

BY-LAWS

LABOR AND EMPLOYMENT LAW SECTION

NORTH CAROLINA BAR ASSOCIATION

ARTICLE I

Name and Purpose

Section 1. Name. This Section shall be known as the Labor and Employment Law Section of the North Carolina Bar Association.

Section 2. Purpose. The purpose of the Section shall be to further the purposes of the North Carolina Bar Association as stated in Article 1.2 of its By-Laws and to bring together members of the North Carolina Bar Association with a special interest in the practice of labor and employment law.

ARTICLE II

Membership

Section 1. Eligibility. Any member in good standing of the North Carolina Bar Association shall be eligible for membership in the Section.

Section 2. Admission to Membership. Admission to membership shall be by application and by payment of the Section dues.

Section 3. Quorum for Meeting of Membership. Those members present at meetings duly called as provided for in these By-Laws shall constitute a quorum.

Section 4. Eligibility for Officer/Council Positions. Only members in good standing with the Labor and Employment Law Section shall be eligible for consideration as an Officer under Article III below or as Council member under Article IV below, and such

members shall remain in good standing with the Labor and Employment Law Section during their tenure or as an Officer or Council member hereunder.

ARTICLE III

Officers

Section 1. Officers. The Chair and Vice-Chair of the Section shall be appointed by the President-Elect of the North Carolina Bar Association upon the recommendations of the Special Nominating Committee established as set out in Article IV, Section 3. The Special Nominating Committee's recommendations shall be submitted to the President-Elect of the North Carolina Bar Association no later than March 1. The Special Nominating Committee shall put forth the name of Secretary and Treasurer to the Council for approval.

Section 2. Alternation of Representation. It is the Section's goal to ensure, as nearly as possible, that the leadership of the Section is evenly balanced to represent the competing constituencies of the Section. Accordingly, when considering the position of Vice Chair, the Special Nominating Committee shall consider the normal representative capacity of a member as representing management clients or employee clients, and shall alternate the nomination of officers based on those roles: e.g., whenever the incoming Chair is management-side, the incoming Vice-Chair shall be employee-side, and vice versa.

Section 3. Succession of Officers. On March 1, the Vice-Chair shall be nominated as the Chair for the year following his/her service as Vice-Chair. Accordingly, when nominated as Vice-Chair, the Vice-Chair accepts the role with the understanding that he/she will be the next Chair of the Section, absent exigent circumstances. There is no

requirement that the Treasurer or the Secretary succeed to the Vice-Chair or any other officer position in the Section, and each year the Special Nominating Committee may choose any member as Vice-Chair who the committee deems qualified, ready and able to serve as Chair, subject to the goal of alternation set out in Section 2 of this Article.

Section 4. Duties of Chair. The Chair shall perform the duties and have the responsibilities of the Chief Executive Officer of the Section. The Chair shall preside at meetings of the Council and at meetings of the Section. The Chair shall appoint the chairs of the Section's committees and liaisons to State and federal agencies and law schools, and shall have such other and further duties as the Section, from time to time, may provide.

Section 5. Duties of 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 Section, from time to time, may provide.

Section 6. Duties of 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 have the further responsibility of preparing and maintaining such other records and reports of the Section as may become necessary. The Secretary shall have such other duties as the Chair or the Section, from time to time, may provide.

Section 7. Duties of 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

become necessary. The Treasurer shall have such other duties as the Chair or the Section, from time to time, may provide.

Section 8. Term. Officers of the Section shall serve a one year term which shall coincide with the terms of office of the members of the Section Council. No Section officer shall serve more than two consecutive terms in the same office except upon application to and approval by the Board of Governors of the North Carolina Bar Association.

ARTICLE IV

Council

Section 1. Composition. The Section shall have a Council composed of the Chair, Vice-Chair and fifteen (15) additional Council members. The Chair and Vice Chair shall each serve until the completion of their respective terms as Chair. Each of the remaining Council members shall serve for a term of three (3) years that runs from July 1 through June 30, which terms shall be staggered so that on July 1 of each year five (5) Council members have two remaining years in their term, five (5) Council members have one remaining year in their term, and five (5) Council members are beginning new three (3) year terms. Beginning with terms commencing on July 1, 2015, no Member may serve more than three consecutive terms on the Council except that the Special Nominating Committee shall have the ability, in its discretion, to re-appoint a Member to serve more than three consecutive terms, based upon the needs of the Council.

Section 2. Nomination and Election. Prior to the annual meeting each year, the Special Nominating Committee shall consult and determine whether to re-appoint

existing Council members whose terms will expire, or nominate new Council Members from the Section's membership to replace the Council member(s) whose terms will expire, and shall present a report with the Committee's recommendations to the Council for approval, prior to submission to the membership for election at the annual meeting.

Section 3. Composition of Special Nominating Committee. The Special Nominating Committee shall be comprised of the Chair, the Vice-Chair and the immediate five past Chairs of the Section, and shall be chaired by the immediate Past Chair.

Section 4. Balance. The Section believes that it serves the best interests of the Association and the Section to have Council members who represent the variety of members in the Section, including those working in private and public employment, government agencies, large and small/solo firms, in-house counsel, and academia. The Section further believes it is important to strive to maintain a balance on the Council among those who primarily represent management-side interests, and those who primarily represent employee-side interests. Accordingly, when considering new Council members, the Special Nominating Committee shall consider the characteristics of the existing Council, and the background required to bring diversity to the Council and maintain or bring balance to the Council, in light of the foregoing considerations.

Section 5. Vacancy. The Special Nominating Committee shall also make nominations to fill any vacancies which may occur on the Council prior to the expiration of any member's term. Upon learning of the vacancy, the Chair shall alert the Special

Nominating Committee, and the Special Nominating Committee shall present its nomination to fill the vacancy to the Council for a vote at the next regular Council meeting. When making its nomination, the Special Nominating Committee shall consider and, insofar as possible, further the Section's goal of balance on the Council as set out in Section 4 above. New Council members shall be elected pursuant to this provision on a majority vote of the Council members then attending, and shall serve the term remaining in the vacant position to which they have been appointed.

Section 6. Powers. The Council shall be the governing body of the Section subject to the control of the Board of Governors of the North Carolina Bar Association.

Section 7. Regular Meetings. The Council shall hold an annual meeting and other meetings as needed.

Section 8. Quorum. A majority of the members of the Council shall constitute a quorum for the purpose of transacting business. A member who attends via telephone conference call shall be counted for purposes of establishing quorum.

Section 9. Special Meetings. Special meetings of the Council shall be held at any time at the call of the Section Chair, any three members of the Council, or the President or the Board of Governors of the North Carolina Bar Association.

Section 10. Notice of Meetings. All meetings of the Council, except the annual organizational meeting, shall be upon not less than ten (10) days' notice by mail or email, to each Council member and past Chair of the Section.

Section 11. Ex Officio Members. All past Chairs of the Section shall be designated ex officio members of the Council, may attend Council meetings, and shall receive notice

of Council meetings. Ex officio members may not vote and do not count for quorum purposes.

Section 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, the Vice Chair of the Section and at least two other members of the Council, to be appointed by the Chair. The Executive Committee shall have the power to act in the place and stead of the Council in the intervals between meetings of the Council. Three of the five members shall constitute a quorum, and all action shall be by a majority vote of those participating. The Chair of the Section may call a meeting of the Executive Committee (to be held in person or by telephone, fax or other electronic means), upon reasonable notice to all Executive Committee members. Any action of the Executive Committee shall be reported at the next meeting of the Council.

Section 13. Attendance at Meetings. If any elected member of the Council shall fail to attend (in person, by telephone or by other approved electronic means) three (3) successive meetings of the Council without good cause (as determined in the sole discretion of the Chair), such member's office shall be vacated. When a Council member's office is vacated by operation of this provision, the Chair shall so notify the Council member in writing. When any vacancy on the Council is created by operation of this provision, the vacancy shall be filled as set out in section 5 of this Article.

ARTICLE V

Committees

Section 1. Standing Committees. The Council may designate such standing committees as it may deem appropriate.

Section 2. Special Committees. The Chair or the Council may appoint special committees as either may deem appropriate.

Section 3. Jurisdiction. The Council shall establish the jurisdiction of the Section committees and shall resolve any disputes among its committees. The Board of Governors of the North Carolina Bar Association shall govern any disputes concerning the jurisdiction of the various Sections, Standing and Special Committees of the North Carolina Bar Association.

ARTICLE VI

Miscellaneous Provisions

Section 1. Annual Meeting of the Section. The Section shall have at least one meeting annually for the entire membership of the Section. The Section may have other meetings of the entire Section as the Council or Chair may deem necessary. The annual meeting of the Section may be held at such time and place as may be designated by the Council. The Special Nominating Committee of the Section shall make its report and the Section shall hold elections for the members of the Council at its annual meeting.

Section 2. Amendments. Any amendments or additions to these By-Laws shall be upon the approval of a majority of the members of the Section present and voting at the annual meeting. Upon such approval by the Section, such amendments or changes shall be presented to the Board of Governors of the North Carolina Bar Association for approval. No changes or amendments shall be effective until approved by the Board of Governors of the North Carolina Bar Association.

Section 3. Publications. The Section may produce and distribute a newsletter or other publications in furtherance of its objectives. Any such publications shall be produced in consultation with the President and Executive Director of the North Carolina Bar Association.

Section 4. Continuing Legal Education. 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 the North Carolina Bar Association, 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 Association Foundation.

Section 5. Budget. The Section shall, upon request, submit its budget to the Board of Governors of the North Carolina Bar Association for its review and approval.

Section 6. Reports. The Chair of the Section will submit an annual report to the Board of Governors and the President of the North Carolina Bar Association. The Section shall submit such other reports as may be requested by the Board of Governors or the President of the North Carolina Bar Association.

Section 7. Expenditures of Funds. Except as otherwise provided herein or in the By-Laws of the North Carolina Bar Association, the Section may expend the funds it collects through the payment of dues in the manner that it sees fit. However, the Section is not empowered to spend funds in excess of those actually on hand, nor may it obligate the North Carolina Bar Association in any financial matter.

Section 8. Authentication. These By-Laws were approved by the Board of Governors of the North Carolina Bar Association on June 20, 1982, and amended on June 23, 1988, January 15, 1998, October 12, 2001, January 9, 2006, October 24, 2010, and October 25, 2014.