

BYLAWS
DURHAM BAR FOUNDATION, INC.

ARTICLE I

NAME AND ADDRESS

Section 1. The name of this Corporation shall be the "Durham Bar Foundation, Inc.", (hereafter referred to as the Foundation).

Section 2. The post office address of this corporation shall be Post Office Box 593, Durham, North Carolina 27702.

ARTICLE II

PURPOSE

Section 1. This corporation is organized exclusively for charitable, educational, religious and scientific purposes as defined in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the "Code"); and

Section 2. The Foundation is and shall remain a nonprofit organization. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Directors, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code), and the corporation shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

MEMBERSHIP

The Foundation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The Foundation's affairs shall be managed by a Board of Directors which shall be the same as the Board of Directors of the Sixteenth Judicial District Bar and which shall be composed of twelve (12) voting members who shall be the President, the Vice President, the Secretary, the Treasurer and eight (8) at-large members of the Board of Directors, together with the immediate past President who shall serve one term as a voting ex officio member of the Board. The Sixteenth Judicial District Bar Councilors shall serve as nonvoting ex officio members of the Board.

Section 2. The term of each Director shall be one year beginning on July 1, of the year following his/her election or appointment.

Section 3. The Board of Directors shall be the Foundation's governing body.

Section 4. All meetings of the Board of Directors shall be held at such place(s) and at such time(s) as shall be designated in the notice of meeting or agreed upon by a majority of the Directors.

Section 5. The Board shall meet at least annually.

Section 6. Special meetings of the Board of Directors may be called upon one (1) day's prior notice to the office of record of all Directors at any time by or at the direction of the President, or any two Directors.

Section 7. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting. Attendance by a Director at any meeting shall constitute a waiver of notice of such meeting, excepting where a Director attends a meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully called.

Section 8. Each Director and voting ex officio member of the Board shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board of Directors. Voting on all matters shall be by voice vote or by show of hand unless more than one half of the Directors present at a meeting where there is a quorum shall demand, prior to voting on any matter, a secret written ballot vote on that particular matter. Unless otherwise specified herein, all decisions shall be made by majority vote.

Section 9. Action taken by a majority of Directors without a meeting is nevertheless Board Action, if written consent to the action in question is signed by a majority of the Directors and filed with the minutes of the proceedings of the Board,

whether done before or after action so taken, or if approved at the next regular meeting of the Board.

Section 10. The Secretary shall keep and maintain regular minutes of the proceedings of the Board of Directors.

Section 11. A quorum for any meeting shall consist of four (4) members of the Board present at any duly called meeting.

Section 12. The Board, in its discretion, may provide for audits of the Foundation's financial records.

ARTICLE V

OFFICERS

Section 1. The Foundation's officers shall be a President, Vice-President, Secretary and Treasurer, and shall be the same officers as those of the Sixteenth Judicial District Bar.

Section 2. The President shall be the Foundation's chief executive officer and subject to the control of the Board of Directors, shall supervise and control the Foundation's management in accordance with these bylaws. The President shall, when present, preside at all meetings of the membership, and of the Board of Directors. The President shall sign with any other proper officer any deeds mortgages, bonds, contracts or other instruments which lawfully may be executed on the Foundation's behalf except where required or permitted by law otherwise to be signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. The Vice-President shall exercise the powers of the President during that officer's absence or inability to act. The Vice-President shall have such other powers and perform such other duties as may be assigned to him/her by the Board of Directors.

Section 4. The Secretary shall keep minutes of all meetings of the Board of Directors. The Secretary shall send notices to all members of the Board of Directors advising them of Board meetings. The Secretary shall provide such reports as may be required by the President or the Board. In general, The Secretary shall perform all duties and possess all authority incident to the office of Secretary and shall perform such other duties and have such other authority as may be assigned to him/her from time to time by the Board of Directors.

Section 5. The Treasurer shall have and maintain supervision over the Foundation's funds, receipts and disbursements and shall maintain full and accurate records thereof.

Section 6. By action of the Board, other duties may be imposed upon any officer.

ARTICLE VI

COMMITTEES

Section 1. The President of the Foundation with the approval of the Board of Directors shall have the authority to form and appoint standing or special committees to carry out the purposes of the Foundation.

Section 2. Each committee shall have cognizance of the subjects suggested by the name of the Committee and shall make such reports as called for by the President or the Board of Directors.

ARTICLE VII

FISCAL YEAR

Section 1. The fiscal year of the Foundation shall begin on the 1st day of July and end on the 30th day of June.

ARTICLE VIII

RULES OF ORDER

Section 1. Unless otherwise specified in these bylaws, the most recent edition of Robert's Rules of Order shall govern the proceedings of all annual and other meetings of the Foundation and the Board of Directors.

ARTICLE IX

AMENDMENTS

Section 1. These bylaws may be amended by a simple majority vote of the Directors at an annual or special meeting. Written notice of the proposed amendment shall be given at least ten (10) days before such meeting.

ARTICLE XI

DISSOLUTION

Section 1. In the event of termination, dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the Directors shall, after

paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation among one or more organizations which are then organized and operated for exempt purposes and qualified as exempt organizations under Section 501(c)(3) of the Code and to which contributions are then deductible under Section 170(c)(2) of the Code or to federal, state and local governments to be used exclusively for public purposes.

Revised 2015 to adjust board count and composition, consistent with DCBA and JD.