

BYLAWS OF THE DISTRICT BAR OF JUDICIAL DISTRICT SEVENTEEN

ARTICLE I Name

The name of this District Bar shall be The District Bar of the Seventeenth Judicial District, also known as the Alamance County Bar Association, and shall be referred to hereinafter as the "District Bar."

ARTICLE II Authority and Purpose

The District Bar is formed pursuant to the provisions of Chapter 84 of the North Carolina General Statutes to promote the purposes therein stated and to comply with the duties and obligations therein or thereunder imposed upon the Bar of this judicial district.

ARTICLE III Membership

The members of the District Bar shall consist of two classes: active and inactive.

Section 1. *Active Members.* The active members shall be all persons who, at the time of the adoption of these bylaws or any time thereafter,

- (a) are active members in good standing with the North Carolina State Bar and
- (b) reside in the judicial district or
- (c) practice in the judicial district and elect to belong to the District Bar as provided in North Carolina General Statute §84-16.

Section 2. *Inactive Members.* The inactive members shall be all persons, who, at the time of the adoption of these bylaws or at any time thereafter,

- (a) have been granted voluntary inactive status by the North Carolina State Bar,
- (b) reside in the judicial district and
- (c) elect to participate, but not vote or hold office, in the District Bar by giving written notice to the Secretary of the District Bar.

ARTICLE IV Officers

The Officers of the District Bar shall be a President, a Vice-President, a Secretary and a Treasurer who shall be selected and shall serve for the terms herein established.

Section 1. *President.* The President serving at the time these bylaws are effective shall continue to serve for a term ending at the next annual meeting following the adoption or effective date of these bylaws. The President for the following term shall be the then current Vice-President. Thereafter, the duly elected Vice-President automatically shall succeed to the office of the President for a term of one year.

Section 2. *Vice-President.* The Vice-President serving at the time these bylaws are effective shall continue to serve for a term ending at the next annual meeting following the adoption or effective date of these bylaws, at which time the Vice-President shall succeed to the office of the President. Thereafter, the Vice-President shall be elected at the annual meeting as hereinafter provided for a term of one year. Unless the President directs otherwise, the duties of the Vice President shall include the following: (a) the Vice-President shall be responsible for making arrangements for Law Day; (b) at each Board of Directors meeting, the Vice-President shall be responsible for reporting to the Board of Directors as to the status of activities of any Committees established pursuant to Article X of these bylaws.

Section 3. *Secretary and Treasurer.* The Secretary and the Treasurer serving at the time these bylaws are effective each shall continue to serve in their respective offices until the expiration of the term of that office or until successors be elected by the active members of the District Bar. In all other years, the Secretary and the Treasurer shall be elected by the active members of the District Bar to serve for a term of one year. Unless otherwise directed by the President, the Secretary shall be responsible for acting as Parliamentarian to rule on issues relating to rules of order in the conduct of any meeting. The Treasurer shall be responsible for the collection of District Bar dues and the accounting to the District Bar for all monies received and disbursed on behalf of the District Bar.

Section 4. *Election.* The Nominating Committee shall submit a report to the Secretary presenting a slate of nominees to fill the offices of Vice-President, Secretary and Treasurer and six (6) nonofficer active members to be appointed to the Board of Directors. Prior to presenting this slate of nominees, the Nominating Committee shall confirm through personal contact with the nominees that they are willing to serve. Nominations from the floor at the last regularly scheduled general membership meeting shall be permitted. The officers and non-officers of the Board of Directors shall be elected by a majority vote of the active members present. If no candidate receives a majority of the votes cast, the candidate with the lowest number of votes shall be eliminated and a run-off election immediately shall be held among the remaining candidates. This procedure shall be repeated until a candidate receives a majority of the votes.

Section 5. *Duties.* The duties of the officers shall be those usual and customary for such officers, including such duties as may be designated from time to time by resolution of the District Bar, the North Carolina State Bar Council or the laws of the State of North Carolina.

Section 6. *Vacancies.* If a vacancy in the office of the Vice-President, Secretary or Treasurer occurs, the vacancy will be filled by the Board of Directors. The successor shall serve until the next annual meeting of the District Bar. If the office of the President becomes vacant, the Vice-President shall succeed to the office of the President. The Board of Directors will select a new Vice-President, who shall serve until the next annual meeting.

Section 7. *Notification.* Within ten (10) days following the annual meeting or the filling of a vacancy in any office, the President shall notify the Executive Director of the North Carolina State Bar of the names, addresses and telephone numbers of all officers of the District Bar.

Section 8. *Record of Bylaws.* The President shall ensure that a current copy of these bylaws is filed with the office of the Senior Resident Superior Court Judge for the Seventeenth Judicial District and with the Executive Director of the North Carolina State Bar.

Section 9. *Removal from Office.* The District Bar, by a two-thirds (%) vote of its active members present at a duly called meeting, after due notice and an opportunity to be heard, may remove from office any officer who has engaged in conduct which renders the officer unfit to serve, or who has become disabled, or for other good cause. The office of any officer who, during his term of office ceases to be an active member of the North Carolina State Bar, immediately shall be deemed vacant and shall be filled as provided in Section 6 of this Article.

ARTICLE V Councilor

The District Bar shall be represented in the State Bar council by one or more duly elected Councilors, the number of Councilors being determined pursuant to G.S. §84-17. Any Councilor serving at the time of the adoption of these bylaws shall complete the term of office to which he or she was previously elected. Thereafter, elections shall be held as necessary. Nominations shall be made and the election held as provided in G.S. §84-18 and in §.0800 et seq. of Subchapter A of the Rules of the North Carolina State Bar (27N.C.A.C. 1A. 0800 et seq.). If more than one council seat is to be filled, separate elections shall be held for each vacant seat. A vacancy in the office of Councilor shall be filled as provided by Rule .0804 of Subchapter 1A of the Rules of the North Carolina State Bar (27 N.C.A.C. 1A .0804).

ARTICLE VI Annual Membership Fee

Each active member of the District Bar shall:

- (a) Pay such annual membership fee, if any, as is prescribed by a majority vote of the active members of the District Bar present and voting at a duly called meeting of the

District Bar, provided, however, that such fee may never exceed the amount of the annual membership fee currently imposed by the North Carolina State Bar. Each member shall pay the annual District Bar membership fee at the time and place stated in the notice thereof mailed to the member by the Secretary or Treasurer; and,

(b) Keep the Secretary and Treasurer notified of the member's current mailing address and telephone number.

The annual membership fee shall be used to promote and maintain the administration, activities and programs of the District Bar.

ARTICLE VII Meetings

Section 1. *Annual Meetings.* The District Bar shall meet in the last quarter of each calendar year for its annual meeting at a time and place designated by the President. The President, Secretary or other Officer shall email, mail or deliver written notice of the annual meeting to each active member of the District Bar at the member's last known email address and/or mailing address on file with the District Bar at least ten (10) days before the date of the annual meeting and shall so certify in the official minutes of the meeting. Notice of the meeting mailed by the Executive Director of the North Carolina State Bar also shall satisfy the notice requirement. Failure to email, mail or deliver the notice as herein provided shall invalidate any action at the annual meeting.

Section 2. *Special Meetings.* Special meetings, if any, may be called at any time by the President or the Vice-President. The President, Secretary or other Officer shall email, mail or deliver written notice of the special meeting to each active member of the District Bar at the member's last known email address and/or mailing address on file with the District Bar at least ten (10) days before the date of any special meeting. Such notice shall state the time and place for the special meeting and the purpose(s) of the special meeting.

Section 3. *Quorum.* Twenty percent (20%) of the active members of the District Bar shall constitute a quorum, and a quorum shall be required to take official action on behalf of the District Bar.

ARTICLE VIII District Bar Finances

Section 1. *Fiscal Year.* The District Bar's fiscal year shall begin on February 1 and end on January 31.

Section 2. *Duties of the Treasurer.* The Treasurer shall maintain the funds of the District Bar on deposit, initiate any necessary disbursements and keep appropriate financial records.

Section 3. *Annual Financial Report.* At least thirty (30) days prior to the annual meeting, the Treasurer shall prepare the District Bar's annual financial report for review by the Board of

Directors, if any, and submission to the District Bar's annual meeting and the North Carolina State Bar.

Section 4. *Taxpayer Identification Number.* The Treasurer shall be responsible for obtaining a federal taxpayer identification number for the District Bar, if required.

Section 5. *District Bar Checks.* All checks written on District Bar accounts (arising from the collection of mandatory dues) that exceed Five Hundred Dollars (\$500.00) must be signed by two (2) of the following: (1) The Treasurer, (2) any other officer or (3) another member of the Board of Directors.

Section 6. *Fidelity Bond.* If it is anticipated that receipts from membership fees will exceed Twenty Thousand Dollars (\$20,000.00) for any fiscal year, the District Bar shall purchase a fidelity bond at least equal in amount to the anticipated annual receipts to indemnify the District Bar for losses attributable to the malfeasance of the Treasurer or any other member having access to District Bar funds.

ARTICLE IX Prohibited Activities

Section 1. *Prohibited Expenditures.* Mandatory District Bar dues, if any, shall not be used for the purchase of alcoholic beverages, gifts to public officials, including judges, charitable contributions, recreational activities or expenses of spouses of District Bar members or officers. However, such expenditures may be made from funds derived entirely from the voluntary contributions of District Bar members.

Section 2. *Political Expenditures.* The District Bar shall make no expenditures to fund political and/or ideological activities.

Section 3. *Political Activities.* The District Bar shall not engage in any political or ideological conduct or activity, including the endorsement of candidates and the taking or advocacy of positions on political issues, referenda, bond elections and the like; however, the District Bar and persons speaking on its behalf may take positions on, or comment upon, issues relating to the regulation of the legal profession and issues or matters relating to the improvement of the quality and availability of legal services to the general public.

ARTICLE X Committees

Section 1. *Standing Committee(s).* The standing committees shall be the Nominating Committee, Pro Bono Committee, Fee Dispute Resolution Committee and Grievance Committee, provided that, with respect to the Fee Dispute Resolution Committee and the Grievance Committee, the District meets the State Bar guidelines thereto relating.

Section 2. *Grievance Committee.*

- (a) The Grievance Committee shall consist of at least five (5) but not more than thirteen (13) persons appointed by the President to staggered three (3) year terms as provided by the Rules and Regulations of the North Carolina State Bar governing Judicial District Grievance Committees.
- (b) The Grievance Committee shall assist the Grievance Committee of the North Carolina State Bar by receiving grievances, investigating grievances, evaluating grievances, informally mediating disputes, facilitating communication between lawyers and clients and referring members of the public to other appropriate committees or agencies for assistance.
- (c) The Grievance Committee shall operate in strict accordance with the rules and policies of the North Carolina State Bar with respect to District Bar Grievance Committees.

Section 3. *Fee Dispute Resolution Committee.*

- (a) The Fee Dispute Resolution Committee shall consist of at least six (6) but not more than eighteen (18) persons appointed by the President to staggered three (3) year terms as provided in the District Bar's Fee Dispute Resolution Plan.
- (b) The Fee Dispute Resolution Committee shall be responsible for implementing a Fee Dispute Resolution Plan approved by the Council of the North Carolina State Bar to resolve fee disputes efficiently, economically and expeditiously without litigation.

Section 4. *Special Committees.* Special Committees may be created and appointed by the President.

Section 5. *Nominating Committee.*

- (a) The Nominating Committee shall be appointed by the officers (or the Board of Directors) of the District Bar and shall consist of at least three (3) active members of the District Bar who are not officers or directors of the District Bar.
- (b) The Nominating Committee shall meet as necessary for the purpose of nominating active members of the District Bar as candidates for officers, councilor(s) and the Board of Directors, if any.
- (c) The Nominating Committee members shall serve one (1) year terms beginning on February 1 and ending on January 31.

(d) Any active member whose name is submitted for consideration for nomination to any office or as a councilor must have indicated his or her willingness to serve if selected.

Section 6. *Pro Bono Committee.*

(a) The Pro Bono Committee shall consist of at least five (5) active members of the District Bar appointed by the President.

(b) The Pro Bono Committee shall meet at least once each quarter and shall have the duty of encouraging members of the District Bar to provide pro bono legal services. The committee also shall develop programs whereby attorneys not involved in other volunteer legal service programs may provide pro bono legal service in their areas of concentration and practice.

(c) The members of the Pro Bono Committee shall serve one (1) year terms commencing on February 1 and ending on January 31.

ARTICLE XI Board of Directors

Section 1. *Membership of the Board.* The Board of Directors shall consist of the District Bar officers, the State Bar Councilor(s) (who shall be ex officio member(s)), the immediate past President, and six (6) active members of the District Bar. The Directors serving when these bylaws become effective shall continue to serve until the following Annual Meeting. At all times, the Board of Directors shall include at least one (1) Director from each County in the Judicial District.

Section 2. *Terms of Directors.* The initial term for two (2) of the non-officer members shall be for one (1) year, and the initial term for two (2) of the non-officer members shall be for two (2) years, and the initial term for two (2) of the non-officer members shall be for three (3) years. Thereafter, all non-officer members of the Board of Directors shall serve for a term of three (3) years. The officer members and the State Bar Councilor(s) shall serve on the Board of Directors during such time as they occupy their respective offices, and the immediate past President shall serve for a one (1) year period following his presidency.

Section 3. *Elections.* When one (1) or more seats on the Board of Directors becomes vacant due to the expiration of the term for such seat, an election shall be held at the next regular meeting or at a called special meeting of the District Bar. Except as otherwise provided herein, the election shall be conducted as provided for in Article IV, Section 4. The candidates receiving the highest number of votes cast will be elected, regardless of whether any of the candidates received a majority of the votes cast, provided the designated seats will be filled by the candidates receiving the highest number of votes who live or work in the designated county, regardless of whether any of the candidates received a majority of the votes cast.

Section 4. *Vacancies.* If a vacancy occurs on the Board of Directors between elections, the President shall appoint a successor who shall serve until the next annual meeting of the District Bar. If the vacancy occurs in a designated seat for a particular County within the District, the successor will be selected from among the active members of the District Bar who live or work in the designated County.

Section 5. *Duties of the Board of Directors.* The Board of Directors shall have the responsibilities described in Article IV, Section 6, and as otherwise herein stated. The Board of Directors shall consult with officers regarding any matters of District Bar business or policy arising between meetings and any act for the District Bar on an emergency basis if necessary, provided any such action shall be provisional pending its consideration by the District Bar at its next duly called meeting. The Board of Directors shall have authority to set the agenda for meetings of the general membership and to make recommendations as to action on issues which are submitted to a vote of the general membership. The Board of Directors may not impose on its own authority any sort of fee upon the membership. The Board of Directors otherwise is empowered to conduct the financial business of the Bar.

ARTICLE XII Judicial Nominations

Unless otherwise required by law, the following procedures shall be used to determine the nominees to be recommended to the Governor pursuant to North Carolina General Statute §7A142 for vacancies in district court judgeships in the Seventeenth Judicial District.

Section 1. *Meeting for Nominations:* The nominees shall be selected by secret, written ballot of those members present at a meeting of the district bar called for this purpose. Fifteen (15) days notice of the meeting shall be given, by mail, *or email*, to the last known address *and/or email address* of each district bar member. Alternatively, if a bylaw permitting elections by mail is adopted by the district bar, the procedures set forth in the bylaw and in Rule .0804 of Subchapter 1A of the Rules of the North Carolina State Bar (27 N.C.A.C. 1A, .0804), shall be followed.

Section 2. *Candidates.* Persons who want to be considered for the vacancy shall notify the President in writing five (5) days prior to the meeting at which the election will be conducted or, if the election is by mail, five (5) days prior to the mailing of the ballots.

Section 3 *Voting for Nominees.* Each district bar member eligible to vote pursuant to N.C. Gen. Stat. § 7A-142 may vote for up to five candidates. Cumulative voting is prohibited. Proxy voting is prohibited.

Section 4. *Submission to the Governor.* The **five** candidates receiving the highest number of votes shall be the nominees to fill the vacancy on the district court and their names, and vote totals, shall be transmitted to the Governor. In the event of a tie for **fifth** place, the names of those candidates

involved in the tie shall be transmitted to the Governor together with the names of the **four** candidates receiving the highest number of votes.

ARTICLE XIII Amendment of the Bylaws

The membership of the District Bar, by a majority vote of the active members present at any duly called meeting at which there is a quorum present and voting throughout, may amend these bylaws in ways not inconsistent with the Constitution of the United States, the policies and rules of the North Carolina State Bar and the laws of the United States and North Carolina. For purposes of this Article, a quorum shall consist of twenty percent (20%) of the active members of the District Bar.

These bylaws were adopted at a duly called meeting at which a quorum was present throughout by unanimous vote on February 27, 2014. These bylaws were amended at a duly called meeting at which a quorum was present by unanimous vote and in accordance with the legislative change to Judicial District Seventeen on December 1, 2018.