

BY-LAWS
YOUNG LAWYERS DIVISION
NORTH CAROLINA BAR ASSOCIATION

Article I

Name and Purpose

Section 1. Name. The name of this association shall be the Young Lawyers Division of the North Carolina Bar Association ("Division"). It is a part of the North Carolina Bar Association ("Association") and is affiliated with the Young Lawyers Division of the American Bar Association ("ABA").

Section 2. Designation and Purpose. The Division shall have as its purpose the promotion of the general welfare of the community and public service, the advancement of the professional education and welfare of young lawyers, provision of a more effective means for young lawyers to participate in the activities of the Association, the ABA and the North Carolina State Bar, promotion of fellowship among all members of the bar and advancement of the standards of the legal profession and the administration of justice.

Section 3. Local Organizations. The Division shall encourage and foster the organization of local young lawyers divisions or sections in order to promote its ideals and purposes. Such local organizations shall be encouraged to affiliate with the ABA Young Lawyers Division.

Article II

Membership

Section 1. Eligibility. All members of the Association in good standing under 36 years of age shall automatically be members of the Division. In addition, regardless of age, a member of the Association in good standing who has been admitted to his or her first bar less than three years may be a member of the Division.

Section 2. Termination. Membership shall terminate automatically at the later of: (a) the close of the first annual meeting of the Association following the thirty-sixth birthday, or (b) the

close of the third annual meeting of the Association following the first bar admission.

Membership also shall terminate automatically whenever one ceases to be a member of the Association in good standing.

Section 3. Honorary Membership. Distinguished lawyers and judges of any state or country may be elected honorary members of the Division by a majority vote at any meeting of the general membership.

Article III

Officers

Section 1. Officers and Terms of Office. The officers of the Division shall be the Chair, Chair-elect, Secretary, and Administrative Division Director. The Chair-elect, Secretary, and Administrative Division Director shall be elected at the annual meeting and shall serve in such offices until the close of the next annual meeting. The Chair-elect, upon election of his or her successor, shall automatically succeed to the office of Chair and shall serve in such office until the close of the next annual meeting.

Section 2. Duties of Officers.

(a) **Chair.** The Chair shall act as chief executive officer of the Division, shall carry out the purposes of the Division, shall preside at all meetings, shall appoint committees, shall report the activities of the Division to the association at the annual meeting of the Association, and shall perform such other duties as pertain to the office.

(b) **Chair-elect.** The Chair-elect shall be an ex-officio member of the Division committees and chair of the Long Range Planning Committee shall assist the Chair when called upon to do so and shall perform the duties of the Chair if he or she is unable to act for any reason.

(c) **Secretary.** The Secretary shall keep minutes of all meetings, shall maintain the reports and records of the Division, shall prepare the ABA/YLD Award of Achievement Application shall perform the duties of the Chair if the Chair and Chair-elect are unable to act for any reason,

and shall perform other duties assigned by the Chair.

(d) **Administrative Division Director**. The Administrative Division Director shall serve as the liaison between the Officers and the Division Directors, shall oversee all Division Directors and maintain contact with Division committee chairs to ensure that standing and special committee goals are timely met, shall assist in developing new special Division committees and projects, shall communicate with all Division committees and Association communications departments to publicize Division events, projects and volunteers, shall work with the Chair to ensure that all routine Division correspondence is responded to in a timely manner, shall perform the duties of the Chair if the Chair, Chair-elect, and Secretary are unable to act for any reason, and shall perform other duties assigned by the Chair.

Article IV

Election of Officers

Section 1. Nominations. Nominations for the Chair-elect, Secretary, and Administrative Division Director shall be announced to the membership at the annual meeting (having been previously announced at least 90 days prior to the annual meeting, as Section 3 of Art. VII of these By-Laws required) by the Immediate Past Chair in his or her capacity as chair of the Nominating Committee. Nominations may then be made from the floor.

Section 2. Eligibility. Each officer must be a member in good standing of the Division at the time he or she is elected or otherwise assumes office; provided, however, that the Chair of the Division may be elected to or otherwise assume office following his or her 36th birthday but prior to his or her 37th birthday. Only members in good standing with the Division shall be eligible for consideration as an Officer under Article IV or as an Executive Council member under Article V, and such members shall remain in good standing with the Division during their tenure as an Officer or Executive Council member hereunder.

Section 3. Voting. Each member of the Division present at the annual meeting may vote for one nominee for each office.

Section 4. Election and Certification. The Nominating Committee, excluding any nominees, shall conduct the election, and the nominee receiving the majority of votes cast for an office shall be declared elected to that office. The Immediate Past Chair, in his or her capacity as chair of the Nominating Committee, shall promptly certify the results in writing to the Executive Director of the Association.

Section 5. Run-Off Elections. In the event no nominee for an office receives a majority of the votes cast, there shall be a run-off election between the two nominees receiving the highest number of votes.

Section 6. Vacancies. Any vacancy in an office shall be filled by an interim election by a majority vote of the Executive Council, with such officer serving until the next annual meeting, at which time an election shall be held in accordance with these By-Laws.

Article V

Executive Council

Section 1. Composition. There shall be an Executive Council composed of the Division Officers, the Immediate Past Chair, the Division Directors, the chair of all special and standing Division committees, the Division liaison to the Association Board of Governors and the young lawyer elected by the North Carolina State Bar as a member of the ABA House of Delegates.

Section 2. Duties and Authority. The Executive Council shall have general supervision and control of the affairs and projects of the Division in the interval between meetings of the general membership, and subject to these By-Laws shall have plenary authority.

Section 3. Eligibility for Executive Council Positions. Only members in good standing with the Division shall be eligible for consideration as an Officer under Article IV or as an Executive Council member under Article V, and such members shall remain in good standing with the Division during their tenure as an Officer or Executive Council member hereunder.

Article VI

Division Directors

Section 1. Appointment and Term. At least four Directors shall be appointed each year by the Chair, who shall consult with the Immediate Past Chair and Chair-elect in choosing the directors. Each Director shall serve for a term of one year, or until a successor is appointed. Any Director may be removed at any time by the Chair. Any vacancy among the Directors shall be filled by an appointment made by the Chair, such appointee serving the balance of the remaining term.

Section 2. Duties. The Directors shall assist the Officers in their supervision of the standing and special committees of the Division and shall perform such other duties as may be assigned by the Chair.

Article VII

Committees

Section 1. Special Committees. The Chair shall create such committees as he or she deems advisable to carry out the purposes of the Division, shall define their powers and functions, and shall appoint all committee chairs from the general membership for a term to run concurrently with the Chair's term. Any special committee chair may be removed at any time by the Chair. Any vacancy occurring in a special committee chair shall be filled for the unexpired term by the Chair. Any special committees may be discontinued by the Chair at any time.

Section 2. Standing Committee on Long Range Planning. There shall be a standing committee denominated the Long Range Planning Committee. This committee shall evaluate the Long-term goals and objectives of the Division and present proposals to the Executive Council and the general membership at the annual meeting. The committee shall be chaired by the Chair-elect and shall have as its other members the Immediate Past Chair, the Secretary, the Administrative Division Director and five at-large members. Three of the five at-large members shall be appointed each year by the Chair and two of the five at-large members shall be

appointed each year by the Chair-elect. Any vacancy shall be filled for an unexpired term by the Chair-elect.

Section 3. Nominating Committee. There shall be a standing committee denominated the Nominating Committee. This committee shall solicit nominations for the offices of Chair-elect, Secretary, and Administrative Division Director from the full membership of the YLD in writing at least 150 days prior to the annual meeting. The committee shall then nominate candidates for the offices of Chair-elect, Secretary, and Administrative Division Director and shall announce those nominations at least 90 days prior to the annual meeting and shall conduct the election for those offices as provided in Article IV of the these By-Laws. The committee shall be chaired by the Immediate Past Chair (even if he or she is no longer a member of the Division due to age) and shall have as its other members the Chair, the Chair-elect, any past chair who remains a member of the Division, one member appointed by the Chair from each federal judicial district into which the State of North Carolina is divided, and one member appointed by the Chair-elect from each federal judicial district into which the State of North Carolina is divided.

Section 4. Executive Committee. There shall be a standing committee denominated the Executive Committee. It shall be chaired by the Chair and shall have as its members the Division Officers, Directors, the Immediate Past Chair, the Division liaison to the Association Board of Governors and the young lawyer elected by the North Carolina State Bar as a member of the ABA House of Delegates. It shall have the power to act in the place and stead of the Executive Council in the intervals between meetings of the Executive Council. Any action by the Executive Committee shall be reported at the next meeting of the Executive Council.

Article VIII

Division Fellows

There shall be a group of former young lawyers known as Division Fellows, comprised of past division officers and such other members of the Association as may be determined in the discretion of the current Division officers, such persons to serve as Division Fellows for so long

as they remain members of the Association. The purpose of this group shall be to assist the Division with the accomplishment of its goals and objectives as set forth in these By-Laws, to act as liaison with the Association on matters of special interest to the Division, and to promote the active participation and involvement of former Division members in activities of the Association. The Division Fellows shall meet and hold other activities and elect such officers as they deem necessary to carry out their purpose, and shall be invited to participate in Division activities and projects from time to time.

Article IX

Dues

There shall be no dues other than those regularly required for membership in the Association.

Article X

Amendments

Section 1. Procedure for Amendments. All proposals to amend these By-Laws shall be made in writing at a meeting of the Executive Council. A majority of the Executive Council may then propose an amendment to the By-Laws at any meeting of the general membership. A majority vote of the membership present at such meeting shall be necessary to amend these By-Laws.

Section 2. Effective Date. Any amendments to the By-Laws shall become effective upon adoption, unless otherwise stated in the proposal.

Article XI

Meetings

Section 1. Annual Meeting. The annual meeting of the Division shall be held at the same location and during the period of the annual meeting of the Association, as the Executive Council may direct, with such program and order of business as may be directed by the Chair. In addition to the annual meeting of the Division, either the Chair or a majority of the Executive

Council may call a special meeting of the general membership at any reasonable time and place upon reasonable notice.

Section 2. Executive Council Meetings. The Executive Council shall meet at least quarterly. One such meeting shall be held during the annual meeting of the Association. The Chair or a majority of the Executive Council may call additional Executive Council meetings upon reasonable notice.

Section 3. Executive Committee Meetings. The chair may call a meeting of the Executive Committee upon reasonable notice to all members of the Executive Committee.

Section 4. Quorum. Those members of the Division present shall constitute a quorum for the transaction of business at the annual meeting of the Division. Those members of the Executive Council present at any duly called meeting shall constitute a quorum for the transaction of business at meetings of the Executive Council. Those members of the Executive Committee present at any duly called meeting shall constitute a quorum for the transaction of business at meetings of the Executive Committee.

Section 5. Rules of Procedure. Roberts Rules of Order shall govern meetings of the Division, the Executive Council and the Executive Committee, except as otherwise provided in the By-Laws. The foregoing By-Laws were approved by the Executive Council on the 25th day of April 1992 for submission to the Division at its next annual meeting and were adopted by the Division at its annual meeting on the 20th day of June, 1992 and further revised June 25, 1994, June 17, 1995, January 19, 2006, June 24, 2010, June 2012 and October 2, 2015.