

REVISED AND AMENDED BYLAWS
OF
MECKLENBURG BAR FOUNDATION

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MECKLENBURG BAR FOUNDATION**

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**REVISED AND AMENDED BYLAWS
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MECKLENBURG BAR FOUNDATION**

**ARTICLE I
OFFICES**

The principal office of the Corporation in the State of North Carolina shall be located in the city of Charlotte, County of Mecklenburg. The Corporation may have such other offices, whether within or without the State of North Carolina, as the Board of Directors may determine or as the affairs of the Corporation may from time to time require.

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.1 *General Powers.* The affairs of the Corporation shall be managed by the Board of Directors in accordance with the provisions of applicable law, the articles of incorporation and these bylaws. Directors need not be residents of the State of North Carolina.

Section 2.2 *Number, Term and Qualification.* The number of Directors of the Corporation with voting rights shall not be less than three (3) nor more than twenty-four (24) as follows:

(a) Up to nineteen (19) Directors assigned to classes as described below, which number shall include those Directors designated by the Mecklenburg County Bar executive committee in accordance with Section 2.4 of these bylaws; and

(b) The following five (5) Officers of the Corporation, which Directors shall not be assigned to classes: President, Incoming President, Past President, Secretary and Treasurer.

The Directors annually shall certify by resolution the number of Directors to be elected; but in the absence of such resolution, the number of Directors elected and appointed in accordance with subsections (a) and (b) above, plus the number of Directors continuing in office, shall constitute the number of Directors of the Corporation until the number is changed by action of the Directors.

At least two-thirds (2/3) of the Directors shall be active Members of the Mecklenburg County Bar. The Board of Directors may, by majority vote, designate a certain number of Directors not to exceed one-third (1/3) to be filled by non-members of the Mecklenburg County Bar.

The Directors elected in accordance with subsection (a) above shall be divided into three (3) classes, as nearly equal in number as may be, to serve until their successors shall be elected and shall qualify. In the event of any increase or decrease in the number of Directors, the additional or eliminated directorships shall be so classified or chosen that all classes of Directors shall remain or become equal in number, as nearly as may be.

No person may be eligible to serve as a Director for more than two (2) consecutive full three- (3-) year terms. Any former Director shall be eligible for re-election to the Board of Directors after a lapse of one (1) year. Notwithstanding the forgoing, (i) Officers shall serve as Directors without term limits, and (ii) the Board of Directors may by vote of seventy-five percent (75%) of the Directors present at a meeting with a quorum extend the term of a Director by up to two (2) additional years, provided that such extensions shall be granted infrequently.

In addition, the Executive Director of the Mecklenburg County Bar shall serve *ex officio* as a member of the Board of Directors without voting rights.

Section 2.3 *Election of Directors.* Except for Directors designated by the Mecklenburg County Bar executive committee pursuant to Section 2.4 below, Directors shall be elected at any annual or special meeting of the Board of Directors by a vote of a majority of the Directors at the time in office.

Section 2.4 *Nominations To The Board of Directors.* The Nominating Committee shall fill vacancies on the Board of Directors, except that three (3) Directors (one (1) from each class of Directors) shall be appointed by the members of the Mecklenburg County Bar executive committee. The Board of Directors of the Corporation may from time to time increase the number of Directors, including those Directors appointed by the Mecklenburg County Bar executive committee, by vote of a majority of the Directors then in office.

Section 2.5 *Resignation.* A Director may resign at any time by communicating such resignation to the Board of Directors, its presiding Officer or to the Corporation. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 2.6 *Removal.* A Director of the Corporation may be removed, with or without cause, by (a) with respect to any Director elected by the Board of Directors pursuant to Section 2.3, the Board of Directors by the vote of a majority of the Directors then in office at any regular or special meeting of the Board, (b) with respect to any Director appointed by the Mecklenburg County Bar executive committee pursuant to Section 2.4, the Mecklenburg County Bar executive committee; or (c) with respect to any Director, the Mecklenburg County Bar board of directors, by vote of eight-five percent (85%) of the directors of the Mecklenburg County Bar then in office, at any regular or special meeting of the Mecklenburg County Bar's board of directors. Without limiting the generality of the forgoing, any Director who fails to attend at least fifty percent (50%) of the meetings of the Board of Directors in any fiscal year shall be removed unless a majority of the Directors at the time in office shall vote to permit such Director to complete the unexpired portion of his term as Director.

Section 2.7 *Vacancies.* In the event of the death, resignation, retirement, removal or disqualification of a Director during the elected term of office, the Director's successor shall be elected to serve only until the expiration of the term of the predecessor and shall also be eligible to serve two (2) additional consecutive three- (3-) year terms. A vacancy occurring in the Board of Directors may be filled by a vote of the majority of the remaining Directors at any regular or special meeting of the Board of Directors; provided, however, that (a) any vacancy occurring by vote of the Mecklenburg County Bar executive committee pursuant to

subsection (b) of Section 2.6 above shall be filled by the Mecklenburg County Bar executive committee, and (b) any vacancy occurring by vote of the Mecklenburg County Bar directors pursuant to subsection (c) of Section 2.6 above shall be filled by a vote of the majority of the Mecklenburg County Bar directors at any regular or special meeting of the Mecklenburg County Bar board of directors (except that the Mecklenburg County Bar board of directors may elect to leave one or more vacancies unfilled subject to the minimum number of Directors required under Section 2.2 above).

Section 2.8 *Annual Meeting.* An annual meeting of the Board of Directors shall be held for the purpose of electing Directors and Officers of the Corporation and the transaction of such other business as may be properly brought before the meeting.

Section 2.9 *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors.

Section 2.10 *Place of Meetings.* Meetings of the Board of Directors may be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall either (i) be designated in the resolution of the President to hold the meeting or (ii) be agreed upon at or before the meeting by a majority of the Directors then in office.

Section 2.11 *Notice of Meetings.* The Secretary or other person or persons calling a meeting for which notice is required shall give notice by personal delivery, mail, or electronic or facsimile communication at least two (2) days before the meeting. If mailed, such notice shall be deemed to be delivered when received by the Director. If notice is given by electronic or facsimile communication, such notice shall be deemed delivered when such communication is transmitted to the address shown by the records of the Corporation. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 2.12 *Quorum.* A majority of the Directors in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors; but, if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 2.13 *Manner of Acting.* Except as otherwise provided by law or in the bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; unless the act of a greater number is required by law or by these bylaws.

Section 2.14 *Presumption of Assent.* A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken

shall be presumed to have assented to the action taken unless (i) his contrary vote is recorded, (ii) his dissent is otherwise entered in the minutes of the meeting, (iii) he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or (iv) he shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 2.15 *Action without Meeting.* Action taken by the Directors or Members of a committee without a meeting is nevertheless Board of Directors or committee action if written consent to the action in question is signed by all of the Directors or Members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board of Directors or committee, whether done before or after the action is taken. Such consent may be evidenced by signature or electronic indicia of assent.

Section 2.16 *Compensation.* Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board of Directors; but nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

ARTICLE III OFFICERS

Section 3.1 *Titles and Qualification.* The Officers of the Corporation shall be a President, an Incoming President, a Past President, a Treasurer, a Secretary and such other Officers as the Board of Directors may deem necessary. Except as otherwise provided in these bylaws, the additional Officers shall have the authority and perform the duties as from time to time may be prescribed by the Board of Directors. Officers shall be either current Directors or paid employees of the Mecklenburg Bar Foundation or Mecklenburg County Bar.

Section 3.2 *Nominations, Election and Term of Office.* The Nominating Committee shall propose Officers of the Corporation. The Officers of the Corporation shall be elected by the Board of Directors at the annual meeting. Each Officer shall hold office during the designated fiscal year and until a successor is elected and qualifies. The Incoming President, the President and the Past President generally shall serve a single one- (1-) year term as such. Each of the Secretary and the Treasurer may serve up to a maximum of three (3) consecutive one- (1-) year terms.

Section 3.3 *Removal.* Any Officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board of Directors with or without cause.

Section 3.4 *Resignation.* An Officer or agent may resign at any time by communicating such resignation to the Corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 3.5 *Vacancies.* Vacancies among the Officers because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired portion of the term and new offices may be created and filled by the Board of Directors.

Section 3.6 *President.* The President shall be in general charge of the affairs of the Corporation in the ordinary course of its business, and shall be the chief executive officer of the Corporation. The President may perform such acts, not inconsistent with the applicable law or the provisions of these bylaws, as may be performed by the president of a corporation. The President may sign and execute all authorized notes, bonds, contracts and other obligations in the name of the Corporation. The President shall have such other powers and perform such other duties as the Board of Directors shall designate or as may be provided by applicable law or elsewhere in these bylaws.

Section 3.7 *Incoming President.* The Incoming President shall, in the absence or disability of the President or the refusal or inability of the President to act, perform the duties and exercise the powers of the office of President. In addition, the Incoming President shall perform such other duties and have such other powers as the President, the Board of Directors or these bylaws shall prescribe. The Incoming President shall automatically become the President of the Corporation upon expiration of the President's term of office. The Incoming President also may be referred to as the Vice President.

Section 3.8 *Past President.* The Past President shall serve as chair of the Nominating Committee and perform such other duties and have such other powers as the President, the Board of Directors or these bylaws shall prescribe. The President shall automatically become the Past President upon expiration of the President's term of office.

Section 3.9 *Treasurer.* The Treasurer shall have custody of all funds and securities belonging to the Corporation; receive and give receipts for the moneys due and payable to the Corporation from any source whatsoever; and shall receive, deposit or disburse those moneys in any banks, trust companies or other depositories as may be selected in accordance with the provisions of Section 5.3 of these bylaws. The Treasurer shall serve as a Member and Chair of the Investment and Finance Committee. The Treasurer shall in general perform the duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 3.10 *Assistant Treasurers.* Each Assistant Treasurer shall have such powers and perform such duties as may be assigned by the Board of Directors, and the Assistant Treasurers shall exercise the powers of the Treasurer during that Officer's absence or inability to act.

Section 3.11 *Secretary.* The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and shall give all notices required by law and these bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the signature of the Secretary and in general shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 3.12 *Assistant Secretaries.* Each Assistant Secretary shall have such powers and perform such duties as may be assigned by the Board of Directors, and the Assistant

Secretaries shall exercise the powers of the Secretary during that Officer's absence or inability to act.

ARTICLE IV COMMITTEES

Section 4.1 *Standing Committees.* The Standing Committees of the Corporation shall include an Executive Committee, a Nominating Committee, an Investment and Finance Committee, a Development Committee, a McMillan Fellowship Committee, a Grant Review Committee, and a Marketing Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate other Standing Committees. Committee members shall be appointed by the President. Any Standing Committee that consists entirely of Directors shall have and exercise the authority of the Board of Directors in the management of the Corporation. Such Standing Committees consisting entirely of Directors shall not, however, have the authority of the Board of Directors to amend, alter or repeal these bylaws; elect, appoint or remove any Member of the Executive Committee or any Director or Officer of the Corporation; amend the articles of incorporation, adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease or exchange or mortgage of all or substantially all of the property and assets of the Corporation; or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by a Standing Committee. The appointment or delegation of authority to any Standing Committee shall not in any way operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it by law. The Executive Director of the Mecklenburg County Bar shall serve *ex officio* as a member of each Standing Committee without voting rights.

Section 4.2 *Executive Committee.* The Executive Committee shall consist of the Officers of the Corporation, the Chair of the Development Committee, and the Chair of the Grant Review Committee. The President of the Corporation shall be the Chair of the Executive Committee. The Executive Committee shall have and may exercise the authority of the Board of Directors in the management of the business and affairs of Corporation during intervals between meetings, subject to the restrictions on Standing Committees described in Section 4.1 above. The Executive Committee shall keep minutes of its proceedings and shall timely report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the Corporation.

Section 4.3 *Nominating Committee.* The Nominating Committee annually shall nominate Directors and Officers for election by the Board of Directors in accordance with Article XII hereinbelow. The Nominating Committee shall consist of each of the members of the Executive Committee, together with up to two (2) additional members in good standing of the Mecklenburg County Bar designated by the president of the Mecklenburg County Bar and up to two (2) additional representatives of the Board of Directors designated by the President of the Corporation. The Past President shall serve as Chair of the Nominating Committee.

Section 4.4 *Ad Hoc Committees.* The Board of Directors may designate by resolution Ad Hoc Committees not having the authority of the Board of Directors in the management of the Corporation. The President shall appoint Members of the Ad Hoc

Committees subject to the approval of the Board of Directors. The Executive Director of the Mecklenburg County Bar shall serve *ex officio* as a member of each Ad Hoc Committee without voting rights.

Section 4.5 *Qualification, Term of Office.* The President may, subject to the approval of the Board of Directors and any limitations set forth in these bylaws, appoint to any Committee (except the Executive Committee) any active member of the Mecklenburg County Bar, provided that a majority of the Members of each Standing Committee (except for the McMillan Fellowship Committee) shall be Directors of the Corporation. Each Member of a Committee shall serve for the designated fiscal year and until a successor is appointed and qualifies.

Section 4.6 *Removal.* Any Member of a Standing Committee may be removed at any time by the Board of Directors with or without cause. Any Member of an Ad Hoc Committee may be removed at any time by the President or the Board of Directors with or without cause.

Section 4.7 *Resignation.* A Member of a Committee may resign at any time by communicating such resignation to the President or the Board of Directors. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 4.8 *Vacancies.* Vacancies among the Members of the Committee because of death, resignation, removal, disqualification or otherwise may be filled and new Members may be appointed by the person or persons authorize to appoint the Members of that Committee.

Section 4.9 *Chair.* The President, with the approval of the Board of Directors, shall appoint one (1) Member of each Committee as Chair. Notwithstanding the provisions of this Section 4.9, the Treasurer of the Corporation shall be the Chair of the Investment and Finance Committee.

Section 4.10 *Quorum.* The majority of the whole Committee shall constitute a quorum at a meeting of that Committee and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of that Committee.

Section 4.11 *Rules.* Each Committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE V CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 5.1 *Contracts.* The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and the Board of Directors may grant its authority generally or confine its authority to specific instances.

Section 5.2 *Checks, Drafts, Etc.* The Board of Directors, by resolution, may from time to time designate any Officer or Officers, agent or agents of the Corporation to sign all checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation. In the absence of a resolution by the Board of Directors, the instruments described above shall be signed by the President, Treasurer or Executive Director of the Mecklenburg County Bar.

Section 5.3 *Deposits.* The Board of Directors shall designate the banks, trust companies, and other depository institutions into which all funds of the Corporation shall be deposited from time to time to the credit of the Corporation.

Section 5.4 *Gifts.* The Board of Directors may accept or decline to accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the Corporation.

ARTICLE VI BOOKS AND RECORDS

The Corporation shall keep and maintain correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and the Standing Committees

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the final day of December in each year.

ARTICLE VIII SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the Corporation and the words "Corporate Seal."

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the articles of incorporation or these bylaws, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of that notice.

ARTICLE X AMENDMENTS TO BYLAWS

The Board of Directors may alter, amend or repeal these bylaws and adopt new bylaws by vote of a majority of Directors present at any regular meeting or any special meeting of the Board of Directors, provided that at least two (2) days' written notice is given of the intention to

alter, amend or repeal these bylaws or adopt new bylaws at that meeting. Without limiting the generality of the forgoing, no amendment to the rights of the Mecklenburg County Bar executive committee or its board of directors set forth in Sections 2.6 and 2.7 hereinabove shall be effective until approved by resolution of the Mecklenburg County Bar board of directors.

ARTICLE XI INDEMNIFICATION

Any person who at any time serves or has served (i) as a Director, Officer, employee or agent of the Corporation, or (ii) at the request of the Corporation, in such capacity for any other Corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, brought by a third party seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding. Such person shall not be indemnified by the Corporation against suits brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, unless such person is found blameless by a court of law or other properly constituted tribunal.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this bylaw, 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 him.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this bylaw.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Corporation 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 bylaw.

In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such

capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

ARTICLE XII NOMINATING COMMITTEE GUIDELINES

Section 12.1 *Purpose.* The purpose of these Nominating Committee Guidelines is to prepare the slate of Officers and a slate of new members of the Board of Directors for consideration by the current Board. One of the goals of the Corporation is to have a Board whose membership is representative of the diverse perspectives and backgrounds that comprise the membership of the Mecklenburg County Bar. The Corporation seeks to nominate a broadly representative Board of Directors considering a range of factors, including without limitation, race, ethnicity, gender, sexual orientation, age and disability.

Section 12.2 *Procedures.*

(a) The Nominating Committee shall consist of the membership identified in Section 4.3 hereinabove. In March of each year, the current President shall identify up to two (2) additional nominating committee members from Board of Directors to join the Nominating Committee. In March, the Executive Director of the Mecklenburg County Bar shall request that the Mecklenburg County Bar president designate up to two (2) members of Mecklenburg County Bar board of directors to serve on the Nominating Committee. In March, the Nominating Committee Chair shall set a date in June for the Nominating Committee's meeting.

(b) The current President will ensure that Corporation publicizes the Nominating Committee meeting date in April and May Bar newsletters and solicit written nominations for membership on Board from general Mecklenburg County Bar membership. Nominations should be received by the end of May.

(c) The Board of Directors shall certify by resolution the number of new Directors to be elected prior to the first meeting of the Nominating Committee.

(d) Meeting of the Nominating Committee

(i) The Nominating Committee meets on the date previously established to determine the recommended slate of Officers and Board members. Nominees generally are to be selected from the written nominations, although additional nominations may be made from the floor. The following positions shall be slated:

(A) Officers

1. Vice-President
2. Treasurer
3. Secretary

(B) Vacant Board of Directors positions as certified to the Nominating Committee by the Board of Directors.

(ii) The slate of recommended Officers and new Directors shall be presented to the Board of Directors at its August meeting for election.

Approved on August 27, 2013