

**GUILFORD COUNTY ASSOCIATION  
OF BLACK LAWYERS  
BY-LAWS**

**CHAPTER 1 – Membership**

Section 1. The Executive Committee may determine the annual membership fee for membership in the Association.

Section 2. The dues shall be payable January 1 through December 31.

Section 3. No person shall be qualified to exercise any right or privilege of membership so long as the membership dues are delinquent.

**CHAPTER 2 – Membership Meeting**

Section 1. Annual meeting – The Association members shall meet once a year at a time and place designated by the Executive Committee at which time members shall meet to elect officers and transact business of the Association. The annual meeting shall be held in September of each year.

Section 2. Fundraiser – The Executive Committee shall have the discretion to convene a meeting of the membership, in conjunction with a fundraiser approved by the memberships at a location selected with its discretion.

Section 3. Regular meetings – The Association shall hold its regular meetings on at least a quarterly basis.

Section 4. Special meetings – The Association shall hold special meetings as may be called by the President. The purpose of the meeting shall be stated in the call, and except in emergencies, there should be given not less than seven (7) days notice of the meeting to the membership.

**CHAPTER 3 – Voting**

A majority vote of the members, as defined by the Constitution in Article IV, at any meeting shall be sufficient to determine any election, motion, resolution or other matter of business of the Association, except motions to amend the by-laws,

**CHAPTER 4 – Committees**

Section 1. Within forty five (45) days after election to office, the President shall appoint committees as may be necessary to conduct the business of the Association.

Section 2. The Association shall have the following standing committees”

A. A Continuing Legal Education Committee, which shall be responsible for the organization and implementation of the continuing legal education activities of the Association.

B. A Social Committee, which shall be responsible for planning and implementation of social activities designed to promote fellowship and good will among the members of the Association.

C. A Bylaws Committee which shall be responsible for recommending amendments to the By-laws of the Association.

D. Nominations and Elections Committee, which shall nominate at least one member in good standing for the offices of the Association and make its report to the membership at the Annual meeting.

E. Membership Committee, which shall be responsible for recruiting new members for the Association.

F. A majority of the members present at any meeting of a committee shall constitute a quorum. All standing committees shall meet at least once a year and at such other times and places as the Chairman deems necessary. Any standing committee may act by poll of its members on the condition that a majority of the committee membership concurs.

G. The President shall appoint ad hoc committees as may be necessary to carry out the business and objectives of the Association.

### **CHAPTER 5 – Elections**

Section 1. The nominations and election committees shall certify the eligibility of all persons for all offices.

Section 2. Nominations may be offered from the floor for any office after the report of the committee. Members may also write-in candidates on the ballot.

Section 3. The results of the election of officers shall be tallied by the committee. If a nominee fails to receive a majority of votes cast for the position, then the top two vote-getters shall stand in a run-off election. The results of all final elections shall be certified to the Secretary and announced to the members by the President immediately after the report to the Secretary.

### **CHAPTER 6 – Parliamentary Authority**

Roberts' Rules of Order, as revised, shall be the guidelines of this Association in all of its' deliberations, and in which they are not inconsistent with the constitution and Bylaws of the Association.

### **CHAPTER 7 – Amendment of By-laws**

These By-laws may be amended as provided by Article C of the Constitution. These By-laws shall go into effect immediately upon the closing of the meeting at which they are adopted.

**CONSTITUTION  
of the  
GUILFORD COUNTY ASSOCIATION  
of  
BLACK LAWYERS**

**ARTICLE I: NAME**

The name of the organization shall be the Guilford County Association of Black Lawyers.

**ARTICLE II: PURPOSE**

The purpose of this organization shall be to:

- A. educate its membership regarding, issues in the legal profession;
- B. promote fellowship and cooperation among its members;
- C. provide a forum for the discussion and advancement of ideas through which the organization may promote the general welfare of the black community;
- D. uphold the honor and integrity of the legal profession;
- E. promote and defend the general welfare of the black lawyers in Guilford County, North Carolina.

**ARTICLE III: MEMBERS**

Section 1. A lawyer who is in good standing before the Bar of the State of North Carolina and who supports the purpose of the Association may become a member of the Association upon payment of the applicable membership fee.

Section 2(a). A member may resign. at any time from the Association by submitting a letter of resignation.

(b). If a member has been suspended or disbarred or has ceased to be a member of any bar, s/he ceases to be a member of the Association.

Section 3. A person whose membership has been terminated or suspended under Section 2 may be reinstated upon approval by the Executive Committee and payment of the applicable membership fee.

**ARTICLE IV: FISCAL YEAR**

The Association year is the period beginning with the adjournment of an annual meeting and ending with the adjournment of the next annual meeting. The fiscal year is October 1 through September 30 unless otherwise determined by the Executive Committee.

**ARTICLE V: RIGHTS OF MEMBERS**

Members are entitled to hold any office in the Association, chair and serve on committees of the Association, vote on any matter pertaining to the Association's business including the election of officers and represent the Association upon direction of the Executive Committee or appointment by the President.

## **ARTICES VI: MEMBERSHIP MEETINGS**

Section 1. The Association shall have an annual membership meeting at which time the membership shall elect the officers, formulate overall policy and direction and, if necessary, amend the Constitution and/or Bylaws of the Association.

Section 2. Membership meetings shall be as called by the Bylaws.

Section 3. The Association shall meet at such times and places as agreed upon by the Executive Committee.

Section 4. During the annual meeting, the members shall act as necessary to levy dues, collect monies, appropriate funds to pay the debts of the Association and to provide for the general welfare of the Association.

Section 5. A quorum shall consist of those present. No member shall vote by proxy.

## **ARTICLE VII: OFFICERS**

Section 1. Officers – The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer.

Section 2. Eligibility – Each officer must be a member in good standing of the Association, must have attended two of the three preceding annual meetings and must be in attendance at the annual meeting at which s/he is elected. The President must have been a member in good standing for at least four years prior to election to said office.

Section 3. Election and Terms. All officers shall serve for a period of two Association years and the President shall not be eligible for more than one term of office.

Section 4. Vacancies – If the office of President shall become vacant, the Vice President shall become President for the unexpired term and shall be eligible for the next term following. If any other vacancy occurs, the membership shall meet to elect an eligible member to fill the office for the unexpired term with said officer is eligible for nomination to that office or any other office of the Association for the next term following.

Section 5. Duties

A. The President shall preside at meetings of the Executive Committee and membership meetings. The President shall appoint a parliamentarian and the chairperson and members of each committee of the Association.

B. The Vice President shall perform such duties as the President and Executive Committee may assigns and except as otherwise provided, the duties of the president when the President is disabled from performing the duties of said office or absent from meetings where s/he would preside. The Vice President shall assist in the development of programs, assist with the implementation of policies of the Association and maintain records and provide reports related to the activities of said office.

C. The Secretary shall keep the minutes and records of the meetings of the Association and the Executive Committee; keep the roster of and acknowledge membership; receive and keep as the property of the Association, all papers, and addresses and reports to and of the Association; and give all required notices.

D. The Treasurer shall receive and supervise the safekeeping and expenditure of the funds and investments of the Association; report on the financial status of the Association at all meetings of the Association and at all other times when called upon by the President. The

Treasurer shall make the financial records and books of the Association available for examination and audit by independent accountants as called upon to do so.

E. All officers shall perform such duties as shall usually affect upon said offices and shall be bondable.

F. All officers, within 30 days of the completion of the term of office, shall pass all records of the office to the successor.

#### **ARTICLE VIII: EXECUTIVE COMMITTEE**

The governing body of the Association shall be known as the Executive Committee and shall be comprised of the elected officers and the Parliamentarian. The Executive Committee shall control, formulate policy for and administer the affairs of the Association between meetings of the Association. The Executive Committee shall meet as needed and called by the President of the Association. The Executive Committee may not take any action or position which is inconsistent with any taken by the Association membership.

#### **ARTICLE IX: BY-LAWS**

By-laws not inconsistent with the provisions of this constitution may be adopted or amended only at an annual meeting by a majority of the members present and voting. All proposed amendments to the by-laws must be received by the Secretary no later than thirty (30) days prior to the annual meeting, and the proposed amendments to the by-laws shall be distributed to all members of the Association at least ten (10) days prior to the annual meeting. In the event that these requirements are not met then the proposed amendments may be presented at the annual meeting on the condition that a majority of the members present vote to waive the notice and to act thereon.

#### **ARTICLE X: AMENDMENTS**

The articles of this Constitution may be amended only at an annual meeting by a vote of three-fourths (3/4) of the members present and voting. All proposed amendments to the Constitution must be received by the Secretary no later than thirty (30) days prior to the annual meeting, and the proposed amendments to the Constitution shall be distributed to all members of the Association at least ten (10) days prior to the annual meeting. In the event that these requirements are not met then the proposed amendments may be presented at the annual meeting on the condition that three-fourths (3/4) of the members present vote to waive the notice and to act thereon. Amendments shall go into effect immediately upon adoption at the conclusion of meeting during which they are adopted.