

BY-LAWS

DISPUTE RESOLUTION SECTION NORTH CAROLINA BAR ASSOCIATION

Article I Name and Purpose

Section 1. **Name**. This section of the North Carolina Bar Association (the "Association") shall be known as the Dispute Resolution Section (the "Section").

Section 2. **Purpose**. The purpose of this Section shall be to further the purposes of the Association as stated in Article 1.2 of its By-Laws within the field of dispute resolution by bringing together members of the Association and other persons and organizations with a special interest in such field in order to further its development. To that end, this Section shall formulate and extend the study of dispute resolution; serve as a resource for developing and implementing new programs concerning alternative dispute resolution techniques in the legal system and society at large; assist the State and Federal Courts in dispute resolution programs; assist the law schools in teaching dispute resolution; provide continuing legal education in dispute resolution; make proposals for the adoption of legislation and rules dealing with dispute resolution; and focus on legislation and public policy issues involving dispute resolution.

Article II Membership

Section 1. **Eligibility**. Any member in good standing with the Association, as well as any affiliate member as defined below in these By-Laws will be eligible for membership in this Section.

Section 2. **Admission to Membership; Payment of Dues**. Membership in the Section shall consist of "regular" members, who are also lawyers and members of the Association, and

“affiliate” members as defined below in these By-Laws. Any member of the Association, or any person invited to be an affiliate member of the Section, upon application and payment of dues for the then-current year shall be enrolled as a member of this Section. Thereafter, such dues shall be paid in accordance with the Association’s regular billing cycle for the Section’s successive fiscal years, except that any person who becomes a regular member or affiliate member within three months prior to the end of a given fiscal year and thereupon pays appropriate dues shall be deemed to have paid dues for the Section’s then-current and next fiscal year. Persons so enrolled and whose dues are so paid shall constitute the membership of this Section. Any regular member or affiliate member of this Section whose annual dues are more than four months past due shall thereupon cease to be a member of this Section.

Section 3. **Affiliate Members.** A non-lawyer who is active in the field of dispute resolution is eligible for membership in this Section as an “affiliate” member upon written application to the Association. The amount and timing of dues for affiliate membership shall be the same as what apply to regular members of the Section. Affiliate members of the Section shall be eligible to vote as a member of the Section, but being non-lawyers and therefore ineligible to be a member of the Association may not hold office in the Section. Affiliate membership in the Section does not constitute and will not be considered as membership in the Association. However, affiliate members shall be eligible to serve as members of the Section’s Council and enjoy all other privileges of Section membership, including service on standing and special committees, and acting as a Section liaison.

Section 4. **Eligibility for Officer/Council Positions.** Only regular members in good standing with Section shall be eligible for consideration as an officer under Article III below, and only such regular members and affiliate members in good standing shall be eligible for consideration as a Council member under Article IV below. Such members shall remain in

good standing with the Section during their tenure as an officer or Council member hereunder.

Article III
Officers

Section 1. **Officers.** The officers of the Section shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer.

Section 2. **Term of Office.** Each officer shall hold office for a term beginning at the close of the annual meeting of the Association following the election or appointment of such officer and ending at the close of the next succeeding annual meeting of the Association and until a successor has been elected and qualified. Any officer elected or appointed in the course of a term to fill a vacancy shall serve only until the close of the next annual meeting of the Association, unless elected as provided below.

Section 3. **Election and Appointment of Officers.** The Chair and Vice-Chair of the Section shall be appointed by the President of the Association. The Section shall each year at an appropriate time to be coordinated with the Association forward recommendations for such officers in writing to the Association's then President-Elect. The Council shall elect the Secretary and Treasurer of the Section. The Section shall elect the Council members as provided in Article VI below.

Section 4. **Chair.** The Chair shall perform the duties and have the responsibilities of the chief executive officer of the Section; shall preside at meetings of the Council and at meetings of the Section; shall supervise the performance of all activities of the Section; shall keep the Council duly informed and carry out its decisions; shall present at each annual meeting of the Association a report of the work of the Section for the year; and shall perform such further duties and have such further powers as pertain to the office or as may be designated by the Council, or the President of the Association. The Chair is also authorized to establish liaisons

between the Council and the courts and other entities involved in dispute resolution, provided that any such liaisons appointed to the Section shall be a regular member or affiliate member of the Section in good standing.

Section 5. **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 or the Council, from time to time, may provide.

Section 6. **Secretary**. The Secretary shall, in consultation with the Director of Section Activities of the 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 7. **Treasurer**. The Treasurer shall, in consultation with the Director of Section Activities of the Association, maintain the financial records of the Section and shall provide such reports and records of the Section as may be necessary. The Treasurer shall have such other duties as the Chair or Council, from time to time, may provide.

Article IV **Council**

Section 1. **Composition**. The Section shall have a Council comprised of the officers of the Section, the immediate past chair of the Section, and twenty-four other regular members or affiliate members elected by the membership of the Section.

Section 2. **Young Lawyers**. At least one voting member on the Council shall be 36 years of age or younger at the time of election.

Section 3. **Term**. Each member of the Council shall hold office for a term beginning at the close of the annual meeting of the Association following that member's election and ending

at the close of the third succeeding annual meeting of the Association.

Section 4. **Vacancy.** Members elected in the course of such a term to fill a vacancy shall, if elected by the Council, serve only until the close of the next annual meeting of the Association or, if elected at the annual meeting of the Section, serve only for the unexpired remainder of the term, unless later elected for a regular term as provided below.

Section 5. **Ineligibility.** No person shall be eligible for election as a member of the Council if such a person is then a member of the Council and has been so continuously for three years or more. However, such person may continue on the Council if he or she is elected to and serves in the position of a Section officer.

Section 6. **Attendance at Meetings.** If any member of the Council shall fail to attend three successive meetings of the Council without good cause, as determined in the sole discretion of the Council's Executive Committee, such member's office shall be vacated; provided, however, before any such action occurs, and prior to the fourth such successive meeting, the Council's Executive Committee shall notify the member in writing of the pending action and ask for a written statement of whether such good cause exists. Removal of the member from the Council shall occur only after the member has been provided a reasonable opportunity to provide good cause for his or her absence, and after the Council's Executive Committee has considered and voted on same.

Section 7. **Duties.** The Council shall, subject to the action of the members taken at annual meetings of the Section, have general supervision and control of the affairs of the Section but only in accordance with the By-Laws of the Association and the By-Laws of this Section, and subject to the control of the Board of Governors of the Association. The Council shall

authorize expenditure of all monies of the Section or monies appropriated for its use. Between annual meetings of the Section, the Council may fill vacancies in its own membership or in the office of any officer of the Section, exclusive of Chair or Vice-Chair, but the term of office of any person so elected shall terminate at the close of the next annual meeting of the Association.

Section 8. **Committees**. The Council may create and terminate such standing committees as it may deem appropriate and shall establish the jurisdiction of such committees and resolve any disputes among them. Any standing committee shall continue until dissolved by the Council. The Chair or the Council may create special committees as either may deem appropriate. Special committees shall terminate at the next annual meeting of the Association unless expressly reappointed. The Chair of the Section shall appoint the chair and any vice-chair of all committees of the Section for the fiscal year in which the Section's Chair is in office.

Section 9. **Meetings of the Council**. The Council shall hold an annual meeting and such other meetings as it may determine. The Council may meet in a special session at any time and place by call of the Chair, by any ten members of the Council, or by the President or Board of Governors of the Association. All Council meetings shall have at least five days notice.

Section 10. **Quorum**. Seven members of the Council shall constitute a quorum for the taking of official action by the Council.

Section 11. **Informal Action**. The Chair may submit any matter to the Council for a vote without calling a meeting of the Council. In such event all members of the Council must be advised of the matter in writing, by electronic communication or by telephone. Voting may be by telephone or other voice medium, or by written or electronic communication, but all such votes shall be confirmed in writing.

Section 12. **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, Vice-Chair, Secretary and Treasurer of the Section, and two other members of the Council selected by the Chair. It shall have the power to act in the place and the stead of the Council in the intervals between meetings of the Council. Five of the seven members shall constitute a quorum, and all action shall be by a majority vote of those present. The Chair of the Section may call a meeting of the Executive Committee upon reasonable notice to all such Committee members. Any action of the Executive Committee shall be reported at the next meeting of the Council. The Executive Committee may meet formally or informally in the same manner as provided above in Article IV, Section 11.

Article V **Meetings of the Section**

Section 1. **Annual Meeting.** The annual meeting of the Section shall be held each year on a date and at a time and place to be determined by the Council for the purpose of carrying out its normal business and electing members of the Council.

Section 2. **Special Meetings.** Special meetings of the Section may be called by the Chair upon the approval of the Council at such time and place as the Council may determine and with such program and order of business as may be arranged by the Chair subject to the direction and approval of the Council.

Section 3. **Quorum.** The members of the Section present at any such meeting shall constitute a quorum for the transaction of business.

Section 4. **Action.** All action by the Section shall be by a majority vote of the members

present at a Section meeting.

Article VI
Elections and Recommendations

Section 1. **Nominations**. Annually, the Chair shall appoint a Nominating Committee of five members of the Section. The then-current Section Chair shall also serve on the committee as an ex officio member. The Nominating Committee shall submit in accordance with the established Association schedule, its nominations for the offices of Secretary, Treasurer and eight members of the Council, and its recommendations for Vice-Chair and Chair; provided that the membership nominations shall be for a term of three years. In addition, in any year when vacancies exist or will exist upon the close of the annual meeting of the Association, the Nominating Committee shall submit such further nominations as may be necessary to fill the vacancies for their unexpired terms. Other nominations may be made only by appropriate petition signed by at least twenty-five members of the Section and received by the Secretary at least fifteen days before the Section's annual meeting. The Chair of the Nominating Committee shall submit all nominations for voting on at the Section's annual meeting.

Section 2. **Substitution of Nominees**. In the event any person nominated by the Nominating Committee is for any reason unable or unwilling to serve, the Nominating Committee is empowered to substitute names at any time before the presentation of its report at the annual meeting.

Section 3. **Recommendations**. When the Section is asked or decides to make recommendations for appointments to other governing bodies, committees, or other entities such as the North Carolina Dispute Resolution Commission, the Nominating Committee shall make its recommendations to the Council for a vote at the last scheduled Council meeting

before the recommendation is to be made. If the committee is invited or decides to make a recommendation which must be made prior to the next scheduled Council meeting, the Executive Committee shall have authority to act for the Council on said recommendation.

Section 4. **Peace Award.** The Section periodically recognizes one or more individuals or organizations in North Carolina who have made a special contribution or commitment to the peaceful resolution of disputes. Nominations are restricted to North Carolina residents or organizations who are selected by the Section's Nominating Committee. Nominations may be solicited from Council and Section members, court administrators, dispute resolution providers, judges, lawyers and other individuals. The nominee(s) shall be considered in accordance with the following criteria, and shall be named the Peace Award winner(s) for a particular fiscal year to be generally announced when presented with the award:

Overall contribution and commitment to the field of alternative dispute resolution, including but not limited to the following:

- a. Development of new or innovative programs;
- b. Demonstrated improvements in service;
- c. Demonstrated improvements in efficiency;
- d. Research and writings in the area of dispute resolution;
- e. Development of continuing education programs;
- f. Leadership with local, state and national boards and legislative bodies.

Article VII **Fiscal Matters and Reports**

Section 1. **Budget.** The Council shall annually determine and adopt a budget for the operation of the Section for the fiscal year and shall, upon request, submit the budget to the Board of Governors of the Association for its review and approval.

Section 2. **Expenditures of Funds.** The Council shall determine and approve all expenditures of funds in furtherance of its activities consistent with these By-Laws and the By-Laws of the Association, provided, however, that no expenditure of funds in excess of those actually on hand may be made nor may any such expenditure obligate the Association in any financial matter.

Section 3. **Annual Report.** An annual report of the activities of the Section for each fiscal year will be submitted to the Board of Governors and the President of the North Carolina Bar Association prior to the Association's annual meeting. In addition, such other reports as may be requested by the Board of Governors or the President of the Association will be submitted in a timely manner.

Section 4. **Dues.** The Council shall determine the dues of the Section. Any change in annual dues of the Section shall be made by the Council and submitted to the Board of Governors of the Association prior to its spring meeting for the approval of that body and, upon such approval, shall be effective for the next succeeding Association fiscal year.

Article VIII **Miscellaneous**

Section 1. **Publications.** The Council may determine and provide for the publication and distribution of a newsletter or other publication of the Section in the furtherance of its objectives. Any such publications shall be coordinated with the Association.

Section 2. **Continuing Legal Education.** All continuing legal education programs sponsored or endorsed by the Section, 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 in order that the Association may

continue to coordinate continuing legal education programs so as to provide the greatest possible benefit to all members of the Association.

Section 3. **Amendments**. These By-Laws may be amended at any annual meeting of the Section consistent with the By-Laws of the North Carolina Bar Association by a majority vote of the members of the Section present and voting, provided that such proposed amendment shall have been, or shall be, approved by a majority of the Council. Upon such approval by the Section, such amendments shall be presented for approval to the Board of Governors of the Association, and no amendment so adopted shall become effective until so approved.

Section 4. **Authentication**. These By-Laws initially were approved by the Board of Governors of the Association on January 14, 1993 and amended on June 15, 1995, October 9, 1998, January 18, 2001, October 12, 2001, June 20, 2002, January 19, 2006, October 27, 2007 and October 24, 2010.