

BYLAWS
OF
NORTH CAROLINA CIVIL COLLABORATIVE LAW ASSOCIATION

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located at 103 Candlewood Road, Rocky Mount, North Carolina 27804, or at such other place as the Board of Directors may determine.

Section 2. Other Offices. The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the corporation may require.

ARTICLE II

PURPOSES

The objects and purposes for which the corporation is formed are set forth in the Articles of Incorporation as filed with the Secretary of State of North Carolina.

ARTICLE III

MEMBERSHIP

Section 1. General Rights and Powers. Except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these bylaws, any right of members to vote and any other right arising from membership shall cease and divest upon termination of membership, except that liability of a member for sums due the corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

Section 2. Qualifications for Membership. Persons meeting the criteria established by the Board of Directors pursuant to Section 1, as may be amended from time to time, shall be eligible for membership in the corporation, and upon taking such actions as are required for membership, shall thereafter be members of the corporation for such time as may be provided in the provisions governing membership established by the Board of Directors.

Section 3. Voting Rights. Except as otherwise provided in these bylaws, each member shall be entitled to one vote on each matter upon which members have voting rights.

ARTICLE IV

ANNUAL MEETING OF THE MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held at a time and place to be determined by the Board of Directors. The first annual meeting shall take place in the year following the initial adoption by the Board of Directors of provisions governing membership as provided in Article III, Section 1.

Section 2. Special Meetings. Special meetings may be called by the Chairman of the Board, the President/Executive Director, by not less than one-third of the members of the Board of Directors, or by members having not less than one-tenth of the votes entitled to be cast at such meeting.

Section 3. Notice. Written notice stating the place, date, and hour of the Annual Meeting and any special meetings shall be mailed by regular mail to the address of record for each member entitled to vote at the meeting not less than two weeks nor more than 90 days before the date of the meeting, by or at the direction of the Secretary.

Section 4. Quorum. One fifth of the number of members then in good standing present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 5. Proxies. At any meeting of the members, a member entitled to vote may do so by proxy executed in writing for that meeting. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

Section 6. Manner of Acting. A majority of the votes cast on a matter to be voted upon by the members present or represented by proxy at a duly constituted meeting shall be necessary for the adoption thereof unless a greater proportion is required by law or these bylaws.

Section 7. Alternative Action. Any action required by law or which may be taken at a meeting of members, including the election of Directors, may be conducted by mail ballot in such manner as the Board of Directors may by resolution determine.

ARTICLE V

DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Directors or, to the extent provided by the Board of Directors, by such Executive Committees as the Board may establish pursuant to these bylaws.

Section 2. Number, Term and Qualification. The number of directors of the corporation shall be no fewer than nine (9) nor more than fifteen (15). Each director shall hold office until his or her death, resignation, retirement or removal or until his or her successor is

elected and qualified. Directors shall be residents of the State of North Carolina and active members in good standing.

Section 3. Election of Directors. The initial directors of the corporation are designated in the Articles of Incorporation, and said directors shall serve until their death, resignation, or until their successors have been duly elected and qualified. Except as provided in Section 4 of this Article, the directors shall be elected at the annual meeting of the members. The Board of Directors shall nominate and shall provide to the members prior to said annual meeting a suggested slate of directors, and at the meeting shall receive such other nominations as may be submitted by the members. Each member may vote for one person for each position to be filled. Members shall not have cumulative voting rights for election of directors. Directors may be elected by voice or by written ballot in the judgment of the chair of the annual meeting. Those persons who receive the highest number of votes cast shall be deemed to have been elected.

Section 4. Vacancies. A vacancy occurring in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum.

Section 5. Compensation. Directors shall not be compensated for their services as such, but the Board of Directors may provide for the payment of all expenses incurred by directors in connection with the performance of their duties.

Section 6. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the number of 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 of which, to the extent provided in the resolution or in the articles of incorporation or in the bylaws of the corporation, shall have and may exercise 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 at which a quorum is present, or by informal action by the Board of Directors as provided by law, or in the articles of incorporation or bylaws of the corporation.

Section 7. Limitations of Delegation. In accordance with Section 55A-8-25(e) of the North Carolina Nonprofit Corporation Act, the Board of Directors may not delegate to any committee any of the following powers:

- a. To authorize distributions;
- b. To recommend to members or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- c. To elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any committees of the Board of Directors; and
- d. To adopt, amend or repeal the articles of incorporation or bylaws of the corporation.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Annual and Other Regular Meetings. The annual meeting of the Board of Directors shall be at such time as may be set by the President, for the purpose of electing officers of the corporation and for the transaction of such other business as may be properly brought before the meeting. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. Such meetings may be held within or without the State of North Carolina.

Section 3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice.

The person or persons calling a special meeting of the Board of Directors shall, at least two (2) days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 4. Waiver of Notice. Any director may waive notice of any directors' meeting held without proper call or notice, either before or after the meeting is held.

Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the purpose of objection to the transaction of any business because the meeting is not lawfully called.

Failure of a director who did not attend a meeting held without proper call or notice to file with the Secretary or Assistant Secretary of the corporation his written objection to the holding of the meeting or to any specific action so taken promptly after having knowledge of the action taken and of the insufficiency of notice shall constitute ratification of the action taken at the meeting.

Section 5. Quorum. A majority of the directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. Manner of Acting. Unless the North Carolina Nonprofit Corporation Act, the articles of incorporation of the corporation or these bylaws require the vote of a greater number of directors, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

The vote of a majority of the number of directors then in office shall be required to adopt a resolution constituting an Executive or other committee of the Board of Directors. The vote of a majority of the directors then holding office shall be required to adopt, amend or repeal a bylaw, if otherwise permissible, or to adopt a resolution dissolving the corporation. Approval of

a transaction in which one or more directors have an adverse interest shall require the affirmative vote of a majority of disinterested directors present. Vacancies in the Board of Directors may be filled as provided in Article V, Section 4, of these bylaws.

Section 7. Informal Action by Directors and Attendance by Telephone. Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. Such consent to action may be in electronic form and may be delivered by electronic means in accordance with the North Carolina Uniform Electronic Transactions Act.

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar device that allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE VII

OFFICERS

Section 1. Number. The officers of the corporation shall consist of a Chairman of the Board, President, a Secretary, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the offices of President and Secretary, but no officer may act in more than one capacity where action of two or more officers is required. It shall not be necessary for any officer to be a member of the corporation.

Section 2. Election and Term. The officers of the corporation shall be elected by the Board of Directors. Such election may be held at any regular or special meeting of the Board. Each officer shall hold office until his or her death, resignation, retirement, removal, disqualification or until his or her successor is elected and qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with or without cause; but said removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Compensation. The compensation of all officers of the corporation shall be fixed by the Board of Directors.

Section 5. Chairman of the Board. The Chairman of the Board shall exercise all the powers and perform all the duties usual to such office and shall perform such other duties as may be assigned from time to time by the Board of Directors. The Chairman of the Board shall preside at meetings of the Board of Directors.

Section 6. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation according to these bylaws. In the absence of the Chairman of the

Board, he or she shall preside at meetings of the directors and, in general, shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice Presidents. The Vice Presidents in the order of their election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and shall have such other powers as the Board of Directors shall prescribe.

Section 8. Secretary. The Secretary shall keep as permanent records (1) minutes of all meetings of the corporation's members and Board of Directors; (2) a record of all actions taken by the members or directors without a meeting, and (3) a record of all actions taken by committees of the Board of Directors in place of the Board of Directors on behalf of the corporation. The Secretary shall give all notices required by law and by these bylaws. The Secretary shall have general charge of the corporate records and books and of the corporate seal, and he or she shall affix the corporate seal to any lawfully executed instruments requiring it. The Secretary shall sign such instruments as may require his or her signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 10. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices and shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 11. Bonds. The Board of Directors may by resolution require any or all officers, agents and employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Section 1. Definitions. For purposes of this Article VIII, the following definitions shall apply:

- (a) "Act" means the North Carolina Nonprofit Corporation Act, effective July 1, 1994, and all amendments and additions thereto.

- (b) "Corporation" means North Carolina Civil Collaborative Law Association as a corporation as such term is defined in Section 55A-8-50(b)(1) of the Act.
- (c) "Director" means an individual who is or was a Director of the corporation or an individual who, while a Director of the corporation, is or was serving at the corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise. A Director is considered to be serving an employee benefit plan at the corporation's request if such Director's duties to the corporation also impose duties on, or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.
- (d) "Expenses" means expenses of every kind incurred in defending a Proceeding, including, but not limited to, legal, accounting, expert and investigatory fees and expenses.
- (e) "Indemnified Officer" shall mean each officer of the corporation who is also a Director of the corporation and each other officer of the corporation who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise. "Indemnified Officer" includes, unless the context requires otherwise, the estate or personal representative of an officer.
- (f) "Liabilities" means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorneys' fees of opposing parties incurred with respect to a Proceeding.
- (g) "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).

Section 2. Statement of Intent. The corporation shall indemnify the Directors to the maximum extent permitted by the Act. In addition to the indemnity provided herein, nothing in

these bylaws shall be construed to limit in any way the immunity provided to directors and officers of the corporation as set forth in Section 55A-8-60 of the Act.

Section 3. Indemnification. In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the corporation shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the corporation itself) arising out of their status as Directors or officers, or their service at the corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the corporation shall not indemnify a Director or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interests of the corporation. The corporation shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with 0 VIII, Section 4, of these bylaws that the Director or Indemnified Officer is entitled to indemnification hereunder.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Article VIII, Section 3, as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Article VIII, Section 3, provided and to the extent such resolution does not violate any provision of the Act or the Articles of Incorporation. This Article VIII, Section 3, shall be construed in a manner to fully effect the purpose and intent of the resolution of the Board of Directors approving and adopting this provision.

Section 4. Determination. Any indemnification under Articles VIII, Section 3, shall be paid by the corporation in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in Article VIII, Section 3, of these bylaws. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of the members thereof not at the time parties to the Proceeding;
- (b) if a quorum cannot be obtained under Article VIII, Section 3, by a majority vote of a committee duly designated by the Board of Directors (in which designation members thereof who are parties to the Proceeding may participate), consisting solely of two or more members of the Board of Directors not at the time parties to the Proceeding;
- (c) by special legal counsel (i) selected by the Board of Directors or a committee thereof in the manner prescribed in Article VIII, Section 4(a) or Section 4(b); or (ii) if a quorum of the Board of Directors cannot be obtained under Article VIII, Section 4(a) and a committee cannot be designated under Article VIII, Section 4(b), selected by a majority vote of

the full Board of Directors (in which selection members thereof who are parties in the Proceeding may participate); or

- (d) by the members of the corporation, but Directors who are at the time parties to the Proceeding shall not vote on the determination.

The Board of Directors shall take all such action as may be necessary and appropriate to enable the corporation to pay the indemnification required by this 0 VIII.

Section 5. Advances for Expenses. The Expenses incurred by a Director or an Indemnified Officer in defending a Proceeding may be paid by the corporation in advance of the final disposition of such Proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation against such Expenses. Subject to receipt of such undertaking, the corporation shall make reasonable periodic advances for Expenses pursuant to this Article VIII, Section 5, unless the Board of Directors shall determine, in the manner provided in Article VIII, Section 4 of these bylaws and based on the facts then known, that indemnification under this Article VIII is or will be precluded.

Section 6. Reliance and Consideration. Any Director or Indemnified Officer who at any time after the adoption of this Article VIII serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article VIII. No amendment, modification or repeal of this Article VIII shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of its Directors, officers, employees and agents and those persons who were or are serving at the request of the corporation in any capacity with another corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VIII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any Director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article VIII shall relieve the corporation of its liability for indemnification provided for in this Article VIII or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the corporation with respect to such payment.

Section 8. Savings Clause. If this Article VIII or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then the corporation shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted

by the portion of this Article VIII that is not invalidated and also to the fullest extent permitted or required by the applicable law.

ARTICLE IX

CONFLICTS OF INTEREST

Section 1. Definitions and Rules of Construction. The following shall apply to this Article IX:

- (a) “Interested Person” shall mean a director, principal officer, or member of a committee with the authority to act on behalf of the Board, who has a direct or indirect Financial Interest.
- (b) A “Financial Interest” exists if an Interested Person has, directly or indirectly, through business, investment, or family:
 - (1) an ownership or investment interest in any entity with which the corporation has entered into a transaction or arrangement;
 - (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has entered into a transaction or arrangement; or
 - (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

A Financial Interest is not necessarily a conflict of interest. A person has a Financial Interest only if the Board or an appropriate committee decides that a conflict of interest exists.

- (c) Compensation includes direct and indirect remuneration and gifts or favors which are substantial in nature.
- (d) An Interested Person who has a Financial Interest in one or more parent, sister, or subsidiary business entities of the corporation shall be deemed to have a Financial Interest in the corporation.

Section 2. Procedures.

- (a) The corporation shall cause all Interested Persons to disclose the existence of any Financial Interest and shall give such Interested Persons the opportunity to disclose all material facts to the Board of Directors or members of any committee considering the proposed transaction or arrangement.

- (b) The corporation shall adopt procedures as necessary for determining whether the Financial Interest of an Interested Person may constitute or result in a conflict of interest. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- (c) In the event the corporation determines that a conflict of interest exists, it shall take such actions as it deems necessary to resolve the conflict of interest, including:
 - (1) permitting the Interested Person to make a presentation at the Board or committee meeting, provided that after such presentation, the Interested Person shall leave the meeting during any discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest;
 - (2) appointing, if appropriate, a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;
 - (3) determining, after exercising due diligence, whether the corporation can enter into a more advantageous transaction or arrangement with reasonable efforts under the circumstances;
 - (4) if a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, determining by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the corporation, making its decision as to whether to enter into the transaction or arrangement in conformity with such determination; and
 - (5) taking appropriate disciplinary action with respect to an Interested Person who violates the Corporation's conflicts of interest policy in order to protect the Corporation's best interests.
- (d) The minutes of meetings of the Board and all committees acting with the authority of the Board shall include:
 - (1) the names of all persons who have disclosed Financial Interests, the nature of the Financial Interest disclosed, and the Board's determination of whether a conflict of interest existed; and
 - (2) the names of the persons who were present at the meeting for discussions and votes relating to the transaction or arrangement, the content of these discussions (including any alternatives to the proposed transaction or arrangement), and a record of the vote.

- (e) The corporation shall distribute this conflict of interest policy to all directors and officers of the corporation. The corporation shall obtain annually a signed statement from each such person certifying that the person:
 - (1) received a copy of the conflicts of interest policy;
 - (2) has read and understands the policy;
 - (3) agrees to comply with the policy;
 - (4) understands that the policy applies to all committees and subcommittees acting with the authority of the Board; and
 - (5) understands that the corporation is a charitable organization and that in order to maintain its tax-exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes.

- (f) The following restrictions shall apply to any committee which sets compensation for officers, directors, or employees of the corporation, or, if no such committee exists, to the Board:
 - (1) no person who receives, directly or indirectly, compensation from the corporation for services as an employee or independent contractor shall serve as a member of such committee; and
 - (2) no member of such committee who has a conflict of interest in the corporation and who receives compensation from the corporation shall, directly or indirectly, vote on any matter relating to that member's compensation.

Section 3. Periodic Reviews. The corporation shall conduct periodic reviews of its activities to ensure that it is operating in a manner consistent with accomplishing its charitable purposes and that its operations do not result in private inurement or impermissible benefit to private interests. In conducting such reviews, the corporation shall evaluate the following:

- (a) Whether the corporation's compensation arrangements and benefits are reasonable and the result of arm's length negotiations;
- (b) Whether the corporation's contracts to obtain goods or services result in private inurement or impermissible private benefit;
- (c) Whether partnership and joint venture arrangements and arrangements with for-profit entities are properly recorded, reflect reasonable payments for goods or services, further charitable purposes, and do not result in private inurement or impermissible private benefit; and

- (d) Whether the corporation's activities primarily serve charitable purposes.

Section 4. Conflicts Committee. The Board of Directors may, in its discretion, create a Conflicts Committee to carry out the requirements of this Article and to adopt and apply such other procedures as it deems necessary therefor.

ARTICLE X

GENERAL PROVISIONS

Section 1. Management of Corporate Funds. No funds received by donation, bequest or any other means shall be diverted from the use to which they may be assigned by the donor, testator or testatrix, unless said use is contrary to or in conflict with the purposes of the corporation, and no funds shall be used for any purpose other than to effect the purposes of the corporation.

Section 2. Records. The corporation shall keep a copy of the following records at the principal office of the corporation:

- (a) Its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect;
- (b) Its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) Resolutions adopted by the Board of Directors relating to the number or classification of directors;
- (d) A list of the names and business or home addresses of its current directors and officers.

Section 3. Exempt Activities. Notwithstanding any other provision of these bylaws, no member, director, officer, employee or representative of this 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 federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

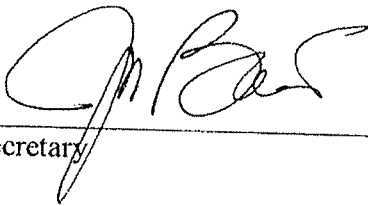
Section 4. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall be January 1 to December 31.

Section 5. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the Board of Directors, and such other vote as may be required by Sections 55A-10-21 or -22 of the Act.

I, Jeffrey A. Batts, the duly elected, qualified and acting Secretary of North Carolina Civil Collaborative Law Association, do hereby certify that the foregoing are the Bylaws of North Carolina Civil Collaborative Law Association adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the corporation this 19th day of March, 2018.

(CORPORATE SEAL)



Acting Secretary