

# Bylaws

## Small Firm & Technology Section

### Article 1. Name and Purpose

- Section 1. Name.** This Section shall be known as the Small Firm & Technology Section of the North Carolina Bar Association (the “Association”).
- Section 2. Purpose.** The purpose of this Section shall be to further the purposes of the Association as stated in Article 1.2 of its Bylaws by bringing together members of the Association and to provide education, resources, and support to members in small firm environments in need of general practice, technology, or growth advice.

### Article 2. Membership

- Section 1. Classes.** There shall be two classes of membership in this Section: (1) Regular Members, and (2) Affiliate Members.
- Section 2. Eligibility & Admission.**
- 2.2.1. Regular Members.** Any member in good standing with the Association, upon application and upon payment of Section dues for the current year, shall be enrolled as a regular member of this Section. Thereafter, dues shall be paid for each fiscal year beginning on July 1. Any person, however, who becomes a member after March 31 and before June 30 of any year shall be deemed to have paid dues through the second June 30 after he became a member. Members so enrolled shall constitute the regular membership of this Section. Any member of this Section whose annual dues are more than six months past due shall thereupon cease to be a member of this Section.
- 2.2.2. Affiliate Members.** Non-attorneys are eligible for section membership as affiliate members if they actively provide support services primarily to lawyers or law firms in North Carolina in at least one of the following functional areas: administration, human resources, library/research, marketing, advertising, public relations, technology/information systems, and finance/accounting. Any person meeting the qualifications outlined above who desires affiliate membership in this Section shall submit to the Association an application upon a form prepared by the Executive Director of the Association. Along with an application, the applicant must submit a certification completed and signed by an attorney who is a member of the Association with personal knowledge of the applicant's work, and such form shall certify that the applicant is significantly involved in the approved functional area. The dues for affiliate membership in the Section shall be equal to those charged to the regular members of the Section. Affiliate members of the Section shall be eligible to hold office in the Section and shall be eligible to vote as a member of

the Section. Affiliate membership in the Section does not constitute and will not be considered as membership in the Association. Affiliate members shall be eligible to enjoy all other privileges of the Section membership.

### **Article 3. 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 one-year term. 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 membership shall elect officers of the Section as provided in Article 6 of these By-Laws. The Chair and the Vice-Chair of the Section will be appointed by the President-Elect of the North Carolina Bar Association; in such event the Nominating Committee shall nominate and present to the Chair of the Section its recommendations for the office(s) to be appointed by the President of the North Carolina Bar Association, and the Section Chair shall then forward the recommendations for such office(s) in writing to the then President-Elect of the North Carolina Bar Association before the date established by the then President-Elect for the receipt of such recommendations. Positions of secretary and treasurer shall be elected by the overall Section Council.
- 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 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 Section Manager, maintain the rolls and records of the Section and 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 Section Manager, maintain the financial records of the Section and shall provide reports and records of the Section, as may be necessary. The Treasurer shall have other duties as the Chair or Council, from time to time, may provide.

## **Article 4. Council**

- Section 1. Composition.** The Section shall have a Council composed of the officers of the Section and eight additional members elected by the membership of the Section. The immediate past Chair of the Section shall be, ex officio, a member of the Council.
- 4.1.1. Young Lawyers.** At least one voting member on the Council shall be 36 years of age or younger or a member of the Young Lawyers Division of the Association 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 the member's election and ending at the close of the second succeeding annual meeting of the Association, except that of the initial members of the Council, half shall be elected to a term of one year and half to a term of two years.
- Section 3. Vacancies.** Members elected during 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 by these bylaws.
- Section 4. Eligibility.** Only members of the Section (whether Regular or Affiliate) shall be eligible to serve as officers or Council members. No person shall be eligible for election as a member of the Council if such person is a member of the Council and has been continuously for four years or more. This provision, however, shall not bar the election of any such person as an officer.
- Section 5. Attendance.** If any elected member of the Council shall miss three consecutive meetings of the Council and is not excused by the Chair, such member's office shall be automatically vacated.
- Section 6. 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 Association and the Bylaws of this Section and subject to the control of the Board of Governors of the Association. The Council shall authorize expenditure of all monies of the Section or monies appropriated for its use, but it shall not authorize commitments or contracts involving the payment of money during any fiscal year in an amount exceeding the 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. The term of office of any person so elected shall terminate at the close of the next annual meeting of the Section.
- Section 7. 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 the Chair and members of all committees of the Section who are to hold office during the term of such Chair.

**Section 8. Special Meetings of the Council.** Special sessions of the Council shall be held 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 Association. Any such meeting shall be on not less than five days notice.

**Section 9. Action.** All action of the Council shall be by affirmative vote of a majority of the Council present at its meetings. Members of the Council, if personally present at a meeting, shall vote in person but, if absent, may communicate their vote, or any proposition, to the Secretary and such vote shall have the same effect as if cast in person at the meeting.

**Section 10. 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 the matter. Voting may be by telephone, or other voice medium but all such votes shall be recorded in writing.

#### **Article 5. Meetings of the Section**

**Section 1. Annual Meeting.** The annual meeting of the Section shall be held at such time as the Council may determine 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 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 6. Elections**

**Section 1. Nominations.** Annually, the Chair shall appoint a nominating committee of the Section. The nominating committee shall solicit suggestions for nominations from the membership of the Section and shall submit its nominations for the offices of Chair, Vice-Chair, Secretary, Treasurer and Council members for any Council seats up for election (provided, however, that the initial report of the nominating committee shall include nominations for all Council members, half of whom shall be nominated for a term of one year and half of whom shall be nominated for a term of two years). In addition, in any year when vacancies exist, the nominating committee shall submit such further nominations as may be necessary to fill the vacancy. The Chair will also accept nominations from the floor.

## **Article 7. 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 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 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 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 Association. In addition, such other reports as may be requested by the Board of Governors or the President of the 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 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 8. 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 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 Association in order that the 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 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 Association and no amendment so adopted shall become effective until so approved.
- Section 4. Authentication.** These Bylaws were approved by the North Carolina Bar Association on \_\_\_\_\_.