

BYLAWS
ANTITRUST AND TRADE REGULATION LAW SECTION
NORTH CAROLINA BAR ASSOCIATION

Article I

Name and Purpose

Section 1. **Name**. This Section shall be known as the Antitrust and Trade Regulation Law Section of the North Carolina Bar Association.

Section 2. **Purpose**. The purpose of this Section shall be to further the purposes of the North Carolina Bar Association as stated in Article 1.2 of its Bylaws within the field of Antitrust and Trade Regulation Law by bringing together members of the North Carolina Bar Association with a special interest in such field and to that end, to further development of the law within that field and all of its branches, to formulate and extend the study of this field of law, and to simplify and improve the application of justice in this field.

Article II

Membership

Section 1. **Eligibility**. Any member in good standing with the North Carolina Bar Association will be eligible for membership in this Section.

Section 2. **Admission to Membership**. Any member of the Association, upon application and upon payment of dues for the current year shall be enrolled as a member of this Section. Thereafter, such dues shall be paid in advance each year beginning on July 1, next succeeding such enrollment except that any person who becomes a member after March 31 and before June

30 of any year and thereupon pays dues for the current year shall be deemed to have paid dues to the second June 30 after he became a member. Members so enrolled and whose dues are so paid shall constitute the membership of this Section. Any member of this Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of this Section.

Article III

Officers

Section 1. **Officers**. The officers of the Section shall be a Chair, a Vice-Chair, a Secretary and a Treasurer.

Section 2. **Term of Office**. Each officer shall hold office for a term beginning at the close of the annual meeting of the Association following the election or appointment of such officer and ending at the close of the next succeeding annual meeting of the Association and until a successor shall have been elected and qualified. Any officer elected or appointed in the course of a term to fill a vacancy shall serve only until the close of the next annual meeting of the Association, unless elected as provided below.

Section 3. **Election and Appointment of Officers**. The Chair and Vice-Chair of the Section shall be appointed by the President of the North Carolina Bar Association. The Council shall, not later than March 1 of each year, forward recommendations for such offices in writing to the then President-Elect of the North Carolina Bar Association. The membership shall elect the Secretary and Treasurer of the Section as provided in Article VI.

Section 4. **Chair**. The Chair shall perform the duties and have the responsibilities of the chief executive officer of the Section; shall preside at meetings of the Council and at meetings of the Section; shall supervise the performance of all activities of the Section; shall keep the

Council duly informed and carry out its decisions; shall present at each annual meeting of the North Carolina Bar Association a report of the work of the Section for the year; and shall perform such further duties and have such further powers as pertain to the office or as may be designated by the Council.

Section 5. **Vice-Chair**. The Vice-Chair shall assume the duties of the Chair in the absence of the Chair and shall have such other and further duties as the Chair or the Council, from time to time, may provide.

Section 6. **Secretary**. The Secretary shall, in consultation with the Director of Section Activities of the North Carolina Bar Association, maintain the rolls and records of the Section and shall prepare and maintain such other records and reports of the Section as may be necessary. The Secretary shall have such other duties as the Chair or the Council, from time to time, may provide.

Section 7. **Treasurer**. The Treasurer shall, in consultation with the Director of Section Activities of the North Carolina Bar Association, maintain the financial records of the Section and shall provide such reports and records of the Section as may be necessary. The Treasurer shall have such other duties as the Chair or Council, from time to time, may provide.

Article IV

Council

Section 1. **Composition**. The Section shall have a Council composed of the officers of the Section and twelve other members elected by the membership of the Section. The immediate past Chair of the Section shall be, **ex officio**, a member of the Council.

Section 1.a. **Young Lawyers**. At least one voting member on the Council shall be 36

years of age of younger at the time of election.

Section 2. **Term**. Each member of the Council shall hold office for a term beginning at the close of the annual meeting of the Association following his election and ending at the close of the third succeeding annual meeting of the Association, except that of the initial members of the Council, four shall be elected to a term of one year, four to a term of two years, and four to a full term of three years.

Section 2.a. **Vacancy** Members elected in the course of such a term to fill a vacancy shall, if elected by the Council, serve only until the close of the next annual meeting of the Association or, if elected at the annual meeting of the Section, serve only for the unexpired remainder of the term, unless later elected for a regular term as provided below.

Section 3. **Ineligibility**. No person shall be eligible for election as a member of the Council if such person is then a member of the Council and has been so continuously for three years or more, but this provision shall not bar the election of any such person as an officer.

Section 4. **Attendance at Meetings**. If any elected member of the Council shall fail to attend three successive meetings of the Council without good cause, such member's office shall be automatically vacated.

Section 5. **Duties**. The Council shall, subject to the action of the members taken at annual meetings of the Section, have general supervision and control of the affairs of the Section but only in accordance with the provisions of the Bylaws of the North Carolina Bar Association and the Bylaws of this Section and subject to the control of the Board of Governors of the North Carolina Bar Association. The Council shall authorize expenditure of all monies of the Section or monies appropriated for its use. Between annual meetings of the Section, the Council may fill

vacancies in its own membership or in the office of any officer of the Section, exclusive of Chair or Vice-Chair, but the term of office of any person so elected shall terminate at the close of the next annual meeting of the Association.

Section 6. **Committees.** The Council may create and terminate such standing committees as it may deem appropriate and shall establish the jurisdiction of such committees and resolve any disputes among them. The Chair or the Council may create special committees as either may deem appropriate. Special committees shall terminate at the next annual meeting of the Association unless expressly reappointed. The Chair of the Section shall appoint the Chair and members of all committees of the Section who are to hold office during his term of such office.

Section 7. **Meetings of the Council.** The Council shall hold an annual meeting and other meetings as needed. The Council may meet in special session at any time and place on the call of the Chair, any four members of the Council, or the President or Board of Governors of the North Carolina Bar Association. Any such meeting shall be on not less than five days notice.

Section 8. **Action.** All action of the Council shall be by affirmative vote of a majority of those voting. Members of the Council, if personally present at a meeting, shall vote in person but, if absent, may communicate their vote, on any proposition, to the Secretary and such vote shall have the same effect as if cast in person at the meeting.

Section 9. **Informal Action.** The Chair may submit any matter to the Council for a vote without calling a meeting of the Council. In such event all available members of the Council must be advised of matter. Voting may be by telephone or other voice medium but all such votes shall be confirmed in writing.

Article V

Meetings of the Section

Section 1. **Annual Meeting**. The annual meeting of the Section shall be held each year on a date and at a time and place to be determined by the Council for the purpose of carrying out its normal business and electing its officers.

Section 2. **Special Meetings**. Special meetings of the Section may be called by the Chair upon the approval of the Council at such time and place as the Council may determine and with such program and order of business as may be arranged by the Chair subject to the direction and approval of the Council.

Section 3. **Quorum**. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4. **Action**. All action by the Section shall be by a majority vote of the members present.

Article VI

Elections

Section 1. **Nominations**. Annually, the Chair shall appoint a nominating committee of three members of the Section. The nominating committee shall submit before February 15, its nominations for the offices of Secretary, Treasurer and four members of the Council and its recommendations for Vice-Chair and Chair, provided however, that the initial report of the nominating committee shall include nominations for twelve members of the Council, four of whom shall be nominated for a term of one year, four nominated for a term of two years and four nominated for a term of three years. In addition, in any year when vacancies exist, or will occur at

the close of the annual meeting of the Association, the nominating committee shall submit such further nominations as may be necessary to fill the vacancies. Other nominations may be made only by appropriate petition signed by at least twenty-five members of the Section and received by the Secretary at least fifteen days before the Section's Annual Meeting. The Chair of the Nominating Committee shall submit all nominations to the annual meeting of the Section.

Section 2. **Substitution of Nominees**. In the event any person nominated by the Nominating Committee is for any reason unable or unwilling to serve, the Nominating Committee is empowered to substitute names at any time before the presentation of its report at the Annual Meeting.

Article VII

Fiscal Matters and Reports

Section 1. **Budget**. The Council shall annually determine and adopt a budget for the operation of the Section for the fiscal year and shall, upon request, submit the budget to the Board of Governors of the North Carolina Bar Association for its review and approval.

Section 2. **Expenditure of Funds**. The Council shall determine and approve all expenditures of funds in furtherance of its activities consistent with these Bylaws and the Bylaws of the North Carolina Bar Association, provided, however, that no expenditure of funds in excess of those actually on hand may be made nor may any such expenditure obligate the North Carolina Bar Association in any financial matter.

Section 3. **Annual Report**. An annual report of the activities of the Section will be submitted to the Board of Governors and the President of the North Carolina Bar Association. In addition, such other reports as may be requested by the Board of Governors or the President of

the North Carolina Bar Association will be submitted in a timely manner.

Section 4. **Dues**. The Council shall determine the dues of the Section. Any change in annual dues of the Section shall be made by the Council and submitted to the Board of Governors of the North Carolina Bar Association prior to its spring meeting for the approval of that body and, upon such approval, shall be effective for the next succeeding Association year.

Article VIII

Miscellaneous

Section 1. **Publications**. The Council may determine and provide for the publication and distribution of a newsletter or other publication of the Section in the furtherance of its objectives. Any such publication or publications shall be produced in consultation with the President and Executive Director of the North Carolina Bar Association.

Section 2. **Continuing Legal Education**. All continuing legal education programs, except such publications as the Section may be authorized to publish, shall be conducted in consultation with the Continuing Legal Education Committee of the North Carolina Bar Foundation in order that the North Carolina Bar Association may continue to coordinate continuing legal education programs so as to provide the greatest possible benefit to all members of such Association.

Section 3. **Amendments**. These Bylaws may be amended at any annual meeting of the Section consistent with the Bylaws of the North Carolina Bar Association by a majority vote of the members of the Section present and voting, provided that such proposed amendment shall have been, or shall be, approved by a majority of the Council. Upon such approval by the Section, such amendments shall be presented for approval to the Board of Governors of the

North Carolina Bar Association, and no amendment so adopted shall become effective until so approved.

Section 4. **Authentication**. These Bylaws initially were approved by the Executive Committee of the Board of Governors of the North Carolina Bar Association on October 5, 1990 and revised on October 12, 2001.