

**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 whose representation in such cases is primarily for the defense, government and/or business; 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 trial 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 to the citizens of North Carolina; and to work with and cooperate with other groups and organizations to accomplish the foregoing purposes.

Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE III**

**Membership**

**Section 1.** In General. This association shall be the sole judge of the qualification 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; (b) must be in practice and 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, 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 and must be certified by the North Carolina State Bar Board of Paralegal Certification.

**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. Nominators shall submit the name and qualifications of each nominee in writing to the Secretary, who shall promptly refer such nomination to the Membership Committee for investigation and report. The Membership Committee shall inquire into the character and the professional standing and qualifications of the nominee and shall report its findings and recommendations as soon as practicable to the Secretary. Following the filing of the Membership Committee's report and recommendations with the Secretary, 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 payment of the required initiation fee and 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 acknowledgment by him of his assent to the purposes of this association and of his intended compliance 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 ten (10) years shall, upon reaching the age of 62 be eligible to elect membership as a Senior member of the association at a reduced membership fee to be determined on an annual basis in the discretion of the Board of Directors.

**Section 7.** Life 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 Life Membership in recognition of services over time to the Association. Life 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 his 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 his 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 whose membership has been so canceled shall not be entitled to restoration to membership by the mere payment of delinquent and current dues. He may become a member again only upon invitation of the Board of Directors and the payment of the initiation fee and annual dues required by all new members.

**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 his 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 the circumstances and in the manner provided 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 him, 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 his own defense before said 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 his suspension. A member expelled may petition for readmission after the lapse of one (1) year following his expulsion and, upon vote of the Directors and the payment of the required initiation fee and just dues, be, by the Board of Directors readmitted to membership.

## **ARTICLE V**

### **Dues, Fees and Assessments**

**Section 1.** Every member, at the time of his admission to membership, shall pay an initiation fee of \$25.00 and the annual dues for the fiscal year for which he is admitted to membership.

**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 fixed by the Board of Directors at each Annual Meeting of the Board, 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 by the Secretary 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 he or it deems the same 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 his 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 Directors shall be elected for one year and three Directors shall be elected for two years, and upon expiration of said initial respective terms of one and two years, their successors shall thereafter be elected for terms of three years. Vacancies on the Board shall be filled by appointment by the Board of Directors to serve the unexpired term or until a successor is elected at the next Annual Meeting of the association for the unexpired term. Each Director shall assume his office immediately after the adjournment of the Annual Meeting of the association at which he 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 the Defense Research Institute, the Chair of the NCADA's Young Lawyer's Committee, 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 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 notice mailed by the Secretary to each member of the Board at least five (5) days in advance of the holding of such meeting.

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

- (a) To fix the annual dues of 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 an such vacancy shall serve until the end of the unexpired term of such office.
- (d) To hire an Executive Secretary or such other employee or employees as the Board deems necessary to conduct the work of this association, none of whom need be members of this association, and to fix the duties and compensation of any such persons.

- (e) In the interval between 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 Chairman of the Board. In his 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 Chairman.

**Section 5.** Each Director shall serve without compensation, but by action of the Board of Directors, may be reimbursed for his 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 of the 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. He 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. He shall be an ex officio member of all committees. He may not succeed himself.

**President Elect.** The President Elect shall assume the duties of the President upon his request or when absent, and shall succeed to the office of President upon the completion of his term of office, resignation, inability or refusal to act, death of the President, or disqualification of the President to serve for any reason. He 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 Board of Directors, and shall maintain a record of the names and addresses of the members of this association. He 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, its President or the Board of Directors. He shall perform all the duties ordinarily required of, or customarily performed by, a Secretary, and such other duties as the President or 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. He shall make disbursement of any monies and funds in his possession or control only in accordance with orders of the Board of Directors. He 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 disbursements. At the request of the President or the Board of Directors, he shall surrender his books of account for examination by the President or the Board of 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 change is to be voted upon by the membership.

## **ARTICLE X Conduct of Meetings**

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

## **Article XI Substantive Committees**

**Section 1.** Purpose. The Association may in the discretion of its Board of Directors have committees for substantive areas of law practiced by its membership. The purposes of the committees are to advance the stated purposes of the Association and to encourage participation by its members in the activities of the Association. Each of these committees 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. Each committee shall meet certain Minimum Standards as set out by these Bylaws.

**Section 2.** Membership. Membership in the substantive committees of the Association 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 substantive law committees may impose 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 committee.

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

**Section 4.** Governance. Substantive committees 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 chairman of the executive committee. Each committee shall identify a mission statement and may set out rules for its own governance as it may deem necessary, remaining consistent with the Bylaws of the Association. Rotation of leadership shall be on an annual basis to coincide with the Annual Meeting of the Association. Nominations for committee or section leadership shall be submitted to the Board of Directors for review and approval with appointments made by the President. Programs and meetings other than those set out in the

Minimum Standards are subject to approval of the Board of Directors. The Board of Directors may authorize the organization, division, combination or dissolution of committees.

**Section 5.** Minimum Standards. Each committee is required to meet, at minimum, the standards as set out below:

- a. Produce at least one article and comment of current activity in each quarterly issue of *The Defender*, the publication of the Association. Articles to the web site may also be submitted at the discretion of the committee or section.
- b. Actively assist the Association new member recruitment and member retention endeavors. Actively assist in the tracking and sharing of pertinent legislative and other activities relevant to the practice areas within the committee or section's membership and the Association's membership.
- c. Assist in the planning and implementation in practice area specific topics at the annual spring and/or fall programs of the Association. These topical segments may be limited to one-half to one-hour segments in the general program or as a breakout, and/or a half-day (three to four hour) segment in conjunction with the Annual Meeting and/or the Fall Seminar not to interfere with the traditional purposes of either seminar.
- d. Plenary and informational committee meetings may be held as deemed necessary by the executive committee of the committee or section. Meeting minutes and records shall be kept at all meetings of the executive committee and the full committee. Contact the Association's Executive Director to schedule all meetings and programs. Copy the Association's Executive Director on any relevant correspondence in connection with the committee or section.
- e. Each committee shall submit an informational report to the Board of Directors on current activities. At minimum an activity report shall be submitted to the Board of Directors at its regular scheduled meetings on the Thursday prior to the start of the Annual Meeting and on the Thursday prior to the annual Fall Seminar. Each committee or section chair shall report to the President of the Association.

**Section 6.** Activities of the committees shall be subject to approval by the Board of Directors of the Association. The Board of Directors at its discretion may impose additional standards and requirements from the Committees.

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**Article XII**  
**Governance of Standing & Substantive Committees**

**Section 1.** Purpose. To advance the purposes of the Association and encourage participation in the activities of the Association, the Board of Governors may authorize the organization, division, combination, or dissolution of divisions. All activities of any division shall be subject to the control of the Board of Directors and conducted in accordance with any policies, rules, and regulations that may be promulgated by the Board from time to time. Each of these divisions is responsible for monitoring the work of any committee under its supervision and should, among other things, communicate to each of those committees about the work the others are doing and communicate to the Board about the work of each committee. Each of these divisions is responsible, within the area responsibility indicated by its name, for monitoring developments, seeking ways and means of assisting each committee under its supervision with any project, and taking other appropriate actions furthering the interests of the Association as a whole.

**Section 2.** Supervision. The following divisions shall be standing divisions and shall be responsible for supervising the committees assigned to them. The committees assigned to each division shall be pursuant to the direction of the Board of Directors. The standing divisions are identified below with the committees that shall initially be placed under their supervision:

**CLE DIVISION**

CLE Committee, Commercial Litigation Committee, Construction Law Committee, Corporate/InHouse Counsel Committee, Employment Law Committee, General Insurance Committee, Government Law Committee, Medical Malpractice Committee, Product Liability Committee, Workers' Compensation Committee.

**GOVERNANCE/INTERNAL DIVISION**

Awards Committee, Finance Committee, Long Range Planning Committee, Nominations Committee, Regional Meetings Committee, Communications Committee, Young Lawyers Committee.

**MEMBERSHIP DIVISION**

Amicus Committee, Ethics Committee, Legislative Committee, Membership Committee.

**PUBLIC/CLIENT CONTACT DIVISION**

Development & Public Relations Committee, Judicial Committee.

## PARALEGAL DIVISION

Paralegal Committee.

**Section 3. Governance.** Divisions shall be governed by a chair. Division chairs shall be appointed by the President and shall be members of the Association's Board of Directors. The chair shall take office at the conclusion of the Association's Annual Meeting and shall serve for a term of one (1) year and until his successor is appointed and installed.

**Section 4. Activities and Standards.** Activities of the divisions shall be subject to approval by the Board of Directors of the Association. The Board of Directors at its discretion may impose additional standards and requirements for the divisions.

Revised: April, 1996      Amendment: Article III, Section 2 (c) ( membership eligibility from 2 years of practice to include newly licensed)

Article III, Section 6 (delete associate membership; create senior member status)  
Article VII, Section 1, ¶2 (create position of Executive Vice President)  
Article VII, Section 6 (redefines Executive Committee)

Article VIII, Section 1 (redefines officers of Association)  
Article VIII, Section 4 (defines responsibilities of Executive Vice President)

Revised: April, 2000      Amendment: Article XI (new article to govern substantive committees of the Association)

Revised: April 2002 Amendment: Article III, Section 2 (c) (expand member practice eligibility)

Revised: June, 2003 Amendment: Article VII, Section 1 (expand number of Directors)  
Article VII, Section 1 (redefine ex-officio members of the Board)  
Article VII, Section 2 (increase Quorum to reflect § 1 changes)  
Article VII, Section 3 (increase number of Directors to call special meeting)  
Article VII, Section 6 (redefine Executive Committee)  
Article XII (new article outlining governance structure for committees)

Revised: June 2007 Amendment: Article II, (add paralegals and representation of government and business)  
Article III, Section 2, (add paralegals and representation of government and business)  
Article III, Section 3 (add provisions for nominating paralegals for membership)  
Article III, Section 6 (add paralegals to eligibility for senior membership)  
Article XII, Section 2 (create paralegal division to supervise paralegal committee)