annual meeting of the membership shall consist of the election of a Secretary, a Treasurer and members of the Council and such other matters as the Chair of the Division or the Council deems appropriate and of which notice has been given. The agenda of a special meeting of the membership shall consist of those matters that the Chair of the Division or a majority of the Council deems appropriate and of which notice has been given.

SECTION VII.6. RULES OF PROCEDURE. Robert's Rules of Order Newly Revised shall govern meetings of the Division and Council, except as otherwise provided in the Bylaws.

ARTICLE VIII

AMENDMENTS

SECTION VIII.1. PROCEDURE FOR AMENDMENTS. All proposals to amend these Bylaws by the membership shall be submitted in writing to the Bylaws Committee at least thirty (30) days prior to the meeting of the Council at which such proposals shall be considered. The Bylaws Committee shall formalize and submit the proposals in writing to the Division Chair and Secretary at least ten (10) days prior to the meeting of the Council at which such proposals shall be considered. By a vote of the

majority of the Council, and subject to approval by the Board of Governors of the Association, 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 VIII.2. EFFECTIVE DATE. Subject to approval by the Board of Governors of the Association, any amendments to the Bylaws shall become effective upon adoption, unless otherwise stated in the proposal.

ARTICLE IX

MISCELLANEOUS PROVISIONS

SECTION IX.1. AUTHENTICATION. These Bylaws were approved by the Board of Governors of the North Carolina Bar Association on October 4, 1997. Revisions were made on January 15, 1999, April 20, 2001, June 20, 2002, June 20, 2003, April 8, 2005, January 19, 2006, June 28, 2008, June 25, 2010 and June 22nd, 2013.