

BYLAWS
OF THE
NORTH CAROLINA ASSOCIATION OF MUNICIPAL ATTORNEYS

ARTICLE I. - NAME AND CREATION

SECTION 1. The name of the organization shall be the North Carolina Association of Municipal Attorneys.

SECTION 2. The Association shall be an unincorporated non-profit association. This Association, by the adoption of these bylaws, is hereby created and shall function as an affiliate organization of the North Carolina League of Municipalities. The North Carolina League of Municipalities is hereby designated as the secretariat for the Association, and the League shall perform such services for the Association as may from time to time be mutually agreed upon by the Association's Governing Body and the League of Municipalities.

ARTICLE II. - PURPOSES

SECTION 1. The purposes of the Association shall be to encourage a closer relationship and a greater degree of cooperation among Municipal Attorneys; to offer an opportunity to discuss and exchange information, ideas, and experiences to keep informed as to current problems in the field of Municipal Law; to cooperate both on the State and national levels with other associations of municipal officials; and to promote in general the interest and welfare of North Carolina municipalities.

ARTICLE III. - MEMBERSHIP

SECTION 1. The active membership of the North Carolina Association of Municipal Attorneys shall be composed of the following who shall be attorneys licensed to practice law in the State of North Carolina:

- (a) Those attorneys who are employed or retained as city or town attorney for an incorporated North Carolina municipality, including deputy, assistant or associate city or town attorneys.
- (b) The General Counsel and other attorneys on the staff of the North Carolina League of Municipalities.
- (c) Where a law firm is retained as counsel for a municipality or municipalities, the number of members of the firm who shall be eligible for active membership shall be limited by the number of municipalities retaining said firm.

SECTION 2. The associate membership of the North Carolina Association of Municipal Attorneys shall be composed of the following who shall be attorneys licensed to practice law in the state of North Carolina:

- (a). An attorney who is a member of a law firm retained as city or town attorney other than the member or members of the firm who are eligible for active membership.
- (b). An attorney who has been a former city or town attorney or deputy, assistant or associate city or town attorney or who has actively demonstrated a past or present interest in the practice of municipal law.

SECTION 3. The Association may, upon the recommendations of its Governing Body, elect to honorary or lifetime honorary membership in the Association any licensed attorney. Lifetime membership shall be granted to Past Presidents without election by the membership, provided that annual dues shall be paid and other requirements shall be satisfied so long as the member remains eligible for active or associate membership.

SECTION 4. Membership in the Association, whether active, associate or honorary, shall be retained only so long as a member retains a position which qualifies that person for such membership as provided in the three (3) preceding Sections of this Article.

SECTION 5. Only active members and Officers and members of the Board of Directors shall be allowed to vote.

SECTION 6. Each active member shall be allowed only one vote, regardless of the number of municipalities by whom he is retained or employed.

ARTICLE IV. - GOVERNING BODY

SECTION 1. The officers and Board of Directors of the Association shall constitute the Governing Body of the Association, shall be elected as provided in Article V, and shall consist of the following:

- (a) Officers: President, First Vice-President, Second Vice-President, Secretary-Treasurer, and the Immediate Past President, all of whom shall be active members at the time of their election, and all of whom shall serve one (1) year terms. In the event of the incapacity of the Immediate Past President, the position shall be filled by the Past President most recent in term as President.
- (b) Board of Directors: Eight Directors, all of whom shall be active members at the time of their election, and all of whom shall be elected for two (2) year terms.

ARTICLE V. - ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. The election of Officers and Directors shall take place at the Annual Summer Meeting. The President shall, prior to each Summer Meeting, appoint a nominating committee, who shall submit nominees for the Association offices of Second Vice-President, Secretary-Treasurer, for four members of the Board of Directors as set out in Article IV, Section 1 (b), and any current vacancies on the Board of Directors. Additional nominations may be made from the floor at the meeting at which the annual election is held.

SECTION 2. The Nominating Committee shall seek to nominate a balanced slate of Officers and Directors to represent the diversity and interests of the Association by considering (i) geography, (ii) municipal population, (iii) gender, (iv) race/ethnicity, (v) newer practitioners of municipal law, and (vi) private practitioners representing municipalities. Only active members shall be eligible for nomination and election.

SECTION 3. The First Vice-President shall succeed to the office of President, the Second Vice-President shall succeed to the office of First Vice-President, and each shall take office at the time prescribed in Section 4 of this Article. The Vice-President elected in 1985 is designated First Vice-President for that term.

SECTION 4. Officers and members of the Board of Directors shall begin their terms of office immediately preceding the adjournment of the meeting at which they are elected. Any vacancy in the Governing Body shall be filled for the unexpired term by appointment by the Governing Body, unless otherwise provided.

ARTICLE VI. - DUTIES OF OFFICERS AND DIRECTORS

SECTION 1. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and shall be chairperson of the Governing Body. The President shall issue the call for regular or special meetings of the Association. The President shall appoint all committees and if the President so elects, may act as an ex officio member of all committees established by the Association or the Governing Body. It shall be the duty of the President to see that all committees function and the President shall cooperate with each committee chairperson to that end. The President shall perform such other duties as may from time to time be assigned to the President by the Governing Body of the Association.

SECTION 2. The First Vice-President shall occupy the position and perform the duties of President, if for any reason the President is absent or unable to attend the duties prescribed in Section 1 of this Article. The First Vice-President He shall also succeed to the office of President in the event of a vacancy in that office.

SECTION 3. The Second Vice-President shall occupy the position and perform the duties of First Vice-President, if for any reason the First Vice-President is absent or unable to attend the duties prescribed in Section 2 of this Article. The Second Vice-President shall also succeed to the office of First Vice-President in the event of a vacancy in that office.

SECTION 4. The Secretary-Treasurer shall keep all records of the Association and shall make a record, in a book maintained for that purpose, of all proceedings of the Association and the Governing Body. The Secretary-Treasurer shall keep an accurate record of all monies received by the Association and shall, when required, report the status of all financial accounts to the Association or its Governing Body.

SECTION 5. The Governing Body of the Association shall govern the affairs of the Association between meetings and shall from time to time make recommendations to the Association concerning the conduct of the Association's business and affairs.

ARTICLE VII. - COMMITTEES

SECTION 1. The Governing Body of the Association may provide for such special and standing committees as it may deem appropriate.

ARTICLE VIII. - MEETINGS

SECTION 1. There shall be at least two regular meetings of the Association each year. One meeting, to be called the Summer Meeting, shall be held in conjunction with the Summer Conference of the Association. The other meeting, to be called the Winter Meeting, shall be held during and in conjunction with the University Of North Carolina School of Government City Attorneys' Winter Conference.

SECTION 2. There may be in addition to the two required meetings each year such other regular meetings as the Association may deem advisable; the time and place of such meetings may be determined by the membership of the Association, or the membership of the Association may authorize the Governing Body to fix the times and places of such meetings. In either event, notice thereof, including the required meetings, shall be given to each member and to the Executive Director of the North Carolina League of Municipalities at least fourteen days prior to the date thereof.

SECTION 3. Special meetings of the Association may be called by the President, the Governing Body, or five active members, upon written notice to the entire membership and to the Executive Director of the North Carolina League of Municipalities at least fourteen days in advance of such meeting, which notice shall state the purpose of same; provided, that if the special meeting is called for the purpose of amending the Bylaws, written notice of at least thirty days shall be given in advance of the meeting.

SECTION 4. Regular meetings of the Governing Body may be held at such times and places as may be determined by resolution or motion adopted by it, but such regular meetings shall be held at least as often as semi-annually. Written notice of regular meetings shall be given at least one week in advance of the meeting.

SECTION 5. Special meetings of the Governing Body may be called by the President or two members thereof upon giving advance written notice of at least one week.

SECTION 6. Proxies are not permitted, at any meeting of the Association or of the Governing Body.

ARTICLE IX. - QUORUM

SECTION 1. A majority of the members of the Governing Body shall constitute a quorum sufficient for the conduct of the business of the Governing Body, and the affirmative vote of a majority thereof shall be sufficient to carry any question being voted upon.

SECTION 2. Fifteen (15) active members of the Association shall constitute a quorum sufficient for the conduct of the business of the Association, and the affirmative vote of a majority thereof shall be sufficient to carry any question being voted upon.

ARTICLE X. - AMENDMENTS

SECTION 1. Amendments to these Bylaws may be made by the active members of the Association at any regular meeting thereof, or at any special meeting called for that purpose: Provided, however, that no such amendment shall be voted upon unless and until a copy of the proposed amendment has been furnished to each active member of the Association and to the Executive Director of the North Carolina League of Municipalities at least thirty days prior to the meeting at which the same is acted upon. A quorum being present, an affirmative vote of a majority of the active members present shall be sufficient to adopt such amendment.

ARTICLE XI. - DISSOLUTION

SECTION 1. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, distribute all of the net assets of the Association for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These Bylaws of the North Carolina Association of Municipal Attorneys are hereby adopted this 27th day of April, 1962, at Raleigh, North Carolina, and amended and adopted this 12th day of November, 1985 at Raleigh, North Carolina, and amended and adopted this 7th day of August 1993, at Kill Devil Hills, North Carolina, and amended and adopted this 7th day of August 1999 at Wrightsville Beach, North Carolina, and amended and adopted this 17th day of March 2006, at Chapel Hill, North Carolina, and amended and adopted this 2nd day of August 2014, at Wrightsville Beach, North Carolina, and amended and adopted this day 5th day of August 2023, at Wilmington, North Carolina.

President

Secretary-Treasurer