

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

**ARTICLE I  
Offices**

The principal office of the corporation shall be located in Greensboro, North Carolina, at such place as the Board of Directors shall determine from time to time. The Corporation may also have offices, and may carry on its activities, at such other places within or without the State of North Carolina as the board of Directors may from time to time determine.

**ARTICLE II  
Members**

Section 1 – Members

The Members of the Corporation shall be the persons who from time to time are the officers and the members of the Executive Board of the Greensboro Bar Association, Inc. Any person who ceases to be a member of the Executive Board of the Greensboro Bar Association shall cease to be a member of this Corporation.

Section 2 – Voting

Each member shall be entitled to one vote on each matter submitted to a vote of the members. A member may vote in person or by proxy executed in writing by such member or by his duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution.

Section 3 – Transfer of Membership

Membership in this Corporation is not transferable or assignable.

**ARTICLE III  
Meeting of Members**

Section 1 – Annual Meeting

An annual meeting of the members shall be held each year immediately following the adjournment of the April meeting of the Executive Board of the Greensboro Bar Association, Inc. for the purpose of transacting such business as may come before the meeting.

Section 2 – Special Meetings

Special meetings of the members may be called by the President, the Secretary, the Board of Directors, or three or more of the members.

Section 3 – Place of Meeting

The Board of Directors may from time to time designate any place, either within or without the State of North Carolina, as the place of meeting for any annual or special meeting of members.

#### Section 4 – Notice of Meetings

No notice is required for the annual meeting of the members. For a special meeting of the members, written notice of the date, time and place of the meeting shall be given not less than five days before the date of the meeting. Such notice may be given by mail, facsimile transmission, or other form of electronic communication. Notice of a special meeting shall be sent by or at the direction of the President, the Secretary, or the person calling the meeting. With respect to a notice of a special meeting, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Any meeting shall be deemed to be validly called at which all of the members are present.

#### Section 5 – Quorum

At least six (6) members must be present to constitute a quorum at any meeting of the members of the Corporation. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

#### Section 6 – Action by Members without a Meeting

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

### **ARTICLE IV**

#### **Membership of the Board of Directors**

##### Section 1 – Number of Directors

The number of directors constituting the Board of Directors shall be not less than three (3) nor more than seven (7) as may be fixed or changed from time to time, within the minimum and maximum, by the members of the Corporation.

##### Section 2 – Election

Except as provided in Article IV, Section 5, below, the directors shall be elected at the annual meeting of members. Those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected.

### Section 3 – Term of Directors

The term of every director shall expire at the next annual meeting of the members following the director's election or upon such director's death, resignation or removal. The term of a director elected to fill a vacancy expires at the next meeting of members at which directors are elected. A decrease in the number of directors does not shorten an incumbent director's term. Despite the expiration of a director's term such director shall continue to serve until a successor shall be elected and qualifies or until there is a decrease in the number of directors.

### Section 4—Removal

Any director may be removed at any time with or without cause by a vote of the members if the number of votes cast to remove such director exceeds the number of votes cast not to remove him or her. A director may not be removed by the members at a meeting unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the director. If any directors are so removed, new directors may be elected at the same meeting.

### Section 5—Vacancies

Any vacancy occurring in the Board of Directors, including without limitation a vacancy resulting from an increase in the number of directors or from the failure by the members to elect the full authorized number of directors, may be filled by the members at the annual meeting of the members or at a duly called special meeting of the members.

## **ARTICLE V** **Meetings of the Board of Directors**

### Section 1 – Annual Meetings, Special Meetings.

The Board of Directors shall hold an annual meeting immediately following the annual meeting of members. Regular meetings of the Board shall be held immediately following regular meetings of the Executive Board of the Greensboro Bar Association, Inc. Special meetings of the Board may be held from time to time on call of the President, the Secretary, or any two Directors.

### Section 2 – Notice of Meetings

No notice is required for the annual and regular meetings of the Board of Directors. For a special meeting, three days' notice must be given by mail or telephone. Nothing herein shall prevent the directors from waiving notice of any meeting.

### Section 3 – Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business.

### Section 4—Action by Board of Directors without a Meeting

Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of

Directors. The action must be evidenced by one or more unrevoked written consents signed by each member of the Board of Directors before or after such action, describing the action taken, and included in the minutes or filed with the records of the Corporation. Such written consents may be in electronic form and delivered by electronic means.

## **ARTICLE VI** **General Powers**

### **Section 1 – Powers and Authority of the Board**

The Board of Directors shall have all powers and authority vested in the Board by the Articles of Incorporation and by Chapter 55A of the General Statutes of North Carolina.

### **Section 2 – Rules and Regulations**

In carrying out its powers and authority, the Board of Directors shall have the authority to make, prescribe and enforce all necessary rules and regulations for the conduct of the affairs of the Corporation and for the control and management of its property.

## **ARTICLE VII** **Officers and Agents**

### **Section 1 – Officers of the Corporation**

The officers of the corporation shall be the President, Secretary, and Treasurer of the Greensboro Bar Association, Inc., each of whom shall hold the same position and title with the Corporation as he or she holds with the Greensboro Bar Association, Inc., and shall also include the President-Elect of the Greensboro Bar Association, who shall hold the office of Vice-President of the Corporation. The Board may elect such other officers as may be deemed necessary, including Assistant Secretaries and Assistant Treasurers. The officers of the Corporation need not be members of the Board.

### **Section 2 – Agents and Employees**

The Board of Directors may appoint one or more fiscal agents for the collection, deposit, recording, investment, and disbursement of the funds and properties of the Corporation. The Board of Directors may appoint such other agents and employees as in the judgment of the Board of Directors may be necessary to carry out the objects and purposes of the Corporation and may determine the duties and tenure of each such agent, employee, and committee.

### **Section 3 – Compensation of Directors, Officers, and Employees**

The directors of the Corporation, the President, Vice President, the Secretary, and the Treasurer shall serve without compensation from the Corporation. The Assistant Secretaries, the Assistant Treasurers, the fiscal agents, and other agents and employees

appointed pursuant to Section 2 of this Article VII may be paid such reasonable salaries or compensation for services rendered as may be agreed upon and fixed by the Board of Directors.

#### Section 4 – Committees

The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate from among its members an Executive Committee and one or more other committees, each consisting of two or more directors, and each having, to the extent provided in the resolution, all of the authority of the Board of Directors in the management of the affairs of the Corporation, except as to matters which are by law specifically excepted from the authority of such committees. Any such committee or any member thereof may be discharged by a majority of the directors present at a meeting of the Board at which a quorum is present or by informal action by the Board of Directors as permitted by law. By resolution adopted by a majority of the directors then in office, the Board of Directors may appoint such other advisory boards and committees as it may from time to time deem appropriate, each such other board or committee to consist of one or more directors and one or more persons who are not directors, to serve at the pleasure of the Board of Directors, and to have such authority and perform such functions as may be specified from time to time by the Board of Directors.

### **ARTICLE VIII** **Powers and Duties of Officers and Agents**

#### Section 1 – President

The President shall be the chief executive officer of the Corporation. He shall have general supervision of all affairs of the Corporation and shall see that all orders of the Board of Directors are carried into effect.

#### Section 2 – Vice President

The Vice President, if any, shall act for the President in the latter's absence and shall have such other powers and authority as the Board of Directors may prescribe. In the event there is more than one Vice President, the Board of Directors may rank them in such manner as it shall determine.

#### Section 3 – Secretary

The Secretary shall preserve in books of the Corporation true minutes of the proceedings of all meetings of the Board of Directors. He shall be the custodian of the Seal of the Corporation and shall attest the same when affixed by order of the Board of Directors. He shall perform such other duties as may be assigned to him by the Board of Directors or the Chairman of the Board or the President. Any of the foregoing duties may be delegated by the Secretary to an Assistant Secretary.

#### Section 4 – Treasurer

The Treasurer shall collect, receive, and hold the funds of the Corporation, and shall have custody of all securities and properties of the Corporation and shall keep in

books belonging to the Corporation full and accurate accounts of all receipts and disbursements. He shall deposit all moneys, securities, and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Corporation in such manner as may be authorized in these bylaws or by the Board of Directors, and shall render to the Board of Directors at the annual meetings of the Board, and at such other times as may be requested by the Board, the Chairman of the Board or the President, an account of all his transactions as Treasurer and of the financial condition of the Corporation. Any of the foregoing duties may be delegated by the Treasurer to an Assistant Treasurer. If the Board of Directors appoints a fiscal agent, the Board may delegate all or any part of the duties of the Treasurer to such fiscal agent.

## **ARTICLE IX** **Management of Funds**

### **Section 1 – Discretion of the Directors**

All money and properties of the Corporation shall be expendable at the discretion of the directors in accordance with the objects and purpose of the Corporation as set forth in its Articles of Incorporation.

### **Section 2 – Operating Expenses**

All necessary operating expenses of the Corporation shall be paid, upon direction of the President, out of income from the money and property of the Corporation. However, if any gift or donation is made to the Corporation for the specific purpose of defraying its operating expenses, said gift or donation may be so used.

### **Section 3 – Gifts and Grants**

In carrying out the objects and purposes of the Corporation, the Corporation may accept gifts and grants for the promotion of charitable, educational, scientific and other eleemosynary purposes.

## **ARTICLE X** **Corporate Seal**

The Seal of the Corporation shall be circular in form and shall have inscribed in the outer margin the name of the Corporation and the year of its incorporation.

## **ARTICLE XI** **Fiscal Year**

The fiscal year of the Corporation shall end on May 30 in each calendar year.

**ARTICLE XII**  
**Amendments**

Except as otherwise provided by law or the Articles of Incorporation of the Corporation, amendments to the bylaws of the Corporation may be made by the Board of Directors.

**ARTICLE XIII**  
**Indemnification**

The Corporation shall indemnify any director or former director of the Corporation, any officer or former officer of the Corporation who is not, or was not at the time he was an officer, an employee of the Corporation or the Greensboro Bar Association, Inc., and any person requested by the Corporation to serve on any committee established by the Board of Directors of the Corporation, against all liabilities and reasonable litigation expenses, including attorneys' fees, incurred by him in connection with any action, suit or proceeding in which he has been made and threatened to be made a party by reason of being or having been such director, officer, or agent, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. This indemnification shall be in addition to any other indemnification to which any such person is entitled by law. Expenses incurred by any person indemnified under this Section in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the Corporation pursuant to this Section or otherwise.

**ARTICLE XIV**  
**Exempt Activities**

Notwithstanding any other provision of these bylaws, no director, officer, employee, agent or other representative of the 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)(3) of the Internal Revenue Code 1986, as now or hereafter amended, and Regulations thereunder, as they now exist and may hereafter be amended.

AS ADOPTED 4/2010  
AS ADOPTED 5/2010