

## MEMORANDUM

TO: State Law Resources Members  
FROM: Bylaw Revision Committee  
DATE: September 26, 2018  
RE: **Proposed Amendments to State Law Resources, Inc. Bylaws**

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### General

- Fix formatting, defined terms, gender, plural/singular, mistakes and inconsistencies.

### Article I

- Make less specific to governmental relations work only.

### Article III

- Remove provision for associate members.
- Provide for prorated dues (which we already offer on occasion).
- Remove requirement that each firm designate a single contact person.
- Confirm that there is only one firm per state, except up to six in D.C.

### Article V

- Clean up and clarify officer provisions to specifically provide for a secretary and a treasurer.

### Article VIII

- Correct inconsistency and clarify that the Members elect the Directors and Officers rather than the Board separately electing its officers.

### Article IX

- Clarify that Member and Member Firm indemnification is guided by the Member Firm's state law in addition to North Carolina law.

### Article XI

- Update reference to Internal Revenue Code.

State Law Resources, Inc.

**BYLAWS OF THE  
STATE LAW RESOURCES, INC.  
A NONPROFIT CORPORATION**

**ARTICLE I**

Purposes of the Corporation

The Corporation is a nonprofit corporation organized: (a) to organize and conduct seminars and meetings of its Members to provide a better understanding of the issues facing the clients of the Member Firms (as defined below); (b) to provide a forum for the discussion of such issues and to exchange ideas and mutual assistance with respect to serving clients of Member Firms; (c) to promote the benefits of working with experienced professionals who are in a multi-state network; and (d) to do any other lawful activity that qualifies under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and the North Carolina Nonprofit Corporation Act.

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**ARTICLE II**

Offices

1. The PRINCIPAL OFFICE of the Corporation is located at 1800 M Street NW, Suite 400 South, Washington, DC 20036.
2. The REGISTERED OFFICE of the Corporation required by law to be maintained in the State of North Carolina shall be determined through affiliation with a registered agent approved by vote of the Board of Directors ("Board").
3. The Corporation may have OTHER OFFICES at such other places, whether within or without the State of North Carolina, as the Board may from time to time determine or as the affairs of the Corporation may require.

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**ARTICLE III**

Membership

1. MEMBERSHIP: Unless otherwise approved by the Board, the Corporation shall have three classes of memberships, which shall be categorized as follows: Members shall be: (i) one law firm representing each state and Puerto Rico; (ii) law firms in such additional numbers and from such additional territories, provinces and/or other nations or political or economic unions approved by the Board; and (iii) no more than six law firms from the District of Columbia, collectively hereafter referred to as Member(s) or Member Firm(s).

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State Law Resources, Inc.

The Board may approve a non-law firm entity as a Member Firm if it determines that the circumstances in that jurisdiction call for such recognition. In such an instance, the non-law firm Member must have a state legislative business and an affiliation with a law firm in the same state that does work similar to the Member Firms. In such circumstances, the dues would be assessed against the jurisdiction, with the entities determining how the dues are satisfied.

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Subject to the Board's discretion, membership shall be limited to one Member Firm per state, territory, province or other nation, and Puerto Rico, and no more than six law firms from the District of Columbia.

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Membership shall be limited to Member Firms and Associate Firms that include lawyers or professionals who are experienced in representing clients before agencies and regulatory boards of their respective governments, or serve as legislative lobbyists in the state, territory, province or nation. Member Firms and Associate Firms located in the District of Columbia shall be experienced in representing clients before regulatory agencies and commissions of the federal government, or serve as Congressional Legislative Lobbyists.

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The Secretary of the Corporation shall maintain a current list of Members and such list shall be final and conclusive for all purposes hereunder.

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2. APPLICATION FOR MEMBERSHIP: The Board shall establish standards for and approve applications to become a Member Firm.

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A new Member shall, as a condition of membership, within thirty (30) days after notice in writing has been sent by the Corporation, pay the annual dues assessment or a pro-rated portion thereof as the Board may determine. If the annual dues assessment of a Member Firm has remained unpaid for a period of thirty (30) days, the Secretary shall cause the Member Firm to be notified that, unless the same be paid within thirty (30) days thereafter, the Board may terminate the membership; and in such case, the membership of the delinquent Member shall thereupon cease, unless for reasons satisfactory to the Board excuses the default.

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3. VOTING RIGHTS: Each Member Firm shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Each Member Firm shall have the right to vote in person or by proxy.

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4. DUES: Annual dues will be set by action of the Board and will be due no later than January 31 of each year. Should annual dues be more than three (3) months in arrears, the Board may take action regarding the membership status of the delinquent Member, after notice to the Member. Annual dues for Members, and the payment date for such dues, may be adjusted from time to time as approved by the Board. Annual dues for new Members joining during a calendar year may be prorated based upon the date membership commences and other factors, at the discretion of the Board.

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**State Law Resources, Inc.**

5. **TERMINATION OF MEMBERSHIP:** Membership in State Law Resources is a privilege, contingent upon an active commitment to the organization's stated purposes (Article I). The Board shall periodically evaluate the membership to ensure that the Corporation's purposes are being met throughout the organization. The Board may, by affirmative vote of a majority of all Board Members, after notice to the Member, terminate membership for cause, which shall include, but not be limited to, failure to actively support the purposes of State Law Resources, loss of eligibility for membership, failure to comply with these Bylaws, failure to pay dues, or any act deemed by the Board to not be in the best interests of State Law Resources.

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6. **RESIGNATION:** Any Member may resign by filing a written resignation with the Secretary of the Corporation, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues or other charges heretofore accrued and unpaid.

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7. **REINSTATEMENT:** Upon written request signed by a former Member and filed with the Secretary of the Corporation, the Board may by the affirmative vote of a majority of the Board reinstate such former Member to membership upon such terms as the Board may deem appropriate and upon payment of outstanding dues.

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8. **TRANSFER OF MEMBERSHIP:** Membership in the Corporation is not transferable or assignable. Membership accrues to the Member Firm and not to any individual attorney or professional within a Member Firm.

**ARTICLE IV**

Meetings of Members

1. **REGULAR MEETINGS:** Regular meetings of the Members of the Corporation shall be held at least once per year on such dates as may be fixed from time to time by the Board. Such meetings shall be deemed the regular annual meeting for the purpose of electing Directors unless the Board designates another meeting for such purpose.

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2. **SPECIAL MEETINGS:** Special meetings of the Members may be called either by the President, a majority of the Board, or not less than one-third of the voting Members.

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3. **PLACE OF MEETING:** The Board may designate any place as the place of meeting for any regular or special meeting of the Members. If no designation is made, the place of the meeting shall be the registered office of the Corporation in the State of North Carolina.

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4. **NOTICE OF MEETINGS:** Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered either personally or by mail, electronic-mail or facsimile, to each Member not less than five (5) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary or the Board. In case of a special meeting or when required by statute or by these Bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Member at its address as it appears on the records of the Corporation, with postage thereon prepaid; if by electronic-mail, such

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notice shall be deemed delivered when transmitted to the electronic-mail address for the Member Firm as it appears on the records of the Corporation; and if by facsimile, such notice shall be deemed delivered when transmitted to the facsimile number for the Member as it appears on the records of the Corporation.

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5. **INFORMAL ACTION BY MEMBERS:** Any action taken or required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

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6. **QUORUM:** The Members holding fifty percent (50%) of the votes, represented in person or by proxy that may be cast at any meeting shall constitute a quorum at such meeting. The vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting at any time without further notice.

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7. **RULES:** The rules of procedures for all meetings of Members shall be those contained in Robert's Rules of Order, as revised from time to time, so far as applicable and not inconsistent with these Bylaws, the Articles of Incorporation or applicable law.

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**ARTICLE V**

Directors

1. **GENERAL POWERS:** The management of the Corporation shall be vested in the Board. The Board may delegate all or part of the management functions to an Executive Committee established by the Board pursuant to these Bylaws. Directors shall serve without pay. The Board shall have the power to make and amend rules and regulations pertaining to the operation of the Corporation, and shall have the responsibility for the entire management of the affairs of the Corporation, except as may be otherwise provided in the Bylaws.

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2. **NUMBER TENURE AND QUALIFICATIONS OF DIRECTORS:**

(a) The initial Board shall consist of those named in the Articles of Incorporation, who each shall hold office until the first annual meeting of the membership and until their successors have assumed office.

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(b) The exact number of Directors shall be fixed by resolution of the Board from time to time, but no decrease shall have the effect of shortening the term of an incumbent Director.

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(c) Directors shall be elected by the Member Firms at the regular annual meeting of Members and shall serve staggered three (3) year terms, with an equal number of Directorships up before election each year.

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(d) The candidates for Directors to be elected by Member Firms shall be nominated for such positions by the Board or by any Delegate of a Member Firm present at the regular annual meeting. The candidate(s) receiving the highest number of votes cast by the Members present at the meeting shall be sufficient for election.

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(e) In addition to other Directors authorized by resolution of the Board or otherwise under these Bylaws, there shall be two Past Presidents (in addition to the Immediate Past President) selected to serve as Directors. These Directors shall serve for a one-year term, and shall have the same rights and obligations as other Directors. Candidates for these two positions shall be nominated and elected through the same process as all other Officers and Directors.

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(f) A Director need not be a resident of the State of North Carolina.

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(g) A Director must be an employee, partner, shareholder, associate or Member of a Member Firm.

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(h) A Director may not serve consecutive three (3) year terms and any former Director will be eligible for re-election to the Board only after the expiration of a period of three (3) years commencing from the date that the former Director's immediately preceding three (3) year term on the Board ended; however, if any Director was elected by the Board to fill an unexpired term of less than three (3) years created by a vacancy on the Board, such Director may be eligible for election to a full three (3) year term immediately following completion of the unexpired term. This provision does not apply to Directors serving under the Past President provision of subsection (e), above.

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(i) Nothing contained herein shall prevent a Past President from again being elected to a new three (3) year term as Director, following the expiration of three (3) years commencing from the date his or her term as President expired.

3. REMOVAL: Directors may be removed from office with or without cause by a majority vote of the other Members of the Board at the annual meeting or a special meeting of the Board called for that purpose. If any Director is so removed, a new Director may be appointed by the Board to fill the vacancy, as provided for in the Bylaws.

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4. VACANCIES: A vacancy occurring on the Board may be filled by a majority vote of the remaining Board, though less than a quorum, or by the sole remaining Board Member. A Director elected to fill a vacancy shall fill the remainder of the term as the Director that he or she replaces.

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5. ELECTION OF OFFICERS:

- (a) There shall be a President, Vice-President, Secretary and Treasurer of the Board who shall be nominated by the Directors from their number and elected by the membership at the Annual Meeting along with other Directors as necessary to fill all vacancies then existing.
- (b) The President, Vice-President, Immediate Past President, Secretary and Treasurer of the Board shall be voting Members of the Board by virtue of their respective offices.
- (c) If a Director is elected President, Vice-President, Secretary or Treasurer, he or she shall remain a voting Member of the Board during the time in which he or she serves as an officer; however, a vacancy shall be declared for the seat formerly held by such Director and the Board shall fill such vacancy as provided for in the Bylaws.
- (d) The President, or in his or her absence, the Vice-President, shall preside at all meetings of the Board and of the Members and perform such other duties as may be directed by the Board.

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ARTICLE VI

Meetings of Board

- 1. ANNUAL MEETINGS: Unless otherwise agreed by a majority of Directors, the annual meeting of the Board shall be held immediately before, and at the same place as, the regular annual meeting of the membership. In addition, the Board may provide, by resolution, the time and place for the holding of additional regular meetings.
- 2. SPECIAL MEETINGS: Special meetings of the Board may be called by or at the request of the President of the Corporation or by any three (3) Board Members.
- 3. NOTICE OF MEETINGS: The President or Vice-President of the Board may call an annual meeting of the Board by giving at least ten (10) days advance notice thereof by mail, electronic mail or facsimile in the same manner as provided for in the Bylaws for meetings of the Members. The person or persons calling a special meeting of the Board shall, at least five (5) days prior to the meeting give notice thereof by mail, electronic mail or facsimile in the same manner as provided for in the Bylaws for meetings of the Members. Such notice need not specify the purpose for which the meeting is called. Attendance by a Board Member at a meeting shall constitute a waiver of notice of such meeting except where a Board Member attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called.
- 4. QUORUM: A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

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5. VOTING: Except as otherwise provided in this Section the act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. The vote of a majority of the number of Directors fixed pursuant to these Bylaws shall be required to adopt a resolution constituting an Executive Committee. The vote of a majority of Directors then holding office shall be required to adopt, amend or repeal a Bylaw.

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6. INFORMAL ACTION BY MEMBERS: Action taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE VII

Executive Committee and Other Committees

1. To provide for continuity in the oversight of the Corporation between Board Meetings, there shall be an Executive Committee, which shall be made up of the following:

- (a)
  - 1. The President;
  - 2. The Vice-President;
  - 3. The Immediate Past President;
  - 4. The Treasurer; and
  - 5. The Secretary.
- (b) The Executive Director of the Corporation shall be a non-voting Member of the Executive Committee.
- (c) The Executive Committee will act on routine matters between Board meetings, subject to ratification by the Board, and shall make recommendations to the Board on matters requiring the full vote of the Board.

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2. VACANCY: Any vacancy occurring in the Executive Committee, including the President and Vice-President, shall be filled by the Directors at a regular or special meeting of the Board.

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3. REMOVAL: Any Member of the Executive Committee, including the President and the Vice-President, may be removed at any time with or without cause by the Board.

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4. MINUTES: The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

5. RESPONSIBILITY OF DIRECTORS: The designation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board, or any Member thereof of any responsibility or liability imposed upon it or him or her by law. If action taken by the Executive Committee is not thereafter formally considered by the Board, a Director may

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dissent from such action by filing his written objection with the Secretary with reasonable promptness after learning of such action.

6. AUDIT COMMITTEE: There shall be an Audit Committee whose membership shall be elected by the Board. The Audit Committee shall be comprised of representatives of three Member Firms, as follows:

- (a) 1. The Treasurer of the Corporation (who shall Chair the Committee);
- 2. At least one Member of the Board;  
One additional Member who is not a Director.
- (b) The Audit Committee shall review the books and finances of the Corporation annually and may recommend, from time to time, that the Board retain the services of a formal auditor;

7. NOMINATING COMMITTEE: During the months prior to the Annual Meeting, the President shall convene a Nominating Committee to nominate new Directors and a new President, Vice-President, Secretary and Treasurer. The Nominating Committee shall consist of the President, Vice- President, and the five most recent Presidents, as long as they continue to be associated with a Member Firm. The Executive Director of the Corporation shall be a non-voting Member of the Nominating Committee.

8. OTHER COMMITTEES: Other committees not having or exercising the authority of the Board in the management of the Corporation, unless otherwise so empowered by resolution of the Board, may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any Member thereof may be removed by the person or persons authorized to appoint such Member whenever in their judgment the best interest of the Corporation shall be served by such removal.

9. TERM OF OFFICE: Each Member of a committee shall continue as such until resignation or removal with or without cause by the Board, or until such Member shall cease to qualify as a Member thereof.

10. PRESIDENT: One Member of each committee shall be appointed Chair by the person or persons authorized to appoint the Members thereof.

11. VACANCIES: Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

12. QUORUM: Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

13. RULES: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

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<#>Only a member of the Board of Directors of the Corporation may serve as Chairman of the Audit Committee.¶

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ARTICLE VIII

Officers

1. NUMBER: The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as the Members may from time to time elect. The Board may appoint an Executive Director in accordance with these bylaws. Any two or more offices may be held by the same person. In no event, however, may an officer act in more than one capacity where action of two or more officers is required.

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2. ELECTION AND TERM: The officers of the Corporation shall be elected by the Members. Such election may be held at any regular or special meeting of the Board. Each officer shall hold office until his death, resignation, retirement, removal, disqualification, or until his successor is elected and qualified.

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3. RESIGNATION AND REMOVAL: Any officer or agent elected or appointed by the Board may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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4. PRESIDENT: The President shall lead the Corporation in setting its mission and strategic direction and overseeing the effective implementation thereof by management. The President shall work to ensure that the Board functions properly, meets its obligations and responsibilities, and fulfills its purpose and mission as set forth in the Articles of Incorporation and these bylaws, and as otherwise determined from time to time by the Board. The President shall work to maintain an effective relationship between the Board and management and, in so doing, will be the liaison between the Board and management. The President shall, if present, preside over all meetings of the Board, in that the President shall also serve as President of the Board, as described in Article V above. The President shall also perform such other duties as may be assigned to him or her by the Board.

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5. VICE PRESIDENT. The Vice President shall assist the President in leading the Corporation in setting its mission and strategic direction and overseeing the effective implementation thereof by management. The Vice President shall preside over meetings of the Board in the absence of the President, in that the Vice President shall also service as Vice President as described in Article V above. The Vice President shall assume the office of President should a vacancy occur. The Vice President shall also perform such other duties as may be assigned to him or her by the President or the Board.

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6. EXECUTIVE DIRECTOR: The Executive Director shall be the chief executive of the Corporation, subject to the control and direction of the Board. The Executive Director may attend meetings of the Board at its invitation, and shall submit regular reports to the

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President and to the [Board](#) on the operations of the Corporation. The Executive Director shall not be a [Member](#) of the [Board](#). The compensation and terms of employment of the Executive Director shall be reviewed and determined at least annually by the [Board](#). The Executive Director shall also perform such other duties as may be assigned to him or her by the President or the [Board](#).

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7. SECRETARY: The Secretary shall keep accurate records of the acts and proceedings of all meetings of Directors. He [or she](#) shall give all notices required by law and by these Bylaws. He [or she](#) shall have general charge of the corporate books and records and of the corporate seal and he [or she](#) shall affix the corporate seal to any lawfully executed instrument requiring it. He [or she](#) shall sign such instruments as may require his signature and in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned him or her from time to time by the President or the [Board](#).

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8. 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](#). He [or she](#) shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and he [or she](#) shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in fund balance for such fiscal year, in all reasonable detail, to be made and filed at the registered or principal office of the Corporation within three months after the end of such fiscal year. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him [or her](#) from time to time by the President or the [Board](#).

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9. ASSISTANT SECRETARIES AND 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 they shall, in general, perform such other duties as shall be assigned to them by the President, the Secretary, or the Treasurer, respectively, or by the [Board](#).

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10. BOND: The [Board](#) may, by resolution, require any or all officers, agents and employees of the Corporation to give a 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](#).

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11. AUTHORITY: In addition to the powers enumerated above, all officers shall have the authority to perform the duties and exercise the powers in the management of the Corporation usually incident to the offices held by them, respectively, and for such other authority, duties and powers that may be assigned to them from time to time by the [Board](#).

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12. COMPENSATION: No officer shall receive, directly or indirectly, any salary, compensation, or emolument from the Corporation, except: (i) the Board may enter into an agreement to engage a person (or entity) to serve in the position of Executive Director, and to provide commensurate compensation, approved as part of the annual budget of the Corporation, for management services provided to the Corporation by such person (or entity) to discharge such duties; (ii) reimbursement may be made for actual reasonable expenses when authorized by the Board; and (iii) other officers may be employed by the Corporation as employees, and compensated therefore, when duly authorized by the Board.”

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**ARTICLE IX**

Indemnification

1. EXPENSES AND LIABILITIES: Except as provided below, to the extent and upon the terms and conditions provided by North Carolina General Statutes as they exist or may hereafter be amended and the laws of any state in which any Member Firm or professional or attorney associated with any Member Firm may reside or be licensed, the Corporation shall indemnify any and all of its officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such. Said officers and Directors shall be entitled to recover from the Corporation, and the Corporation shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification provided herein, provided, however, that any Member Firm or professional or attorney associated therewith shall first engage any statutory indemnity or defense provided in any applicable law. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other right to which such person may be entitled apart from the provisions of these Bylaws. Such indemnification rights shall not apply for liability or litigation expense which any officer or Director may incur (i) on account of his activities which were (at the time taken) known or believed by him or her to be clearly in conflict with the best interest of the Corporation, or (ii) in connection with any claims that the Corporation may make against such officer or Director unless he or she ultimately shall prevail against the Corporation in respect to such claim.

The Corporation also shall have the power, in its sole discretion, to indemnify any present or former Director, officer, employee or agent or any person (who has served or is serving (i) in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, company, trust or other enterprise, or (ii) as a trustee or administrator under an employee benefit plan), with respect to any liability or litigation expenses, including reasonable attorneys' fees (incurred in such capacity by any such person) to the extent and upon the terms and conditions provided by North Carolina General Statutes as they exist or may hereafter be amended.

2. ADVANCED PAYMENT OF EXPENSES: Expenses incurred by a Director, officer, employee or agent 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 or required under any charter or Bylaw provision or by any applicable resolution or contract upon receipt of any undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation against such expenses.

**State Law Resources, Inc.**

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Notwithstanding the provisions of the preceding paragraph, the Corporation shall upon receipt of an undertaking by or on behalf of the Director or officer involved to repay the expenses described in the second paragraph of the preceding Section 1 of this Article unless it shall ultimately be determined that he [or she](#) is entitled to be indemnified by the Corporation against such expense, pay expense incurred by such Director or officer in defending a civil or criminal action, suit or proceeding in advance of this final disposition of such action, suit or proceeding.

3. **INSURANCE:** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, officer, employee, trustee or agent of another nonprofit corporation or trust against any liability asserted against him [or her](#) and incurred by him [or her](#) in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him [or her](#) against such liability.

**ARTICLE X**

Contracts, Loans, and Deposits

1. **CONTRACTS:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. **LOANS:** No loans shall be contracted on behalf of the Corporation and on evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. In no event shall loans be made by the Corporation to its Board [Members](#) or officers.

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3. **CHECKS AND DRAFTS:** All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

4. **DEPOSITS:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depository or depositories as the Board shall direct.

5. **GIFTS:** The Board may accept on behalf of the Corporation any gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE XI**

Forbidden Activities

The Corporation is organized as a nonprofit Corporation exclusively for purposes within the meaning of Section 501 (c)(6) of the Internal Revenue Code of [1986](#) (the "Code"), as amended.

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**State Law Resources, Inc.**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, Directors, or other private persons, 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 charitable purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Article XII, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

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**ARTICLE XII**

General Provisions

1. SEAL: The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "SEAL"; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

2. WAIVER OF NOTICE: Whenever any notice is required to be given to any Board [Member](#) under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

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3. AMENDMENTS: Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Board [Members](#) then holding office at any regular or special meeting of the Board.

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4. BOOKS AND RECORDS: The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board [Members](#) and committees having any of the authority of the Board.

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5. FISCAL YEAR: The Fiscal Year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

6. CONTRIBUTIONS: The Board or an authorized officer may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.