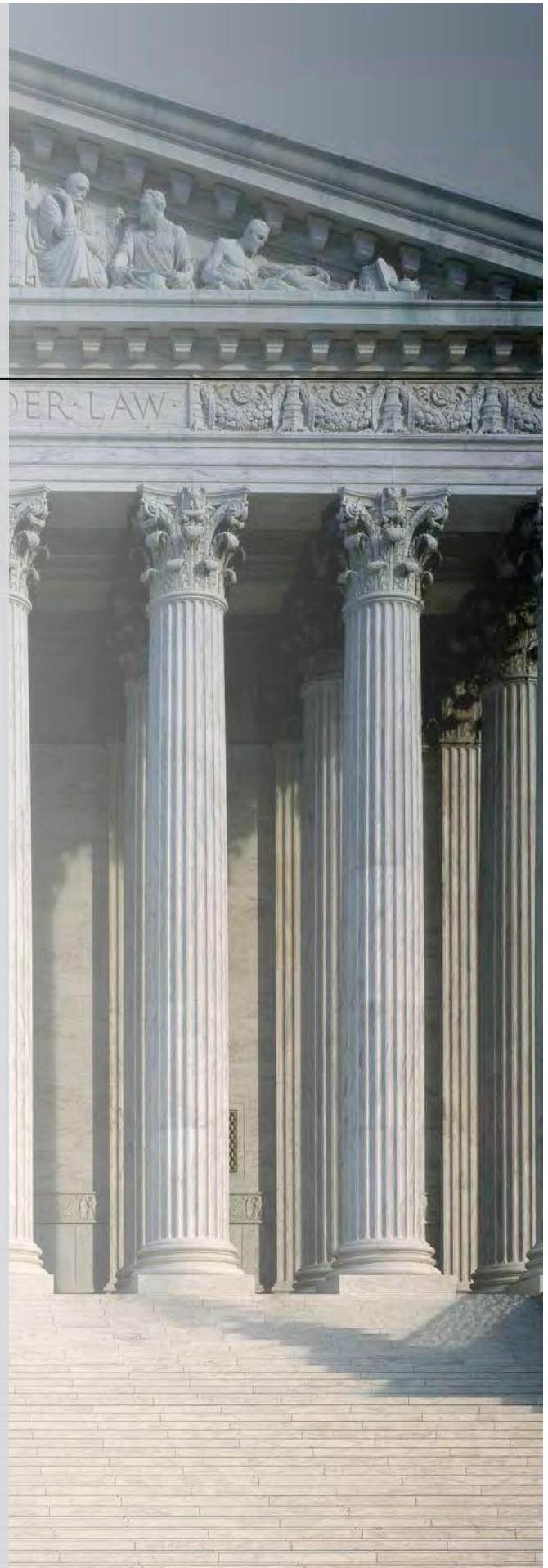


Mandatory State Bar Associations

Managing Keller

The following information regarding mandatory bars and how they manage Keller related activities was compiled by State Bar of Michigan between February 2014 and May 2014. This was a significant research initiative to support the Michigan Supreme Court Task Force on the Role of the State Bar of Michigan. As information was gathered, executive directors from several state bars expressed an interest in receiving this compilation of material. We are pleased to share this information with those who find it useful. Please note that the State Bar of Michigan does not update this compilation as policies and statutes change in various states. Users are encouraged to check with the state bars directly to learn of any relevant changes.

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NCSB

The North Carolina State Bar is the state agency responsible for regulating the practice of law in North Carolina. This website, along with the North Carolina State Bar *Journal*, is a place to:

- Learn more about the regulation of the legal profession in North Carolina
- Review proposed ethics opinions and proposed amendments to the rules and regulations of the State Bar
- Research the existing rules, regulations and ethics opinions of the State Bar
- Catch up on the latest news and information from the State Bar
- Getting started - not sure where to find the information you need? Start with our [State Bar Staff Contacts](#) page.
- [Separate website with information for nonlawyers](#)

Quarterly Meeting Schedule

NC State Bar Headquarters
April 22-25
[Meeting schedule](#)

New Bern, NC
July 22-25

[Schedule for upcoming council meetings](#)

Special Thanks to **The Collectors Gallery** for use of works by artists it represents.

Order Your Copy of the 2014 Lawyer's Handbook

There will be a very limited number of hard copies of the 2014 Lawyer's Handbook available for purchase. To order yours, send payment along with [this order form](#) by March 21, 2014. The electronic version will still be available for download and is free of charge.

Proposed Amendments to the Rules of Professional Conduct

The State Bar Study Committee on Ethics 20/20 has completed its review of the Ethics 20/20 amendments to the ABA Model Rules. The committee recommends amendments to 13 of the NC Rules of Professional Conduct. [Click here to read the executive summary and the proposed amendments.](#)

State Bar Amends Exemption from Random Audit Policy

[Click here to read *Journal* article about new policy.](#)

[Click here to download the Exemption from Random Audit form.](#)

The New State Bar Headquarters

[Click here to see photos of our new building.](#)

Cy Pres/Unpaid Residuals in Class Action Litigation in North Carolina

According to NC statute, the unpaid residuals in class action litigation (unless otherwise ordered by the court) shall be divided and sent equally to the NC State Bar for the provision of civil legal services for indigents and to the Indigent Person's Attorney Fund, N.C.G.S. §1-267.10. Effective October 1, 2005, the statute applies to causes of action that arise on or after that date.

The State Bar has asked NC IOLTA to administer the funds sent to the State Bar for civil legal aid. Those funds should be sent to: NC IOLTA, PO Box 25996, Raleigh, NC 27611-5996.

More information can be found on the **IOLTA website**.

Unlimited FDIC Coverage of IOLTA Accounts Ended December 31, 2012

See **IOLTA website** for additional information.

Become a Mentor or Mentee

The NCBA administers the Mentorship Program. The goals of the program are to allow experienced practitioners to provide assistance to mentees, guide mentees in traversing the realities of practicing law, and communicate the importance of being a citizen lawyer. To find out more about the program or sign up to participate, **visit the NCBA website**.

Beware of Scams that Target NC Law Practices

Email based trust account scam - ***read more.***

Fake check scam - ***read more.***

News and Information

- **Review of Law Firm Websites**
- **View a synopsis of the most recent quarterly meeting**
- **Office of the Counsel Quarterly Report**
- **Superior Court Master Calendar**

THE NORTH CAROLINA STATE BAR

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Rules and Regulations

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SUBCHAPTER A

Organization of the North Carolina State Bar

Section .0100 Functions

.0101 Purpose

The North Carolina State Bar shall foster the following purposes, namely:

- (1) to cultivate and advance the science of jurisprudence;
- (2) to promote reform in the law and in judicial procedure;
- (3) to facilitate the administration of justice;
- (4) to uphold and elevate the standards of honor, integrity and courtesy in the legal profession;
- (5) to encourage higher and better education for membership in the profession;
- (6) to promote a spirit of cordiality and unity among the members of the Bar;
- (7) to perform all duties imposed by law.

History Note: Statutory Authority G.S. 84-23

Readopted Effective December 8, 1994

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SBM
STATE BAR OF MICHIGAN

SBM

STATE BAR OF MICHIGAN

[With Revisions as Proposed for Approval by the Board
at the April 16, 2010 Board of Governors Meeting]

BYLAWS

of the

NORTH CAROLINA BAR ASSOCIATION

ARTICLE 1
NAME AND PURPOSES

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

Article 1.2 Purposes. The purposes for which the Association was formed, and for which it continues, voluntarily by lawyers who join together by mutual consent, which purposes are also contained in Article 3 of the Association's Charter, are to:

- (a) Promote and improve the administration and provision of justice in North Carolina;
- (b) Foster and encourage law reform when in the public interest;
- (c) Advance the art and science of jurisprudence in all its aspects;
- (d) Improve the standards of service of the Bar to the general public;
- (e) Foster, protect, and promote the common professional interest and integrity of the lawyer;
- (f) Encourage and support the practice of law as a profession; and
- (g) Provide a means of organization through which its members may pursue these and such other objectives as may be common to them as members of a learned profession.

However, all policies and activities of the Association shall be consistent with all applicable tax exemption requirements, including that no part of the net earnings of the Association shall inure to the benefit of any member or other specific or private individual, nor shall any substantial part of the Association's activities consist of carrying on propaganda or otherwise attempting to influence legislation. Further, all policies and activities of the Association shall be consistent with all applicable antitrust laws, trade regulations, and other legal requirements.

**[With Revisions as Proposed for Approval by the Board
at the April 16, 2010 Board of Governors Meeting]**

ARTICLE 2

MEMBERSHIP

Article 2.1 Classes. There shall be nine classes of membership in the Association (1) Regular Members, (2) Positional Members, (3) Sustaining Members, (4) Members Emeritus, (5) Associate Members, (6) International Members, (7) Law Student Members, (8) Paralegal Members, and (9) Affiliate Members. The only voting members are Regular Members, Sustaining Members, and Members Emeritus.

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.

**[With Revisions as Proposed for Approval by the Board
at the April 16, 2010 Board of Governors Meeting]**

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 Regular Member or Sustaining Member reaching the age of seventy (70) and who has been a member of the Association continuously for twenty-five (25) years or more, upon application to and verification by the Executive Director, may become a Member Emeritus and be exempted from paying annual dues. A Member Emeritus shall have the same responsibilities, rights, and privileges as a Regular Member.

Article 2.6 Associate Members. A lawyer duly licensed to practice law who would qualify as a Regular Member but for the fact that he or she does not reside in the State of North Carolina may apply for Associate Membership in the Association by complying with the provisions hereinafter set forth. The dues for the Associate Member in the Association shall be equal to those charged to Regular Members of the Association. Associate 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 2.7 International Members. A lawyer duly licensed to practice law outside of the United States, regardless of where he or she 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 2.8 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, he or she shall cease immediately to be a Law Student Member of the Association without any further action necessary.

Article 2.9 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.

**[With Revisions as Proposed for Approval by the Board
at the April 16, 2010 Board of Governors Meeting]**

Article 2.10 Application for and Election to Membership. A person desiring membership in the Association shall submit an application to the Executive Director in the form prescribed by the Association. The Executive Director shall review the application and investigate the qualifications of the applicant. If the applicant meets the requirements of the pertinent provisions of this Article 2, the Executive Director shall approve the application, and shall so notify the applicant. The Executive Director shall inform the Board at its next meeting of all actions taken with regard to all applications received or acted upon since its last meeting.

Article 2.11 Diversity Statement. Respecting the Association's core values of fairness, civility, and our heritage of freedom, the Association is an inclusive organization that recognizes and encourages diversity among members of the legal profession. Consequently, Association membership is open to all who meet membership qualifications.

Article 2.12 Dues. The dues for membership shall be as prescribed by the Board, subject to the approval of the majority of the members of the Association present at the session of the Annual Meeting (as defined in Article 4.1) at which a vote is taken on the matter.

Article 2.13 Nonpayment of Dues. If, subsequent to proper notification to a member that dues are in arrears, a member fails to pay Association dues by October 31st, 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 October 31st that dues are still in arrears, the member fails to pay Association dues by February 1st of the subsequent calendar year, 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 2.10. The issuance of a dues reminder by the Association shall constitute proper notification.

Article 2.14 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 his or her 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. If the Board at its next Regular Meeting determines that such member shall not be reinstated, such member shall have a right to appeal to the membership of the Association for reinstatement at the Annual Meeting (as defined in Article 4.1) and, at the Annual Meeting, the member may be reinstated only upon a two-thirds vote of the members present at such meeting. No refund of dues shall be made to a member who has been expelled from the Association.

Article 2.15 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.

**[With Revisions as Proposed for Approval by the Board
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**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 Executive Director on a form prescribed by the Board. The Executive Director, with the assistance of a committee designated by the President, shall review the application and investigate the qualifications of the applicant. 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 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

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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 eleven (11) ex-officio members:

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

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- (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. By virtue of one-year terms, nine of the ex-officio members will change each year as well; the remaining two ex-officio members, each being Vice Presidents as provided for hereinafter, shall serve for staggered terms, with one such position being filled each year.

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 and a member shall be elected to fill the unexpired term of each existing vacancy. 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 immediately following the adjournment of the Annual 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) upon due notice and hearing, determine the reasonableness of such absences and, by at least a two-thirds vote of the Board members present, may declare a vacancy in such office.

Article 3.3 Power. The Board shall be the governing body of the Association and shall manage its affairs, and its actions shall be subject only to a majority vote of the members of the Association present at the session of the Annual Meeting (as defined in Article 4.1) at which a vote is taken on the matter.

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, 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 immediately 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

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(e) Final Meeting. A meeting immediately preceding 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 other meetings of the Board, except the annual organizational meeting, shall be upon not less than ten (10) days prior written notice.

Article 3.8 Place of Meetings. The annual organizational meeting of the Board and the meeting immediately preceding such annual organizational meeting shall be held at the same place as the Annual Meeting (as defined in Article 4.1). All other meetings shall be held at such places and times as the President or President-Elect may designate.

Article 3.9 Vacancies. Any vacancy in the membership of the Board, except for ex-officio members, may be temporarily filled by the Board for the period extending until the regular election of members to the Board at the next Annual Meeting (as defined in Article 4.1), at which time such office, whether or not previously filled by the Board, shall be filled for any unexpired term of such office by the membership of the Association.

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 3.12 Action Without Meeting. Action required or permitted to be taken by the Board at a meeting may be taken without a meeting if (1) notice of such action is provided in advance to all Board members, and (2) one or more written consents describing the action taken is signed by a majority of the Board members, including at least three members of the Executive Committee, before or after the action so taken, and filed with the corporate records or the minutes of the proceedings of the Board. Action so taken is effective when the last required member of the Board 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 a Board member to action taken without meeting may be in electronic form and delivered by electronic means. Signatures of the requisite Board members need not appear on one original written consent to action and may appear on duplicate originals.

**[With Revisions as Proposed for Approval by the Board
at the April 16, 2010 Board of Governors Meeting]**

**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, or may be called upon the written request of at least one hundred (100) members, 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. 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.

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 Charter & Bylaws Committee;
- (e) Announcement of Past Presidents' Proposed Nominee for President-Elect;
- (f) Miscellaneous Business;
- (g) Election of Members of the Board;
- (h) Election of Vice Presidents;
- (i) Election of President-Elect; and
- (j) Adjournment.

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ARTICLE 5
THE OFFICERS OF THE ASSOCIATION

Article 5.1 Designation. The officers of the Association shall be the President, the President-Elect, the Immediate Past President, the Six Vice Presidents, the Executive Director, the Secretary, and the Treasurer, all of whom shall be members of the Association in good standing.

Article 5.2 Nomination. The officers of the Association shall be nominated or appointed 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 his or her 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 his or her 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 six 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 his or her 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. Two Vice Presidents shall be members of the Association and shall serve staggered two-year terms.

(c) Executive Director. The Executive Director shall be appointed by the Board at its meeting immediately following each Annual Meeting.

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

(a) President-Elect and Vice Presidents. The President-Elect and the Vice Presidents 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 officers shall be elected by written ballot. The President-Elect shall be elected for a one-year term and the Vice-Presidents shall be elected for the terms specified in Article 5.2(b). Each officer shall hold office until death, resignation, removal, or until a successor is elected and assumes office.

(b) 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 he or she was elected as President-Elect, and shall hold office

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until death, resignation, removal, or until a successor is elected and assumes office.

(c) 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 officers at the next Annual Meeting.

(d) Executive Director. The Executive Director shall be appointed for a one-year term by the Board at its meeting immediately following each Annual Meeting, and shall hold office until death, resignation, removal, or until a successor is appointed and assumes office. 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.

(e) Secretary and Treasurer. The Executive Director shall serve as Secretary and Treasurer as provided in Article 5.4(e).

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 the duties and have the power and responsibilities of the chief executive officer of the Association. 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.

(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 and select a member of the Association, to be approved by the Board, 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 power, duties, 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

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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 Executive Director. The Executive Director shall be the chief operating officer and active managing executive of the Association, serving as a full-time compensated employee of the Association under the supervision of the Board, the Executive Committee, and the President in conducting the affairs of the Association. The Executive Director shall have the following power, duties, and responsibilities:

(i) 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.

(ii) The Executive Director shall, with the assistance and concurrence of the President when the latter deems expedient, 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 so requested by the Chair of that committee.

(v) The Executive Director shall serve concurrently as Treasurer, and, under the direction of the Board, the Audit & Finance Committee, the Investment Committee, or the President, shall collect and disburse, deposit, or invest funds of the Association, and shall keep regular and accurate accounts of all financial matters of the Association in books belonging to the Association, which books 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 Executive Director 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.

(vi) 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, and shall cause such audit to be submitted directly to the Audit & Finance Committee.

(vii) 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 approved and presented by the Audit & Finance Committee for consideration and adoption by the Board.

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(viii) 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 or the Executive Committee or in writing by the President.

(ix) The Executive Director shall exercise exclusive jurisdiction over the hiring, assignment, training, promotion, and discharge of all employees of the Association; provided, however, that the hiring of a new staff member shall take place only when the particular position has been authorized by the Board.

(x) The Executive Director may execute or authorize the execution of contracts on behalf of the Association at the direction of, or consistent with actions taken by, the Board after consultation with the President.

(xi) 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.

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

(xiii) The Executive Director shall be bonded in such amount as may be determined by the Audit & Finance Committee.

(f) Duties of the Secretary. The duties of Secretary are contained in Article 5.4(e).

(g) Duties of the Treasurer. The duties of Treasurer are contained in Article 5.4(e).

Article 5.5 Assistant Executive Director. An Assistant Executive Director may be appointed by the Board and shall hold office until death, resignation, removal, or until a successor is appointed and assumes office. The Assistant Executive Director shall not be considered an officer of the Association. The Assistant Executive Director shall perform such duties, assume such responsibilities, and have such authority as is necessary to perform all administrative tasks set forth in Article 5.4(e), when and as assigned, requested, or required by the Board, the Executive Committee, the President, or the Executive Director. The Assistant Executive Director shall devote full time to these various duties and be bonded in such amount as may be determined by the Audit & Finance Committee. The Board may combine the position of Executive Director and the position of Assistant Executive Director when and as the Board deems necessary or expedient.

Article 5.6 Assistant Secretary – Assistant Treasurer. The Board or the Executive Committee may appoint an Assistant Secretary, an Assistant Treasurer, or both, in its discretion and at such compensation as it shall deem appropriate. Neither the Assistant Secretary nor the Assistant Treasurer shall be an officer of the Association.

Article 5.7 Voting By Ex-Officio Members. Those officers who, pursuant to the provisions of these Bylaws, are ex-officio members of the Board, any Committees, or Sections or Division Councils, shall be voting members thereof.

Article 5.8 Removal. Any officer of the Association may be removed by a two-thirds vote of the Board 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

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person removed.

Article 5.9 Vacancies. The Board may fill any vacancy in any office for which these Bylaws do not provide for succession. 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, will be a member of this Division for a period of three years next following the date on which the member is first licensed to practice law, unless that member directs otherwise in writing to the Executive Director.

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, President-Elect, and Executive Director shall be ex-officio members of this Division and this Division's Council.

**ARTICLE 7
SENIOR LAWYERS DIVISION**

Article 7.1 Membership. The Senior Lawyers Division shall consist of any member of the Association over the age of fifty-five (55) years who elects to be a member of such Division or who has practiced law for twenty-five (25) years.

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.

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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, President-Elect, and Executive Director shall be ex-officio members 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

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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, President-Elect, and Executive Director shall be ex-officio members of this Division and the 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. The members of each Section 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 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, President-Elect, and Executive Director shall be ex-officio members of all Sections and Section Councils.

ARTICLE 10
COMMITTEES

Article 10.1 Standing Committees. The Association shall have four standing committees (1) the Executive Committee, (2) the Charter and Bylaws Committee, (3) the Audit & Finance Committee, and (4) the Nominations 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;

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- (iv) Four members of the Board to be appointed 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, except that it shall not have authority as to the following matters:

- (i) The dissolution, merger, or consolidation of the Association;
- (ii) The amendment of the Charter of the Association;
- (iii) The sale, lease, or exchange of all or substantially all of the property of the Association;
- (iv) The designation of any other standing committee or the filling of vacancies on the Board;
- (v) The amendment or repeal of these Bylaws or the restatement or adoption of new Bylaws of the Association;
- (vi) The amendment or repeal of any resolution of the Board that by its terms shall not be so amendable or repealable; and
- (vii) 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. Any meeting of the Executive Committee 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 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;

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- (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 a two-year term;
- (iii) Four members at-large of the Association, each of whom shall serve a two-year term;
- (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.

In order to provide continuity on the Nominations Committee, the terms of the judicial division members and the at-large members shall be staggered so that one member from each judicial division and two at-large members are appointed each year. The President shall announce the membership of the Nominations Committee to the members of the Association in the notice of the mid-year meeting of the Association, or in such other correspondence or publication sent to the members of the Association, or at the winter meeting of the Board. The announcement shall encourage the members of the Association to submit written nominations to the Nominations Committee at least one hundred twenty (120) days prior to the Annual Meeting.

(b) Power and Duties. The Nominations Committee shall have the responsibility to nominate at the Annual Meeting a qualified member for each office of Vice President and for each position on the Board to be elected or appointed at such Annual Meeting. Prior to placing in nomination the name of any such nominee, the Nominations Committee shall contact the nominee and determine the nominee's willingness to serve in the office or position for which nomination is being considered. At the Annual Meeting, the President-Elect 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. Nominations of other qualified members of the Association may be made from the floor at the 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) Meetings. 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 twenty (120) nor less than fifteen (15) days prior to the Annual Meeting for the purpose of selecting the nominees of the Nominations Committee. The selection by the Nominations Committee of its nominees shall be reported in writing to the President-Elect prior to the last business session of the Annual Meeting. Any meeting of the Nominations Committee 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 10.4 Charter & Bylaws Committee.

(a) Composition. The Charter & Bylaws Committee shall consist of a Chair who shall be a member of the Board, and at least six other members of the Association who shall serve three-year terms staggered so that the terms of two members shall expire at the adjournment of each Annual

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(b) Power and Duties. It shall be the duty of the Charter & Bylaws 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 membership of the Association, and (iv) take such other action as the President shall direct.

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

(d) Meetings. The Charter & Bylaws Committee shall meet at such times as the Chair believes appropriate to fulfill its duties. Any meeting of the Charter & Bylaws Committee 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 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;

(v) 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

(vi) 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.

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(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. Any meeting of the Audit & Finance Committee 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 10.6 Action Without Meeting. Action required or permitted to be taken by a standing committee at a meeting, including, but not limited to, action on the submission of a matter to any standing committee by the President, may be taken without a meeting if all available members of the respective committee are advised of the matter in writing or by electronic means and if one or more written consents describing the action taken is signed by at least two-thirds of the respective committee members before or after the action so taken and filed with the minutes of the proceedings of the respective committee. Action so taken is effective when the last required member of the respective committee 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 a member of a standing committee may be in electronic form and delivered by electronic means and the signatures of the requisite members of a standing committee need not appear on one original written consent to action, but, rather, such signatures may appear on duplicate originals.

Article 10.7 Notice of Meetings. Notice of each meeting of a standing committee shall be given at least (1) ten (10) days in advance of such meeting if by mail, (2) three days in advance of such meeting if by electronic means, or (3) upon actual delivery of the notice to the committee members.

Article 10.8 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 10.9 Establishment of Committees by the President. The President shall be authorized to establish such other committees as he or she 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.

Article 10.10 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. Among those appointed to each committee must be 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.

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Article 10.11 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 10.12 Ex-Officio Members. The President, President-Elect, and Executive Director shall be ex-officio members of all committees, and as provided in Article 5.7, shall be voting members thereof.

**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 the members of the Association or by the Board as follows:

(a) By the Members of the Association. These Bylaws may be amended at any Annual Meeting or Association Special Meeting by a two-thirds vote of the members present and voting at the session of such meeting at which the amendment is considered. If the amendment is to be considered at an Annual Meeting, notice in writing of the proposed amendment(s), subscribed by at least three members of the Board, or recommended by the Board, shall be given at or before the first session of such meeting, but such proposed amendment(s) shall not be acted upon until the last session of such Annual Meeting. If the amendment is to be considered at an Association Special Meeting, a similar notice, similarly subscribed or recommended, shall be given in the call thereof.

(b) By the Board. These Bylaws may be amended by a three-fourths vote of the full membership of the Board at any meeting, the notice of which is in writing and is sent to the members of the Board not less than ten (10) days before the meeting. Such amendment by the Board, however, shall be effective only until the adjournment of the next Annual Meeting.

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

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following (1) the Board, (2) the Executive Committee, (3) the President, or (4) the Executive Director.

Article 12.3 Fiscal Year. The fiscal year of the Association shall be July 1st to June 30th.

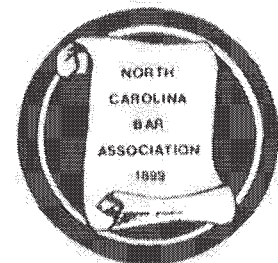
Article 12.4 Offices. The Association shall maintain such offices in the State of North Carolina as the Board shall determine. The registered office of the Association required by law to be maintained in the State of North Carolina may, but need not, be identical to the Association's principal office.

Article 12.5 Indemnification. Any person who at any time serves or has served as a member of the Board, officer, employee, agent, or committee member of the Association, or in such capacity at the request of the Association for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Association to the fullest extent permitted by law against (1) reasonable expenses, including attorney fees, actually and necessarily incurred by that person in connection with any threatened, pending or completed action, suit, or proceeding on behalf of, or at the request of, the Association, seeking to hold that person liable by reason of the fact that he or she is or was acting in such capacity, and (2) reasonable payments made by that person in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action, suit or proceeding. In no event, however, shall there be any indemnification when the Association itself brings any of the above proceedings upon specific authorization of the Board, unless the Board subsequently specifically determines indemnification to be appropriate.

The Board shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Article 12.5, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due and giving notice to, and obtaining approval by, the members of the Association.

Any person 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 shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article 12.5.

Article 12.6 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 12.7 Notices and Waivers of Notice. Any notice required or permitted to be given in

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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 as 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 12.8 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.
As proposed for adoption by the members on June ____, 2010



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STATEMENT OF POLICY
FOR THE SECTIONS AND DIVISIONS OF THE
NORTH CAROLINA BAR ASSOCIATION
(Reference Article 9.4 of the Association's Bylaws)

1. Origination. Any committee or combination of committees of the North Carolina Bar Association ("Association") interested in establishing a new Section or Division with the same subject matter as the then existing committee(s) may request permission of the Board of Governors ("Board") to announce its intention to the Association membership. If permission is granted, the announcement shall be prepared and sent from the Bar Center. Upon verification to the Board that one hundred (100) or more members have evidenced their interest in the Section or Division formation by forwarding checks for Section or Division dues (minimum thirty dollars (\$30.00) per member, or such other amount as determined by the Board), the Section or Division shall become activated and authorized to organize the Section's or Division's structure and to adopt bylaws for approval by the Board.

The previously existing committee(s) shall be dissolved upon final approval by the Board of the Section's or Division's organization and proposed bylaws.

2. Jurisdiction. The jurisdiction of the Section or Division shall be within the corporate purposes of the Association and not in conflict with the jurisdiction of any other Section, Division, or committee. Section or Division activities at all times shall be subject to the control of the Board and conducted in accordance with any policies, rules, regulations, and guidelines adopted by the Board.

3. Membership Qualification. Qualification for membership in any Section or Division shall be membership in the Association, the payment of Section or Division dues, and any other qualifications duly required by the Section or Division, or by the Board.

4. Officers. The Chair and Vice-Chair (or Chair-Elect) of each Section or Division other than the Young Lawyers Division and the Senior Lawyers Division shall be appointed by the President. Each Section or Division, through its bylaws, shall provide for the election of such other officers as it may deem advisable.

Officers of the Section or Division shall serve a one-year term coinciding with the term of office of the officers of the Association. No Section or Division officer shall serve more than two consecutive terms in the same office except upon application to and approval by the Board.

The Chair and Vice-Chair (or Chair-Elect) of each Section or Division shall be invited to attend the Regular Meetings and to report on the activities of the Section or Division during such meetings if the Chair or Vice Chair (or Chair-Elect) of the Section or Division so desires.

5. Council. The Section or Division shall have a Council composed of the officers of the Section or Division and as many members as the Section or Division bylaws shall deem necessary. The officers of the Section or Division, other than the Chair and Vice-Chair (or Chair-Elect), and the other members of the Section's or Division's Council shall be elected by the membership of the Section or Division. The Council shall be the governing body of the Section or Division, subject to

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the control of the Board, and shall hold meetings as needed.

6. Committees. The Section or Division Chair may designate such committees as deemed appropriate and shall establish the jurisdiction of the committees.

7. Annual Meeting. The Section or Division shall have at least one meeting each year for the entire membership of the Section or Division.

8. Reports. Each Section or Division shall submit to the Association (prior to the Annual Meeting of the Association) a written report of the activities of the Section or Division during the preceding year. Before the conclusion of the Annual Meeting of the Association, each Section or Division shall notify the Executive Director of its Council members and elective or elected officers for the coming year.

9. Budget. Before April 1st of each year, each Section or Division shall submit its proposed balanced budget for the next fiscal year to the Audit & Finance Committee of the Association for inclusion in the Association's proposed budget, which is then subject to review and approval by the Board.

10. Publications. The Section or Division may produce and distribute a newsletter or other publication in furtherance of its objectives. Any such publication shall be produced in consultation with the Director of Communications of the Association.

11. Continuing Legal Education. Each Section or Division shall appoint a Continuing Legal Education Committee, whose Chair shall be the Section's or Division's liaison to the Continuing Legal Education Committee of the North Carolina Bar Association Foundation, Inc. All continuing legal education programs shall be coordinated through and conducted in consultation with the Director of Continuing Legal Education and the Continuing Legal Education Committee of the North Carolina Bar Association Foundation, Inc.

12. Legislative Liaison Committee. Each Section or Division shall designate a Legislative Liaison Committee to deal with legislation introduced in the General Assembly pertaining to the Section's or Division's area of interest. The duties and activities of such designated Legislative Liaison Committee shall be governed by the existing Statement of Legislative Policy and Procedures of the Association.

13. Fiscal Arrangement. Each Section or Division shall have the power, subject to the approval of the Board, to determine Section or Division dues and make expenditures from such funds not inconsistent with the purposes of such Section or Division, but shall incur no obligation that is not currently payable from such funds. Section or Division dues shall be billed and collected by the Association and all collected dues and all other Section or Division funds shall be maintained by the Association. No disbursement of the funds of a Section or Division shall be made without authorization of the Section or Division.

Annual dues for each member of a Section or Division shall be not less than thirty dollars (\$30.00) per year (or such other amount as determined by the Board) payable when the annual dues of the Association are billed.

Any change in annual dues of a Section or Division shall be made with approval of the Board and any request for change must be presented to the Board at least by the spring meeting of the Board

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for the change to take effect in the upcoming fiscal year of the Association.



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The Treasurer of the Association shall receive and maintain all collected dues and all other funds for each Section or Division.

[Paragraph Effective until July 1, 2010] Dues and other funds in the Section or Division account at the end of the fiscal year in excess of three thousand dollars (\$3,000.00) (or such other amount as determined by the Board) shall be transferred to the general account of the Association, unless approval to retain these excess funds is secured from the Board on or before the Annual Meeting of the Association of the fiscal year to which the carryover is to take effect. No Section or Division shall incur debt or legal obligation exceeding funds on hand.

[Paragraph Effective July 1, 2010] Dues and other funds in the Section or Division account at the end of the fiscal year up to five thousand dollars (\$5,000.00) (or such other amount as determined by the Board) may be automatically carried over into the next fiscal year by action of the Section or Division without need to request action of the Board. Any dues and other funds in the Section or Division account at the end of the fiscal year in excess of five thousand dollars (\$5,000.00) (or such other amount as determined by the Board) shall be automatically transferred to the general account of the Association. No Section or Division shall incur debt or legal obligation exceeding funds on hand.

14. Use of Section or Division Dues. Section or Division dues should be used to further the purposes of the Section or Division as stated in its bylaws and as stated in Article 1.2 of the Association's Bylaws, in a manner providing the broadest possible benefit to the membership of the Section or Division. No Section or Division dues may be used for political purposes or for any other purpose prohibited by the Board.

15. Nominations. Annually, the Chair of the Section or Division shall appoint a nominating committee of the Section or Division consisting of a least five members of the Section or Division, one of whom shall be the Immediate Past Chair, who shall be the Chair of the nominating committee. The nominating committee and its nominees should be representative of the entire Section or Division, and to this end, the Chair in appointing the committee and the committee in making its nominations are encouraged to consider, within appropriate legal limits, diversity in the appointees and nominees, such as geographical location, age, firm size, gender, race, and practice area.

Nominations of persons from the same firm to serve as officers or Council members at the same time should be discouraged. The nominating committee shall consider only dues paying members of the Section or Division for nomination as officers, Council members, or committee chairs.

No Council member shall serve more than two consecutive three-year terms or a total of three terms as a Council member except upon application to and approval by the Board. "Term" shall mean a three-year consecutive period of service on the Council.

No Section or Division officer shall serve more than two consecutive terms or a total of three terms in the same office except upon application to and approval by the Board.

The Chair and Vice-Chair (or Chair-Elect) of the Section or Division other than the Young Lawyers Division and the Senior Lawyers Division shall be appointed by the President. The Section or Division Chair shall, no later than March 1st of each year, forward recommendations for such offices to the then President-Elect of the Association. The Section or Division shall recommend its choice for each office, but may also recommend an alternate individual for each of the two offices, if

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desired.

16. Guidelines for Committee Chairs. In order to help facilitate the functioning of Section or Division business, it is recommended that committee chairs for the Section or Division follow these guidelines:

(a) A complete committee list should be prepared identifying all committee members. The committee should draft a brief statement of its objectives for the year and a schedule for completing work;

(b) Committees should meet regularly and a brief report should be prepared following each meeting and circulated to committee members, as well as the Section or Division Chair and Vice-Chair (or Chair-Elect);

(c) The Section or Division Chair and Vice-Chair (or Chair-Elect) should be copied on all committee correspondence and notified of all committee meetings. The committee Chair, or a designee, should be prepared to report on the status of the work of the committee at each Council meeting; and

(d) If a significant report or recommendation is to be made to the Council at one of its meetings, a summary of that recommendation should be prepared in advance of the Council meeting so that it may be sent to Council members in the Council mailing. This mailing is sent to Council members usually two weeks prior to the Council meeting with the reminder notice, agenda, and other pertinent materials.

THEREFORE: In the exercise of its authority to dissolve, consolidate, and divide Sections or Division, should the Board:

(a) Dissolve a Section or Division, its dues and other funds shall be forfeited to the general account of the Association;

(b) Consolidate two or more Sections or Divisions, the respective dues and other funds shall be combined; or

(c) Divide a Section or Division into two or more Sections or Divisions, the respective dues and other funds of the original Section or Division shall be prorated according to the number of members in each newly created Section or Division.

Last Revised the 27th day of June, 2009.

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PROCEDURES FOR FORMING A SECTION OR DIVISION

1. Any committee or combination of committees of the North Carolina Bar Association (“Association”) may request permission of the Board of Governors (“Board”) to contact all members of the Association and thereby announce the proposed formation of a Section or Division concerned with the same subject matter as the then existing committee(s).

2. If permission is granted by the Board, the announcement shall be prepared and sent from the offices of the Association and shall state the amount of annual Section or Division dues (not less than thirty dollars (\$30.00) per member or such other amount adopted by the Board). A minimum of one hundred (100) members shall be required to evidence their interest to participate as members of the proposed Section or Division by forwarding their checks in the appropriate amount payable to the North Carolina Bar Association and marked “for provisional dues – Section or Division on _____.”

3. Upon verification to the Board of compliance with the minimum requirements, the Section or Division shall become activated and authorized to organize the Section or Division structure and to adopt bylaws for approval by the Board. The provisional dues previously paid shall be credited to Section or Division membership for the next ensuing Association year beginning on July 1st. The members of the Section or Division may continue to recruit members. The previously existing committee(s) shall be dissolved upon final approval by the Board of the Section’s or Division’s organization and bylaws.

4. Following final approval of the Section or Division formation by the Board, Section or Division dues shall be collected by the Association with its annual dues.

5. Should the Board fail to approve the formation of a proposed Section or Division, all provisional dues shall be refunded.

Last Revised the 27th day of June, 2009.

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STATEMENT OF POLICY
FOR THE COMMITTEES OF THE
NORTH CAROLINA BAR ASSOCIATION
(Reference Article 10.11 of the Association's Bylaws)

1. Functions and Responsibilities. The function and responsibilities of the standing committees created in Article 10.1 of the Bylaws of the North Carolina Bar Association ("Association"), and any other committee created by the Board of Governors ("Board") pursuant to Article 10.8 of the Bylaws, shall be set out in writing and maintained with the records of the Association. The functions and responsibilities of each committee established by the President under Article 10.9 of the Bylaws shall similarly be defined in writing.

2. Organization of Committees. Each committee may adopt, amend, and repeal such rules for its own governance as it may deem advisable, not inconsistent with the Bylaws, with any resolution of the Association, the Board, or the Executive Committee, or with those portions of this Statement of Policy phrased in mandatory terms.

3. Composition of Committees and Selection of Members. The Board shall determine the number of members of each committee it creates. The President may add to any committee such additional associate members as may appear appropriate. The terms of office of all associate members shall expire at the adjournment of the Annual Meeting of the Association next following their appointment.

The President shall determine the number of members of each committee that he or she establishes under Article 10.9 of the Bylaws.

In appointing members of committees, care shall be exercised so that the opportunity to participate in the affairs of the Association is extended to as many members as possible. Ordinarily, no person should be appointed to more than one committee if the nature of the committees is such that the demands made upon their members are likely to conflict. The President-Elect is encouraged to consult the Chair of each committee and the person he or she intends to appoint as successor to that Chair before selecting those persons he or she will appoint to that committee.

4. Chair. Ordinarily, no person should serve more than two successive terms as Chair of a committee. The Chair of each committee shall be invited to attend meetings of the Board, without regard to whether the committee has a report to make to the Board, in order that committee Chairs may keep abreast of all the various activities of the Association and the actions of the Board.

5. Meetings. Each committee should hold a meeting as soon as practical after the adjournment of the Annual Meeting of the Association, and, in any event, before the fall meeting of the Board. At this meeting, the committee should ordinarily plan its work for the ensuing year. Thereafter, such meetings as are necessary for the committee to carry out its assigned functions as determined by a majority of the regular members of the committee or as directed by the President. Meetings should be scheduled after consultation with the staff liaison to the committee, so that the committee will be assured of having adequate meeting space and so that conflicts with other meetings may be avoided. Any meeting of the committee where the members are not gathered at the same location may be held by teleconference or any other electronic means through which the members

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participating in the meeting may hear and directly communicate with each other.

The Chair of each committee shall appoint a person to act as secretary at each meeting.

Notices of meetings should be sent by the Association to the committee members approximately a week before the scheduled meeting and such notice should contain a proposed agenda for the meeting.

6. Voting. A committee may vote by mail, electronic means, or telephone upon any matter that properly comes before the committee at a meeting. A record of any vote taken in this manner shall be made by the Chair and preserved with the minutes of the committee.

7. Minutes and Records. Each committee should maintain the following records:

(a) Minutes of each meeting;

(b) A record of those attending each meeting; and

(c) Such other records as are necessary to preserve the record of the committee's activities and the actions it takes. In addition, a file of all committee correspondence should be maintained. All of these materials should be turned over by the committee Chair to his or her successor. Duplicate records of committee minutes and attendance of members should be maintained by the staff liaison to the committee. Copies of all correspondence, meeting notices, and other written communications related to the work of any committee should be sent to the President, President-Elect, Executive Director, staff liaison assigned to the committee, and the Board liaison to the committee, if one is assigned.

8. Reports. Each committee should submit:

(a) A written report to the Board at least two weeks prior to the fall meeting of the Board, outlining its projected program for the year;

(b) A report of its year's activities at least two weeks prior to the meeting of the Board immediately preceding the Annual Meeting of the Association.

In addition, each committee may submit such other written reports as deemed appropriate. All such reports should be submitted in a timely manner so that they may be sent to members of the Board in order to receive their attention prior to the meeting at which the report is to be considered. This is particularly important in the case of any report proposing affirmative action of the part of the Board. The presentation of matters to the Board where this provision has not been complied with shall be in the discretion of the President.

All requests to make an oral presentation to the Board shall be directed to the President. Such requests should ordinarily be limited to those instances in which Board action is being requested. The committee Chair should, however, be prepared to respond at the meeting of the Board to any questions concerning the committee's written report.

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9. Expenditure of Funds. No committee shall expend or commit any funds of the Association without the prior approval of the President, the President-Elect in the absence or unavailability of the President, the Executive Committee, or the Board. Any request for authorization of major expenditures not provided for in the budget of the Association shall be brought to the attention of the Audit & Finance Committee before the expenditure is submitted for approval. Notice of approval of expenditures not provided for in the annual budget shall immediately be transmitted in writing to the Treasurer.

10. Legislative Liaison Subcommittee. Each committee of the Association, as appropriate, may designate a Legislative Liaison Subcommittee to deal with legislation introduced in the General Assembly touching on or affecting the committee's area of interest. The duties and activities of the committee and such subcommittees shall be governed by the existing Statement of Legislative Policy and Procedures of the Association.

Last Revised the 27th day of June, 2009.



**THE NORTH CAROLINA BAR ASSOCIATION
LEGISLATIVE POLICY AND PROCEDURES**

I. STATEMENT OF PURPOSE

The North Carolina Bar Association (Association) shall seek to advance and promote a legislative agenda that improves the administration of justice in North Carolina, with an emphasis on: (1) equal access to justice for all persons, irrespective of economic condition; (2) adequate court funding; (3) a system for the selection of judges based on merit; and (4) law reform (the "Core Legislative Agenda").

II. STATEMENT OF POLICY

It shall be the policy of the North Carolina Bar Association to adopt and support a legislative agenda that is guided by and consistent with the Association's Articles of Incorporation and Bylaws (the "Fundamental Documents"). Article 3 of the Association's Restated Articles of Incorporation sets forth the purposes of the Association, which include "fostering and encouraging law reform when in the public interest; . . . fostering, protecting and promoting the common professional interest of lawyers, and providing a means of organization through which our members may pursue these and other objectives as may be common to them as members of a learned profession." The views of the officers of the Association and the recommendations of the Director of Governmental Affairs and the Legislative Advisory Committee shall be considered by the Board when establishing the annual legislative priorities. The Board of Governors shall have sole and final authority to determine the Association's specific legislative priorities.

III. LEGISLATIVE ADVISORY COMMITTEE

A. Purpose

A Legislative Advisory Committee ("Committee") shall be appointed by the President-Elect. The Committee shall advise the Board of Governors, the officers of the Association and the Director of Governmental Affairs on matters relating to the Association's legislative agenda and the administration of NC BARPAC. The Committee's recommendations are intended to give the Board of Governors a high level of confidence that legislation has been carefully studied, not only by Association sections and committees requesting the Board's approval, but by an independent committee. The Committee shall among other things:

- (1) Provide recommendations as to the strategy for promoting the Association's legislative agenda prior to each legislative session. The Committee will make its recommendations based upon stated policy positions of the Board of Governors;
- (2) Provide recommendations on prioritizing specific legislation prior to and during each legislative session.
- (3) Provide recommendations on allocating Association resources to accomplish the Association's legislative objectives; and

- (4) Provide recommendations concerning specific legislation or policy matters to promote the Core Legislative Agenda and other matters that advance the Association's legislative agenda not inconsistent with the Fundamental Documents.

B. Members

There shall be 9 members of the Committee (including the Chair). Committee members shall be appointed to staggered three-year terms by the President-Elect. The President-Elect shall seek to select members who reflect the diversity of the Association; reflect a reasonable balance of political affiliations; and have held leadership positions in the Association.

C. Meetings

The Committee shall meet at least twice annually, and on call of the Chair at other times, to consider matters within the scope of its charge.

IV. STATEMENT OF PROCEDURES

The legislative procedures of the Association govern the adoption of legislative positions and the appearance of Association members before governmental bodies. These procedures apply to any representation to any organization or individual that is identified as the legislative position of the Association. The implementation and management of these procedures is the responsibility of the Director of Governmental Affairs (the "Director").

A. ASSOCIATION-SPONSORED LEGISLATION

"Association-sponsored legislation" includes legislative proposals developed by one or more of the Association's sections or committees or by a member of the Board acting through a section or committee and approved by the Board as Association-sponsored legislation, after recommendation by the Legislative Advisory Committee.

Legislation developed by a section or committee is eligible for consideration as Association-sponsored legislation only after a majority of a section council or a committee proposing such legislation to the Board has voted affirmatively to seek the approval and sponsorship of the Association for such legislation. Absent a majority vote in the section council or committee, legislation is not eligible to be considered by the Board for sponsorship. Board members may also offer legislation, which shall first be considered by the appropriate section or committee and by the Legislative Advisory Committee.

1. Procedure for Association-Sponsored Legislation:

- a) After securing a majority vote by its section council or committee members, the section or committee shall send a draft of its proposed legislation via e-mail to the Director ***by the first Friday in October of each even-numbered year***. This draft shall include and be accompanied by each of the following in order to be eligible for consideration by the Board:
 - i) A copy of the proposed legislation in bill form;
 - ii) A "talking points" memorandum no more than 2 pages in length that provides the main points and changes to the existing law associated with the proposed legislation;

- iii) A comprehensive explanatory statement describing the need or condition to which the proposed legislation is addressed, the manner in which the proposed legislation would revise and improve current law, whether or not it poses any constitutional problems, whether or not the Association has taken a previous position on the issues raised by the proposal and any change the proposal would make to the previous position, and its possible impact on other areas of law;
 - iv) A list of the names, addresses and telephone numbers of the members of the committee or subcommittee that drafted the proposed legislation;
 - v) A list of all groups outside the Association likely to be interested in this proposal and a brief indication of their support or opposition (and likely reasons for the same); and
 - vi) In the event that the section or committee is seeking approval and sponsorship of more than one bill, a preferred prioritization of its legislation, including the reasons therefore.
- b) The Director shall compile all proposals received and circulate them to the Chair of every section and committee within the Association. At the time the Director sends the proposals for circulation, he or she shall also forward the proposals to the members of the Legislative Advisory Committee. The Chair of each section or committee shall have the responsibility of assuring that the section or committee is fully informed as to any legislative proposal of interest to that section or committee and that the section or committee has an opportunity to comment upon any such legislative proposal.
- c) All comments on proposed legislation from sections or committees shall be sent in writing by the Chair of the section or committee to the Director who shall then forward those comments to the Legislative Advisory Committee prior to its initial review of the proposed legislation. The Director shall inform those sections or committees that raise concerns about or oppose a proposed legislative position as well as the proponents of that position that either side can present their views orally to the Legislative Advisory Committee if they so desire, and the Director shall coordinate any such presentation.
- d) The Legislative Advisory Committee shall closely review legislative proposals and develop recommendations regarding the proposals for the Board. When deliberating concerning its recommendations the Committee shall apply the following criteria (in no particular order of importance) to determine whether certain legislation should be recommended as a priority:
- i) breadth and strength of Association interest;
 - ii) importance to the practice of law;
 - iii) importance to the public perception of the legal profession;
 - iv) potential for achievement during the legislative session;
 - v) timeliness of issue; and
 - vi) importance to the administration of justice.

- e) The Legislative Advisory Committee shall review all legislative proposals at its November meeting during each even-numbered year. With regard to each legislative proposal submitted, before recommending any legislation, the Legislative Advisory Committee shall determine each of the following:
- i) By an affirmative majority vote of those present, that the proposed legislation is within the scope of the purposes of the Association as indicated in Section I of this policy;
 - ii) That adequate notice and opportunity have been afforded for the presentation of opposing views and opinions and that the proposal fully complies with the requirements of this legislative policy as to the submission of legislative proposals;
 - iii) By an affirmative majority vote of those present that it recommends that the Board vote to sponsor the proposed legislation; and
 - iv) Whether the proposal is so routine and noncontroversial as to merit approval without oral presentation or debate before the Board. (If so, the proposal, with Executive Committee Approval, will be placed on the Consent Agenda at the next Board of Governors meeting, and, absent the request of a Board member to place the proposal on the action agenda, the proposal will become the Board's final action.)

Upon review of all specific legislative proposals, the Legislative Advisory Committee will determine the best, most comprehensive legislative package to recommend to the Board. If the Legislative Advisory Committee votes to recommend sponsorship of a legislative proposal to the Board, the Director shall notify the Chair of the sponsoring section or committee, as well as the Chair of any opposing section or committee, and inform them of any recommendations or comments made by the Legislative Advisory Committee in reaching its decision on the proposed legislation. If the Legislative Advisory Committee votes not to recommend sponsorship of a legislative proposal to the Board, the Director shall notify the Chair of the sponsoring section or committee, as well as the Chair of any opposing section or committee, and inform them of the reasons given for that decision. The Chair shall then inform the Director as to whether or not a section or committee wishes to appear before the Board to speak on the proposed legislation. The Director shall coordinate any such appearance.

If the Legislative Advisory Committee votes not to recommend sponsorship of a particular legislative proposal to the Board for a given bar year, but concludes that such proposal may be a better fit for inclusion in a subsequent Association legislative package, the proposal will automatically remain in the "pool" of proposals for consideration for future legislative sessions. The originating section or committee does not need to re-submit such a proposal; however, it will need to notify the Legislative Advisory Committee that the proposal remains a priority for the section in subsequent legislative sessions. If the proposal remains in the Legislative Advisory Committee's "pool" for more than two legislative sessions (4 years) it will no longer be considered a viable proposal for future consideration.

- f) Following each Legislative Advisory Committee meeting, the Director shall forward in a timely manner all proposals, along with the Legislative Advisory Committee's recommendations and comments regarding those proposals, to the Executive Director, who will in turn send the proposals to the members of the Board.
- g) The Board shall review all legislative proposals, along with the recommendations of the Legislative Advisory Committee regarding those proposals, at its January Board meeting during each odd-numbered year. With regard to each legislative proposal presented, the Board shall determine by an affirmative majority vote of those present that the Association should sponsor or not sponsor the proposed legislation.
- h) If the Board votes to sponsor a legislative proposal, the Director shall notify the Chair of the sponsoring section or committee of any changes or comments made by the Board in reaching its decision on the proposed legislation. If the Board votes not to sponsor a legislative proposal, the Director shall notify the Chair of the sponsoring section or committee and provide the reasons given, if any, for that decision.
- i) Subject to the following, in the event that the Board decides not to sponsor legislation proposed by a section or committee, the Board may authorize the section or committee to appear at the General Assembly in support of the legislation. In such event, the section or committee must inform the legislative body that its position is not endorsed by the Association. Before the Board authorizes the section or committee to proceed on its own, it will determine that: (1) to do so will not impair the Association's legislative agenda; or (2) the section's or committee's interest in advocacy of its legislative position outweighs the Association's interest in presenting a unified legislative position.

2. Legislative Committees

Any Association section or committee involved in legislative matters shall establish a section legislative committee or a committee legislative subcommittee for the purpose of developing legislative proposals and making legislative recommendations to the Director and the Board. This committee or subcommittee shall be appointed for a two-year term beginning with the first meeting of the section council or committee in each odd-numbered year and lasting through the end of the "long" session of the following odd-numbered year (generally sometime in July). These committees are encouraged to begin work on prospective legislative proposals early in the fall of each odd-numbered year so that these proposals will be available for submission to the Board in accordance with this policy. These committees shall at all times be available to form reactive positions in response to legislation proposed by other groups and to notify the Director of legislation the section or committee wishes the Director to track for informational purposes on behalf of the section or committee.

3. Section and Committee Appearances

Consistent with the decisions made by the Board, no member of the Association shall appear as a section or committee representative before a governmental body or individually on behalf of any Association-sponsored legislation unless they have coordinated their appearance with the Director who shall be solely responsible for determining the manner in which each piece of Association-sponsored

legislation is presented. Nothing in this policy is intended to prevent any individual member of the Association from presenting personal views on any legislation pending before any governmental body or individual, provided that the legislative view presented is not attributed in any way to the Association or any subdivision, committee or section thereof.

4. Association-Sponsored Legislation Not Enacted

Any Association-sponsored legislation that is not enacted during the regular session of the General Assembly shall not be sponsored again the following session unless the section or committee resubmits the legislation to the Legislative Advisory Committee, and the Board reconfirms its initial sponsorship by approving the legislation for reintroduction during the next legislative session.

B. LEGISLATION SPONSORED BY GROUPS OTHER THAN THE ASSOCIATION

The decision to support, amend or oppose any item of legislation sponsored by groups other than the Association shall be made in accordance with the following procedures:

1. Bill Section and Review

The Director shall have initial responsibility for reviewing all bills pending before the General Assembly and identifying those bills in which a section or committee may have an interest. A summary of the substance of all identified bills shall be sent by the Director to the Chair of the appropriate section or committee and to the Chair of that section or committee's legislative committee or subcommittee for their further review and recommendation.

2. Review and Recommendation by Sections and Committees

The legislative committee or subcommittee appointed by each section or committee having an interest in legislation sponsored by groups other than the Association shall have the responsibility of reviewing and commenting upon legislation which falls within its particular area of expertise. The legislative committee or subcommittee shall handle such review and comment in the most expeditious manner possible, including telephone polls and conference calls when necessary. The Chair of each legislative committee or subcommittee, to whom the Director has forwarded an identified bill of interest, shall report the committee or subcommittee's recommendation with regard to that bill to the Director with due diligence.

The nature of the committee or subcommittee's recommendation shall be to track, support, oppose, or amend the identified piece of legislation. All recommendations to support, oppose or amend a bill shall be accompanied by reasons therefore. If the section or committee does not respond to an identified bill within a reasonable time, then the Director shall assume that the section or committee has no further interest in that bill.

3. Action on Section and Committee Recommendations

If a section or committee's recommendation is to support, oppose or amend a particular piece of legislation sponsored by groups other than the Association, the Director shall forward a copy of the legislation in question, the recommendation of the section or committee with regard to that legislation and the reasons therefore to the Legislative Advisory Committee. The Legislative Advisory Committee

shall determine the most efficient manner in which to handle the recommendation given the time constraints imposed upon a response by the legislative process. If it is at all timely and possible, the recommendation regarding a particular piece of legislation shall go to the Board and be handled in the same manner and following the same procedure as Association-sponsored legislation (see Section III.A.1. of this policy).

During legislative sessions, if the Board will not meet again in time to deal appropriately with the recommendation, the President or Director shall convene the Legislative Advisory Committee which will recommend to the Executive Committee what action, if any, to take as an Association. The Executive Committee shall follow the same procedure that the Board would follow with regard to the recommended legislative position (see applicable portions of Section III.A.1. of this policy). Any action so taken by the Executive Committee shall be reported to the Board at its next meeting, and, upon motion of any member thereof, the Board may reconsider such action as to any particular piece of legislation of interest or concern.

C. EMERGENCY POSITIONS

When an immediate response is required regarding a particular piece of legislation it is within the discretion of the Director to act in a manner consistent with the Association's overarching policies. If time allows, the Director shall consult with the Legislative Advisory Committee for additional guidance. Any action so taken shall be reported at the next Board meeting.

D. FEDERAL LEGISLATIVE ACTIVITY

1. Bill Selection

In the area of Federal legislation, prescreening of bills of concern to the legal profession is one of the functions of the American Bar Association's Governmental Relations Office in Washington, D.C. That office performs the same screening process as is done by the Director with bills introduced in the North Carolina General Assembly. The ABA's Director for State Legislation typically informs the Director of federal bills of interest. The Director shall then circulate the selected bills to the sections or committees concerned and solicit recommendations regarding those bills.

2. Association Positions

All recommendations made by a section or committee with regard to a selected Federal bill shall be forwarded to the Legislative Advisory Committee for recommendation to the Board. When recommendations are received, they shall be placed on the agenda for the next Board meeting. The Legislative Advisory Committee and the Board shall treat all such recommendations in the same manner and fashion as they would treat any recommendation regarding legislation introduced in the North Carolina General Assembly. Once the Legislative Advisory Committee and the Board have finalized a policy position on the selected Federal bill, the Director shall convey that position to the North Carolina Congressional Delegation, the ABA's Governmental Relations Office and, depending on the bill and the Association's recommendation regarding it, the bill sponsor's office and the appropriate committee counsel.