

**BYLAWS  
OF THE  
NORTH CAROLINA ASSOCIATION OF DEFENSE ATTORNEYS**

**ARTICLE I  
Name**

The official name of this organization shall be “North Carolina Association of Defense Attorneys.”

**ARTICLE II  
Purpose**

The purposes of this Association shall be to bring together by association, communication, and organization the attorneys licensed by the State of North Carolina and paralegals who devote a substantial amount of their professional time to the handling of litigation, and who primarily defend the interests of individuals, governments, and/or businesses in such litigation; to provide for the creation, procurement, and exchanges of information, ideas, techniques, and materials that would tend to enhance the knowledge, , professional abilities, skills, and efficiency of those attorneys and paralegals; to promote and carry out seminars, institutes, courses and other programs of continuing legal education; to support and work for the improvement of the adversary system of jurisprudence; to promote improvements in the administration of justice, high ethical standards and high standards of professional conduct; to work for the elimination of court congestion and delays in civil litigation, and for more and better service by the legal profession to clients and the citizens of North Carolina; and to work with and cooperate with other groups and organizations to accomplish the foregoing purposes.

**ARTICLE III  
Membership**

**Section 1.** In general. This Association shall be the sole judge of the qualifications of a prospective member for membership in this Association, as well as of the continuing qualifications of its individual members.

**Section 2.** Eligibility for Membership. To be eligible (1) for election to membership in this Association, and (2) to continue to hold membership herein, a lawyer (a) must be a member in good standing of the North Carolina State Bar; or employed exclusively by a corporate or other private sector organization for the purpose of providing legal representation and counsel to that corporation, its affiliates and subsidiaries; (b) must be in practice an engaged in litigation, or supervision of litigation, primarily for the defense, government and /or business, including trial, pre-trial, discovery and preparation, or participation or assistance at trial; (c) must be engaged in the private practice of law or engaged as legal counsel for government, and/or business or industry; and (d) must have manifested a genuine interest in, or sympathy with, the purposes of this Association as expressed in Article II hereof.

Paralegals are eligible for membership in the Association. To be eligible, a paralegal must work under the supervision of a lawyer member of the Association.

Law Students are eligible for membership. A law student enrolled and in good standing in any regularly organized and accredited or provisionally accredited law school may apply for law student membership in the Association. Law Student Members of the Association shall not be eligible to (1) hold office in the Association or membership on the Board, (2) participate as a voting member of the Association, or (3) participate to the extent as otherwise may be limited or designated by the Board from time-to-time, but shall otherwise have the same responsibilities, rights, and privileges as a Regular Member. Law Student Members may be eligible for one year free membership upon graduation if they meet the criteria for membership outlined above. Once a student graduates or ceases to be in good standing (for whatever reason) at the law school, they shall cease immediately to be a Law Student Member of the Association without further action necessary.

**Section 3.** Nominations for Membership. Any two lawyer members of this Association may nominate any eligible lawyer for membership. A paralegal may be nominated for membership by a lawyer member of this Association who supervises the paralegal. Law Student membership does not require a member nomination.

Applications for membership are presented for approval to the Executive Committee and/or the Board of Directors. The Board of Directors shall vote upon such nomination. If there shall be a favorable vote of two-thirds of those present and voting, the President shall extend promptly to the nominee an invitation to membership in this Association.

**Section 4.** Acceptance and Vesting of Membership. Upon the nominee's acceptance of such invitation to membership, and the Association's receipt of the annual dues (for one year), such nominee shall be vested with all the rights, privileges and prerogatives of membership in this Association. The nominee's acceptance of membership shall be deemed an acknowledgement of the purposes of this Association and intent to comply with all of the provisions of these Bylaws.

**Section 5.** Continuation of Eligibility for Membership. In the event, because of a change in type of practice or business connections, or for any other reason, a member's eligibility under these Bylaws for membership shall become questionable or cease to exist, such member shall, within a reasonable time, notify the Board of Directors with respect thereto, whereupon the Board of Directors shall determine whether such person shall be eligible for continued membership in the Association.

**Section 6.** Senior Membership. Attorneys or paralegals who have been regular members of the Association for at least fifteen (15) years shall upon reaching the age of 67, be eligible to become a Senior member of the Association at a reduced membership fee to be determined on an annual bases in the discretion of the Board of Directors.

**Section 7.** Honorary Membership. Upon its own motion, or upon the suggestion of any member of the Association, the Board of Directors in its discretion may from time to time elect members to Honorary Membership in recognition of services over time to the Association. Honorary Member status shall relieve such members of the obligation to pay annual dues.

#### **ARTICLE IV**

##### **Suspension and Termination of Membership**

**Section 1.** For Non-Payment of Dues or Assessments.

(a) Any member who shall be in default in payment of annual dues, assessments, or other sums due to the Association for a period of six (6) months after the same shall become due and payable shall be suspended automatically from membership. During the period of suspension, a suspended member shall not be permitted to hold any office in this Association, to attend any meetings, or to exercise any of the privileges of membership. Payment by a suspended member of dues prior to the expiration of twelve (12) months after such dues shall have become due and payable shall automatically restore the suspended member to full membership and to all of the rights, privileges and prerogatives thereof.

(b) Any member who shall be in default in payment of any sums due the Association for a period of twelve (12) months after the same shall become due and payable shall be dropped from the membership roll. A member may remain a member in good standing upon payment of previous unpaid year and current year dues within six (6) months of removal from membership rolls. A member who has been dropped from the membership roll may be reinstated upon re-application of membership, approval by the Board of Directors and the payment of annual dues.

**Section 2.** For Other Causes.

(a) Whenever in the judgment of the Board of Directors a member shall cease to possess the eligibility qualifications set forth in Article III hereof, the Board of Directors, by a vote of a majority of the Board, may terminate and cancel that person's membership; whereupon said member shall be notified of such termination and cancellation in writing, and may within ten (10) days after receipt of such notice request a hearing before the Board of Directors under circumstances and in the manner provide in Section (b) of this Section 2.

(b) The Board of Directors may, after a hearing, suspend or expel any member for unethical, unprofessional or immoral conduct or for any action or conduct inconsistent with, or inimical or injurious to, the purposes of this Association; provided, however, that a copy of the charges made against the member together with written notice of the time and place of hearing thereon by the Board of Directors, shall have been served upon the accused at least fifteen (15) days prior to said hearing; and, provided, further, that the accused member shall have full opportunity to be heard in the member's own defense before the Board. A majority vote of the Board of Directors shall be required for suspension, and a two-thirds vote shall be required for expulsion. A member suspended shall be automatically reinstated at the expiration of the period of suspension. A member expelled may petition for readmission after the lapse of one (1) year following expulsion and, upon vote of the Directors and the payment of just dues, be, by the Board of Directors readmitted to membership. A member suspended or disbarred by order of the North Carolina State Bar shall automatically be expelled from this organization and may be reinstated only upon application to and approval by the Board of Directors.

**Article V.**  
**Dues, Fees and Assessments**

**Section 1.** Every member, at the time of admission to membership, shall pay the annual dues for the fiscal year for which the member is admitted.

**Section 2.** The annual dues shall be \$35.00 for the first year of this Association's life and thereafter shall be such amount as shall be reviewed and fixed annually by the Board of Directors and shall become due and payable on or before the first day of January.

**Section 3.** The Board of Directors shall have authority to levy such assessments from time to time as shall be necessary to meet unusual expenditures or to finance a special project or program in furtherance of the purposes of this Association; provided, however, that any such proposed assessment may be nullified by a majority vote of the members of this Association present and voting at a meeting called for such purpose and held within thirty (30) days after notice of such proposed assessment shall have been given by the Board to the members, and provided further that the total assessment during any fiscal year may in no event exceed a sum equal to the annual dues for such fiscal year. Any assessment shall be due and payable ten (10) days after notice thereof is mailed by the Association.

**Section 4.** The fiscal year of this Association shall commence on January 1 and end on December 31.

**Article VI**  
**Meetings of Members**  
**Election of Officers and Directors**

**Section 1.** Annual Meeting. The Annual Meeting of this Association shall be held at such time and place as may be selected each year by the Board of Directors. Written notice of the Annual Meeting and of the time and place thereof shall be mailed via U.S. Mail and/or other electronic communication to the members at least thirty (30) days in advance of such Annual Meeting.

The President, either before or at the opening session of the Annual Meeting, shall appoint a nominating committee consisting of not less than three (3) members, whose duties shall be the recommending and reporting to the membership of candidates to be elected at such meeting as the Officers of the association for the coming year and to fill vacancies on the Board of Directors.

A majority vote of the members present and voting shall be necessary to elect each Officer and Director, which election, except for the first election, shall be held at the Annual Meeting. The first election shall be held at the meeting at which these Bylaws are adopted in general session by the charter members of the Association.

**Section 2.** Special Meetings. Special Meetings of the members may be called by the President, the Executive Committee or the Board of Directors whenever it is deemed necessary or advisable; and whenever there is delivered to the President or the Secretary a written request for a Special Meeting signed by fifteen (15) members of this Association, it shall be the duty of the President, or, in the case of the President's absence, disability or refusal to act, the duty of the President-Elect, to call a Special Meeting. Written notice of the calling of a Special Meeting shall in every case be given to the members by the Secretary or other officer at least thirty (30) days in advance of the holding thereof. Such notice shall state the object of the Special Meeting and the time and place at which the same shall be held, and no business except that stated in the notice shall be transacted thereat.

**Section 3.** Fifteen (15) members shall constitute a quorum at any Annual or Special Meeting of this Association. A majority of the members present and voting shall be necessary for the adoption of any matter voted upon at such meeting.

**ARTICLE VII**  
**Board of Directors**

**Section 1.** There shall be a Board of Directors which shall consist of fifteen (15) members in good standing, who shall be elected by the Association at the Annual Meeting for alternating terms of three (3) years each, except that initially three (3) Directors shall be elected for one (1) year and three (3) Directors shall be elected for two (2) years, and upon expiration of said initial respective terms of one (1) and two (2) years, their successors shall thereafter be elected for terms of three (3) years. Vacancies on the Board shall be filled by appointment by the Board of Directors to serve the unexpired term or until successor is elected at the next Annual Meeting of the Association for the unexpired term. Each Director shall assume office immediately after the adjournment of the Annual Meeting of the Association at which the Director is elected.

The President, the President-Elect, the Immediate Past President, the Executive Vice President, the Secretary and the Treasurer shall be members of the Board of Directors, and each of said Officers shall be entitled to vote with the Board of Directors at all regular and special meetings thereof.

Serving as ex-officio members of the Board of Directors will be the North Carolina State Representative to DRI, the Chair of the NCADA's Young Lawyer's Committee, Chair of the NC Defense Fund, and, a past president of the NCADA having served a term more than five (5) years prior to the current year. Ex-officio members of the Board will serve a one-year term or as otherwise directed by the Board of Directors.

**Section 2.** The Board of Directors shall be the Executive Board of this Association and shall have general supervision, management and control of the provisions of other sections of these Bylaws. The Board shall determine its own rules of procedure. Eight (8) members of the board, including ex-officio members as listed above with the voting privileges, qualified to vote shall constitute a quorum for the transaction of business at a meeting of the Board.

**Section 3.** Regular meetings of the Board shall be held at such times as the Board by resolution shall determine.

Special meetings of the Board may be held from time to time whenever called by the President or any six (6) Directors. Notice of the calling of a special meeting of the Board shall in every case be given by an oral or written announcement thereof at the last regular meeting of the Board preceding the holding of the special meeting so called or by written communication by the Secretary to each member of the Board at least five (5) days in advance of the holding of such meeting.

The Board of Directors is authorized to meet by electronic communication media and to take appropriate action so long as reasonable notice is provided to all members.

The authority of the Board of Directors shall extend to, and include, the following powers and authority:

- (a) To fix the annual dues of the members.
- (b) To levy special assessments on the members to provide for unusual expenditures or to finance a special project or program in furtherance of the purposes of this Association, but any

such levy shall be subject to vote of the members of this Association as provided in Section 3 of Article V hereof.

(c) To appoint officers to fill any vacancies which may occur in any elective office or in the Board of Directors, and any officer or Director so appointed to fill such vacancy shall serve until the end of the unexpired term of such office.

(d) To hire and Executive Director and to fix the duties and compensation. The Executive Director shall manage and direct all activities of the Association subject to the policies of the Board and through the direction of the President. The Executive Director shall employ and terminate the employment of members of the staff necessary to carry on the work of the Association. The Executive Director shall define the duties of the staff, supervise their performance and delegate those duties as shall be in the best interest of NCADA. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee and the Board.

(e) In the intervals between Board meetings and meetings of this Association to do all acts and perform all functions which this Association itself might do or perform, except that the Board shall have no power to amend these Bylaws.

**Section 4.** The President shall be Chair of the Board. In the President's absence, the President-Elect, in the absence of both, the Immediate Past President, and in the absence of all three, a member of the Board selected by the Board, shall act as such Chair.

**Section 5.** Each Director shall serve without compensation, but by action of the Board of Directors, may be reimbursed for the actual and necessary expenses incurred while engaged in the business of this Association.

**Section 6.** There shall be an Executive Committee which shall consist of the President, President-Elect, Immediate Past President, Executive Vice President, Secretary, Treasurer. The Executive Committee shall have and exercise such powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors as may be delegated to it by resolution of the Board.

## **ARTICLE VIII Officers and Their Duties**

Section 1. The officers of this Association shall be a President, President-Elect, Executive Vice President, a Secretary, and a Treasurer. The same person may, in the discretion of the Board of Directors, hold the offices of Secretary and Treasurer.

Section 2. Officers shall serve without compensation, but, by action of the Board of Directors may be reimbursed for their actual and necessary expenses incurred while engaged in the business of this Association.

Section 3. Officers shall be elected by this Association at its Annual Meeting, shall take office at the conclusion of such meeting and shall serve for a term of one (1) year and until their successors are elected and installed.

**Section 4.** The duties shall be as follows:

**President.** The President shall preside at all meetings of this Association and of the Board of Directors. The President shall be the chief executive officer of this Association and shall exercise such executive and appointive powers as the Bylaws, parliamentary usage and custom dictate or as may be imposed by the Board of Directors. The President shall be an ex officio member of all committees. The President may not succeed him/herself.

**President-Elect.** The President-Elect shall assume the duties of the President upon request or when absent, and shall succeed to the office of President upon the completion of the President's term of office, resignation, inability or refusal to act, death of the President, or disqualification of the President to serve for any reason. The President-Elect shall be an ex officio member of all Committees without the right to vote.

**Executive Vice President.** The Executive Vice President shall be a voting member of the Board of Directors, shall serve on the Executive Committee and shall succeed to the office of President-Elect upon the completion of the term of the President-Elect. The Executive Vice President shall further exercise such duties and responsibilities as are assigned to the office from time to time in the discretion of the board of Directors or officers of the Association.

**Secretary.** The Secretary shall keep minutes of all the proceedings of the members and the Board of Directors, and shall maintain a record of the names and addresses of the members of this Association. The Secretary shall prepare and send to the members of this Association notices of any and all special meetings of this Association and such other notices as may be required by these Bylaws or as may be directed by the Association, President or the Board of Directors. This officer shall perform all the duties ordinarily required of, or customarily performed by the Secretary, and such other duties as the President of the Board of Directors may direct.

**Treasurer.** The Treasurer shall collect and receive all fees, dues and assessments from the members of this Association, and all monies due and payable to this Association from any source. The Treasurer shall make disbursement of any monies and funds in possession or control only in accordance with orders of the Board of Directors. The Treasurer shall make and preserve proper books of account and keep an accurate account of the finances of this Association, including a detailed record of all receipts and disbursement. At the request of the President or the Board of Directors, the books of account shall be surrendered for examination by the President or the Board of Directors for auditing by an auditor selected by the Board.

Each of the officers of this Association shall perform such other duties as may be prescribed from time to time by resolution of the Board of Directors.

**ARTICLE IX**  
**Amendments**

These Bylaws may be amended at any Annual or Special Meeting of this Association at which there is a quorum by a two-thirds vote of the members present and voting; provided, however, that a copy of such proposed amendment has been submitted in writing to the Secretary, who shall present the same

to the Board of Directors for its consideration and recommendations prior to the session of the meeting at which the proposed changes is to be voted upon by the membership.

## **Article X Conduct of Meetings**

Conduct of all meetings shall be governed by the provisions of Robert's Rules of Order to the extent that they are not inconsistent with these Bylaws.

## **Article XI Practice Groups**

**Section 1.** Purpose. The Association may in the discretion of its Board of Directors have practice groups for substantive areas of law practiced by its membership. The purposes of these practice groups are to advance the stated purposed of the Association and to encourage participation by its members in the activities of the Association. Each of these practice groups is responsible, within the area of law and practice indicated by its name, for monitoring developments, seeking ways and means of improving law or procedure, and cooperating with the continuing legal education programs of the Association, and other appropriate projects and groups in furthering the knowledge and skills of the defense bar in that area of practice and in furthering the interests of the Association as a whole.

**Section 2.** Membership. Membership in Association practice groups is limited to the members of the Association, and fall under the membership guidelines as outlined in Article III of these Bylaws; provided, however, subject to approval of the Board of Directors, the practice groups may imposed reasonable requirements for membership necessary for inclusion of members who have active practices in the area of substantive law which is the focus of the group.

**Section 3.** Dues, Fees and Assessments. Shall be governed by Article V, Section 3 of these Bylaws.

**Section 4.** Governance. Practice Groups shall be governed by an executive committee or council as set out by the committee structure as approved by the Board of Directors. There shall be a chair of the executive committee or council. Rotation of leadership shall be on an annual basis to coincide with the Annual Meeting of the Association. Nominations for practice group leadership shall be submitted to the Board of Directors for review and approval with appointments made by the President. The Board of Directors may authorize the organization, division, combination or dissolution of committees.

*These Bylaws were amended and approved by the membership at the 38<sup>th</sup> Annual Meeting of the North Carolina Association of Defense Attorneys on Saturday, June 13, 2015.*