

BYLAWS

of

NORTH CAROLINA BAR FOUNDATION

ARTICLE 1
NAME AND PURPOSES

Article 1.1 Name. The name of this nonprofit corporation is NORTH CAROLINA BAR FOUNDATION ("Foundation").

Article 1.2 Purposes. The purposes of the Foundation as stated in its Articles of Incorporation are to carry out certain educational, literary, scientific, and charitable purposes, or any of them, both directly and by the application of assets to the use of the North Carolina Bar Association ("Association"), for educational, literary, scientific, and charitable purposes, or to any other legal entity, trust, fund, or foundation whose purposes and operations are educational, literary, scientific, or charitable. The purposes of the Foundation are as follows:

- (a) Foster and maintain the honor and integrity of the legal profession;
- (b) Engender respect for, and understanding of, the law;
- (c) Study, improve, and facilitate the administration of, and access to, justice;
- (d) Encourage and support public service and the delivery of pro bono legal services to the indigent and others in need;
- (e) Promote the study of the law and research therein, the diffusion of knowledge thereof, and the continuing education of lawyers, thereby enhancing the professional competence of lawyers and of those supporting the legal profession;
- (f) Support the publication and distribution of literary works on legal subjects;
and
- (g) Establish and maintain an endowment to support the purposes of the Foundation;

However, all policies and activities of the Foundation shall be consistent with all applicable tax exemption requirements, including that no part of the net earnings of the Foundation shall inure to the benefit of any specific or private individual, nor shall any substantial part of the Foundation's activities consist of carrying on propaganda or otherwise attempting to influence legislation. Further, all policies and activities of the Foundation shall be consistent with all applicable antitrust laws, trade regulations, and other legal requirements.

ARTICLE 2 NO MEMBERSHIP

The Foundation shall not have members.

ARTICLE 3 BOARD OF DIRECTORS

Article 3.1 Powers. The affairs of the Foundation shall be managed by its Board of Directors ("Board"), which is the governing body of the Foundation.

Article 3.2 Composition. The Board shall be composed of those individuals who are members of the Board of Governors of the Association. Any person who ceases to be a member of the Board of Governors of the Association shall also cease to be a member of the Board. Likewise, any person who becomes a member of the Board of Governors of the Association shall automatically become a member of the Board.

Article 3.3 Regular Meetings. Regular meetings of the Board shall be held on the same dates as the regular meetings of the Board of Governors of the Association ("Regular Meeting").

Article 3.4 Annual Meeting. The annual meeting of the Foundation shall be held on the same date as the annual meeting of the Association ("Annual Meeting").

Article 3.5 Special Meetings. Special meetings of the Board shall be held at any time at the call of the President, President-Elect, or any five members of the Board ("Special Meeting").

Article 3.6 Notice of Meetings. All other meetings of the Board, except the Annual Meeting, shall be upon not less than ten days' prior written notice.

Article 3.7 Place of Meetings. The Annual Meeting shall be held at the same place as the annual meeting of the Association. All other meetings shall be held at such places as the President or President-Elect may designate.

Article 3.8 Quorum. At any Regular Meeting, Annual Meeting, or Special Meeting of the Board, a majority of the members of the Board, including at least three members of the Executive Committee, shall constitute a quorum. Unless otherwise specified herein, action at a meeting of the Board shall be by a majority of the quorum. All members of the Board, including ex-officio members, shall have the right to vote; provided, however, that the Executive Director shall not be a voting member of the Board.

Article 3.9 Presumption of Assent. A member of the Board who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless that member's contrary vote is recorded or that member's dissent is otherwise entered in the minutes of the meeting, or unless that member shall file a written dissent to such action with the person acting as the chair of the meeting before the adjournment thereof. The right to file a written dissent shall not apply to a member who voted in favor of such action.

Article 3.10 Manner of Acting. Except as otherwise provided in these Bylaws or required by applicable law, the affirmative vote of a majority of the members participating in a meeting of the Board shall be the act of the Board if a quorum is present when the vote is taken. Any meeting of the Board where the members are not gathered at the same location may be held by teleconference or any other media through which the members participating in the meeting may hear and directly communicate with each other.

Article 3.11 Action Without Meeting. Action required or permitted to be taken by the Board at a meeting may be taken without a meeting if (1) notice of such action is provided in advance to all Board members, and (2) one or more written consents describing the action taken is signed by all of the members of the Board, before or after the action so taken, and filed with the corporate records or the minutes of the proceedings of the Board. Action so taken is effective when the last required member of the Board signs such consent, unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any document. The consent of a Board member to action taken without meeting may be in electronic form and delivered by electronic means. Signatures of the requisite Board members need not appear on one original written consent to action and may appear on duplicate originals.

ARTICLE 4 OFFICERS AND EXECUTIVE DIRECTOR

Article 4.1 Designation. The officers of the Foundation shall be the President, the President-Elect, the Secretary, and the Treasurer. The offices of President-Elect and Treasurer shall be combined.

Article 4.2 Qualification. Each officer of the Foundation must be a member of the Board.

Article 4.3 Election and Term of Office. The officers of the Foundation shall be elected by the Board at the Annual Meeting and shall be elected for a one-year term. Each officer shall hold office until death, resignation, removal, or until a successor is elected and assumes office.

Article 4.4 Vacancies. The Board may fill any vacancy in any office for which these Bylaws do not provide for succession. If the Bylaws provide for succession, but no person is available to succeed to the office, the Board may fill the vacancy for the remainder of the unexpired term.

Article 4.5 Duties of Officers. The duties of the officers of the Foundation are as follows:

(a) Duties of the President. The President, who shall serve without compensation, shall perform the duties and shall have the power and responsibilities of the chief executive officer of the Foundation. The President, or in the President's absence, the President-Elect, shall preside at meetings of the Executive Committee and of the Board. The President shall serve as the Chair of the Board, and shall have such power, duties, and responsibilities as may be assigned by these Bylaws, the Board, or the Executive Committee.

(b) Duties of the President-Elect. The President-Elect, who shall serve without compensation, shall perform the duties and shall have the power and responsibilities of the President in the event of the President's death, resignation, absence, removal, or disability. The President-Elect shall have such power, duties, and responsibilities as may be assigned by these Bylaws, the Board, the Executive Committee, or the President.

(i) The President-Elect shall succeed to the office of the President upon the death, the resignation, or removal of the President and shall serve for the President's unexpired term.

(ii) Should the office of President-Elect become vacant, the Board shall select a successor President-Elect to serve for the unexpired term of the President-Elect.

(c) Duties of the Secretary. The Executive Director shall serve concurrently as Secretary and shall keep full and accurate minutes of the proceedings of all meetings of the Board, the Executive Committee, and of such other matters as the Board, the Executive Committee, or the President shall direct. The Executive Director shall be the keeper of the seal of the Foundation and shall carefully preserve the records and archives of the Foundation and transmit them to the successor in office. The Executive Director shall

perform all duties incident to the office of the Secretary and such other duties as may be assigned by the Board, the Executive Committee, or the President.

(d) Duties of the Treasurer. The President-Elect shall serve concurrently as Treasurer, and under the direction of the Board or the President, shall oversee the collection and disbursement, deposit or investment of funds of the Foundation, and shall cause to be kept regular and accurate accounts for all financial matters of the Foundation in books belonging to the Foundation, which books shall be open to inspection by any member of the Board during regular business hours upon at least seven days' prior written notice to the Executive Director. The President-Elect shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board, the Executive Committee, or the President.

Article 4.6 Removal. Any officer of the Foundation may be removed by a two-thirds' vote of the Board at any Regular Meeting or Special Meeting. In the case of a compensated officer, such removal shall be without prejudice to the written employment contract rights, if any, of the person removed.

Article 4.7 Executive Director.

(a) Position of Executive Director. The Executive Director shall be the active managing executive of the Foundation, subject to the oversight of the Board in conducting the affairs of the Foundation. The Executive Director shall be appointed for a one-year term by the Board at the Annual Meeting.

(b) Duties of the Executive Director. The Executive Director shall have the following powers, duties, and responsibilities:

(i) The Executive Director shall serve concurrently as Secretary and shall perform the duties as stated in Article 4.5(c).

(ii) The Executive Director shall, with the assistance and concurrence of the President when the latter deems expedient, conduct the correspondence of the Foundation.

(iii) The Executive Director shall keep at all times a complete and accurate role of the membership of the Board, with addresses, and shall notify new officers of their election and Chairs and members of committees of their appointment.

(iv) The Executive Director shall issue notices of all meetings of the Board, the Executive Committee, and other committees when requested.

(v) The Executive Director shall prepare and make any such reports to the Board, the Executive Committee, or the President as such shall be directed by action of the Board or the Executive Committee or in writing by the President.

(vi) The Executive Director shall exercise exclusive jurisdiction over the hiring, assignment, training, promotion, and discharge of all employees of the Foundation (other than the Executive Director); provided, however, that the hiring of an additional staff member shall take place only when the particular position has been authorized by the Board.

(vii) The Executive Director may execute or authorize the execution of contracts on behalf of the Foundation at the direction of, or consistent with actions taken by, the Board after consultation with the President.

(vii) The Executive Director shall perform such other duties as may be assigned by the Board, the Executive Committee, or the President.

ARTICLE 5 COMMITTEES

Article 5.1 Standing Committees. The Foundation shall have three standing committees (1) the Executive Committee, (2) the Governance Committee, and (3) the Audit & Finance Committee.

Article 5.2 Executive Committee.

(a) Composition. The Executive Committee shall consist of the following:

- (i) President, who shall be the Chair of the Executive Committee;
- (ii) President-Elect;
- (iii) Immediate Past President;
- (iv) Four members of the Board to be appointed to serve to the adjournment of the annual meeting of the Association next following their appointment; and
- (v) The following four positions from the Association: (1) Chair of the Young Lawyers Division, (2) Chair of the Senior Lawyers Division, and (3) the two Vice Presidents serving staggered two-year terms.

(b) Power and Duties. The Executive Committee shall have all the power and duties of the Board when the Board is not in session; provided, that notice of actions taken

by the Executive Committee shall be provided promptly to the full Board, and, provided further, that the Executive Committee shall not have authority as to the following matters:

- (i) The dissolution, merger, or consolidation of the Foundation;
- (ii) The amendment of the Articles of Incorporation of the Foundation;
- (iii) The sale, lease, or exchange of all or substantially all of the property of the Foundation;
- (iv) The designation of any other standing committee or the filling of vacancies on the Board;
- (v) The amendment or repeal of these Bylaws or the restatement or adoption of new Bylaws of the Foundation;
- (vi) The amendment or repeal of any resolution of the Board that by its terms shall not be so amendable or repealable; and
- (vii) Any other matter that the Board may by resolution specifically reserve to itself.

(c) Quorum. A majority of the Executive Committee shall constitute a quorum at any meeting. Unless otherwise specified, action at a meeting of the Executive Committee shall be by majority of the quorum.

(d) Meetings. The Executive Committee shall meet at the call of the President, President-Elect, or any three of its members. Any meeting of the Executive Committee where the members are not gathered at the same location may be held by teleconference or any other media through which the members participating in the meeting may hear and directly communicate with each other.

Article 5.3 Governance Committee.

(a) Composition. The Governance Committee shall consist of a Chair and at least six other members, all of whom shall be members of the Board, who shall serve three-year terms staggered so that the terms of two members shall expire at the adjournment of each annual meeting of the Association.

(b) Power and Duties. It shall be the duty of the Governance Committee to (i) review the Foundation's governance documents (including, without limitation, its Articles of Incorporation, Bylaws and board-approved policies) and to recommend appropriate amendments; (ii) receive and submit, with its recommendations, amendments proposed by any committee or member of the Board; (iii) assist in presenting proposed amendments to the Board; and (iv) take such other action as the President shall direct.

(c) Quorum. A majority of the Governance Committee shall constitute a quorum at any meeting. Action at a meeting of the Governance Committee shall be by a majority vote of the quorum.

(d) Meetings. The Governance Committee shall meet at such times as the Chair believes appropriate to fulfill its duties. Any meeting of the Governance Committee where the members are not gathered at the same location may be held by teleconference or any other media through which the members participating in the meeting may hear and directly communicate with each other.

Article 5.4 Audit & Finance Committee.

Composition. The Audit & Finance Committee shall consist of the President-Elect, who shall serve as Chair, and six other members, all of whom shall be members of the Board, who shall serve three-year terms staggered so that the terms of two members shall expire at the adjournment of each annual meeting of the Association.

Power and Duties. The duties of the Audit & Finance Committee are:

(i) To screen independent certified public accounting firms and to recommend such a firm to the Board for retention as the Foundation's independent auditors;

(ii) To determine to its satisfaction that such independent auditors are properly discharging their duties, that their financial reporting to the Board is done in a competent and adequate manner, and that their relationship with and advice to the officers and accounting staff of the Foundation is cooperative and satisfactory;

(iii) To determine to its satisfaction that the internal accounting procedures of the Foundation are adequate and that the Foundation's accounting staff is performing its duties in a satisfactory manner;

(iv) To discuss and review with such independent auditors the scope and results of each of their annual examinations, and particularly any recommendations of such auditors as a result thereof;

(v) When requested by such independent auditors, the Executive Director, or when otherwise indicated, to meet with such independent auditors or the Foundation's staff as to any matter involving auditing procedure and reporting;

(vi) At least annually, following receipt of the independent auditors' annual examination, to meet and report to the Board with reference to the discharge of the Audit & Finance Committee's duties and any recommendations it may have; and

(vii) Request that the Executive Director prepare prior to each fiscal year of the Foundation an operating budget reflecting the Foundation's estimated receipts and probable expenses for the fiscal year, which shall be reviewed by the Audit & Finance Committee and then presented to the Board for its consideration and adoption.

(c) Quorum. A majority of the Audit & Finance Committee shall constitute a quorum at any meeting. Action at a meeting of the Audit & Finance Committee shall be by a majority of the quorum.

(d) Meetings. The Audit & Finance Committee shall meet at such times as the Chair believes appropriate to fulfill its duties. Any meeting of the Audit & Finance Committee where the members are not gathered at the same location may be held by teleconference or any other media through which the members participating in the meeting may hear and directly communicate with each other.

Article 5.5 Action Without Meeting. Action required or permitted to be taken by a standing committee at a meeting, including, but not limited to, action on the submission of a matter to any standing committee by the President, may be taken without a meeting if all available members of the respective committee are advised of the matter in writing or by electronic means and if one or more written consents describing the action taken is signed by all the respective committee members before or after the action so taken and filed with the minutes of the proceedings of the respective committee. Action so taken is effective when the last required member of the respective committee signs such consent, unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any document. The consent of a member of a standing committee may be in electronic form and delivered by electronic means. Signatures of the requisite members of a standing committee need not appear on one original written consent to action and may appear on duplicate originals.

Article 5.6 Notice of Meetings. Notice of each meeting of a standing committee shall be given at least (i) ten (10) days in advance of such meeting if by mail, (ii) three days in advance of such meeting if by electronic means, or (iii) upon actual delivery of the notice to the committee members.

Article 5.7 Establishment of Committees by the Board. Except for those standing committees set forth in these Bylaws, the Board may establish, divide, combine, or dissolve such other committees as it may deem advisable for the achievement of the purposes and the proper conduct of the affairs of the Foundation, such committees being subject to the power and authority established by the Board.

Article 5.8 Establishment of Committees by the President. The President shall be authorized to establish such other committees as he or she may deem advisable for the

achievement of the purposes and the proper conduct of the affairs of the Foundation, or as may be directed by the Board or the Executive Committee, such committees being subject to the power and authority established by the Board. The members of such committees established by the President shall not, however, hold office beyond the adjournment of the Annual Meeting next succeeding the date of their appointment.

Article 5.9 Appointment of Committees. Except as otherwise provided by these Bylaws and consistent with policies established by the Board, the President-Elect shall appoint the Chair of each committee and shall fill by appointment all vacancies on any committee occurring at the beginning of the President-Elect's term of office as President. Among those appointed to each committee must be at least one member of the Association not over the age of thirty-six (36) at the time of appointment. Each appointment shall become effective upon the President-Elect taking office as President and shall continue until the appointee's successor takes office. The President shall fill by appointment any vacancies in the Chairs or membership of any committee occurring during the President's incumbency. All Chairs and committee members shall serve subject to the approval of the President.

Article 5.10 Committee Membership and Scope of Authority. All committee members must be members in good standing of the Association. All activities of committees shall be subject to the control of the Board and conducted in accordance with any policies, rules, or regulations which may be promulgated by the Board.

Article 5.11 Ex-Officio Voting Members. The President, President-Elect, and Executive Director shall be ex-officio members of all committees and shall be voting members thereof.

ARTICLE 6 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Article 6.1 Contracts. The Board may authorize any officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or specific in nature.

Article 6.2 Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidence or indebtedness issued in the name of the Foundation shall be signed by such officer or agent of the Foundation and in such manner as shall be determined by resolution of the Board.

Article 6.3 Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Board may select.

Article 6.4 Gifts. The Board may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Foundation.

ARTICLE 7 GENERAL PROVISIONS

Article 7.1 Amendments. These Bylaws may be amended by an affirmative vote of at least three-fourths of the directors then holding office, the notice of which is in writing and sent to the full Board not less than ten (10) days before the meeting; provided that the text of the proposed amendment is submitted with that notice.

Article 7.2 Publications, Reports, and Communications. No Foundation report, communication, or publication shall be sent unless approved by the Board, the Executive Committee, the President, or the Executive Director.

Article 7.3 Fiscal Year. The fiscal year of the Foundation shall be July 1 to June 30.

Article 7.4 Offices. The Foundation may maintain such offices in the State of North Carolina as the Board shall determine. The registered office of the Foundation required by law to be maintained in the State of North Carolina may, but need not, be identical to the Foundation's principal office.

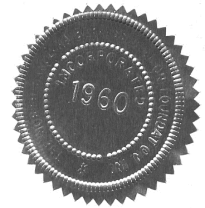
Article 7.5 Indemnification. Any person who at any time serves or has served as a member of the Board, officer, employee, agent, or committee member of the Foundation, or in such capacity at the request of the Foundation for any other corporation, partnership, joint venture, trust, or other enterprise, shall have a right to be indemnified by the Foundation to the fullest extent permitted by law against (1) reasonable expenses, including attorney fees, actually and necessarily incurred by that person in connection with any threatened, pending, or completed action, suit, or proceeding on behalf of, or at the request of, the Foundation, seeking to hold that person liable by reason of the fact that he or she was acting in such capacity; and (2) reasonable payments made by that person in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding. In no event, however, shall there be any indemnification when the Foundation itself brings any of the above proceedings upon specific authorization of the Board, unless the Board specifically determines indemnification to be appropriate.

The Board shall take all such action as may be necessary and appropriate to authorize the Foundation to pay the indemnification required by this Article 7, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due.

Any person who at any time after the adoption of this Article 7 serves or who has served in any of the aforesaid capacities for or on behalf of the Foundation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such rights shall inure to the benefit of the legal representative of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article 7.

Article 7.6 Bonding. The Executive Director shall be bonded in such amount as may be determined by the Board; at the direction of the Board, any other officer or employee of the Foundation shall be bonded in such amount as may be determined by the Board.

Article 7.7 Seal. The seal of the Foundation as impressed on the margin hereof is hereby adopted as the seal of the Foundation.



Article 7.8 Notices and Waivers of Notice. Any notice required or permitted to be given in writing by the Foundation, Board, or Executive Committee, or by any committee, may be delivered by hand, United States Postal Service, nationally recognized overnight courier, or any other method authorized in these Bylaws. Unless expressly prohibited by law, the Foundation's Articles of Incorporation, or by another provision of these Bylaws, any notice addressed to the recipient and delivered by electronic mail, facsimile, or other electronic means in the Foundation's ordinary course of business shall satisfy any requirement for written notice. A waiver provided by the person or persons entitled to such notice through any of the foregoing means, whether before or after the time stated in the notice, shall be equivalent to the giving of such notice. Unless otherwise indicated in these Bylaws, any notice required to be given by, or provided to, the Foundation, Board, Executive Committee, or any other committee, shall be in writing.

Article 7.9 Interpretation of Certain References. All references in these Bylaws to the Foundation's Articles of Incorporation or Bylaws and any policies, rules, regulations, or guidelines of the Foundation shall be interpreted to mean such items as are adopted by the Board and are then in effect.

This the 19th day of May, 1960
Amended and restated on June 17, 2006
Amended and restated on October 23, 2010
As amended January 20, 2011
As amended June 24, 2017