

BY-LAWS
OF
WAKE COUNTY BAR ASSOCIATION, INC.
A Non-Profit Corporation

ARTICLE I

Name and Goals

1. Name. The name of this tax exempt nonprofit corporation is Wake County Bar Association, Inc. (The Association.) It is a successor to the unincorporated Wake County Bar Association.

ARTICLE II

Mission and Goals

1. Mission Statement. As a voluntary association of legal professionals, the Wake County Bar Association's mission is to enhance members' opportunities and well being through professional, educational, and social activities, while advancing the administration of justice by promoting civility and improving the public's understanding of the rule of law and the role of lawyers.

2. Goals. In furtherance of its mission, the goals of this Association are the promotion of a closer union and fellowship among the lawyers and judiciary of Wake County; the maintenance and promotion of high standards of professionalism and ethics; the furtherance of the administration of justice; the improvement of standards for delivery of legal services in Wake County; the maintenance and improvement of relations with the public and the media; the education and enlightenment of the public and media regarding the work of the legal profession and the administration of justice; the promotion and protection of the professional interests of members of the Wake County Bar Association; and the engagement in any other lawful activity to achieve the purposes of the Association as set forth in its Articles of Incorporation.

ARTICLE III

Membership and Dues

Section 1. Membership. There shall be three classes of membership to include:

A. Regular Members. A regular member is (1) a licensed attorney residing in or whose primary law practice and/or office is based in Wake County, North Carolina, or (2) a judge of any court of the State of North Carolina or of the United States who resides or maintains an office in Wake County, North Carolina.

B. Life Members. A life member shall be any person determined by the Board of Directors to be eligible for life membership in the Association by reason of age, disability, status

in practice, service to the Association and/or its antecedent Association and any other factors deemed sufficient by the Board of Directors to entitle any person to life membership in the Association with all rights and privileges of membership without payment of dues.

C. Law Student Members. A law student member shall be any person currently enrolled in an accredited law school in Wake County, North Carolina, or any law student currently residing in Wake County and enrolled in an accredited law school. The annual dues and rights and privileges of such membership shall be established by the Board of Directors.

Section 2. Application and Election to Membership. Any person qualified for Regular Membership who agrees to abide by the Association's purpose and Bylaws shall be admitted to membership on submission of a completed application form approved by the Board of Directors, along with the required dues.

Section 3. Expulsion from Membership. Any member shall be deemed automatically expelled from the Association upon disbarment or active suspension of the member's license to practice law. Any member may be expelled for any conduct prejudicial to the legal profession by a two-thirds (2/3) vote of the Board of Directors present and voting at any regular meeting or at any special meeting called for that purpose. Any member expelled for prejudicial conduct by vote of the Board of Directors may appeal to the Board of Directors of the Association; such member shall be reinstated, however, only upon a two-thirds (2/3) vote of the Board members present and voting at a regularly scheduled meeting. A member expelled upon disbarment or active suspension, or for prejudicial conduct, may reapply for membership in the Association; such member shall be readmitted, however, only upon a two-thirds (2/3) vote of the Board members present and voting at a regularly scheduled meeting. No expelled member may reapply for membership in the Association prior to the expiration of six (6) months from the effective date of expulsion. A member automatically expelled upon disbarment or active suspension shall be eligible to reapply for membership in the Association only upon reinstatement of his or her license to practice law by the North Carolina State Bar. A vote of the Board members on an appeal for reinstatement or an application for readmission shall be preceded by notice of the vote sent to the Board of Directors at least ten (10) days prior to the regularly scheduled meeting at which the vote is to be taken. A member subject to expulsion shall have the right to due notice and an opportunity to be heard at a meeting of the Board of Directors.

Section 4. Resignation. Any member may resign at any time by notice in writing to the Secretary. Upon receipt by the Secretary of such notice of resignation, the membership of the person giving such notice shall terminate.

Section 5. Dues.

(A) Annual Dues. Dues for membership shall be on an annual basis and shall be determined by the Board of Directors for the next succeeding calendar year prior to the date of the current year's annual membership meeting and submitted to the membership for its approval at such annual meeting; provided, however, (1) the Board of Directors may make such adjustment to the annual dues as it may deem fit upon a uniform policy basis for those persons who become members of the Association after the beginning of the Association's fiscal year. Upon failure of the Board of Directors to establish dues for the succeeding fiscal year, the dues

in effect for the preceding year shall remain in effect for the succeeding fiscal year.

(B) Assessments. In addition to regular annual dues, the Board of Directors may assess the membership from time to time such additional sums as may be necessary not exceeding Twenty Dollars (\$20.00) in any fiscal year.

(C) Dues Notice. In December of each year the Treasurer shall cause to be forwarded to each member a notice of dues advising that the dues are payable on or before the 31st day of the following January. The Treasurer will send a first reminder on February 15 to those who have not responded and will notify all those in default on March 15 of the dues payable with a penalty set by the Board. Subsequent reminders will be sent through November 30 for non-payment.

(D) Reapplication. Reapplication for membership of such person shall be accepted upon payment by such person of the full annual dues for that year plus the penalty as set by the Board. Notwithstanding the foregoing, the Board of Directors in its discretion may stay the removal of a member from the rolls provided dues and penalty are paid no later than December 15, notice of such action by the Board of Directors to be given promptly by the Secretary to such defaulting member. For the purpose of this section, any notice sent to the last known address of the member shall constitute sufficient notice. The Treasurer shall collect all dues and other monies for and on the Association's behalf and shall provide such financial reports as may be required by the President or the Board.

ARTICLE IV

Board of Directors

Section 1. Number. The Association's affairs shall be managed by a Board of Directors composed of twenty-seven (27) members who shall be the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, the Young Lawyers Division President or Chair and twenty-one (21) elected Directors. Provided, that for 2012 only, there shall be thirty (30) elected directors. Additionally, the President shall be entitled to appoint up to three (3) Honorary (non-voting) members who have been licensed to practice law at least 25 years. They shall be entitled to serve a term of one (1) year in an advisory capacity. There shall be no limit on the number of terms an Honorary Member may serve.

Section 2. Terms. Commencing in 2012 the term of each elected Director shall be three years, beginning on January 1 of the year following election and continuing until a successor is elected and installed. The terms shall be staggered so that seven (7) members shall be elected at each annual meeting. Non-officer directors shall not be eligible to serve consecutive three (3) year terms.

Section 3. Powers. The Board of Directors shall be the Association's governing body

subject to the control of the membership of the Association as a whole at any annual or special meeting.

Section 4. Conflicts of Interest. The Board of Directors shall adopt a conflict of interest policy, which shall include the requirement that each member of the Board of Directors shall file an annual conflict of interest disclosure form.

Section 5. Meetings - Time and Place. All meetings of the Board of Directors shall be held at such place(s) and at such time(s) as shall be designated in the notice of meeting or agreed upon by a majority of the Directors. All meetings shall be directed by the President. In the absence of the President, the President-Elect shall direct meetings. In the absence of both the President and the President-Elect, the immediate Past President shall direct meetings.

Section 6. Regular Meetings. The Board shall meet at least quarterly on a schedule set annually by the Board.

Section 7. Emergency Meetings. Emergency meetings of the Board of Directors may be called upon one (1) days' prior notice to all Directors at any time by or at the direction of the President, the President-Elect or any four Directors.

Section 8. Notice. Written notice stating the time and place of any regular meeting of the Board which shall include notice by facsimile or electronic transmission shall be conveyed to each Director at least five days prior to the date of the meeting. Unless otherwise indicated in the notice thereof, only those subjects announced in the meeting notice may be transacted at any emergency meetings, except in the event a Director is to be elected at an emergency meeting, the notice shall so state. Attendance by a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully called.

Section 9. Voting. Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board of Directors. Voting on all matters shall be by voice vote or by show of hands unless more than one-half of the Directors present at a meeting where there is a quorum shall demand, prior to voting on any matter, a secret written ballot vote on that particular matter.

Section 10. Action Without Meeting. Action taken by a majority of Directors without a meeting is nevertheless Board action, if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after action so taken. Written consent shall include facsimile and electronic transmissions.

Section 11. Minutes. The Secretary shall attend all meetings of the Board of Directors and shall keep and maintain regular minutes of the proceedings of the Board of Directors.

Section 12. Quorum. A quorum for any meeting shall consist of fifteen (15) members of the Board present at any duly called meeting.

Section 13. Bond. The Board of Directors may require a bond of the Executive Director conditioned upon the faithful performance of the Executive Director's duties, the premium for which

bond shall be paid by the Association.

Section 14. Removal. The Board of Directors, by a two-thirds vote of its active members present at a duly called meeting, may, after due notice and an opportunity to be heard, remove any member of the Board of Directors, who has become disabled, or for good cause. The position of any Director who during his or her term of office ceases to be an active member of the North Carolina State Bar or is removed from the Board pursuant to this paragraph shall immediately be deemed vacant and shall be filled as provided in Section 15.

Section 15. Vacancies. In the event of a vacancy on the Board of Directors the remaining members of the Board may elect an active member of the Wake County Bar Association to serve as a member of the Board for the balance of the term filled.

Section 16. Audit. The Board, shall provide for audits of the Association's financial records by an independent certified public accounting firm at least every other year..

Section 17. Policies. The Board will adopt policies for the management of the Association, including policies required by law.

ARTICLE V

Officers

Section 1. Officers. The Association's officers shall be a President and a President-Elect elected by the membership of the Association pursuant to these By-laws, together with a Secretary and a Treasurer, who shall be appointed by the President.

Section 2. Duties of the President. The President shall be the Association's chief elected officer and, subject to the control of the Board of Directors, shall supervise the Association's management in accordance with these By-laws, the Articles of Incorporation and Policies of the Association. The President shall, when present, preside at all meetings of the membership and the Board of Directors. The President shall sign with any other proper officer any deeds, mortgages, bonds, contracts or other instruments which lawfully may be executed on the Association's behalf except where required by law otherwise to be signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of directors from time to time.

Section 3. Duties of the President-Elect. The President-Elect shall exercise the powers of the President during that officer's absence or inability to act. The President-Elect shall have such other powers and perform such other duties as may be assigned by the Board of Directors. The President-Elect shall succeed to the presidency in the event of a vacancy in the office of the President.

Section 4. Duties of the Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors and minutes of the business (if any) conducted at all meetings of the

Association's membership. The Secretary shall cause to be sent notices to all members of the Association advising them of membership meetings and notices to all members of the Board of Directors advising them of Board meetings. The Secretary shall provide such reports on membership as may be required by the President or the Board. In general, the Secretary shall perform all duties and possess all authority incident to the office of Secretary and shall perform such other duties and have such other authority as may be assigned from time to time by the Board of Directors.

Section 5. Duties of the Treasurer. In addition to the duties specified in Article II, Section 5(c), the Treasurer shall have and maintain supervision over the Association's funds, receipts and disbursements and shall maintain full and accurate records thereof in the offices of the Association. All checks written on Association accounts that exceed \$2,000.00 must be signed by two (2) of the following: the Treasurer, the President, the President-Elect or the Executive Director, as permitted by current Association policy.

Section 6. Executive Director. The Board of Directors shall employ an Executive Director. The Executive Director reports to the Board. The Executive Director shall have all the powers necessary for the general management and, in conjunction with the President, direction of the business of the Association on all powers ordinarily exercised by the Executive Director of an organization, including the authority to hire support staff as authorized by the Board. The Executive Director shall sit ex officio on all standing committees. The Board of Directors, by majority of its members, may terminate the employment of the Executive Director. Pending the call of a special meeting of the Board of Directors, the President, for good cause, may suspend immediately the authority of the Executive Director to act. This period of suspension shall extend no longer than ten days.

Section 7. Terms. The term of each officer shall be one year beginning on January 1 of the year following election or appointment.

Section 8. Other Duties of Officers. By action of the Board, other duties may be imposed upon any officer.

ARTICLE VI

Election of Directors and Officers

Section 1. Elections. At the Association's annual meeting in December of each year, as the first order of business, the members present shall proceed to elect a President-Elect, a Secretary and a Treasurer for the immediately succeeding year together with seven (7) Directors to serve for three year terms commencing on January 1 of the year following the date of the election. Provided, that for the election held in December, 2011 only, seven (7) Directors shall be elected to serve two year terms and seven (7) Directors shall be elected to serve three year terms. The President-Elect so elected shall succeed to the office of President for the year following the term as President-Elect. Ballots containing the names of Nominating Committee nominees for such officers shall be prepared at the direction of the Secretary in advance of the annual meeting and shall be distributed at such meeting, one ballot to each member present. Nominations from the floor shall be permitted. The marked ballots shall be collected and counted by tellers appointed by the President. The nominee

receiving the majority of votes for President-Elect shall be elected. Those seven nominees receiving the highest number of votes as Directors shall be elected. Any tie votes shall be determined by lot.

Section 2. Nominating Committee. A Nominating Committee shall nominate candidates for President-Elect, Secretary, Treasurer, Board of Directors, and Badger-Iredell Foundation Board and shall consist of no less than 12 members who shall include the immediate Past President and one additional Past President of the Association. The Nominating Committee should reasonably reflect the diversity of the entire membership of the District Bar. The immediate Past President shall preside over the Nominating Committee. The Nominating Committee shall make a written report of nominations to the President with a copy to the Secretary not later than the 20th day of October. (In making such nominations, the Nominating Committee shall nominate no fewer than two members for President-Elect, at least one nominee for Secretary and at least one nominee for Treasurer, and no fewer than fourteen nominees for the seven (7) positions as Directors.) The Nominating Committee shall also nominate the delegate(s) from the Association to the American Bar Association. The delegate must be a member of both the Association and the ABA. The Nominating Committee may also be called upon by the President or the Board to make nominations for awards or special recognition when such opportunities are presented by organizations within and without the Bar.

Section 3. Special Election. If the President-Elect succeeds to the presidency upon a vacancy in the office of the President, prior to the Corporation's annual meeting in December, the Board of Directors may call for a special election to fill the office of President-Elect at the next regularly scheduled meeting of the membership. At least ten (10) days prior to such special election, the Nominating Committee shall nominate no fewer than two members for President-Elect and shall make a written report of nominations to the President with a copy to the Secretary. Notice of such special election and the nominations shall be sent by facsimile or electronic transmission to each member at least five (5) days prior to the special election.

ARTICLE VII

Meetings - Membership

Section 1. Regular Meeting. There shall be at least eight (8) regular meetings of the Association's membership on such days and at such places as shall be designated by the Board; provided, however that the date of any meeting may be changed, and any meeting except the annual meeting may be cancelled by action of the Board.

Section 2. Annual Meeting. The annual meeting of the membership shall be the regular meeting held in December of each year.

Section 3. Special Meetings. Special meetings of the membership may be called at any time by the President or by the Board of Directors.

Section 4. Notice. Notice of the meetings of the membership shall be published monthly in the newsletter, or in the absence of a newsletter shall be communicated by electronic transmission to each member not less than five (5) days prior to each meeting.

Section 5. Resolutions. Any resolution proposed for consideration by the members of the Association first shall be submitted to the Board. The Board at its meeting prior to the next membership meeting shall consider said resolution and make its recommendations to the membership at the next meeting of the membership. Notice of such proposed resolution shall be given by the Secretary with notice of the next meeting of the membership.

Section 6. Quorum. A quorum shall be those present at any membership meeting for which proper notice was given.

ARTICLE VIII

Sections

Section 1. The Board of Directors shall have the power to authorize the formation of Sections, each of which shall consist of those members desiring to operate within the objects and purposes of the Association as an association of lawyers with mutual interests or who are interested in a particular field or fields of the law. Each Section so authorized and established shall consist of all those members desiring to participate in work and activities of the Section.

Section 2. Functions. The members of such Sections shall work in consultation with the officers and Board of Directors of the Association to promote and carry out the purposes and programs of the Association. The members of each Section shall elect a Chair and such other officers as they shall determine and shall adopt rules and by-laws not inconsistent with the Articles of Incorporation and these By-laws, including but not limited to establishing dues for the Section, and further may establish such committees as best may promote the objectives of the Section and of the Association. The dues, activities and organization of the Section at all times shall be subject to the supervision and approval of the Board of Directors, and any Section may be abolished at any time by the Board of Directors.

ARTICLE IX

Committees

Section 1. (a) Standing Committees. The following standing committees shall be appointed by the President: (1) Professionalism (to develop and support activities to enhance professionalism among members of the Association) and Ethics, (2) Public Service (to provide opportunities for community and professional service), (3) Endowment (manages and directs the performance and distribution of endowment funds), (4) Bar Flyer/ Communications (to coordinate and implement the internal and external communications of the Association), (5) Nominating (to select suitable candidates for submission to the members of the Association to fill positions established by these Bylaws or the Board), (6) Audit (to receive the independent audits required by these Bylaws), (7) Finance, (the Finance Committee shall consist of the President, the President-Elect, the Treasurer, and such other members as may be appointed by the President. The President-Elect shall serve as Chair of the Finance Committee); (8) Development (to develop programs for growing the funds of the Association, including endowment funds) and (9) Social (to coordinate opportunities for member interactions in social settings). With the exception of the Finance Committee, each Committee shall consist of such members as the President may deem appropriate and Committee members shall be

named by the President as soon as practicable after assumption of the duties of the office. With the appointment of the Committee members, the President shall delineate the Committee's responsibilities and appoint its Chair;

Section 2. Special Committees. Special Committees, shall be appointed by the President and shall have a written charge for their duties and responsibilities to include a date by which the Committee is to complete its assignment(s). The President shall have the authority to appoint a Long Range Planning Committee on an as needed basis. The Committee shall include the President-Elect, two second term Board members, two third term Board members, the immediate past President, and such other members as may be appointed by the President. The chair shall be a past President.

Section 3. Rules. Each Committee shall have power to make rules for the conduct of its hearings and business coming before it.

Section 4. Scope of Committees. Each committee shall have cognizance of the subjects suggested by the name of the Committee and shall make such reports as it determines or as called for by the President.

ARTICLE X

Indemnification

Section 1. Indemnification. The Association shall, to the fullest extent permitted by law, indemnify any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that the person, was a director, officer, or other agent of the corporation, or of any other organization served by that person in any capacity at the request of the organization, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

Section 2. Insurance. The Association shall at all times maintain appropriate liability insurance policies commensurate with the appropriate level of risk and liability to the Association.

ARTICLE XI

Prohibited Activities

Section 1. Distributions. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in the Articles of Incorporation or these Bylaws.

Section 2. Impermissible Activities. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(b) of the Internal Revenue Code of 1986, as amended. ("Code").

ARTICLE XII

Distribution Upon Dissolution

Section 1. Distribution. After paying or making provision for the payment of all of the liabilities of the corporation and upon the dissolution of the corporation, the Board of Directors shall dispose of all of the assets of the corporation exclusively for the exempt purposes of the corporation in such manner, or to such exempt organization(s) which are organized and operated exclusively for purposes as shall at the time qualify as an exempt organization(s) under Section 501(c) of the Internal Revenue Code as the Board of Directors shall determine, or to any federal, state, or local government(s) to be used exclusively for public purposes. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Superior Court of Wake County, exclusively for such exempt purposes or to such exempt organization(s), that the court shall determine are organized and operated exclusively for such purposes, or to such governments for public purposes.

ARTICLE XIII

Relationship with Foundations Created or Supported by Association

Section 1. Badger-Iredell Foundation, Inc.

(a) The Wake County Bar Association beginning in 1972 took an interest in the restoration of an early 19th Century Raleigh law office used by The Honorable George A. Badger and James Iredell. An appropriate committee was created by the Association to consider the feasibility of the restoration. Later by an unanimous vote of the Association, it was decided that the restoration should be a major project of the Association; and therefore the members of the Bar Committee caused a tax-exempt, non-profit charitable corporation to be chartered on July 23, 1973, through which contributions for restoration have been solicited from time to time. The office has been moved from the Midway Plantation in Wake County to Mordecai Square where it will serve as a historical tribute to the early leaders of the Bar, community, and the nation. Article III, Section 2 of the By-Laws of the Badger-Iredell Foundation, Inc., adopted November 6, 1973, sets forth the number of directors of the Foundation to be twelve (12) and the Wake County Bar Association shall have the right to appoint two of four directors annually for terms of three years each.

(b) Pursuant to the above authority, the two directors of the Badger-Iredell Foundation Inc. shall be elected from two nominees for the two (2) positions as directors who shall be elected at the annual meeting in December of each year. These nominations shall be made by the Nominating Committee by the same procedures set forth in Section 2 of Article VI, Election of Directors and Officers.

ARTICLE XIV

By-Laws and Amendments

Section 1. Amendments.

(a) By the Board. The Board of Directors may amend these By-laws by a two-thirds (2/3) vote of the Directors present and voting at any Director's meeting. Any amendment so adopted shall become effective upon its ratification by a majority vote of the membership of the Association present and voting at any subsequent meeting.

(b) By the Membership. Any member may propose amendments to these By-laws at any membership meeting, with or without notice. If a majority of the members present and voting at such meeting favor the submission of said proposed amendment to the membership for adoption, the Secretary shall cause to be given notice of the proposed amendment to the membership, who may at any subsequent membership meeting adopt the same by a two-thirds (2/3) vote of the membership there present and voting.

(c) Notice Required to Amend By-Laws. The amendment or ratification of an amendment to these By-laws at any meeting of the Board of Directors or membership of this Association shall be effective only if the call for said meeting(s) gives notice of the proposed by-law amendment.

ARTICLE XV

Corporate Seal

The Board of Directors shall provide for a corporate seal which shall be circular in form and shall have inscribed the Association's name, the state of incorporation, year of incorporation, and the words "Corporate Seal".

ARTICLE XVI

Fiscal Year

The Association's fiscal year shall be the calendar year.