

BY-LAWS
CORPORATE COUNSEL SECTION
NORTH CAROLINA BAR ASSOCIATION

ARTICLE 1.
Name and Purpose

Article 1.1. **Name**. The name of this Section is the Corporate Counsel Section of the North Carolina Bar Association.

Article 1.2. **Purpose**. The purpose of the Corporate Counsel Section is to advance the purposes of the North Carolina Bar Association, as stated in Article 1.2 of the Association's By-Laws, and to encourage greater participation by Corporate Counsel in the activities of the Association. The Section will provide a means by which members of the North Carolina Bar Association who are employed by corporations on a full-time basis in a legal capacity can come together to discuss relevant issues, exchange information and ideas, develop continuing education and other programs pertinent to their responsibilities, and deal with legislation touching on or affecting the Section's areas of interest. All activities of the Section in furtherance of these purposes shall be subject to the control of the Board of Governors and conducted in accordance with any policies, rules and regulations which may be promulgated by the Board of Governors from time to time.

ARTICLE 2.
Membership and Meetings

Article 2.1. **Eligibility**. Any person who is a member in good standing of the North Carolina Bar Association and who is employed full time or part time exclusively for a corporation, business association, partnership or governmental entity, and is not employed by or associated with a private law firm, will be eligible for membership in this section. Any person who has previously been a member of this Section who has not entered or reentered

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practice with a private law firm at any time following his or her most recent employment full-time or part-time exclusively by such corporation, business association, partnership or governmental entity other than a private law firm is eligible for continued membership in the Section for so long as he or she is not employed by or associated with a private law firm.

Article 2.2. **Membership**. Any person meeting the eligibility requirements specified in Article 2.1 of these By-Laws and desiring membership in the Section shall submit an application to the North Carolina Bar Association and pay the Section dues. Thereafter, membership shall continue so long as such person continues to meet the eligibility requirements specified in Article 2.1 and to pay the current year's dues in accordance with the provisions of Article 5.1 of these By-Laws. A Person whose dues remain unpaid after October 1 of any year will be removed from the membership role.

Article 2.3. **Ex-Officio Members**. In accordance with Article 7.5 and Article 5.7 of the By-Laws of the North Carolina Bar Association, the President, the President-Elect, and the Executive Director are Ex-Officio, voting members of the Corporate Counsel Section.

Article 2.4. **Meetings**. The Section shall have at least one meeting (annual) and may have such other meetings (special) determined to be appropriate, during each year for its entire membership. The date, time and place of each such meeting shall be determined by the Council. The purpose of the annual meeting will be to carry out the Section's normal business and elect its officers and Council members. Special meetings may be held for such purposes and with such program and order of business as may be arranged by the Chair subject to the direction and approval of the Council. All Section meetings will be held upon not less than 10 days' notice to Section members. Those members of the Section present at any meeting shall constitute a quorum for the transaction of business. All action by the Section shall be by a majority vote of the members present.

Article 2.5. **Eligibility for Officer/Council Positions.** Only members in good standing with the Corporate Counsel Section shall be eligible for consideration as an Officer under Article 3 below or as a Council member under Article 4 below, and such members shall remain in good standing with the Corporate Counsel Section during their tenure as an Officer or Council member hereunder.

ARTICLE 3.
Officers

Article 3.1. **Officers.** The officers of the Section shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. The Chair and the Vice-Chair shall be appointed by the President of the North Carolina Bar Association from the membership of the Section. The Secretary and the Treasurer shall be elected by the membership of the Section.

Article 3.2. **Chair and Vice-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. 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 of the Council, from time to time, may provide.

Article 3.3. **Secretary.** The Secretary shall, in consultation with the Director of Section Activities of the North Carolina Bar Association, maintain the roles 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 perform such other duties as may be prescribed by the Chair or the Council, from time to time.

Article 3.4. **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 perform such other duties as may be prescribed by the Chair or the Council, from time to time.

Article 3.5. **Term of Office**. All initial officers shall serve until the close of the next annual meeting of the North Carolina Bar Association. Thereafter, all officers shall hold office for a term beginning at the close of the annual meeting of the North Carolina Bar Association following the election or appointment of such officer and ending at the close of the next succeeding annual meeting of the North Carolina Bar Association and until a successor shall have been elected (or appointed) and qualified. Should a vacancy occur in the office of Chair or Vice-Chair a replacement shall be selected and appointed by the President of North Carolina Bar Association. Should a vacancy occur in the office of Secretary or Treasurer, the Council shall elect a replacement. 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 North Carolina Bar Association.

ARTICLE 4. **Council**

Article 4.1. **Power** and **Composition**. Subject to the provisions of Article 1.2 of these By-Laws, the Corporate Counsel Section shall be governed by a Council composed of the officers of the Section, the immediate past Chair of the Section, and fifteen (15) members elected by the members of the Section. The fifteen (15) Council members shall be elected by the members of the Section from among the nominations submitted by the nominating committee and additional nominations, if any, which have been duly made from the floor in accordance with election procedures to be established by the Section.

Article 4.1a. **Young Lawyers.** At least one voting member on the council shall be 36 years of age or younger at the time of election.

Article 4.2. **Council Terms.** In order to provide continuity on the Council, the terms of the fifteen (15) members shall be staggered so that members of the Council shall be divided into three groups of five each. Except for the initial Council and members who have been elected to fill a vacancy, each member of the Council shall hold office for a term beginning at the close of the annual meeting of the North Carolina Bar Association following election and ending at the close of the third succeeding annual meeting of the North Carolina Bar Association. Of the members of the initial Council, all of whom shall be elected by a majority of those members present at an organizational meeting, five shall be elected to serve until the next annual meeting of the North Carolina Bar Association; five shall be elected to serve until the second succeeding annual meeting of the North Carolina Bar Association; and five shall be elected to serve until the third succeeding annual meeting of the North Carolina Bar Association.

Article 4.2a. **Vacancy.** Should a vacancy occur on the Council, the Council may elect a representative to fill the vacancy until the close of the next annual meeting of the North Carolina Bar Association. A council_member who has been elected by the members to fill a vacancy will serve the remainder of the unexpired term of the vacating Council member.

Article 4.3. **Election.** At each annual meeting of the Section, five (5) members of the Section in good standing shall be elected to serve three year terms as members of the Council and a member shall be elected to fill the unexpired term of each existing vacancy. The election of these members shall be by voice vote of the membership of the Section; provided, however, on motion from the floor duly made, seconded and carried, such members shall be elected by written ballot.

Article 4.4. **Successive Terms**. Members of the Council shall be eligible for re-election as a member of the Council but only if such member has served continuously for not more than one full term of three years.

Article 4.5. **Regular Meetings**. The Council shall hold an annual meeting and such other meetings as it may deem appropriate at such times and places as the Council shall determine.

Article 4.6. **Special Meetings**. Special meetings of the Council shall be held at any time on the call of the Chair, any three members of the Council, or of the Board of Governors of the North Carolina Bar Association.

Article 4.7. **Notice Of Meetings**. All meetings of the Council shall be on not less than ten days' notice.

Article 4.8. **Quorum**. A majority of the members of the Council then serving shall constitute a quorum for the purpose of transacting business and all action by the Council shall be by a majority vote of those present.

Article 4.9. **Attendance At Meetings**. If an elected member of the Council shall fail to attend three successive meetings of the Council without good cause, such member shall be automatically removed from office.

Article 4.10. **Informal Action**. Action taken by a majority of the Council without a meeting on any matter submitted to it by the Chair is nevertheless action of the Council if written consent to the action in question is signed by all the Council members and filed with the minutes of the proceedings of the Council whether done before or after the action so taken.

Article 4.11. **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

unless expressly reappointed. The Chair shall appoint members of all committees of the Section, including the Chair of the Committee, who are to hold office during the term of such Chair.

Article 4.12 **Executive Committee**. There shall be a standing committee denominated the Executive Committee. It shall be chaired by the Chair of the Section and shall have as its other members the Immediate Past Chair, Vice-Chair, Secretary and Treasurer of the Section, and two other members of the Council selected by the Chair. It shall have power to act in the place and stead of the Council in the intervals between meetings of the Council when action is required or necessary and proper before the next Council meeting. Five of the seven members shall constitute a quorum, and all action shall be by a majority vote of those present. The Chair of the Section may call a meeting of the Executive Committee upon reasonable notice to all committee members. Any action of the Executive Committee shall be reported at the next meeting of the Council.

ARTICLE 5. **Fiscal Matters**

Article 5.1. **Dues**. Subject to the approval of the Board of Governors of the North Carolina Bar Association, the Section shall determine Section dues and make expenditures from such funds not inconsistent with the purposes of such Section. Section dues each year will be not less than the per member charge established by the Board of Governors of the North Carolina Bar Association. Any change in annual dues of the Section shall be made with approval of the Board of Governors of the North Carolina Bar Association and any request for change must be presented to the Board of Governors at least by its spring meeting. The Treasurer of the North Carolina Bar Association shall receive and maintain all collected dues and all other funds for the Section.

Article 5.2. **Budget**. The Council shall annually determine and adopt a budget for the operation of Section for each fiscal year beginning July 1. Upon request, the Council shall

submit a proposed budget to the Board of Governors of the North Carolina Bar Association for its review and approval.

Article 5.3. **Expenditures**. The Council shall determine and approve all expenditures of funds in furtherance of the Section's activities consistent with these By-Laws. The expenditure of funds shall be limited to those actually on hand and the Section is prohibited from financially obligating the North Carolina Bar Association in any matter.

Article 6. **Miscellaneous**

Article 6.1. **Amendments To By-Laws**. These By-Laws may be amended by action taken by a majority of the members present at a Section meeting. An amendment must be approved by the Board of Governors before it can become effective. All amendments passed by the Section must therefore be submitted to the Board of Governors for its approval.

Article 6.2. **Publications**. The Council may determine and provide for the publication and distribution of a newsletter or other publication of the Section in 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.

Article 6.3. **CLE Programs**. All continuing legal education programs sponsored by the Section shall be offered after consultation with the Continuing Legal Education Committee of the North Carolina Bar Association Foundation.

Article 6.4. **Reports**. The Section shall submit an annual written report of its activities to the Board of Governors and the President of the North Carolina Bar Association. In addition, the Section shall submit such other reports as may be requested by the Board of Governors or the President of the Association.

Article 6.5. **Nominations**. Annually, the Chair shall appoint a Nominating

Committee of five members of the Section. The Nominating Committee shall solicit suggestions for nominations from the membership of the Section and shall, no less than sixty days prior to the annual meeting of the Section, submit to the Council its nominations for the offices of Secretary, Treasurer and five members of the Council and its recommendations for Vice-Chair and Chair. In addition, in any year when vacancies exist, or will occur at the close of the annual meeting, the Nominating Committee shall submit such further nominations as may be necessary to fill the vacancy. 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 to the Section at its annual meeting.

Article 6.6. **Authentication**. These By-Laws were approved by the Board of Governors of the North Carolina Bar Association on October 6, 1989 and amended on June 20, 1991, April 16, 1999, October 12, 2001, January 15, 2004, and January 19, 2006.