

**BYLAWS
OF THE
ORANGE COUNTY BAR ASSOCIATION, INC.
A Non-Profit Corporation**

(AS AMENDED, SEPTEMBER 7, 2010)

**ARTICLE I
Name and Purpose**

Section I-A. Name. The name of this corporation is the Orange County Bar Association, Inc. (the “Association”). It is a successor to the unincorporated Orange County Bar Association.

Section I-B. Purposes. The Association is organized exclusively as a non-profit business league under 501(c)(6) of the Internal Revenue Code. The objects of this Association are the promotion of a closer union and fellowship among the lawyers and judiciary of Orange County, including the academic and legal education communities; the maintenance and promotion of high standards of professionalism and ethics; the furtherance of the administration of justice; the improvement of standards for delivery of legal services in Orange County; the maintenance and improvement of relations with the public and the media; the education and enlightenment of the public and media regarding the work of the legal profession and the administration of justice; the promotion; protection of the professional interests of members of the Orange County Bar Association; and the engagement in any other lawful activity, including all activities authorized pursuant to G.S. § 55A-3-02, to achieve the purposes of the Association as set forth in its Articles of Incorporation.

Section I-C Funds and Payment for Services. No part of the funds, income, or other assets of the Association shall inure to the benefit of, or be distributable to its members, Directors, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. Such payment for services shall be made only with the prior approval of the Board of Directors. Nothing herein shall prohibit the Association from paying the expenses, including the costs of meals, in connection with events, such as luncheons, that benefit its members in the performance of their professions.

ARTICLE II Membership and Dues

Section II-A Qualifications for membership.

(1) Inclusive membership. It is the intention of this Association to be as inclusive as possible of the diverse lawyers and their interests in Orange County and to encourage and support their participation in this Association.

(2) Definition. “Lawyer” shall mean and include any person who holds a Juris Doctorate degree or its equivalent, whether or not the person has been admitted to the bar of any jurisdiction.

(3) Qualifications. Except as provided in subsection II-E, the Association’s membership shall consist of those Lawyers residing in, with an office in, or otherwise practicing in Orange County, North Carolina, and members of the judiciary in any jurisdiction, both active and retired, who have been admitted to membership in the Association pursuant to these Bylaws.

Section II-B. Application for Membership. Any person qualified for membership pursuant to these bylaws and who agrees to abide by the Association’s purpose and Bylaws shall be admitted to membership on submission of information showing eligibility for membership and the required dues.

Section II-C. Dues.

(1) Annual dues. Dues for membership shall be on an annual basis.

(2) Determination of dues. At a meeting of the members held at least 60 days before the end of the fiscal year, the Board shall present a proposal for the amount of dues for the next fiscal year and the members shall determine the amount of the dues. The notice of the meeting shall include an announcement that dues will be determined at that meeting. Upon failure of the members to determine the amount of dues, the Board’s proposal shall become the amount of dues.

(3) Due dates and delinquencies. The Board may set a date by which annual dues are required to be paid. The Board shall give notice of the amount of dues and due dates to the members at least 60 days before the due date. The Treasurer shall notify all members in default 30 days after the due date and advise them that if payment is not received by a date certain a penalty (as set by the Board) shall be paid. Any member whose dues shall not be paid 75 days after due shall cease to be a member. A member may re-apply for membership upon payment of all delinquent dues and penalties for that year as set by the Board.

(4) Partial year members. The Board of Directors may establish a uniform policy for dues to be paid by persons who become members of the Association after the beginning of the fiscal year.

(5) Assessment. In addition to regular annual dues, the Board of Directors may assess the membership from time to time such additional sums as may be deemed necessary in the Board's discretion, not exceeding Twenty-Five Dollars (\$25.00) in any fiscal year.

(6) No refunds. No dues shall be refunded, regardless of the reason for termination of membership.

Section II-D. Resignation of members. A member may resign at any time by submitting his or her resignation in writing to the Secretary. The resignation shall be effective upon receipt by the Secretary.

Section II-E. Disbarment or suspension. The membership of any person who has been disbarred or whose license has been suspended, in any jurisdiction shall cease upon the effective date of the disbarment or suspension. Upon the end of any disbarment or suspension, the person may become a member of the Association upon meeting the requirements for membership pursuant to this Section II.

Section II-F. Expulsion. Any member may be expelled for any conduct prejudicial to the legal profession, and any expelled member reinstated, by a two-thirds (2/3) vote of the Board of Directors present and voting at any regular meeting or at special meeting called for that purpose.

ARTICLE III Meetings of Members

Section III-A. Regular Meetings. There shall be regular meetings of the Association membership at least once per quarter, at such time and place determined by the Board. The date of any meeting may be changed by the Board. Any regular meeting may be cancelled by the Board in its discretion.

Section III-B. Annual Meeting. The annual meeting of the membership shall be the regular meeting held in November of each year, at the time and place designated by the Board.

Section III-C. Actions at Regular and Annual Meetings. At any annual and regular meeting, the members may consider and act upon such matters as may be raised, provided notice of the meeting or of the particular matter was properly given in accordance with these bylaws and a quorum is present, except that unless one third or more of the votes entitled to be cast in

the election of Directors are represented in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters described in the meeting notice.

Section III-D. Special Meetings. Special meetings of the membership may be called at any time by the President or by majority vote of the Board, or by demand of members as provided in N.C. Gen. Stat. § 55A-7-02(a)(2). Special meetings shall be held at such time and place as the Board may determine in accordance with these bylaws, except that a meeting called in accordance with Section 55A-7-02(a)(2) must be held within 30 days after delivery of the notice to the secretary of the Association. Only those matters that are within the purpose or purposes described in the notice of the meeting may be acted on at a special meeting.

Section III-E. Notice of meetings of members. Notice of regular, special, and annual meetings of members shall be given by the means provided in Article IX. Notice of regular meetings shall be given at least five business days before the date of the meeting. Business days are those days in which the courts of North Carolina are open. Notice of special and annual meetings shall be given no less than 10 days and no more than 60 days before the date of the meeting. Notice of an annual or regular meeting shall include a description of any matter or matters proposed pursuant to G.S. § 55A-7-05(c)(2). Notice of a special meeting shall include the matter or matters for which the meeting was called.

Section III-F. Quorum and voting. A quorum shall be those present at any membership meeting for which proper notice was given, but not less than 20 members. Unless otherwise provided in these bylaws or by law, action of the members shall be by affirmative vote of a majority of all members present.

Section III-G. Proxy voting. A member may vote in person or by proxy. A member may appoint one or more proxies to vote or otherwise act for the member by signing an appointment form, either personally or by the member's attorney-in-fact. An appointment in the form of an electronic record that bears the member's electronic signature and that may be directly reproduced in paper form by an automated process shall be deemed a valid appointment form.

Section III-H. Action by written consent. Any action that can be taken at a meeting of the members may be taken without a meeting if the action is taken by all members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed before or after such action by all members entitled to vote thereon, and delivered to the Association for inclusion in the minutes or filing with the corporate records.

Section III-I. Record date.

(a) Record date for special meetings. The record date for members entitled to call a special meeting shall be the date the first member signs the notice.

(b) Record date for notice. The record date for members entitled to notice of a meeting is the close of business on the business day preceding the day on which notice is given.

(c) Record date for members entitled to vote. The record date for members entitled to vote at a meeting is the date of the meeting.

**ARTICLE IV
Board of Directors**

Section IV-A. Number and election. The Association's affairs shall be managed by a Board of Directors composed of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer (or the Secretary-Treasurer if one person holds both offices pursuant to Section V-G), and four persons elected by the members ("Elected Directors").

Section IV-B. Qualifications. Only members of the Association may serve on the Board. Termination of membership in the Association simultaneously terminates membership on the Board.

Section IV-C. Terms of Elected Directors. The term of each Elected Director shall be two years, beginning on the first day of the fiscal year following election, and continuing until a successor is elected and installed. Vacancies shall be filled by a majority vote of the remaining Elected Directors. The term of an Elected Director filling any vacancy expires at the end of the unexpired term that such Director is filling. The terms of Elected Directors shall be staggered such that no more than one third of the Board, or as near as can be divided, is elected in any year.

Section IV-C(a). Curative provision for Directors Elected in January 2010. The term of each Director elected in January 2010 shall begin at the conclusion of the meeting at which the Director was elected.

Section IV-D. Powers. The Board of Directors shall be the Association's governing body and shall have those powers provided in these bylaws and otherwise by law.

Section IV-E. Meetings of the Board.

(1). Time and place. Meetings of the Board of Directors shall be held at such places and times as shall be designated in the notice of meeting or agreed upon by a majority of the

Directors. The President shall preside at all meetings. In the absence of the President, the President-Elect shall preside. In the absence of both the President and President-Elect, the Secretary shall preside.

(2). Regular Meetings. The Board shall meet at least quarterly.

(3). Special Meetings. Special meetings of the Board may be held on notice of at least five days, sent by the Board's usual means of notice, and such notice shall include the matter(s) that are the subject of the meeting. A special meeting may be called by the President, or at least 20 percent of the Directors then in office. Notice shall be given by the person(s) calling the meeting.

(4) Emergency Meetings. In a situation deemed to be an emergency by the President or at least 20 percent of the Directors then in office, an emergency meeting of the Board may be called notice that is reasonable in the circumstances. Notice shall be given by the Board's usual means of communication. Notice shall be given by the person(s) calling the meeting.

Section IV-F. Quorum and voting. A quorum of the Board of Directors consists of a majority of the Elected Directors in office immediately before the meeting begins. Each member of the Board shall be entitled to one vote. Unless otherwise provided in these bylaws or by law, action of the Board of Directors is by affirmative vote of a majority of all Directors present.

Section IV-G. Action without Meeting.

(1) Actions requiring majority vote. Except as provided in subsection (2) below, action taken by a majority of all Directors without a meeting is nevertheless Board action, if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after action so taken.

(2) Actions requiring two-thirds vote. Action that binds the Association in any way to any party taken by two-thirds of all Directors without a meeting is nevertheless Board action, if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after action so taken.

Section IV-H. Removal.

(1) Removal by members. Any Director may be removed from the Board with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his or her successor shall be selected by the remaining members of the Association and shall serve for the remainder of the former Director's unexpired term.

(2) Automatic removal based on absences. Any Director absent from a total of three meetings of the Board in any 12-month period shall be terminated. After the second absence, the Director shall be notified in writing by the Secretary that the Director's Board membership shall terminate immediately after the next (third) absence. If a terminated Director requests reinstatement within one month, the board may reinstate the former Director; however, such reinstatement may not be used for any Director more than once during a single term of office.

ARTICLE V Officers

Section V-A. Officers. The Association's officers shall be a President, a President-Elect, a Secretary and a Treasurer elected by the membership of the Association pursuant to these bylaws. No two officers may be members or employees of the same firm.

Section V-B. Terms of Officers. The term of each officer shall be one year, beginning on the first day of the fiscal year following election, and continuing until a successor is elected and installed. Vacancies shall be filled by the Board. The term of an officer filling any vacancy expires at the end of the unexpired term that such officer is filling. No officer may be elected to more than two terms in succession.

Section V-B(a). Curative Provision for Officers Elected in January 2010. The term of each officer elected in January 2010 shall begin at the conclusion of the meeting at which the officer was elected.

Section V-C. President. The President shall be the Association's chief executive officer and, subject to the control of the Board of Directors, shall supervise and control the Association's management in accordance with these By-Laws and the Articles of Incorporation. The President shall, when present, preside at all meetings of the membership and the Board of Directors. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section V-D. President-Elect. The President-Elect shall exercise the powers of the President during the President's absence or inability to act. The President-Elect shall have such other powers and perform such other duties as may be assigned by the Board. The President-Elect shall succeed to the presidency in the event of a vacancy in the office of the President.

Section V-E. Secretary. The Secretary shall cause minutes to be kept of all meetings of the Board and minutes of any business conducted at all meetings of the Association membership. Except as otherwise provided in these Bylaws, the Secretary shall cause notices to be sent as provided in these Bylaws. The Secretary shall provide such reports on membership as may be required by the President or the Board. The Secretary shall perform all duties and possess all

authority incident to the office of Secretary and shall perform such other duties and have such other authority as may be assigned from time to time by the Board.

Section V-F. Treasurer.

(1) Duties. The Treasurer shall have and maintain supervision over the Association's funds, receipts and disbursements and shall maintain full and accurate records thereof. The records maintained by the Treasurer shall be open to inspection by any member of the Association upon request. The Treasurer shall supervise collection of all dues and other moneys for and on behalf of the Association and shall provide such financial reports as may be required by the President or the Board. The Treasurer shall cause to be forwarded to each member a notice of dues in the amount and the due date.

(2) Bond. The Board shall require a bond of the Treasurer conditioned upon the faithful performance of the Treasurer's duties, the premium for which bond shall be paid by the Association. Said bond may be waived by a majority vote of the Board at its discretion.

Section V-G. The offices of Secretary and Treasurer may be held by a single person.

Section V-H. Signatures on documents. The signature of the President shall be sufficient to bind the Association for matters in the ordinary course of business. The signature of the President and the Secretary shall be required for contracts with a value over \$2,000 and documents outside the ordinary course of business, including but not limited to deed, mortgages, and bonds. Nothing in this section shall be deemed to authorize any officer to sign any document without proper authorization from the Board or the members required by these bylaws or otherwise pursuant to law.

ARTICLE VI
Election of Directors and Officers

Section VI-A. Elections. Elections shall be held at the Association's annual meeting, or if not reasonably feasible, at such other time as shall be directed by the Board.

Section VI-B. Nominating Committee.

(1) Membership. The Nominating Committee shall consist of three or more members. The members shall serve a term of one year, and no member may serve more than two consecutive terms. The immediate past president shall serve ex officio. The President shall name the other members. The membership of the Nominating Committee shall be announced no later than three months before the end of the fiscal year, either at a membership meeting or by notice pursuant to these bylaws.

(2) Duties. The Nominating Committee shall nominate candidates for offices to be filled for the next fiscal year. The list candidates shall be presented to the President at least two months before the end of the fiscal year.

(3) Special Duties. The President may also call upon the Nominating Committee to make nominations for awards or recognition when such opportunities are presented by organizations within and without the Bar.

Section VI-C. Special Elections. In the event of a vacancy in any office or on the Board, the Board may call for a special election to fill the office of President-Elect at a meeting of the membership. At least ten days before such special election, the Nominating Committee shall nominate a member for each vacant office, pursuant to the procedures set forth in these bylaws. Notice of any special election and the nominations shall be given to each member at least five days before the special election.

ARTICLE VII Sections

Section VII-A. Formation of Sections. The Board may authorize the formation of Sections, each of which shall consist of those members desiring to operate within the objectives and purposes of the Association as an association of lawyers with mutual interests or who are interested in a particular field or fields of the law. Each Section so authorized and established shall consist of all those members desiring to participate in work and activities of the Section.

Section VII-B. Functions. Sections shall work in consultation with the officers and Board to promote and carry out the purposes and programs of the Association. The members of each Section shall elect a Chair and such other officers as they shall determine and shall adopt rules and by-laws not inconsistent with the Articles and these bylaws and may establish such committees to promote the objectives of the Section and of the Association. The activities and organization of the Section shall be subject to the supervision and approval of the Board.

ARTICLE VIII Committees

VIII-A. Committees. The Board may create one or committees consisting of such members of the Association or other persons as the Board ~~President~~ may deem appropriate. The Board shall delineate each committee's responsibilities and appoint its chair.

ARTICLE IX Notice

Section IX-A. Notice required under these bylaws shall be provided to those entitled to notice by electronic mail. Notice shall be deemed given on the business day in which the email is sent, except that any email notice sent after 5 p.m. shall be deemed to be given on the following business day. For the purposes of this section, “business day” shall mean any day in which the courts of North Carolina are open. Members who do not have access to electronic mail may notify the Secretary of this fact, and notice shall be provided by U.S. mail, and notice shall be deemed given upon deposit of the notice with the U.S. Postal Service, first-class, postage-paid. In addition to the above means, notice of meetings of members shall also be posted on the Association’s website within the time period required for notice of the meeting pursuant to these bylaws. Members are responsible for providing accurate email or U.S. mail addresses to the Association, and notice to the last address provided to the Association by a member constitutes notice to that member.

ARTICLE X Miscellaneous Provisions

X-A. Fiscal Year. The Association’s fiscal year shall be the calendar year.

X-B. Audit. There shall be an annual audit of the association in the month of September of each year. The audit will be performed by two people appointed by the Board who are familiar with financial audits, and who have not had financial oversight responsibilities for the Association for the previous two years. Upon completion of the audit, the auditors shall report the results to the Board at its next meeting and then to the membership at its annual meeting.

X-C. Rules of procedure. Full parliamentary procedure, as proscribed by *Robert’s Rules of Order*, is not to be used to conduct meetings. The following rules shall be used:

- (1) Action allowed by vote pursuant to these bylaws requires a motion and a second by two different persons entitled to vote on the issue.
- (2) Debate on any motion may be ended by consensus, or if there is objection by one or more persons, by a seconded motion approved by a majority of persons present and entitled to vote on the motion.
- (3) A motion to reconsider can be made and seconded only by persons who voted in favor of the motion to be reconsidered.
- (4) A motion to adjourn is not debatable.

ARTICLE XI Dissolution

Section XI-A. Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the

Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, as it may be amended from time to time, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Orange County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
By-Laws and Amendments

Section IX-A. Amendments. Amendments to the Articles of Incorporation or these bylaws may be amended upon approval of both the Board and by the members entitled to vote thereon by two thirds of the votes cast or a majority of the votes entitled to be cast, whichever is less. An amendment may be conditioned on a higher percentage of votes required as provided in G.S. § 55A-10-03 or 55A-10-21, as they may be amended from time to time.