

**BYLAWS
OF
THE GREENSBORO BAR ASSOCIATION, INC.**

ARTICLE I: Members

Section 1. Membership.

- (a) **Classes.** There shall be three classes of membership in the corporation (i) Regular Members, (ii) Sustaining Members and (iii) Law Student Members.
- (b) **Regular Members.** Any person (i) who is licensed to practice law before the highest court of any country or any state or territory of the United States or the District of Columbia and (ii) who resides, practices, or is employed in Guilford County, North Carolina, shall be eligible as a Regular Member.
- (c) **Sustaining Members.** A lawyer who otherwise qualifies as a Regular Member, and who supports the work of the corporation through the payment of sustaining dues as established by the Executive Board shall be eligible as a Sustaining Member. A Sustaining Member shall have the same responsibilities, rights, and privileges as a Regular Member.
- (d) **Law Student Members.** A law student who is enrolled in any regularly organized and accredited law school or law school applying for accreditation located in Guilford County or a law student who resides in Guilford County and is enrolled in any regularly organized and accredited law school shall be eligible as a Law Student Member. Law Student Members shall not be eligible to hold office in the corporation, shall not be eligible to vote in the corporation, and shall be eligible to enjoy only those privileges as shall be determined from time-to-time by the Executive Board. Once a student graduates or ceases to be in good standing at the law school, he or she shall cease to be eligible for membership of the corporation.
- (e) **Election.** A majority vote of the Executive Board shall elect to membership. A person so elected shall be declared a member upon payment of the annual dues for the first year. Persons approved for membership by December 31 shall pay the full amount of the annual dues, and persons approved for membership after December 31 shall pay a prorated amount of annual dues.

Effective this the 12th day of October, 2006.

Section 2. Fees and Dues. Annual dues shall be \$80.00 for members licensed to practice law fewer than three years and Public Service attorneys to include staff and assistant attorneys who work with the Offices of the Attorney General, City Attorney, County Attorney, District Attorney, Federal Public Defender, Legal Aid and State Public Defender, \$125.00 for members licensed to practice law three years or more, and \$160.00 for voluntary sustaining members. Annual dues shall be payable on the first day of the fiscal year, which shall be June 1. The treasurer shall notify members three months in arrears, and those whose dues are not paid within thirty days thereafter shall be automatically suspended for the current year, but shall be reinstated to membership upon payment of the then current annual dues and a reinstatement fee of \$25.00. Members attaining seventy years of age shall be excused from the payment of annual dues for the fiscal year immediately following the fiscal year in which such member attained seventy years of age and all subsequent years.

Section 3. Changing Dues. The annual dues may be changed from time to time by the Executive Board after notifying each member of the corporation of the meeting of the Executive Board at which the proposed change will be considered.

ARTICLE II: Officers

Section 1. Number. The officers of the corporation shall be a President, a President-Elect, an immediate Past President, a Secretary, a Treasurer, and nine Directors. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the corporation.

Section 2. Nominating Committee. No later than February 15, the President shall appoint a Nominating Committee of not fewer than three members. It shall be the duty of this committee to nominate candidates for the offices to be filled at the Annual Meeting. The Nominating Committee shall report at the regular March meeting. Before the election at the Annual Meeting, additional nominations from the floor shall be permitted.

Section 3. Election. The President-Elect, Secretary, and Treasurer shall be elected by ballot to serve for one year or until their successors are elected, and their term of office shall begin with the fiscal year. Directors shall be elected by ballot to serve for three year staggered terms (so that three Directors are elected at each Annual Meeting) or until their successors are elected, and their term of office shall begin with the fiscal year. If only one person is nominated for an office, the President can declare that the nominee is elected by acclamation.

Section 4. Vacancies. Any vacancy in any office or position of the Executive Board other than President or President-Elect shall be filled by appointment of the Executive Board for the unexpired term. In case of a vacancy in the office of President, the President-Elect shall serve as President for the duration of such vacancy and then serve the term for which elected, and in case of a vacancy in the office of the President-

Elect, a meeting of the corporation shall be held to fill said vacancy for the unexpired term.

ARTICLE III: Meetings

Section 1. Monthly Meetings. The regular meetings of the corporation shall be held on the third Thursday of each month from September through May unless otherwise ordered by the President or the Executive Board. All meetings shall be held at such place and at such hour as may be designated by the President or the Executive Board.

Section 2. Annual Meeting. The regular meeting on the third Thursday of April shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Notice of Meetings. No notice of the Annual Meeting or regular monthly meetings shall be required, but the President, Executive Board, or the Secretary may cause such notice to be given as may be deemed appropriate.

Section 4. Special Meetings. Special meetings may be called by the President or the Executive Board and shall be called upon the written request of twenty members of the corporation. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven days' notice shall be given.

Section 5. Quorum. Fifty members of the corporation shall constitute a quorum.

ARTICLE IV: Executive Board

Section 1. Composition. The officers of the corporation, including the Directors, shall constitute the Executive Board. The President of the Young Lawyers Division of the corporation shall be an ex-officio member of the Executive Board.

Section 2. Duties. The Executive Board shall have general supervision of the corporation, fix the hour and place of meetings, make recommendations to the corporation, appropriate corporation funds for ordinary expenses, and shall perform such other duties as are specified in these Bylaws.

Section 3. Meetings. The Executive Board shall establish a regular schedule for its meetings, and such meetings may be held without notice. Special meetings of the Executive Board may be called by the President and shall be called upon the written request of three members of the Executive Board. Except in cases of emergency, at least seven days' notice of any special meeting shall be given.

Section 4. Quorum. Six members of the Executive Board shall constitute a quorum.

Section 5. Action Without Meeting. Action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if the action is taken by all members of the Executive Board. The action must be evidenced by one or more unrevoked written consents signed by each member of the Executive Board before or after such action, describing the action taken, and included in the minutes or filed with the records of the Association. Such written consents may be in electronic form and delivered by electronic means.

[effective February 18, 2010]

ARTICLE V: Sections

Section 1. Organization. The Executive Board may authorize the organization, division, combination, or dissolution of sections.

Section 2. Sections Governance. Each section authorized by the Executive Board shall have general supervision of its affairs, the power to fix its own time and place of meeting, to establish or increase any dues with approval of the Executive Board, and to adopt rules for its own government and course of action, including the election of officers and the appointment of such committees as it may deem advisable, not inconsistent with the Charter of the corporation and these Bylaws. Each section shall designate a Chairman and a Treasurer, each of whom shall serve a one-year term which coincides with the term of office of officers of the corporation.

Section 3. Scope of Authority. All activities of sections shall be subject to the control of the Executive Board and conducted in accordance with such policies, rules, and regulations as may be promulgated by the Executive Board.

Section 4. Actions. No action, report, resolution or recommendation of any section shall be published or presented as the action or position of the corporation unless specifically approved by the Executive Board.

Section 5. Ex-Officio Members. The President and President-Elect of the corporation shall be ex-officio members of all sections.

ARTICLE VI: Committees

Appointment. Such committees shall be appointed by the President as the corporation or the Executive Board shall from time to time deem necessary to carry on the work of the corporation. The chairpersons of committees shall be invited to attend meetings of the Executive Board and advise the Executive Board as the need arises. The President shall be ex-officio a member of all committees except the Nominating Committee.

ARTICLE VII: Parliamentary Authority

Section 1. Rules. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt.

Section 2. Prohibited Activities. No member, officer, director, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, and the regulations thereunder, as now existing or as hereafter in effect.

ARTICLE VIII: Amendment of Bylaws

Amendment. These Bylaws may be amended at any regular or special meeting of the corporation by a majority vote, provided that the amendment has been approved by the Executive Board.

AS ADOPTED 04/2004
AS AMENDED 10/2006
AS AMENDED 10/2007
AS AMENDED 02/2010