

**BYLAWS OF THE
MECKLENBURG COUNTY BAR
26TH JUDICIAL DISTRICT**
(AS APPROVED BY THE BAR MEMBERSHIP ON MAY 23, 2018)

ARTICLE I. Name and Identity

The name of this organization is the Mecklenburg County Bar. The organization shall be the District Bar of the Twenty-Sixth (26th) Judicial District and shall be referenced as the “District Bar.”

ARTICLE II. Authority and Purpose

The District Bar is a subdivision of the North Carolina State Bar (“State Bar”) and a state agency. The District Bar is formed and operates pursuant to the provisions of Chapter 84 of the North Carolina General Statutes and to render appropriate service to the public and the District Bar membership in improving and preserving the administration of justice.

ARTICLE III. Fiscal Year

The District Bar's fiscal year shall begin on July 1 and shall end on June 30.

ARTICLE IV. Membership

Section 1. District Bar Membership: The members of the District Bar shall consist of two (2) classes: active and inactive.

(a) Active Member: An Active Member shall:

- (i) be a resident of the Twenty-Sixth (26th) Judicial District or a non-resident who practices in the Twenty- Sixth (26th) Judicial District;
- (ii) keep a correct mailing address on file with the District Bar;
- (iii) be licensed to practice law in the State of North Carolina; and
- (iv) be an active member in good standing of the State Bar.

(b) Inactive Member: An Inactive Member shall:

- (i) have been an Active Member; and
- (ii) be currently inactive pursuant to Chapter 84-16 of the North Carolina General Statutes.

(c) Good Standing with District Bar: To be in good standing with the District Bar, a member must be an Active Member in good standing with the State Bar and not be delinquent on District Bar membership fees.

Section 2. Affiliate Membership: Affiliate Members shall be licensed to practice law but not Active Members. Affiliate membership is voluntary. Affiliate membership fees shall be the same as District Bar fees for Active Members. Affiliate Members may not participate in State Bar Councilor elections, judicial nominations, public defender nominations, District Bar officer elections, membership fee adjustment votes, District Bar Bylaws amendments, or other matters as may be specified by the Board of Directors.

Section 3. Other Categories of Membership: The Board of Directors may create other categories of membership that advance the mission and stated goals of the organization.

ARTICLE V. Meetings of District Bar Membership

Section 1. Annual Meetings: The District Bar members shall meet annually in May at a time and place designated by the Board of Directors of the District Bar (“Board of Directors”). The District Bar shall publish at least fifteen (15) days prior to the date set for the Annual Meeting of the District Bar (“Annual Meeting”) to each member written notice of the time and place of the Annual Meeting. Failure to provide such notice shall not invalidate any action taken by those members present at the Annual Meeting.

Section 2. Special Meetings: Special meetings may be called at any time by the Board of Directors or the President. The District Bar shall publish five (5) days prior to the date set for the special meeting to each member written notice of the time, place and purpose of the special meeting.

Section 3. Quorum: Those Active Members present at either Annual Meetings or special meetings of the District Bar members constitute a quorum, and there shall be no voting by proxy.

ARTICLE VI. Officers

The Officers of the District Bar shall be a President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President and the Executive Director of the District Bar (“Executive Director”) (collectively, “Officers”). All Officers, except the Executive Director, must be Active Members at the time of their election and at all times during their tenure of office. The Executive Director shall be a non-voting ex officio officer.

Section 1. President: The President shall be the chief elected officer. The President shall preside at all regular and special meetings of the Board of Directors and of the Executive Committee of the District Bar (“Executive Committee”). If the President and the President-

Elect are unavailable to preside over any meeting, the President shall designate another officer to preside. The President shall be an ex officio member of all District Bar Committees, Sections, Divisions and Other Groups.

Section 2. President-Elect: The President-Elect shall work with the President in all aspects of the President's duties. The President-Elect shall assume the duties of the President during the period of any temporary absence of the President. If the office of President becomes vacant for any reason, the President-Elect shall immediately assume the office of President and shall succeed to fill the elected term as President.

Section 3. Vice President: The Vice President shall perform any duties prescribed for the office by the Board of Directors, the Executive Committee, or the President, except for those duties designated for other Officers.

Section 4. Secretary: The Secretary shall supervise recording and maintaining minutes of Board of Directors and Executive Committee meetings and shall ensure all such meetings are duly noticed.

Section 5. Treasurer: The Treasurer shall assist in the preparation of the annual budget for the District Bar, give updated budget reports at meetings, oversee the preparation of the annual statement to the membership on the financial condition of the District Bar and oversee preparation of any required financial reports. The Treasurer shall serve as the chair for the Finance Committee.

Section 6. Immediate Past President: The Immediate Past President shall serve as the chair of the Nominating Committee of the District Bar ("Nominating Committee").

Section 7. Executive Director: The Board of Directors may employ an Executive Director. The Executive Director reports to the President. The Executive Director shall have all the powers necessary for the general management of the District Bar. The Executive Director shall have the authority to sign and execute on behalf of and in the name of the District Bar all authorized deeds, mortgages, bonds, and other instruments. The Executive Director shall be a non-voting ex officio member of the Board, Executive Committee and of all District Bar Committees, Sections, Divisions and Other Groups. The Board of Directors may terminate the Executive Director. Pending the call of a special meeting of the Board of Directors, the President may immediately suspend the authority of the Executive Director to act. This period of suspension shall extend no longer than ten (10) days.

Section 8. Terms of Office: The office of the President shall automatically be filled by the President-Elect from the preceding year. The office of the Immediate Past President shall be filled by the President from the preceding year. The President-Elect, Vice President, Secretary and Treasurer shall serve for a term of one (1) year commencing with the first day of the fiscal year following the Annual Meeting at which said Officer was elected.

Section 9. Election: At the Annual Meeting, the President-Elect, Vice President, Secretary and Treasurer shall be elected by majority vote of the Active Members present.

Section 10. Duties: The duties of the Officers shall be such as are usual and customary for such Officers, as are specified in these Bylaws, and as may from time to time be designated by resolution of the District Bar, the State Bar and the applicable laws of the State of North Carolina.

Section 11. Vacancies: In the event of a vacancy in the office of President-Elect, Vice President, Secretary or Treasurer, any such vacancy shall be filled by the Board of Directors until the next Annual Meeting. A person chosen by the Board of Directors to fill such a vacancy shall serve in said office until a successor to the office is duly nominated, elected and qualified. The slate of Officers to be elected at the Annual Meeting if the President-Elect position was vacated shall include the President. In the event of a vacancy in the office of the Immediate Past President, the President may assign the duties of the Immediate Past President to an Active Member.

Section 12. Notification: Within ten (10) days following the Annual Meeting, or the filling of a vacancy in any office, the Executive Director of the State Bar shall be notified of the names, addresses and telephone numbers of all Officers.

Section 13. Removal from Office: The District Bar, by a two-thirds (2/3) vote of its Active Members present at a duly called meeting, may remove any Officer. The position of any Officer who ceases to be an Active Member or who is removed from office pursuant to this paragraph shall immediately be deemed vacant and shall be filled as provided in Article VI, Sections 2 and 11. Pending the call of a special meeting of the District Bar, the Executive Committee, acting by a vote of no fewer than five (5) of its members, may suspend immediately the authority of an Officer to act. This period of suspension shall extend no longer than ten (10) days. This paragraph shall not apply to the Executive Director.

ARTICLE VII. Board of Directors and Executive Committee

Section 1. Board of Directors:

(a) Scope of Authority: The Board of Directors shall have full power and authority to take such action on behalf of the members of the District Bar in all matters which may come before the Board of Directors. However, the Board of Directors may not impose on its own authority any mandatory fees upon the District Bar membership, elect any Officers, members of the Board of Directors or State Bar Councilors (subject to the provisions stated in Article VI, Section 11), select Judicial Vacancy nominees, or enact changes to these Bylaws. The Board of Directors may, in its discretion, create and abolish Committees, Sections, Divisions as well as Other Groups.

(b) Terms, Membership and Election: The Board of Directors consists of the following:

(i) Eighteen (18) Active Members – the terms of office of the members of the Board of Directors shall be staggered so that six (6) members, two (2) of whom shall be Young Lawyers Division (“YLD”) members preceding their election, must be elected by the members of the District Bar at each Annual Meeting to serve for a term of three (3) years or until their successors shall have been elected and qualified. No member may be eligible to serve consecutive three-year (3) terms;

(ii) The American Bar Association (“ABA”) Delegate shall be an Active Member and shall serve a term of two (2) years, and the same Active Member may be re-nominated to serve up to two (2) additional terms;

(iii) The YLD Chair shall be filled by a member of the YLD for a term of one (1) year, taking into consideration recommendations from the YLD Council; and

(iv) The President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President are ex officio members of the Board of Directors with full rights and privileges, including the right to vote. The Executive Director is a non-voting ex officio member.

(c) Meetings and Attendance Requirements: The Board of Directors shall meet a minimum of four (4) times each year. When a member of the Board of Directors has failed to attend in person three (3) consecutive meetings of the Board of Directors or one-half (1/2) of the Board of Directors meetings held during any twelve-month (12) period, membership on the Board of Directors shall automatically terminate and the member shall be so notified by the Secretary in writing within thirty (30) days of the absence resulting in the termination of membership. A Board of Directors member or Officer so notified may by written request to the Secretary be allowed to appear at the next regular Board of Directors meeting following receipt of the notice of termination of membership to request reinstatement. The Board of Directors may offer reinstatement, in its discretion, after the appearance by the terminated Board of Directors member or Officer, upon a three-fourths (3/4) majority vote of the members of the Board of Directors present at the time of the vote, provided that a quorum is present at such time. Any request for reinstatement must be delivered to the Secretary at least three (3) business days prior to the next regularly scheduled meeting of the Board of Directors following receipt by the Board of Directors member or Officer of the notice of termination of membership. A member of the Board of Directors or Officer reinstated pursuant to this paragraph shall be reinstated for the remainder of the elected term of office, subject to the provisions of these Bylaws, including this attendance requirement.

(d) Vacancies: In the event of a vacancy in the membership of the Board of Directors, the remaining members of the Board of Directors may elect an Active Member to serve as a member of the Board of Directors until the next Annual

Meeting, except in the case of a member whose membership in the Board of Directors is reinstated pursuant to Article VII, Section 1(c), in which case the member shall serve for the remainder of his or her original term.

(e) Removal from Board of Directors: The District Bar, by a two-thirds (2/3) vote of its Active Members present at a duly called meeting, may remove any member of the Board of Directors, except the Executive Director. The position of any Director who ceases to be an active member in good standing of the District Bar or of the State Bar or is removed from the Board of Directors pursuant to this paragraph shall immediately be deemed vacant and shall be filled as provided in Article VII, Section 1(d).

(f) Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors, and the act of a majority of the votes cast at a meeting at which a quorum is present shall be the act of the Board.

Section 2. Executive Committee:

(a) Scope of Authority: The Executive Committee shall have full power and authority to take action on behalf of the Board of Directors, except as otherwise directed by the Board of Directors.

(b) Terms, Membership and Election: The Executive Committee shall consist of the President, Immediate Past President, President-Elect, Vice President, Secretary, Treasurer and one (1) At-Large member elected by the Board of Directors from its membership. The At-Large member shall serve a one-year (1) term on the Executive Committee. The Executive Director is a non-voting ex officio member.

(c) Meetings and Attendance Requirements: The Executive Committee shall meet at least monthly. The attendance requirements of the Executive Committee are the same as the Board of Directors according to Article VII, Section 1(c).

(d) Vacancies: In the event of a vacancy in the At-Large member, the Board of Directors shall elect another member from its membership to fill the remainder of the term. The other Executive Committee members are Officers and vacancies shall be treated according to Article VI, Section 10.

(e) Removal from the Executive Committee: Any Executive Committee member either removed from office or from the Board of Directors shall also be removed from the Executive Committee according to Article VI, Section 13.

(f) Quorum: A majority of the voting members of the Executive Committee shall constitute a quorum at a meeting of the Executive Committee, and the act of a majority of the votes cast at a meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE VIII. Committees, Sections, Divisions and Other Groups

Section 1. Committees: To advance the purposes of the District Bar and to encourage participation in the activities of the District Bar, the Board of Directors may authorize the organization, division, combination or dissolution of Committees. The Chair, Vice Chair and members of any such Committees shall be appointed by the President. In making Committee appointments, care should be given to the continuity of membership on the Committees in order to better facilitate the operations of the Committees.

Section 2. Organization of Committees: Unless otherwise provided in these Bylaws, the District Bar Committees are organized according to the following:

- (a) **Committee Guidelines:** Each Committee shall have the power to adopt its own guidelines, not inconsistent with the Bylaws of the District Bar; but no guidelines or any of its sections or amendments shall become effective until approved by the Board of Directors.
- (b) **Scope of Authority:** Activities of Committees shall be subject to the oversight of the Board of Directors and conducted in accordance with any policies, procedures, rules and regulations which may be approved by the Board of Directors from time to time.
- (c) **Committee Expenses:** Committee and subcommittee expenses must be approved by the Executive Director or the Executive Director's designee.
- (d) **Committee Actions:** No action, report, resolution or recommendation of any Committee shall be presented as the action or position of the District Bar unless specifically approved by the Board of Directors.
- (e) **Quorum:** A majority of the voting members of a Committee shall constitute a quorum at a meeting of that Committee, and the act of a majority of the votes cast at a meeting at which a quorum is present shall be the act of that Committee.
- (f) **Best Practices:** Each Committee shall review the Best Practices for Committee Structure document periodically. Any Committee requests inconsistent with the Best Practices must be approved by the Executive Director or the Executive Director's designee.

Section 3. Nominating Committee:

- (a) **Purpose:** The Nominating Committee shall prepare a slate of Officers and members of the Board of Directors to be presented to the District Bar for election at the Annual Meeting. This slate is to be filled by Active Members in good standing of the District Bar. These Officers and members are the President-Elect,

Vice President, Secretary, Treasurer, six (6) positions of three-year (3) terms on the Board of Directors, the ABA Delegate (if open) and the YLD Chair.

(b) Nominating Committee Membership: The Nominating Committee shall be comprised of twelve to fourteen (12-14) members with at least two (2) members being past Presidents and two (2) YLD members. In addition to the twelve (12) to fourteen (14) committee members, the Immediate Past President shall be an ex officio member of the Nominating Committee and shall serve as the Chair without the right to vote except in the case of a tie. The Chair of the Nominating Committee will propose a list of committee members to the Executive Committee for approval. No member of the Board of Directors shall be eligible for service on the Nominating Committee. The Nominating Committee membership terms shall expire upon adjournment of each Annual Meeting of the District Bar.

(c) District Bar Notification of Nominating Committee Members: The names of the Nominating Committee members shall be published to the District Bar promptly after their selection and before the Annual Meeting.

(d) Notice of Nominating Committee Meeting:

(i.) Notice of the Nominating Committee meeting shall be published to the Active Members not less than fifteen (15) days prior to the Nominating Committee meeting, stating the date, time and place of the meeting and inviting suggestions for the vacancies to be filled.

(ii.) The notice shall contain an address to which members may send nominations and a deadline for submission.

(iii.) The notice shall also state that additional nominations may be made from the floor at the Nominating Committee meeting. Brief oral statements on behalf of the nominees will be permitted, subject to reasonable time limitations (as determined by the Chair of the Nominating Committee), after which the Nominating Committee shall nominate one (1) person for each vacancy to be voted upon at the Annual Meeting.

(e) Candidates for Nomination: Any Active Member may submit the member's own name or the name of any other Active Member to the Nominating Committee before or at the beginning of the Nominating Committee meeting. Any member whose name is considered for nomination at any point during the process must have expressed willingness to serve if elected.

(f) Notice of Nomination Process for District Bar Annual Meeting:

(i) The notice of the meeting at which the election is to be held shall include a list of the persons nominated by the Nominating Committee.

(ii) Nominations for the Officers, Board of Directors, including the ABA Delegate (if position is open) and YLD Chair, prepared by the Nominating Committee shall be presented at the Annual Meeting, at which time other nominations may be made from the floor provided those nominees have expressed willingness to serve if elected.

(g) Neither the nomination process nor the election process shall be invalid due to the failure of the District Bar, the Board of Directors or the Nominating Committee to comply with the time requirements set out in this section.

Section 4. Sections:

(a) Organization of Sections: To advance the purposes of the District Bar and to encourage participation in the activities of the District Bar, the Board of Directors may authorize the organization, division, combination or dissolution of Sections. The Chair and Vice Chair of any Section shall be appointed by the President.

(b) Section Rules and Regulations: Each Section shall operate according to the MCB Sections Rules & Regulations, but may, as needed, suggest recommended updates to the Rules & Regulations not inconsistent with the Bylaws of the District Bar; but no Rules and Regulations or any Section or amendment shall become effective until approved by the Board of Directors.

(c) Scope of Authority: Activities of Sections shall be subject to the authority of the Board of Directors and conducted in accordance with any policies, procedures, rules and regulations which may be approved by the Board of Directors.

(d) Section Dues: Sections may levy dues only with the approval of the Board of Directors and may require that all Section members pay such dues. The Board of Directors may provide for the collection of such dues with the collection of District Bar dues. All Section dues shall be maintained by the District Bar to defray the cost of administering Sections and for use by the Sections consistent with its purpose as approved by the Board of Directors.

(e) Section Expenses: Section expenses must be approved by the Executive Director or the Executive Director's designee.

(f) Section Actions: No action, report, resolution or recommendation of any Section shall be presented as the action or position of the District Bar unless specifically approved by the Board of Directors.

Section 5. Divisions:

(a) Organization of Divisions: To advance the purposes of the District Bar and to encourage participation in the activities of the District Bar, the Board of Directors

may authorize the organization, division, combination or dissolution of Divisions. The Chair and Vice Chair of any Divisions are appointed by the President.

(b) Division Rules and Regulations: Each Division shall operate according to the MCB Division Rules & Regulations, but may, as needed, suggest recommended updates to the Rules & Regulations not inconsistent with the Bylaws of the District Bar; but no Rules and Regulations or any section or amendment shall become effective until approved by the Board of Directors.

(c) Scope of Authority: Activities of Divisions shall be subject to the authority of the Board of Directors and conducted in accordance with any policies, procedures, rules and regulations which may be approved by the Board of Directors.

(d) Division Dues: Divisions may levy dues only with the approval of the Board of Directors and may require that all Division members pay such dues. The Board of Directors may provide for the collection of such dues with the collection of District Bar dues. All Division dues shall be maintained by the District Bar to defray the cost of administering Divisions and for use by the Divisions consistent with its purpose as approved by the Board of Directors.

(e) Division Expenses: Division expenses must be approved by the Executive Director or the Executive Director's designee.

(f) Division Actions: No action, report, resolution or recommendation of any Division shall be presented as the action or position of the District Bar unless specifically approved by the Board of Directors.

Section 6. Removal from Committees, Sections, Divisions, and Other Groups: The President or the President's designee may remove any Committee, Section, Division or Other Group Chair, Vice Chair or member.

ARTICLE IX. American Bar Association Delegate

(a) There shall be an ABA Delegate of the District Bar who shall serve on the ABA's House of Delegates. The ABA Delegate shall serve a minimum term of two (2) years commencing with the adjournment of the ABA's Annual Meeting in an even-numbered year. Such ABA Delegate shall be eligible to be re-elected for up to two (2) additional two (2) year terms. (The ABA certifies its delegates "from the adjournment of the ABA's Annual Meeting next following their election." See ABA Constitution and Bylaws: Rules of Procedure House of Delegates. Typically, September of even years through August of even years. The District Bar is notified in the Spring before certification is required by the ABA.) If such a delegate resigns, is disqualified, or dies, the District Bar may select and certify a successor consistent with the ABA Constitution and Bylaws. The term of the ABA Delegate is consistent with the ABA terms.

(b) The duties and requirements of the ABA Delegate are as follows:

- (i) The ABA Delegate shall be an ABA member;
- (ii) The ABA Delegate shall attend the annual meeting and the mid-year meeting of the ABA;
- (iii) The ABA Delegate shall report pertinent information received at the ABA meetings to the District Bar. Reports shall be to the Board of Directors and through writing occasional newsletter articles; and
- (iv) The ABA Delegate must actively seek input from the Officers and Board of Directors on issues of interest to the District Bar which shall be communicated to the ABA, as appropriate.

ARTICLE X. Councilors

The District Bar shall be represented in the State Bar Council by one (1) or more duly elected Councilors (“Councilors”), who shall be Active Members. The election and number of Councilors shall be consistent with the current rules of the State Bar and Chapter 84-17 of the North Carolina General Statutes.

At the discretion of the Board of Directors or the Executive Committee, elections may be held by meeting, by mail or through electronic ballots in accordance with the Chapter 27 of the North Carolina Administrative Code §01A .0800. If more than one (1) Council seat is to be filled, separate elections shall be held for each vacant seat.

ARTICLE XI. Selection of Nominees for State District Court Judge

The District Bar may enact policies and procedures to conduct the selection of nominees to be recommended to the Governor pursuant to Chapter 7A-142 of the North Carolina General Statutes for vacant district court judgeships in the 26th Judicial District.

ARTICLE XII. District Bar Annual Membership Fees

Section 1. Annual Membership Fee and Notice: Each Active Member shall pay such Annual Membership Fee (“Annual Membership Fee”) as is prescribed by a majority vote of those Active Members who are present at any annual or special meeting. The notice or call of any such special meeting shall include notice that a membership fee increase will be voted upon. In an effort to remain fiscally responsible and ensure the District Bar can meet the needs of its membership, the Executive Committee and the Board of Directors will determine annually whether an adjustment in the Annual Membership Fee should be

presented for vote during that fiscal year. Such fee may never exceed the amount of the annual membership fee currently imposed by the State Bar. The Annual Membership Fee shall be as a service charge in order to promote and maintain the administration, activities and programs of the District Bar.

Section 2. Invoice: Each member shall pay the Annual Membership Fee as set forth in an invoice sent to the Active Member by the District Bar.

Section 3. Delinquency: Annual Membership Fees will be deemed delinquent if not paid within ninety (90) days after the date of the invoice. The delinquency date shall be stated on the invoice and the invoice shall advise each Active Member that failure to pay the annual membership fee must be reported to the State Bar and may result in suspension of the member's license to practice law.

Section 4. Late Fee: A late fee of fifteen dollars (\$15.00) will be imposed for non-payment of the Annual Membership Fee on or before the stated delinquency date.

Section 5. Reporting Delinquent Members to State Bar: Within three to six months of the delinquency date, the District Bar shall report to the State Bar all of its members who have not paid the Annual Membership Fee or any late fee.

ARTICLE XIII. Prohibited Activities

Section 1. Prohibited Expenditures: Mandatory District Bar Annual Membership Fee, if any, shall not be used for the purchase of alcoholic beverages, gifts to public officials, including judges, charitable contributions, recreational activities or expenses of spouses of District Bar members or Officers. However, such expenditures may be made from funds derived entirely from non-membership fee sources.

Section 2. Political Expenditures: The District Bar shall not make any expenditures to fund political and ideological activities.

Section 3. Political Activities: The District Bar shall not engage in any partisan political or ideological conduct or activity, including the endorsement of candidates and the taking or avocation of positions on political issues, referendums, bond elections, and the like; however, the District Bar, and persons speaking on its behalf, may take positions on, or comment upon, issues relating to the regulation of the legal profession and issues or matters relating to the improvement of the quality and availability of legal services to the general public.

ARTICLE XIV. Notice

Any notice required by these Bylaws, North Carolina General Statutes, the North Carolina Administrative Code, or other applicable law may be communicated by mail or e-mail unless prohibited by law.

ARTICLE XV. Amendments

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of those Active Members who are present at any annual or special meeting. The notice of any such annual or special meeting shall reference the proposed Bylaw amendment and provide instructions for obtaining a copy. Any proposed amendment must be sent to the attention of the Secretary at the District Bar office at least five (5) days prior to the meeting in which the proposed amendment is to be considered. No amendment shall be adopted at any meeting attended by less than ten (10) Active Members. Upon adoption, a current copy of these Bylaws shall be transmitted to the Secretary-Treasurer of the State Bar.