

CONSTITUTION & BYLAWS OF THE
NORTH CAROLINA ADVOCATES FOR JUSTICE

I. PURPOSE

The North Carolina Advocates for Justice (NCAJ) is a nonpartisan association of legal professionals dedicated to protecting people's rights through community, education, and advocacy.

NCAJ and its members work to protect the interests and civil rights of injured people, criminally accused or convicted people, families, workers, and the disabled.

II. MEMBERSHIP

A. ADMISSION - There shall be categories of membership.

Members in all categories must be dedicated to advancing the purpose and mission of NCAJ and preserving trial by jury.

Members in each category except student, military, faculty, legal assistant, law office manager, mediator, affiliate, or retired must:

- (1) be duly admitted to practice law in the State of North Carolina;
- (2) be in good standing as a member of the North Carolina Bar; and
- (3) be engaged in the practice of law and spend part of their professional time representing the rights of those injured by the wrongful acts of others, the rights of workers or disabled people, the rights of parties in family disputes, the rights of consumers in debt, the rights of those accused or convicted of criminal offenses, and/or the civil rights of individuals, or otherwise meet the membership qualifications of NCAJ.

No person shall be eligible for or continue membership in NCAJ who, for the most part, represents insurance defense in civil matters or the prosecution in criminal matters.

B. CATEGORIES OF MEMBERS

- (1) **Patron, Sustaining Patron, Benefactor and President's Club Members** – Members interested in giving added support to our goals and programs. A voting member may become a Patron, Sustaining Patron Benefactor, President's Club member by paying the annual dues required by the Board of Governors for such categories of membership.
- (2) **Regular Members** - Lawyers otherwise qualified who have practiced law for a period of more than five, ten, or fifteen years respectively.

- (3) **Associate Members** - Applicants otherwise qualified who have been licensed to practice law for five years or less. Dues for newly licensed lawyers practicing in North Carolina will be waived from the time of licensure until the end of the current fiscal year.
- (4) **Student Members** - Law students who are interested in becoming trial lawyers. Student members will not vote or hold office in NCAJ.
- (5) **Military Members** - Members of the military stationed in North Carolina who are licensed to practice law in states other than North Carolina. Military members will not vote or hold office in NCAJ.
- (6) **Affiliate Members** - Members who are licensed to practice law in another state or country and not in North Carolina, who are members of that state's trial lawyers association, or the American Association for Justice, National Association of Criminal Defense Attorneys or the equivalent association of a foreign country, and who are sponsored for affiliate membership by a member of NCAJ. Affiliate members will not vote or hold office in NCAJ.
- (7) **Retired Members** - Members who have engaged in 40 or more years of practice, who are reducing their practice in contemplation of retirement, or those who have retired and have ceased to practice law. Retired members will not vote or hold office in NCAJ.
- (8) **Legal Assistant Members** - Paralegals and legal assistants:
 - (a) who are employed and whose employment is verified by a member in good standing of the North Carolina Advocates for Justice; and
 - (b) who have successfully completed a curriculum of training as a legal assistant; or, whose attorney/employer attests that such a person is qualified by training or experience as a legal assistant.

Legal Assistant Division members may serve on the Executive Committee of other NCAJ Sections or Divisions, but not serve as chair of Sections or Divisions with the exception of the Small Office Practice Section. In addition, the Legal Assistant Division Chair holds a voting position on the NCAJ Board of Governors
- (9) **Faculty Members** - Full-time faculty members of accredited North Carolina law schools.
- (10) **Public Service Members** - Members whose practice consists entirely of the representation of indigent persons and who are employed by a nonprofit legal services organization or by a public defender's office, or those attorneys who handle indigent cases in private practice. Public Service Members shall pay dues at a reduced rate established by the Board of Governors. They may vote and hold office in NCAJ.
- (11) **Mediator Members** – Active lawyer mediators engaged in resolution of disputes in North Carolina, who, for the most part, do not represent insurance defense in civil matters. Mediator members are eligible for all levels of lawyer membership. Mediator members may vote and hold office in NCAJ.

(12) **Law Office Manager/Administrator Members** – Non-lawyer members who are engaged in law office management or administration.

(13) **Firm Memberships** – Firms which include individual members may support the purposes and mission of NCAJ by joining the Circle of Advocates or Leaders Forum.

C. DUES

Dues, as established by the Board of Governors for the respective classes in membership, shall be payable on a fiscal year basis on the first day of July of each year and shall be collected by such procedure as may be established by the Board of Governors.

D. TERMINATION OF MEMBERSHIP

Any member shall cease to be a part of NCAJ upon nonpayment of dues or upon resignation or upon disbarment.

E. REINSTATEMENT

The Board of Governors may adopt, from time to time, such policy for the reinstatement of members terminated under this Article, as it may deem advisable.

F. MEETINGS

NCAJ shall have one **Annual Meeting** at such time as the Board of Governors selects, and notice thereof shall be given to all members in writing at least ten days prior thereto. At this meeting elections will be held for the Board of Governors and AAJ officers, a report made of NCAJ's activities and affairs for the preceding year, and such other business transacted as the Board of Governors directs. The Annual Meeting shall be the final authority of NCAJ, and all action taken shall be by majority vote of qualified members present. Any member who feels aggrieved by any action of the Board of Governors or of any officer shall have a right of appeal to the Annual Meeting and the decision of that body shall be final and binding.

Other meetings and seminars shall be held from time to time as the Board of Governors determines.

All meetings of the membership, the Board of Governors, or any committee shall be conducted in accordance with Robert's Rules of Order.

III. BOARD OF GOVERNORS

A. The Board of Governors (the Board) is the governing body of NCAJ and shall be composed of the officers and members of the Executive Committee; thirty governors elected by the membership, whose three-year terms shall be staggered, so the terms of 10 members expire each year; and each AAJ governor and state delegate.

All duly elected section and division chairpersons shall serve as ex-officio members of the Board during their tenure as section chairpersons.

All past presidents of NCAJ shall serve as *ex-officio*, non-voting members of the Board.

A member of the Workers' Compensation Section, recommended by that Section, shall serve as a non-voting member of the Board as the Friends and Family Delegate for an annual term to coincide with the service of Executive Committee memberships.

- B.** Should any officer or governor fail to qualify or resign or die, or refuse or cease to serve for any reason, the office shall be filled by election by the Board by a majority vote of a quorum of the governors.

C. REGULAR BOARD OF GOVERNORS MEETINGS

Regular meetings of the Board shall be held at least quarterly.

With the President's permission, a governor may participate in meetings of the Board by telephone or any method by which all governors participating may simultaneously hear each other during the meeting.

D. SPECIAL BOARD OF GOVERNORS MEETINGS

Special meetings of the Board may be called at any time by the Board, the Executive Committee, the President, or a majority of the Board or Executive Committee. Action without a meeting may be taken at any time by written resolution executed by a majority of the Board.

Notice of the place and time of every special meeting of the Board shall be sent by any usual means of communication not less than two days before the date of the Board meeting.

E. ATTENDANCE

Each member of the Board must attend one-half of its meetings in each year. The failure of any member to attend the required number of meetings shall automatically constitute such member's resignation from the Board unless such absences have been excused in writing by the President. Records of attendance shall be kept and reported in the meeting minutes.

F. QUORUM

At all meetings of the Board, 33 percent of the voting members of the Board in office and qualified to act constitutes a quorum for the transaction of business. Any action of the majority of the Board present at any meeting at which a quorum is present is the action of the Board, unless the concurrence of a greater proportion is required by law or the Constitution & Bylaws. If a quorum is not present at any meeting of the Board, the governors present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. If a quorum is present, the Board may continue to act by a vote of a majority of a quorum until adjournment, notwithstanding the subsequent withdrawal of enough governors to leave less than quorum or the refusal of any governor present to vote.

G. POWERS OF BOARD OF GOVERNORS

The Board is the governing body of NCAJ, responsible for the ultimate direction of the affairs of the organization. The board is responsible for policymaking. Consistent with the law and the

Constitution & Bylaws, the Board may exercise all of the powers of NCAJ, including delegating authority and duties to officers, agents or committees and authorizing employment of an Executive Director, whose compensation and duties shall be fixed by the Executive Committee.

The Board shall establish the policy of NCAJ with respect to pending and proposed legislation. The Board or the Executive Committee shall delegate authority to the Executive Director as necessary to take positions on particular bills and other legislative matters consistent with the general parameters of policy established by the Board. Sections, Divisions, and Committees shall assist the Legislative Committee and Executive Director in supporting or opposing legislation by appearing before legislative committees in their areas of specialty.

H. TERM OF OFFICE; SUCCESSION

(1) Members of the Board of Governors elected by the membership

- (a) **Term of Office** – Members of the Board of Governors serve a three-year term.
- (b) **Succession** – A member of the Board of Governors may serve a maximum of two consecutive complete three-year terms of office, and this period shall not be shortened because such governor came to office during the unexpired term of his or her predecessor. Thereafter, the Board member can be re-elected after being off the Board for one year.

(2) AAJ Governors

North Carolina's representatives on the AAJ Board of Governors shall be eligible to serve two complete three-year terms of office after completion of any unexpired term of a predecessor. In the discretion of the Nominating and Awards Committee, and with the concurrence of NCAJ's Board of Governors, an NCAJ representative on the AAJ Board of Governors may be elected to additional terms.

IV. OFFICERS

The officers shall be President; President-Elect, who shall serve as Secretary and Treasurer; Communications Vice President; Legislative Vice President; Continuing Legal Education Vice President; Membership Vice President; Legal Affairs Vice President; Vice President/Assistant Secretary who shall also be the Executive Director; Immediate Past-President, and President Emeriti.

Term of Office - Except as provided in this paragraph, the term of office for each officer shall be one year. If the President-Elect replaces a President who has resigned, died, refused, or ceased to serve for any reason, he or she shall serve a full term upon the expiration of the term served as a replacement for another. Otherwise, the President may not serve more than one term. The Vice President/Assistant Secretary shall only serve so long as he or she retains the position of Executive Director of NCAJ.

A. DUTIES OF OFFICERS

- (1) **President** – The President shall be the chief elected officer of NCAJ and preside at all

meetings and direct the affairs of NCAJ, with the advice and consent of the Board of Governors, and shall appoint and may remove all committees and members thereof, other than standing and special committees established by the general membership or by the Board of Governors, that he or she deems advisable.

- (2) **President-Elect** – The President-Elect shall assume the duties of the President in the absence of the President, shall perform such duties as are delegated by the President and shall assume the office of the President upon the creation of a vacancy in that office. The President Elect shall also serve as Secretary and Treasurer, and shall serve as chair of the Administrative/Finance Committee and the Personnel Committee. As Secretary, he or she perform all duties incident to that office and shall ensure that: (a) the minutes of meetings are kept; (b) all notices required by these bylaws or applicable law are given; and (c) the records of NCAJ are appropriately maintained. As Treasurer, he or she shall perform all of the duties incident to the office of treasurer and such other duties as from time to time may be prescribed by the President or by the Board.
- (3) **Legislative Vice President** – The Legislative Vice President will serve as chairperson of the Legislative Committee and be responsible for reporting to the Board the actions and reports of that committee.
- (4) **Continuing Legal Education (CLE) Vice President** – The CLE Vice President will be in charge of educational programs and serve as chairperson of the CLE Committee and be responsible for reporting to the Board the actions and reports of that committee.
- (5) **Legal Affairs Vice President** – The Legal Affairs Vice President shall be or appoint the chairpersons of the Amicus Curiae Committee and Ethics Advisory Committee and report to the Board the actions and recommendations of those committees.
- (6) **Membership Vice President** – The Membership Vice President will be responsible for the following:
 - (a) Expanding membership by recruiting new members, retaining existing members, and reactivating former members;
 - (b) Acting as chairperson of the Membership Committee and overseeing its activities and operations;
 - (c) Reporting to the Board and Executive Committee the recommendations and activities of the Membership Committee; and
 - (d) Undertaking any other responsibility assigned by the Board and Executive Committee.
- (7) **Communications Vice President** – The Communications Vice President will serve as chairperson of the Communications Committee and be responsible for reporting to the Board the actions of that committee.
- (8) **Executive Director/Vice President/Assistant Secretary** – The Executive Director will serve as the Vice President/Assistant Secretary of NCAJ and oversee all daily operations of NCAJ, including financial oversight, staff supervision, and implementation of the goals and strategies set by the volunteer leaders of NCAJ. At the request or in the absence of the President or President-Elect, the Vice President/Assistant Secretary shall perform all of the duties of the President or President-Elect, in addition to his or her other duties, and shall have such authority as may be assigned by the Board.

B. PRESIDENT'S ADVISORY COUNCIL

Each Immediate Past President shall be Chair of the President's Advisory Council, which shall be composed of all the Past Presidents. The Council will make recommendations and give advice to the President and Board concerning the direction and operations of NCAJ and shall be consulted by the President-Elect with regard to the nomination of the next President-Elect.

V. EXECUTIVE COMMITTEE OF BOARD OF GOVERNORS

There shall be an Executive Committee of the Board of Governors, which shall consist of the President, President-Elect, Communications Vice President, Legislative Vice President, Continuing Legal Education Vice President, Membership Vice President, Legal Affairs Vice President, Immediate Past President, President Emeriti, NCAJ-PAC Chair, one past president appointed by the President to serve a one year non-renewable term, one member appointed by the President to serve at-large, one member in charge of fundraising & development appointed by the President, and one Diversity & Inclusion Officer selected by the President. Between meetings of the Board, the Executive Committee is empowered to do all acts and perform all functions that the Board may itself perform when necessary for the operation and management of NCAJ.

- (a) The members of the Executive Committee shall be voting members of the Board.
- (b) The Executive Committee shall not countermand actions taken by the Board and shall be bound by specific instructions given to it by the Board.
- (c) A majority of the members of the Executive Committee shall constitute a quorum, and action shall be decided by a majority vote. The Executive Committee may meet by telephone, or by any method by which all the members participating may simultaneously hear each other during the meeting.
- (d) Minutes shall be kept of meetings of the Executive Committee, and such minutes shall be incorporated into the Corporate Minute Book of NCAJ. In addition, copies of such minutes shall be made available to the members of the Board upon request.

VI. NOMINATIONS AND ELECTIONS

A. NOMINATIONS

NCAJ officers and governors and AAJ governors/officers and state delegates shall be nominated by a Nominating Committee composed of the President, the Immediate Past President, the President-Elect, one past president selected by the President, the New Lawyer Division Chair, the Diversity & Inclusion Officer and five Board members elected at large by the Board. The Committee shall nominate one or more persons to fill each NCAJ elective office.

The Nominating Committee shall submit the names of all nominees to the membership of NCAJ at least ten days prior to the Annual Meeting. Accompanying the list of nominees

shall be a notice that written nominations may be submitted by NCAJ members in good standing prior to the Annual Meeting, and that further nominations may be submitted from the floor at the Annual Meeting. At the Annual Meeting, the recommendations of the Nominating Committee, together with the report on all written nominations received, will be submitted to the membership.

B. ELECTIONS

Members of the Board elected by membership shall be elected at the Annual Meeting by a majority vote of those members present. Officers and Executive Committee members not appointed by the President and not serving *ex officio* shall be elected at a meeting of the newly-constituted Board.

C. REMOVAL; VACANCIES IN OFFICE

The Board may, by majority vote of those members present at a regular or special meeting, remove from office any officer who becomes incapable of discharging the duties of his or her office by reason of serious physical or mental disability or any officer who engages in substantial misconduct so prejudicial to the interests and aims of NCAJ that removal from office is, in the judgment of the Board, warranted. Any vacancy occasioned by such a vote, or by the death or resignation of an officer, shall be filled by the Board from among its membership or from the membership at large at a meeting of the Board.

VII. SECTIONS AND DIVISIONS

- A.** NCAJ shall have such sections and divisions as may be created by action of the Board. The sections are composed of members in distinct practice areas, and the divisions are composed of members in different practice areas but who share a member type or other affinity.
- B.** Each section and division shall promulgate bylaws. All section and division bylaws shall be consistent with the Constitution & Bylaws of NCAJ. Section and division bylaws shall be approved by the Board, and may be amended with the approval of the Board.
- C.** Each section and division shall elect a Chair, a Vice Chair, a Secretary, and such other officers as its bylaws require. The Chair shall serve a one-year term and shall not serve consecutive terms. The officers shall constitute the Executive Council of the section and shall be empowered to act for the section between Annual Meetings.
- D.** No section or division shall express the official view of NCAJ without receiving prior approval from the Board, the Executive Committee, the President or the Executive Director.
- E.** Each section and division shall hold a meeting at the Annual Meeting for the purpose of electing officers and transacting such other business as may come before it.
- F.** The Board may adopt rules and procedures regulating sections and divisions.
- G.** The Board may establish dues and benefits for section and division membership.

VIII. MEETINGS, COMMITTEES, AND TASK FORCES

A. COMMITTEES AND TASK FORCES

The President shall establish committees and task forces and select chairpersons for such groups. The President and chairpersons will appoint members of the committees and task forces. The chairperson of a committee or task force shall preside at all meetings and shall direct the affairs of the group consistent with the policies of NCAJ. The chairperson may appoint such subcommittees as needed with specific assignments of work projects, thus allowing for broad participation in the work of NCAJ.

B. STANDING AND SPECIAL COMMITTEES

In addition to those committees appointed by the President, there shall be such standing committees and special committees as the general membership or the Board authorize. The number, qualifications, powers, and duties of all committees shall be determined by the general membership or the Board. The members of the standing committees and special committees shall be appointed by the President and the chairpersons of the committees.

C. ATTENDANCE POLICY

Members of NCAJ may attend all meetings of sections, divisions, and committees but may not participate unless invited to do so by the person presiding at said meeting.

D. MINUTES AND REPORTS

Annual reports from the chairpersons of the sections, litigation groups, committees, and program areas must be received by the NCAJ office two weeks before the Annual Meeting. Plans for section and division meetings should be given to the Membership Administrator, who shall be responsible for handling all arrangements.

IX. AMENDMENTS

The Constitution & Bylaws may be amended or repealed by the affirmative vote of a majority of the qualified members present at an Annual Meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each member at least ten days before such annual or special meeting, which notice shall state the proposed amendment or change. Only such changes shall be made as have been specified in the notice.