**BYLAWS**

**DURHAM COUNTY BAR ASSOCIATION**

## ARTICLE I

# **Name and Objects**

1. NAME. The name of this association is the Durham County Bar Association.

2. OBJECTS. The objects of this Association are: the promotion of closer union and fellowship among the lawyers of Durham County; the maintenance, promotion and implementation of the ethics of the profession; the facilitation of the trial action; the extension and furtherance of the principals of justice; the rendering of assistance to the judiciary; the expedition of business of the courts; the continuing education of members of the Bar; the maintenance and improvement of relations with the public, the education and enlightenment of the public with regard to the work of (tie legal profession and the business of the courts; the participation in any lawful act or activity for the improvement and enlightenment of the members of the Bar and the public with regard to the work of the legal profession and of the judiciary; and the engagement in any other lawful activity to achieve the purposes of the Association.

**ARTICLE II**

**Membership and Dues**

Section 1. CLASSES OF MEMBERSHIP. Classes of membership in the Association shall include (1) Regular Members, (2) Such other classes as the Board of Directors from time to time may establish.

Section 2. CRITERIA FOR MEMBERSHIP. Any lawyer or judge licensed to practice law in the United States shall be eligible for regular membership in the Association. Criteria for membership in other classes shall be as established by the Board of Directors.

Section 3. ELECTION TO MEMBERSHIP. Any qualified person shall be deemed to be a member of the Durham County Bar Association upon the payment of the annual dues set by the Board of Directors.

Section 4. DUES.

(a) 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) 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 Ten Dollars ($10.00) in any fiscal year.

(c) Dues shall be payable on or before August 15 of each year, and, unless paid by September 1, membership shall automatically be canceled and the name of the former members shall be marked off the books. Notwithstanding the foregoing, the Board of Directors in its discretion for good cause shown may stay the removal of a member from the rolls for a reasonable period of time. Notice of such action by the Board of Directors shall be given promptly by the Secretary to the defaulting member and, for these purposes, notice sent to the address of record of the member shall constitute sufficient notice. Provided further, that where the Board of Directors has made adjustments to annual dues payable for persons who become members of the Association after the beginning of the Association's fiscal year, as allowed by Section (b) above, then the amount of such adjusted dues shall be payable with the application.

(d) Any member dropped from the rolls for nonpayment of dues shall be reinstated, so long as otherwise qualified for membership upon payment of dues.

Section 5. EXPULSION FROM MEMBERSHIP. Any member shall automatically be expelled from the Association upon disbarment and may be expelled for conduct to the prejudice of the legal profession by a two‑thirds (2/3) vote of the Board of Directors at any regular meeting or at any special meeting called for that purpose. Any member so expelled by vote of the Board of Directors may appeal to any meeting of the membership of the Association; he/she shall be reinstated, however, only upon a majority vote of the members present at the session of the meeting of the membership at which a vote is taken on the matter. Notice of the appeal and of the vote to be taken shall be given to the membership in the notice of the 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.

Section 6. RESIGNATION. Any member may resign at any time by notice in writing to the Secretary. Upon receipt by the Secretary of such note of resignation, the membership of the person giving such notice shall terminate.

**ARTICLE III**

**Board of Directors**

Section 1. NUMBER. The Association’s affairs shall be managed by a Board of Directors which shall be the same as the Board of Directors of the Sixteenth Judicial District Bar in addition to the Durham County Bar Association’s Young Lawyers Division Chair and which shall be composed of Thirteen (13) voting members who shall be the President, the Vice‑President, the Secretary, the Treasurer, the Young Lawyers Division Chair and eight (8) at-­large members of the Board of Directors, together with the Immediate Past President who shall serve one term as a voting ex officio member of the Board. The Sixteenth Judicial District Bar Councilors shall serve as non‑voting ex officio members of the Board.

Section 2. TERMS. The term of each Director shall be one year beginning on July 1, of the year following his/her election or appointment.

Section 3. POWERS**.** The Board of Directors shall be the Association's governing body subject only to the control of the membership of the Association as a whole at any annual or special meeting.

Section 4. 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.

Section 5. REGULAR MEETINGS. The Board shall meet at least quarterly.

Section 6. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called upon one (1) day's prior notice to the office of record of all Directors at any time by or at the direction of the President, or any two Directors.

Section 7. NOTICE. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting. Attendance by a Director at any meeting shall constitute a waiver of notice of such meeting, excepting 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 8. VOTING. Each Director and voting ex officio member of the Board 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 hand 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. Unless otherwise specified herein, all decisions shall be made by majority vote.

Section 9. ACTION WITHOUT MEE'TING. 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 a majority of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after action so taken, or if approved at the next regular meeting of the Board.

Section 10. MINUTES. The Secretary shall keep and maintain regular minutes of the proceedings of the Board of Directors.

Section 11. QUORUM . A quorum for any meeting shall consist of four (4) members of the Board present at any duly called meeting.

Section 12. AUDIT. The Board, in its discretion, may provide for audits of the Association's financial records.

Section 13. FISCAL YEAR. The Association's fiscal year shall be July 1 through June 30.

**ARTICLE IV**

**Officers**

Section 1. The Association's officers shall be a President, Vice‑President, Secretary and Treasurer, and shall be the same officers as those of the Sixteenth Judicial District Bar.

Section 2. DUTIES OF THE PRESIDEN'T. The President shall be the Association's chief executive officer and subject to the control of the Board of Directors, shall supervise and control the Association's management in accordance with these bylaws. He/she shall, when *present,* preside at all meetings of the membership, and of the Board of Directors. He/she shall sign with *any* other proper officer any deeds mortgages, bonds, contracts or other instruments which lawfully may be executed oil the Association's behalf except where required or permitted 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, lie/she 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 VICE‑PRESIDENT. The Vice‑President shall exercise the powers of the President during that officer's absence or inability to act. The Vice‑President shall have such other powers and perform such other duties as may be assigned to him/her by the Board of Directors.

Section 5. 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. He/she shall send notices to all members of the Association membership. He/she shall send 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. He/she shall provide such reports on membership as may be required by the President or the Board. In general, he/she 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 to him/her from time to time by the Board of Directors.

Section 6. DUTIES OF THE TREASURER. The Treasurer shall have and maintain supervision over the Association's funds, receipts and disbursements and shall maintain full and accurate records thereof. During the month of July of each year, the Treasurer shall forward to each member a notice of dues advising that the dues are payable on or before the 15th day of the following August, and shall, if payment is not received by September 1 the membership will be canceled. He/she shall collect all dues and other moneys for and on the Association's behalf. He/she shall provide such financial records within his/her custody between July 1 and July 15 of the year in which his/her term expires.

Section 7. OTHER DUTIES OF OFFICERS. By action of the Board, other duties may be imposed upon any officer.

**ARTICLE V**

**Election of Directors and Officers**

Section 1. The Officers and Board of Directors of the Association shall be the Same as the Board of Directors of the Sixteenth Judicial District Bar in addition to the Chair of the Association’s Young Lawyers Division and shall be elected by the procedure set out in the Bylaws of the Sixteenth Judicial District Bar.

## ARTICLE VI

**Meetings ‑ Membership**

Section 1. REGULAR MEETINGS. The Association's membership shall meet annually in June of each year on such date and at such place as shall be designated by the Board.

Section 2. SPECIAL MEETINGS. Special meetings may be called at any time by the President or by the Board of Directors.

Section 3. NOTICE. Notice of any meeting of the membership shall be mailed to the address of record of each member not less than seven (7) days prior to each meeting.

Section 4. 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 5. QUORUM. A quorum shall be those present at any membership meeting for which proper notice was given.

**ARTICLE VII**

### Divisions

Section 1. FORMATION. The Board of Directors shall have the power to authorize the formation of Divisions, each of which shall consist of those Association members who fall into a similarly situated demographic, as determined by the Board of Directors. Each Division so authorized and established shall consist of all those members who fit the demographic for a particular Division and who desire to participate in the activities of that particular Division.

Section 2. FUNCTION. The members of such Divisions shall work in consultation with the officers and Board of Directors of the Association to promote and carry out the purposes of the Association as an Association of lawyers who fall within a similarly situated demographic. The members of each Division shall elect a Chair and such other officers as they may determine and may adopt rules and bylaws not inconsistent with these bylaws. Each Division may further establish such committees as best may promote the objectives of the Division and Association. The activities and organization of the Division at all times shall be subject to the supervision and approval of the Board of Directors, and any Division may be abolished at any time by the Board of Directors, in its reasonable discretion.

## ARTICLE VIII

**Committees**

Section 1. S'TANDING AND SPECIAL COMMITTEES. The President of the Association with the approval of the Board of Directors, shall have the authority to form and appoint standing or special committees to carry out the purposes of the Association.

Section 2. SCOPE OF COMMITTEES. Each committee shall have cognizance of the subjects suggested by the name of the Committee and shall make such reports as called for by the President or the Board of Directors.

#### ARTICLE IX

##### Bylaws and Amendments

Section 1. AMENDMENTS.

(a) BY THE BOARD. The Board of Directors may amend these Bylaws by a two­-thirds (2/3) vote of the Directors present and voting at any Directors' meeting (regular or special). 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 (regular or special).

(b) BY THE MEMBERSHIP. Any member may propose amendments to these Bylaws at any membership meeting (regular or special), 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 give notice of the proposed amendment to the membership, who may at any subsequent membership meeting (regular or special) adopt the same by a two‑thirds (2/3) vote of the membership there present and voting.

(c) NOTICE REQUIRED. The amendment or ratification of amendment to these Bylaws 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 bylaw amendment.

Section 2. SUPERSEDING NATURE OF BYLAWS. These Bylaws supersede and replace any and all bylaws previously adopted by this association.

*Revised December 2010 to align Bar Councilor Election process with statute.*

*Revised 2015 to adjust board count and remove Second Vice President.*

*Revised September 2017 to incorporate new YLD board seat and election process, replacement of VII Sections with Divisions.*