

BYLAWS

of the

NORTH CAROLINA BAR ASSOCIATION

ARTICLE 1

NAME AND PURPOSES

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

ARTICLE 2

MEMBERSHIP

Article 2.1 Classes. There shall be ten classes of membership in the Association (1) Regular Members, (2) Positional Members, (3) Sustaining Members, (4) Members Emeritus, (5) Retired Members, (6) Out-of-State Members, (7) International Members, (8) Law Student Members, (9) Paralegal Members, and (10) Affiliate Members. The only voting members, and the only members who are defined as and have the rights afforded to members as such term is defined in N.C.G.S. § 55A-1-40(16), are Regular Members, Positional Members, Sustaining Members, Members Emeritus, and Retired Members, and such members shall have only those voting and other rights expressly set forth in these bylaws or required by law. All memberships in the Association shall be in the classes set forth in these Bylaws, but the nomenclature of the classes, or of desired categories of members within certain classes, may differ for marketing purposes or any other purposes determined by the Association.

Article 2.2 Regular Members. A person who is (1) a member in good standing of the North Carolina State Bar, (2) a lawyer duly licensed to practice law in any other state in the United States and residing in the State of North Carolina, (3) a judge of a court of the State of North Carolina or the United States, duly licensed to practice law in the State of North Carolina or any other state, and residing in the State of North Carolina, or (4) a teacher in any regularly organized and accredited or provisionally accredited law school

in the State of North Carolina who is duly licensed to practice law in the State of North Carolina or in any other state and residing in the State of North Carolina, may apply for regular membership in this Association by complying with the provisions hereinafter set forth.

Regular Members shall be eligible to (1) hold office in the Association or membership on the Board of Governors ("Board"), (2) participate as a voting member of the Association, (3) participate in the insurance programs offered by the Association to the extent allowed in the governing documents of such respective insurance programs, and (4) enjoy such responsibilities, rights, and privileges as designated by the Board.

Article 2.3 Positional Members. A positional membership is a membership paid for by a government entity or by a law school. A positional membership is assigned by the employing government entity to a specific designated full-time employee position or with respect to a law school, to a full-time faculty member; in either instance, the positional membership must be assigned to a member in good standing of the North Carolina State Bar or duly licensed to practice law in any other state. The membership remains attached to the employing government entity or law school regardless of who occupies the position, and does not belong to the individual occupying the position.

A Positional Member shall have the same responsibilities, rights, and privileges as a Regular Member. It is the responsibility of both the person occupying the positional membership and the employing government entity or law school to notify the Association if the person occupying the position changes; provided, however, if the Board determines that the person serving in such position has changed, then the Board may take such action as necessary including, without limitation, the immediate disqualification of such person who is serving as a positional member. A positional membership is not transferable to another government entity or law school.

For purposes of these Bylaws, "government entity" shall mean any agency, authority, board, commission, council, department, office, institution, or constitutional office of the United States of America, the State of North Carolina, or any political subdivision of the State of North Carolina, or any other incorporated municipality in North Carolina. For purposes of these Bylaws, "law school" shall mean an accredited or provisionally accredited law school located in North Carolina.

Article 2.4 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 shall be a Sustaining Member. A Sustaining Member shall have the same responsibilities, rights, and privileges as a Regular Member.

Article 2.5 Members Emeritus. A Member Emeritus is either:

(a) A Regular Member or Sustaining Member who on or before June 30, 2019 reaches the age of seventy (70), who has been a member of the Association continuously for twenty-five (25) years or more, and who applies on or before June 30, 2019 to the Association, and has been accepted, to become a Member Emeritus; or

(b) A Regular or Sustaining Member who on or after July 1, 2019 reaches the age of seventy (70), who has been a member of the Association for forty (40) years or more, who confirms to the Association that they are not engaged in the practice of law on a full-time basis, and who applies to the Association each year, and has been accepted, to be a Member Emeritus for that year.

A Member Emeritus shall be eligible to (1) hold office in the Association or membership on the Board, (2) participate as a voting member of the Association, (3) participate in the insurance programs offered by the Association to the extent allowed in the governing documents of such respective insurance programs, and (4) enjoy only such responsibilities, rights, and privileges as are designated by the Board for Members Emeritus. The annual dues requirements for a Member Emeritus shall be set by the Association in an amount less than the maximum current dues requirements for a Regular Member; provided, however, that Members Emeritus who applied prior to June 30, 2019, and were accepted as Members Emeritus under category (a) above, shall be exempted from paying annual dues.

Article 2.6 Retired Members. A member reaching the age of sixty (60) and having elected Inactive Retired Status with the North Carolina State Bar, upon application to and verification by the Association, may become a Retired Member. A Retired Member shall have the same responsibilities, rights, and privileges as a Regular Member.

Article 2.7 Out-of-State Members. A lawyer duly licensed to practice law who would qualify as a Regular Member but for the fact that they do not reside in the State of North Carolina may apply for membership in the Association by complying with the provisions hereinafter set forth. The dues for an Out-of-State Member in the Association shall be equal to those charged to Regular Members of the Association. Out-of-State Members of the Association shall not be eligible to (1) hold office in the Association or membership on the Board, (2) participate as a voting member of the Association, or (3) participate to the extent as otherwise may be limited or designated by the Board, but shall otherwise have the same responsibilities, rights, and privileges of a Regular Member.

Article 2.8 International Members. A lawyer duly licensed to practice law outside of the United States, regardless of where they may currently reside, may qualify for International Member status if sponsored by a Regular Member in good standing with the

Association. A separate attorney sponsor form must accompany the membership application for an International Member. The dues for the International Member in the Association shall be equal to those charged to Regular Members of the Association or as otherwise established by the Board. International Members of the Association shall not be eligible to (1) hold office in the Association or membership on the Board, (2) participate as a voting member of the Association, or (3) participate to the extent as otherwise may be limited or designated by the Board, but shall otherwise have the same responsibilities, rights, and privileges as a Regular Member.

Article 2.9 Law Student Members. A law student enrolled and in good standing in any regularly organized and accredited or provisionally accredited law school may apply for law student membership in the Association. Law Student Members of the Association shall not be eligible to (1) hold office in the Association or membership on the Board, (2) participate as a voting member of the Association, or (3) participate to the extent as otherwise may be limited or designated by the Board, but shall otherwise have the same responsibilities, rights, and privileges as a Regular Member. Once a student graduates or ceases to be in good standing (for whatever reason) at the law school, they shall cease immediately to be a Law Student Member of the Association without any further action necessary.

Article 2.10 Paralegal Members. An individual meeting the requirements as set forth in Article 8 may apply to be a Paralegal Member of the Association. Paralegal Members of the Association shall not be eligible to (1) hold office in the Association or membership on the Board, (2) participate as a voting member of the Association, or (3) participate to the extent as otherwise may be limited or designated by the Board, but shall otherwise have the same responsibilities, rights, and privileges as a Regular Member.

Article 2.11 Application for and Election to Membership. A person desiring membership in the Association shall submit an application to the Association in the form prescribed by the Association, except for newly licensed lawyers in the State of North Carolina as provided below. If the applicant meets the requirements of the pertinent provisions of this Article 2, the Association shall approve the application, and shall so notify the applicant. With regard to a newly licensed lawyer in the State of North Carolina, they will be notified of membership after verification of licensure as provided by the North Carolina State Bar. The Executive Director shall provide a summary to the Board at its next meeting of all actions taken with regard to all applications received or acted upon since its last meeting.

Article 2.12 Diversity Statement. The Association is an inclusive organization that recognizes, respects, promotes and encourages diversity among all members of the legal profession regardless of race, gender, ethnicity, national origin, religion, age, sexual

orientation, gender identity or disability. Consequently, Association membership is open to all who meet membership qualifications set forth in these Bylaws. Leadership opportunities shall be open to all members subject to the qualifications and processes set forth in these Bylaws and set forth by the Board, Divisions and Sections with Board approval. The Association recognizes as a core value the need to be a more inclusive organization. The Association further recognizes that intentional effort and commitment are required to achieve greater diversity and equity in the legal profession.

Article 2.13 Dues. The dues for membership shall be as prescribed by the Board, and the dues may vary among and within the classes of membership.

Article 2.14 Nonpayment of Dues. If, subsequent to proper notification to a member that dues are in arrears, a member fails to pay Association dues by the date determined by the Executive Director, all Association benefits that inure to that member shall cease immediately without any further action necessary until all outstanding dues are paid in full, unless additional time is authorized by the Board or Executive Director. Notwithstanding the foregoing, if, subsequent to proper notification to a member after the benefits suspension that dues are still in arrears, the member fails to pay Association dues by the later date, as determined by the Executive Director, that member shall cease to be a member of the Association and may not be reinstated to membership except by making new application as provided in Article 2.11. The issuance of a dues reminder by the Association shall constitute proper notification.

Article 2.15 Expulsion from the Association. Any member shall be expelled immediately from the Association without any further action necessary upon disbarment from the practice of law by the North Carolina State Bar or upon disbarment from the practice of law by the applicable regulatory agency if licensed outside of the State of North Carolina. A member shall be expelled from the Association for engaging in conduct detrimental to the legal profession upon a vote of at least two-thirds of the Board members present at any Regular Meeting (as defined in Article 3.5) or at a Board Special Meeting (as defined in Article 3.6). Any member alleged to have engaged in conduct detrimental to the legal profession shall receive written notice that their membership status will be addressed by the Board, which written notice shall be given at least seven calendar days before such meeting, and the member shall have the opportunity to be heard by the Board at such meeting. If a member is expelled by the Board for conduct detrimental to the legal profession, then such member shall have a right to appeal for reinstatement at the next Regular Meeting. No refund of dues shall be made to a member who has been expelled from the Association.

Article 2.16 Resignation. A member may resign at any time from the Association 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 immediately without any further action necessary. No refund of dues shall be made to such resigning member.

ARTICLE 2A

AFFILIATE MEMBERS

Article 2A.1 Affiliate Members. The Board, by resolution passed by a majority of Board members present and voting at a duly called Board meeting, may establish one or more affiliate categories for participation by non-lawyers in the Association. The criteria for 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 granted an affiliate status in the Association shall hold such status subject to the approval of the Board and subject to these Bylaws.

Any Section, Division, or Committee of the Association also may permit a non-lawyer to affiliate or associate therewith. An existing Section, Division, or Committee desiring to establish an affiliate status shall do so through action of its governing body (e.g., a Section's Council) by resolution passed by a majority vote of the members present and voting at a meeting called in compliance with these Bylaws or other rules and regulations that govern the affairs of such Section, Division, or Committee. The criteria for application with any Section, Division, or Committee shall be established by the governing body of the applicable entity, subject to prior approval by the Board. Unless otherwise required by the Board, affiliation with the Association is not a prerequisite for affiliation with a Section, Division, or Committee, but all Section, Division, and Committee affiliations shall be subject to these Bylaws and all rules, criteria, guidelines, and pronouncements of the Association. In addition, all Section, Division, and Committee affiliations shall be held subject to the approval of the Board and subject to these Bylaws.

Article 2A.2 Application for Affiliate Status. A non-lawyer desiring to affiliate with the Association shall submit an application to the Association. If the applicant meets the requirements of this Article 2A and any other applicable requirements as may be established by the Board, the Executive Director shall notify the Board and shall request the Board to act upon such application at its next meeting. The Executive Director shall notify the applicant of the Board's action as soon as reasonably possible thereafter. The Board, subject to the provisions of these Bylaws, may deny a person's application for any reason.

A non-lawyer desiring to affiliate with a Section, Division, or Committee shall follow the application process established by such Section, Division, or Committee. However, neither the Board nor any Section, Division, or Committee shall deny affiliation on a basis that violates these Bylaws.

Article 2A.3 Vote. No person who 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 Articles of Incorporation ("Charter") or these Bylaws. A person who holds an affiliate status in any Section, Division, or Committee may not vote on any such Section, Division, or Committee matter 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 who holds an affiliate status to vote.

Article 2A.4 Participation in Affairs. A person who holds an affiliate status in the Association (1) may not serve as a member of the Board, (2) may not serve as President, (3) may not serve as President-Elect, and (4) may not otherwise serve as an officer. A person who holds an affiliate status in any Section, Division, or Committee may not hold an elected or an appointed office therein, unless the rules, Bylaws, or other laws that govern the affairs of such Section, Division, or Committee expressly permits such service. Except as limited in this Article 2A.4 and as otherwise limited or prohibited by the Association's Charter, these Bylaws, the rules, bylaws, or other laws governing the affairs of a Section, Division, or Committee, or any rules, criteria, guidelines, or pronouncements promulgated or approved by the Association or the Board 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 who 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 who holds affiliate status in a Section, Division, or Committee shall be entitled to participate in all of the affairs, activities, and programs of the Section, Division, or Committee in which such person holds an affiliate status.

Article 2A.5 Advertising. The Board shall promulgate written rules relating to the extent and manner in which a person holding an affiliate status in the Association or in a Section, Division, or Committee of the Association, may market, advertise, or otherwise publicize such affiliation. Except as allowed by such rules, a person holding affiliate status in the Association, Section, Division, or Committee 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 shall prescribe the amount of dues for affiliate status within the Association or any Section, Division, or Committee.

Article 2A.7 Nonpayment of Dues. The rules applicable to nonpayment of Association, Section, Division, or Committee dues by members thereof shall be applicable to those persons who hold an affiliate status in the Association or in a Section, Division, or Committee.

Article 2A.8 Resignation. An Affiliate Member may resign at any time from the Association, a Section, Division, or Committee 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 immediately without any further action necessary. No refunds of dues shall be made to such resigning member.

ARTICLE 3

BOARD OF GOVERNORS

Article 3.1 Composition. The Board shall consist of twenty-one (21) members of the Association elected by the membership of the Association as hereinafter provided and the following twelve (12) ex-officio members:

- (a) President;
- (b) President-Elect;
- (c) Immediate Past President;
- (d) Seven Vice Presidents;
- (e) Chair of the Young Lawyers Division; and
- (f) Chair of the Senior Lawyers Division.

In order to provide continuity in the Board, the terms of the twenty-one (21) members shall be staggered so that seven members are elected each year. At least one of the seven members elected each year shall be a member not over the age of thirty-six (36) at the time of election. Persons who are members of the Board may be referred to herein as "Directors" or "members of the Board." To the extent that an ex-officio Board member ceases to hold the position that entitles such person to be a Board member, such person shall cease to be a Board member.

Article 3.2 Elections; Nominations; Non-Attendance. At each Annual Meeting (as defined in Article 4.1), seven members of the Association in good standing shall be elected to serve three-year terms as members of the Board. 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 may be elected by written ballot. Board members shall serve until death, resignation, removal, or until their successors are duly elected and installed. All nominations for vacancies in the Board shall be for the unexpired term of such office. Nominations for election to membership on the Board are to be made as provided in Article 10.3. If any elected member shall be absent for any three Regular Meetings (as defined in Article 3.5) (not including the organizational meeting (as defined in Article 4.1) at which the member is elected), the Board may, at any Regular Meeting (as defined in Article 3.5), by at least a two-thirds vote of the Board members present, remove said member and declare a vacancy in such office.

Article 3.3 Power. The Board shall be the governing body of the Association and shall supervise the management of the Association's affairs.

Article 3.4 Quorum. At any Regular Meeting (as defined in Article 3.5) or Board Special Meeting (as defined in Article 3.6), a majority of the members of the Board, including at least three members of the Executive Committee, shall constitute a quorum. Unless otherwise specified herein or by law, action at a meeting of the Board shall be by a majority of the quorum. All members of the Board, including ex-officio members, shall have the right to vote.

Article 3.5 Regular Meetings. The Board shall hold the following five regular meetings during each fiscal year of the Association, and the exact dates and times of such regular meetings shall be determined by the President (each a "Regular Meeting"):

(a) Organizational Meeting. An organizational meeting following adjournment of the Annual Meeting (as defined in Article 4.1);

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

(c) Winter Meeting. A winter meeting during the month of January or February; provided, however, 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;

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

(e) Final Meeting. A meeting prior to the convening of the Annual Meeting (as defined in Article 4.1).

Article 3.6 Special Meetings. Special meetings of the Board shall be held at any time at the call of the President, the President-Elect, or any five members of the Board (each a "Board Special Meeting").

Article 3.7 Notice of Meetings. All Regular Meetings of the Board shall be upon not less than ten (10) days' prior notice. All Board Special Meetings shall be upon not less than three (3) days' prior notice, which notice shall include a description of the purpose or purposes for which the meeting is called.

Article 3.8 Place of Meetings. All meetings shall be held at such places and times, or via such electronic means and times, as the President or President-Elect may designate. If all Directors then serving on the Board shall meet at any time and place, or via electronic means, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any lawful action may be taken.

Article 3.9 Vacancies and Removal. A vacancy shall occur when a Director resigns, is removed (including pursuant to Article 3.2) from office or no longer has the requisite capacity to serve.

With respect to any Director who is elected, appointed or serves due to action of the Board, a vote to remove or a determination of incapacity shall be made by the Board of Directors in its sole and absolute discretion, by a vote of at least two-thirds of the Board members present at any Regular Meeting or Board Special Meeting.

With respect to any Director who is elected or appointed by the members, a vote to remove, or a determination of incapacity, shall be made by the members in their sole and absolute discretion, by a vote of the members at any Regular Meeting or Special Meeting.

With respect to any Director who serves by virtue of their position as either Chair of the Young Lawyers Division or Chair of the Senior Lawyers Division, such Director may be removed by the Board of Directors in its sole and absolute discretion, by a vote of at least two-thirds of the Board members present at any Regular Meeting or Board Special Meeting.

A vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors (but not less than two) at any Regular Meeting or Board Special Meeting. The person filling the vacant Director position shall serve for the remainder of the term of the previous Director.

Article 3.10 Presumption of Assent. A member of the Board who is present at a meeting of the Board 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 3.11 Manner of Acting. Except as otherwise provided in these Bylaws or required by applicable law, the affirmative vote of a majority of the members participating at a meeting of the Board shall be the act of the Board if a quorum is present when the vote is taken. Any meeting of the Board where the members are not gathered at the same location may be held by teleconference or any other media through which the members participating in the meeting may hear and directly communicate with each other.

ARTICLE 4

MEETINGS OF THE ASSOCIATION

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

Article 4.2 Special Meetings. Special meetings of the Association may be called at any time by the President, the Board, or the Executive Committee upon not less than twenty (20) days' prior written notice ("Association Special Meeting"). At an Association 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; Voting. Those members present at any session of any Annual Meeting or Association Special Meeting shall constitute a quorum. Unless otherwise specified herein, action at a meeting of the Association shall be by a majority of the quorum. All Regular Members, Sustaining Members, and Members Emeritus shall have the right to vote only on those matters expressly set forth in these bylaws or required by law. Voting by proxy shall not be permitted.

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.

- (a) Call to Order;
- (b) Report of Nominations Committee;
- (c) Report of Resolutions Committee;
- (d) Report of Governance Committee;
- (e) Announcement of Past Presidents' Proposed Nominee for President-Elect;
- (f) Announcement of Vice Presidents;
- (g) Miscellaneous Business;
- (h) Election of Members of the Board;
- (i) Election of President-Elect; and
- (j) Adjournment.

ARTICLE 5

OFFICERS, EXECUTIVE DIRECTOR, AND OTHERS

Article 5.1 Designation. The officers of the Association shall be the President, the President-Elect, the Immediate Past President, the seven Vice Presidents, the Secretary, the Treasurer, and such assistant secretaries, assistant treasurers, or other duly appointed or elected officers, 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. Any member of the Association shall have the right to recommend in writing to such 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 the Immediate Past President's duty to convene this committee at least thirty (30) days prior to the first day of the 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 the President's designee shall (i) announce at the first business session of each Annual Meeting the name of the member proposed for nomination by the committee as President-Elect, and (ii) open the floor to any additional nominations for such office at the time of the election of officers.

(b) Vice Presidents. There shall be a total of seven (7) Vice Presidents nominated by the Nominations Committee as provided in Article 10.3. Three Vice Presidents shall, at the time of their election, be judges of the state or federal courts and residing in the State of North Carolina and shall serve one-year terms. One Vice President shall, at the time of 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. Three Vice Presidents shall be members of the Association and shall serve staggered three-year terms, provided that for the purposes of staggering, the Board may assign such an elected Vice President to a term of less than three years.

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

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

(b) Vice Presidents. The Vice Presidents shall be elected by vote of the Board at each Spring Meeting of the Board; provided, however, on motion from the floor, duly seconded and carried, such Vice Presidents shall be elected by written ballot. The Vice Presidents shall be elected for the terms specified in Article 5.2(b), which terms shall commence at the Annual Meeting following their election by the Board. Each Vice President shall hold office until death, resignation, removal, or until a successor is elected and assumes office. The President or the President's designee shall announce at the business session of each Annual Meeting the name of the members elected as Vice Presidents.

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

(d) Immediate Past President. The President shall become Immediate Past President upon installation of the President-Elect as President and shall serve as Immediate Past President until the election of the President-Elect at the next Annual Meeting.

(e) Secretary. The Executive Director shall serve as Secretary as provided in Article 5.5(b).

(f) Treasurer. The President-Elect shall serve as Treasurer.

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 all duties incident to the office of president of a nonprofit corporation as set forth in the North Carolina Nonprofit Corporation Act or other applicable law. The President, or in the President's absence, the President-Elect, shall preside at Executive Committee meetings and meetings of the Board; otherwise, the President, or the President's designee, shall preside at all other meetings of the Association. The President shall serve as the Chair of the Board, and shall have such power, duties, and responsibilities as may be assigned by these Bylaws, the Board, or the Executive Committee.

(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, removal, or disability. The President-Elect shall appoint the Chairs and members of committees as provided in Article 10.10 of these Bylaws, and shall have such power, duties, and responsibilities as may be assigned by these Bylaws, the Board, the Executive Committee, or the President; provided however that only the Board shall have authority to appoint Chairs or members of committees where such committees have the authority to act for the Board (such as but not limited to the Executive Committee).

(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

President's 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 to nominate a member of the Association to fill such vacancy to the Board. The Board shall meet to consider such nominee and to select and appoint a member of the Association to serve for the unexpired term of the President-Elect.

(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 by the Board, 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 the duties and have the power and 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. The Immediate Past President shall also perform such duties and have such power and responsibilities as may be assigned by these Bylaws, the Board, the Executive Committee, or the President.

(e) Duties of the Secretary. The Executive Director shall serve concurrently as Secretary and shall keep full and accurate minutes of the proceedings of all meetings of the Association, the Board, the Executive Committee, and of such other matters as the Board, the Executive Committee, or the President shall direct. The Executive Director shall be the 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. The Executive Director shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board, the Executive Committee, or the President.

(f) Duties of the Treasurer. The President-Elect shall serve concurrently as Treasurer, and, under the direction of the Board, the Audit & Finance Committee, the Investment Committee, or the President, shall oversee and direct the collection and disbursement, deposit, or investment of the funds of the Association, and shall cause to be kept regular and accurate accounts of all financial matters of the Association in books belonging to the Association. The audited financial statement of the Association shall be open to inspection by any member of the Association during regular business hours upon at least seven days' prior written notice to the Executive Director. The President-Elect shall

perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board, the Executive Committee, or the President.

Article 5.5. Executive Director.

(a) Position of Executive Director. The Executive Director shall be the active managing executive and chief executive officer of the Association, serving as a compensated employee of the Association subject to the oversight of the Board, in conducting the affairs of the Association. The Executive Director shall be appointed by the Board. The Board shall conduct a performance review of the Executive Director at least annually. The Executive Director shall serve until death, resignation or removal by the Board or until a successor is duly appointed. A written employment contract may be entered into between the Association and the Executive Director, which may address, among such other terms as approved by the Board, a guaranty of compensation for a term longer than one year.

(b) Duties of the Executive Director. Unless and until limited by the Board, the Executive Director shall have the following powers, duties, and responsibilities:

(i) The Executive Director shall serve concurrently as Secretary and shall perform the duties as stated in Article 5.4(e).

(ii) The Executive Director shall conduct the correspondence of the Association.

(iii) The Executive Director shall keep at all times a complete and accurate roll of membership of the Association, with addresses, and shall notify new officers of their election and Chairs and members of committees of their appointment.

(iv) The Executive Director shall issue notices of all meetings of the Association, the Board, the Executive Committee, and other committees when requested.

(v) Under the direction of the Audit & Finance Committee, 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.

(vi) 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 presented to the Board for its consideration and adoption.

(vii) The Executive Director shall prepare and make any such reports to the Association, the Board, the Executive Committee, or the President as shall be directed by action of the Board, the Executive Committee or the President.

(viii) The Executive Director shall be responsible for the hiring, assignment, training, promotion, and discharge of all employees of the Association.

(ix) The Executive Director may execute or authorize the execution of contracts on behalf of the Association.

(x) The Executive Director shall devote full time to the various power, duties, and responsibilities specified herein, which shall include cooperating with, working with, and aiding the Sections, Divisions, and Committees of the Association and North Carolina local bar associations.

(xi) The Executive Director shall perform such other duties as may be assigned by the Board, the Executive Committee, or the President.

Article 5.7 Assistant Executive Director - Assistant Secretary – Assistant Treasurer. The Board or the Executive Committee, in its discretion, may appoint one or more Assistant Secretaries or Assistant Treasurers, as it shall deem appropriate. The Board may appoint an Assistant Executive Director as the Board, in its discretion, deems appropriate. No salary or other compensation shall be paid by the Association to any director or officer of the Association for serving or acting in such positions, but salary or other compensation may be paid to such persons who are not directors or officers and who serve in those capacities. The Board may elect such other officers, with such duties, as it deems appropriate.

Article 5.8 Removal. Any officer of the Association may be removed by a two-thirds vote of the Board present at any Regular Meeting or Board 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 may fill any vacancy in any office for which these Bylaws do not provide for succession, and in that case the officer filling the vacancy shall serve for the remainder of the unexpired term. If the Bylaws provide for succession, but

no person is available to succeed to the office, the Board may fill the vacancy for the remainder of the unexpired term.

ARTICLE 6

YOUNG LAWYERS DIVISION

Article 6.1 Membership. The Young Lawyers Division shall consist of all members of the Association age thirty-six (36) years and under, except those who elect not to be members of such Division; provided, however, that a member of the Association, regardless of age, may be a member of this Division for a period of up to ten years next following the date on which the member is first licensed to practice law.

Article 6.2 Functions. Members of this Division shall work in consultation with the President, the Executive Director, the Board, and the Executive Committee to promote and carry out the purposes and programs of the Association. The members of this Division shall (1) elect a Chair and such other officers as they determine, (2) provide for the election or appointment of an Executive Council composed of such persons as they determine, and (3) establish, after consultation with and approval by the President, such committees as will best promote the objectives of the Association.

Article 6.3 Bylaws. This Division shall adopt its own bylaws. This Division's bylaws shall not be inconsistent with the Association's Charter or Bylaws and neither this Division's bylaws nor any amendments thereto shall be effective until approved by the Board.

Article 6.4 Scope of Authority. All activities of this Division shall be subject to the control of the Board and conducted in accordance with any policies, rules, regulations, and guidelines adopted by the Board.

Article 6.5 Division Activities. No action, report, resolution, or recommendation of this Division shall be published or presented as the action or position of the Association, unless specifically approved by the Board.

Article 6.6 Ex-Officio Members. The President and President-Elect shall be ex-officio members of this Division and this Division's Council. The Executive Director shall be a non-voting ex-officio member of this Division and this Division's Council.

ARTICLE 7

SENIOR LAWYERS DIVISION

Article 7.1 Membership. The Senior Lawyers Division shall consist of all members 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.

Article 7.2 Functions. Members of this Division shall work in consultation with the President, the Executive Director, the Board, and the Executive Committee to promote and carry out the purposes and programs of the Association. The members of this Division shall (1) elect a Chair and such other officers as they determine, (2) provide for the election or appointment of an Executive Council composed of such persons as they determine, and (3) establish, after consultation with and approval by the President, such committees as will best promote the objectives of the Association.

Article 7.3 Bylaws. This Division shall adopt its own bylaws. This Division's bylaws shall not be inconsistent with the Association's Charter or Bylaws and neither this Division's bylaws nor any amendments thereto shall be effective until approved by the Board.

Article 7.4 Scope of Authority. All activities of this Division shall be subject to the control of the Board and conducted in accordance with any policies, rules, regulations, and guidelines adopted by the Board.

Article 7.5 Division Activities. No action, report, resolution, or recommendation of this Division shall be published or presented as the action or position of the Association, unless specifically approved by the Board.

Article 7.6 Ex-Officio Members. The President and President-Elect shall be ex-officio members of this Division and this Division's Council. The Executive Director shall be a non-voting ex-officio member of this Division and this Division's Council.

ARTICLE 8

PARALEGAL DIVISION

Article 8.1 Establishment of Division. To advance the purposes of the Association, the Board has authorized the organization of the Paralegal Division.

Article 8.2 Membership. Membership in this Division shall consist of (1) all non-lawyers who (a) are "paralegals," as that term is defined by the bylaws of this Division, and (b) meet any other requirements set forth by the bylaws of this Division, and (2) any

attorney member in good standing with the Association who selects to be a member of this Division.

Article 8.3 Functions. Members of this Division shall work in consultation with the President, the Executive Director, the Board, and the Executive Committee to promote and carry out the purposes and programs of the Association, including without limitation, the establishment of a code of ethics and professional responsibility for paralegals and the establishment and implementation of minimum educational requirements, continuing education requirements, and standards of practice for paralegals.

Article 8.4 Officers; Council. This Division shall have the following officers (1) Chair, (2) Vice-Chair, (3) Secretary, and (4) Treasurer. This Division shall be governed by a Council that consists of this Division's officers and twelve (12) members of this Division. The President shall appoint the Chair and Vice-Chair, both of whom shall be non-lawyers meeting the definition of a "paralegal," as that term is defined by the bylaws of this Division. The members of this Division at its annual meeting shall elect the Secretary, Treasurer, and members of its Council.

Article 8.5 Bylaws. This Division shall adopt its own bylaws. This Division's bylaws shall not be inconsistent with the Association's Charter or Bylaws and neither this Division's bylaws nor any amendments thereto shall be effective until approved by the Board. This Division's bylaws shall define the term "paralegal" and any other requirements for a person to join and become a member of this Division.

Article 8.6 Scope of Authority. All activities of this Division shall be subject to the control of the Board and conducted in accordance with any policies, rules, regulations, and guidelines adopted by the Board.

Article 8.7 Division Activities. No action, report, resolution, or recommendation of this Division shall be published or presented as the action or position of the Association, unless specifically approved by the Board.

Article 8.8 Ex-Officio Members. The President and President-Elect shall be ex-officio members of this Division and this Division's Council. The Executive Director shall be a non-voting ex-officio member of this Division and this Division's Council.

ARTICLE 9

SECTIONS

Article 9.1 Organization of Sections. To advance the purposes of the Association and to encourage participation in the activities of the Association, the Board may authorize the organization, division, combination, or dissolution of Sections.

Article 9.2 Functions. Members of each Section shall work in consultation with the President, the Executive Director, the Board, and the Executive Committee to promote and carry out the purposes and programs of the Association. Each Section shall recommend to the President a Chair and Vice-Chair of the Section, along with alternate selections for those positions, and the Chair and Vice-Chair of each Section shall be appointed by the President. The members of each Section shall (1) elect such officers other than the Chair and Vice-Chair as they determine, (2) provide for the election or appointment of a Section Council composed of such persons as they determine, and (3) establish, after consultation with and approval by the President, such committees as will best promote the objectives of the Association.

Article 9.3 Section Bylaws. Each Section shall have the power to adopt its own bylaws, consistent with the Association's Charter and Bylaws. The Section's bylaws and any amendments thereto shall not be effective until approved by the Board.

Article 9.4 Scope of Authority. All activities of Sections shall be subject to the control of the Board and conducted in accordance with any policies, rules, regulations, and guidelines adopted by the Board.

Article 9.5 Section Activities. 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.

Article 9.6 Ex-Officio Members. The President and President-Elect shall be ex-officio members of all Sections and Section Councils. The Executive Director shall be a non-voting ex-officio member of all Sections and Section Councils.

ARTICLE 10

COMMITTEES

Article 10.1 Standing Committees. The Association shall have six standing committees: (1) the Executive Committee, (2) the Governance Committee, (3) the Audit & Finance Committee, (4) the Nominations Committee, (5) the Membership Committee, and (6) the Strategic Planning Committee.

Article 10.2 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 to be appointed by the Board to serve to the adjournment of the Annual Meeting next following their appointment;
- (v) Chair of the Young Lawyers Division;
- (vi) Chair of the Senior Lawyers Division; and
- (vii) The two Vice Presidents serving two-year terms.

(b) Power and Duties. The Executive Committee shall have all the power and duties of the Board when the Board is not in session; provided, that notice of actions taken by the Executive Committee shall be provided promptly to the full Board, and provided further, that the Executive Committee shall not have authority described in applicable law. In particular, the Executive Committee shall not:

- (i) Recommend to members or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Association assets;
- (ii) Elect, appoint or remove Directors, or fill vacancies on the Board or on any committees exercising the authority of the Board;
- (iii) Adopt, amend, or repeal the Charter or Bylaws;
- (iv) Amend or repeal any resolution of the Board that by its terms shall not be so amendable or repealable; or
- (v) Take action on any other matter that the Board may 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.

Article 10.3 Nominations Committee.

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

(i) A Chair who shall be a member of the Board and who shall serve to the adjournment of the Annual Meeting 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 of the year in which the Nominations Committee is appointed, who shall serve staggered two-year terms. Terms for committee members representing even-numbered judicial divisions shall be appointed in bar years beginning in an even-numbered calendar year and terms for odd-numbered judicial divisions shall be appointed in bar years beginning in an odd-numbered calendar year.

(iii) Two members of the Association, who shall represent the Association at-large, and shall serve staggered two-year terms; for the purposes of staggering, the President may assign such a committee member to a term of less than two years.

(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.

(b) Power and Duties. The Nominations Committee shall have the responsibility to nominate at the Spring Meeting of the Board a qualified member for each office of Vice President to be elected at such Spring Meeting and to nominate at the Annual Meeting a qualified member for each position on the Board to be elected or appointed at such Annual Meeting.

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

(d) Timing; Additional Nominations.

(i) The President shall announce the membership of the Nominations Committee to the members of the Association in such correspondence or publication sent to the members of the Association at least one hundred and eighty (180) days prior to the Annual Meeting. The announcement shall encourage the

members of the Association to submit written nominations to the Nominations Committee at least one hundred and fifty (150) days prior to the Annual Meeting.

(ii) 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 fifty (150) days prior to the Annual Meeting nor less than thirty (30) days from the Spring Meeting of the Board, for the purpose of selecting the nominees of the Nominations Committee.

(iii) The selection by the Nominations Committee of its nominees for the Vice Presidents shall be reported in writing to the President not less than twenty-five (25) days prior to the Spring Meeting of the Board.

(iv) The selection by the Nominations Committee of its nominees for the Board shall be reported in writing to the President not less than sixty (60) days prior to the Annual Meeting.

(v) The President shall announce the nominees of the Nominations Committee for the Vice Presidents to the Board in writing at least fifteen (15) days prior to the Spring Meeting of the Board.

(vi) The President shall announce the nominees of the Nominations Committee for the Board to the members of the Association in such correspondence or publication sent to the members of the Association no later than ten (10) days after the Spring Meeting of the Board.

(1) The announcement shall communicate to the members of the Association that they are not limited at the Annual Meeting to voting only with respect to nominees for the Board submitted by the Nominations Committee and invite the members of the Association to submit written nominations of other qualified members of the Association to the President at least thirty (30) days prior to the Annual Meeting. Any such nomination for the Board must be supported in writing by at least five percent (5%) of the Regular Members of the Association and such writings must be received no later than thirty (30) days prior to the Annual Meeting. (Written support may be made and transmitted electronically.) The record date for establishing the number of Regular Members for this purpose shall be midnight of January 1 of the year of such nomination.

- (2) The announcement shall communicate to the members of the Association that they are limited at the Annual Meeting to voting only with respect to nominees submitted by the Nominations Committee and the prior written nominations of other qualified members of the Association submitted in accordance with this Article.

(vii) The President shall announce all nominees for the Board submitted in accordance with this Article to the members of the Association in such correspondence or publication sent to the members of the Association at least twenty (20) days prior to the Annual Meeting.

(viii) No nomination may be made from the floor at the Annual Meeting; provided, however, that if the Association has not timely published to members all of the notices for which this Article provides, then at the Annual Meeting, the President or a representative from 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 Nominations Committee and prior written nominations, and nominations of other qualified members of the Association may be made from the floor at the Annual Meeting.

(e) Prior Determination of Willingness to Serve. Prior to placing in nomination the name of any nominee, the nominator – whether the Nominations Committee or an individual member of the Association – shall contact the nominee and determine the nominee's willingness to serve in the office or position for which nomination is being considered.

Article 10.4 Governance Committee.

(a) Composition. The Governance Committee shall consist of a Chair and at least six other members, all of whom shall be members of the Board, who shall serve three-year terms staggered so that the terms of two members shall expire at the adjournment of each Annual Meeting.

(b) Power and Duties. It shall be the duty of the Governance Committee to (i) review the Association's Charter and Bylaws and to recommend appropriate amendments; (ii) receive and submit, with its recommendations, amendments proposed by any Section, Division, Committee, or member of the Association; (iii) assist in presenting proposed amendments to the Board or membership of the Association, as appropriate; and (iv) take such other action as the President shall direct.

(c) Quorum. A majority of the Governance Committee shall constitute a quorum at any meeting. Action at a meeting of the Governance Committee shall be by a majority vote of the quorum.

(d) Meetings. The Governance Committee shall meet at such times as the Chair believes appropriate to fulfill its duties.

Article 10.5 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, who shall serve three-year terms staggered so that the terms of two members shall expire at the adjournment of each Annual Meeting.

(b) Power and Duties. The duties of the Audit & Finance Committee are:

(i) To screen independent certified public accounting firms and to recommend such a firm to the Board 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 and members of the Association is 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;

(vi) 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

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

(c) Quorum. A majority of the Audit & Finance Committee shall constitute a quorum at any meeting. 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.

Article 10.6 Membership Committee.

(a) Composition. The Membership Committee shall consist of a Chair and at least four other members, all of whom shall be members of the Board, who shall serve one-year terms.

(b) Power and Duties. It shall be the duty of the Membership Committee to (i) understand and assess the Association's membership, the diversity thereof, and the benefits structure; (ii) make recommendations to the Board regarding membership and benefits changes, as needed; and (iii) coordinate with other Association committees focused on membership.

(c) Quorum. A majority of the Membership Committee shall constitute a quorum at any meeting. Action at a meeting of the Membership Committee shall be by a majority vote of the quorum.

(d) Meetings. The Membership Committee shall meet at such times as the Chair believes appropriate to fulfill its duties.

Article 10.7 Strategic Planning Committee.

(a) Composition. The Strategic Planning Committee shall consist of a Chair and at least four other members, all of whom shall be members of the Board, who shall serve one-year terms.

(b) Power and Duties. It shall be the duty of the Strategic Planning Committee to: (i) assess, develop and recommend strategic plans for the Association to the Board; (ii) monitor execution of approved strategic plans and progress towards organizational goals; and (iii) reassess strategic plans and recommend any changes to adopted strategic plans to the Board.

(c) Quorum. A majority of the Strategic Planning Committee shall constitute a quorum at any meeting. Action at a meeting of the Strategic Planning Committee shall be by a majority vote of the quorum.

(d) Meetings. The Strategic Planning Committee shall meet at such times as the Chair believes appropriate to fulfill its duties.

Article 10.8 Notice of Meetings. Notice of each meeting of a standing committee shall be given at least (10) ten days in advance of such meeting.

Article 10.9 Establishment of Committees by the Board. Except for those standing committees set forth in these Bylaws, the Board 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, such committees being subject to the power and authority established by the Board.

Article 10.10 Establishment of Committees by the President. The President shall be authorized to establish such other committees as the President 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 or the Executive Committee, such committees being subject to the power and authority established by the Board. The members of such committees established by the President shall not, however, hold office beyond the adjournment of the Annual Meeting next succeeding the date of their appointment. Notwithstanding the foregoing provisions of this Article 10.10, the President may only establish and appoint members to committees that do not have authority to act for the Board.

Article 10.11 Appointment of Committees. Except as otherwise provided by these Bylaws and consistent with policies established by the Board, 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. The President-Elect shall endeavor to appoint to each Committee at least one member not over the age of thirty-six (36) at the time of appointment. Each appointment shall become effective upon the President-Elect taking office as President and shall continue until the appointee's successor takes 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 subject to the approval of the President. Notwithstanding the foregoing provisions of this Article 10.11, only the Board may appoint committee members to committees that have authority to act on behalf of the Board.

Article 10.12 Committee Membership and Scope of Authority. All committee members must be members in good standing of the Association. All activities of committees shall be subject to the control of the Board and conducted in accordance with any policies, rules, or regulations which may be promulgated by the Board.

Article 10.13 Ex-Officio Members. The President and President-Elect shall be ex-officio members of all committees. The Executive Director shall be a non-voting ex-officio member of all committees.

ARTICLE 11

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Article 11.1 Contracts. The Board may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or specific in nature.

Article 11.2 Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidence or indebtedness issued in the name of the Association shall be signed by such officer or agent of the Association and in such manner as shall be determined by resolution of the Board.

Article 11.3 Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Article 11.4 Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Association.

ARTICLE 12

GENERAL PROVISIONS

Article 12.1 Amendments. These Bylaws may be amended by a two-thirds vote of the Board; provided, however, that no amendment may be considered except upon sixty (60) days' prior written notice to each member of the Association. Any Member may propose an amendment to these Bylaws by providing such proposed amendment in writing to the President, which amendment the Board may consider at its discretion after

review by the Governance Committee. In the event of an emergency that adversely and materially impacts the ability of the members of the Association and/or the Board to assemble as set forth herein, the Board may adopt, amend or repeal bylaws ("Emergency Bylaws") to be effective only during said emergency. Emergency Bylaws shall be subject to amendment or repeal by the members in accordance with the regular Bylaws, and all regular Bylaws consistent with the Emergency Bylaws remain effective during the emergency.

Article 12.2 Publications, Reports and Communications. No Association report, communication, or publication shall be sent to the membership of the Association unless approved by the Board, the Executive Committee, the President, or the Executive Director.

Article 12.3 Fiscal Year. The fiscal year of the Association shall be July 1 to June 30. The fiscal year may also be referred to as the "bar year" and shall mean the same.

Article 12.4 Offices. The Association shall maintain such offices in the State of North Carolina as the Board shall 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 to the Association's principal office.

Article 12.5 Indemnification.

Section 1. Definitions. For purposes of this Article 12.5, the following definitions shall apply:

(a) "Act" means the North Carolina Nonprofit Corporation Act, effective July 1, 1994, and all amendments and additions thereto.

(b) "Association" means the North Carolina Bar Association as a corporation, as such term is defined in Section 55A-8-50(b)(1) of the Act.

(c) "Board Member" means an individual who is or was a member of the Board of the Association or an individual who, while a member of the Board of the Association, is or was serving at the Association's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise. A member of the Board is considered to be serving as a director, officer, manager, partner, trustee, employee or agent of an employee benefit plan at the Association's request if such member of the Board's duties to the Association also impose duties on, or otherwise involve services by, the member of the Board to the plan or to participants in or beneficiaries of the plan. "Board Member"

includes, unless the context requires otherwise, the estate or personal representative of a Board Member.

(d) "Expenses" means expenses of every kind incurred in defending a Proceeding, including, but not limited to, legal, accounting, expert and investigatory fees and expenses.

(e) "Indemnified Officer" means the Executive Director, each officer, and each other employee of the Association who is designated by the Board from time to time as an Indemnified Officer. Designation by the Board may be done by resolution identifying the positions held by an Indemnified Officer, and this designation shall be adequate to establish persons as Indemnified Officers, even if no resolution is made with regard to specific persons by name. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Board Member, including, without limitation, indemnification with respect to service by the Indemnified Officer at the Association's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise. "Indemnified Officer" includes, unless the context requires otherwise, the estate or personal representative of an Indemnified Officer.

(f) "Liabilities" means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and expenses, including, but not limited to, attorneys' fees of opposing parties incurred with respect to a Proceeding.

(g) "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).

Section 2. Statement of Intent. The Association shall indemnify the Board Members and the Indemnified Officers to the maximum extent permitted by the Act.

Section 3. Indemnification. In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law and this Bylaw provision, the Association shall indemnify and hold harmless its Board Members and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the Association itself) arising out of their status as Board Members or Indemnified Officers, or their service at the Association's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit

corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the Association shall not indemnify a Board Member or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or should reasonably have been believed by him or her to be clearly in conflict with the best interests of the Association. The Association shall also indemnify each Board Member and Indemnified Officer for their costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with Section 4 of this Article 12.5 that the Board Member or Indemnified Officer is entitled to indemnification hereunder.

The Board shall have the authority to adopt such resolutions pertaining to the implementation of this Article 12.5, Section 3 as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Article 12.5, Section 3 provided and to the extent that such resolution does not violate any provision of the Act or the Association's Articles of Incorporation. This Article 12.5, Section 3 shall be construed in a manner to fully effect the purpose and intent of the resolution of the Board approving and adopting this provision.

Section 4. Determination. Any indemnification under Section 3 of this Article 12.5 shall be paid by the Association in a specific case only after a determination that the Board Member or Indemnified Officer has met the standard of conduct set forth in Section 3 of this Article 12.5. Such determination shall be made:

(a) by the Board by a majority vote of a quorum consisting of the members thereof not at the time parties to the Proceeding;

(b) if a quorum cannot be obtained under Section 4(a), by a majority vote of a committee duly designated by the Board (in which designation members of the Board who are parties to the Proceeding may participate), consisting solely of two or more members of the Board not at the time parties to the Proceeding; or

(c) by special legal counsel (i) selected by the Board or a committee thereof in the manner prescribed in Section 4(a) or (b), or (ii) if a quorum of the Board cannot be obtained under Section 4(a) and a committee cannot be designated under Section 4(b), selected by a majority vote of the full Board (in which selection members thereof who are parties in the Proceeding may participate).

The Board shall take all such action as may be necessary and appropriate to enable the Association to pay the indemnification required by this Article 12.5.

Section 5. Advances for Expenses. The Expenses incurred by a Board Member or an Indemnified Officer in defending a Proceeding may be paid by the Association in advance of the final disposition of such Proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Board Member or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Association against such Expenses. Subject to receipt of such undertaking, the Association shall make reasonable periodic advances for Expenses pursuant to this Section 5 unless the Board shall determine, in the manner provided in Section 4 of this Article 12.5 and based on the facts then known, that indemnification under this Article 12.5 is or will be precluded.

Section 6. Reliance and Consideration. Any Board Member or Indemnified Officer who at any time after the adoption of this Article 12.5 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, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article 12.5. No amendment, modification or repeal of this Article 12.5 shall adversely affect the right of any Board Member or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 7. Insurance. The Association shall purchase and maintain insurance on behalf of its board members, officers, employees and agents and those persons who were or are serving at the request of the Association in any capacity with another corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article 12.5 or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any board member, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article 12.5 shall relieve the Association of its liability for indemnification provided for in this Article 12.5 or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Association with respect to such payment.

Section 8. Savings Clause. If this Article 12.5 or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then the Association shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted by the portion of this Article 12.5 that is not invalidated and also to the fullest extent permitted or required by applicable law.

Article 12.6 Voting By Ex-Officio Members. Those individuals designated as ex-officio members of the Board, any Committee, or Section or Division Council pursuant to these Bylaws shall be voting members thereof.

Article 12.7 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 12.8 Notices and Waivers of Notice. Any notice required or permitted to be given in writing by the Association, Board, or Executive Committee, or by a Section, Division, or Committee, may be delivered by hand, United States Postal Service, nationally recognized overnight courier, or any other method authorized by these Bylaws. Unless expressly prohibited by law, the Association's Charter or by another provision of these Bylaws, any notice addressed to the recipient and delivered by electronic mail, facsimile or other electronic means used in the Association's ordinary course of business shall satisfy any requirement for written notice. A waiver provided by the person or persons entitled to such notice through any of the foregoing means, whether before or after the date and time stated in the notice, shall be equivalent to the giving of such notice. Unless otherwise indicated in these Bylaws, any notice required to be given by, or provided to, the Association, Board, Executive Committee, Section, Division, or Committee, shall be in writing.

Article 12.9 Action Without Meeting. Action required or permitted to be taken by or at any meeting may be taken without a meeting if (1) notice of such action is provided in advance, or waived, as prescribed herein, and (2) one or more written consents describing the action taken is signed by all of the voting members before or after the action so taken, and filed with the corporate records or the minutes of the Association. Action so taken is effective when the last required voting member signs such consent, unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any document. The consent of any voting member to action taken without meeting may be in electronic form and delivered by electronic means. Signatures of the requisite voting members need not appear on one original written consent to action and may appear on duplicate originals. This Article 12.9 shall apply to actions taken by the members, the Board of Directors, and committees.

Article 12.10 Meetings. Any meeting pursuant to these Bylaws where the members are not gathered at the same location may be held by teleconference or video-conference, or any other media through which the members participating in the meeting may hear and directly communicate with each other. This Article 12.10 shall apply to meetings of the members, the Board of Directors, and committees.

Article 12.11 Written Ballot Requirement. Any requirement herein prescribing or permitting an election by "written ballot" shall be satisfied in the context of a meeting via electronic means by permitting individuals to vote via any electronic means that associates a voter's selection with the voter's name. Depending on the technology, the President shall determine a reasonable amount of time in which to cast such electronic votes.

Article 12.12 Interpretation of Certain References. All references in these Bylaws to the Association's Charter or Bylaws, and the policies, rules, regulations, or guidelines of the Association shall be interpreted to mean such items as are adopted by the Board and are then in effect.

This the 28th day of June, 1981. Revised the 19th day of July, 1984. Revised the 22nd day of June, 1986. Revised the 15th day of January, 1998. Revised the 17th day of June, 2006. Revised the 29th day of May, 2007. Revised the 27th day of June, 2009. Revised the 25th day of June, 2011. Revised the 20th day of June, 2014. Revised the 20th day of June, 2015. Revised the 24th day of June, 2017. Revised the 22nd day of June, 2019. Revised the 24th day of June, 2022. Revised the 22nd day of June, 2023.