

# **BY-LAWS OF NORTH CAROLINA BAIL AGENTS ASSOCIATION, INC.**

## **ARTICLE 1 NAME AND LOCATION**

SECTION 1. The name of this nonprofit corporation shall be: NORTH CAROLINA BAIL AGENTS ASSOCIATION, INC., hereafter referred to as the "Association."

SECTION 2. Repealed

SECTION 3. Other locations for the transaction of business shall be located at such places as the Board of Directors approves by a two-thirds vote at a regular or special meeting.

## **ARTICLE II OBJECT AND PURPOSE**

The object and purpose of this Association is to promote free enterprise bail and protect the interest and honor of the bail profession and to promote, upgrade, and perpetuate the bail bond profession through the following objectives:

1. Promoting legislation and rules which will advance the profession.
2. Combating legislation and rules which may harm the profession.
3. Promoting and maintaining professional and ethical standards for the profession.
4. Improving relations between the industry and the legal community-attorneys, judges, clerks and sheriffs-and the general public, both locally and nationally.
5. In the furtherance of its goals, the association will convene seminars and meetings to provide its members with current training and educational material, methods and techniques, to provide a clearinghouse for testing and reviewing techniques and products related to the bail profession, and to bring together ideas and information through peer association.

## **ARTICLE III MEMBERSHIP**

### Section 1. Membership Types

NCBAA recognizes five types of membership. A membership is not transferable: (1) Individual Voting member, (2) individual voting term member, (3) associate non-voting member, (4) Company non-voting member, (5) Corp. non-voting member. All members shall adhere to the NCBAA code of ethics.

1. Individual voting member. Are those individuals who qualify under Section 2

of this Article and pay their annual dues.

2. Honorary Voting Member. Are those members recognized for achievements, distinction, and longevity in the bail bond industry and having qualified under Section 2.

3. Individual Term voting member. Are those individual voting members who qualify under section 2 of this Article and pay dues in full for a five (5), ten (10), or life term. The amount for a term membership dues will be set at .90 percent of that amount of annual dues for that term. Life member dues will be set at 15 times the current annual individual member rate. Term members will be eligible for additional benefits as set by the Board of Directors of the NCBA.

4. Associate Non voting Member. Are those individuals who by deeds, action, and common interest seek to support the bail bond profession by their membership and support. Associate members are entitled to all membership benefits offered to Individual voting members except hold office or vote. Associate members may serve on committees and attend all general meetings. Dues are shall be set at the discretion of the Board of Directors.

5. Company Member. Any company or business through common interest seek to support the bail bond profession by their membership. Company members are entitled to Certificate of Membership, and have two (2) representatives attend the NCBA annual meeting and annual reception. Company members are not allowed to hold office or vote. Dues shall be set at the discretion of the Board of Directors.

6. Corporate Member. Any corporation, surety, or insurance company though common interest seek to support the bail bond profession by their Membership. Corporate Members are entitled to a Certificate of Membership, and have four (4) representatives attained the annual meeting, reception, and will be eligible for additional benefits as Set by the Board of Directors.

## Section 2. Eligibility for Membership.

Any person currently licensed as a Professional Bail Bondsman, a Runner for a Professional Bail Bondsman, or a Surety Bail Bondsman by the State of North Carolina are eligible through application, review, and payment of dues to be an individual voting member of the NCBA. Persons who by deeds, actions, and common interest seek to support the bail bond profession by their membership and support the NCBA are eligible through application, review, and payment of dues to be an associate member of the NCBA. NCBA reserves the right to refuse, deny, or revoke the membership of any Applicant for just cause.

Any member through application and having been licensed by the State for fifteen or more years, who is sixty-five (65) years of age or older, who has been exempted from CE by the NCDOL, who has been a voting member of NCBAA for ten (10) or more years and has been a voting member for at least three (3) consecutive years before receiving Honorary status, and has not demonstrated any effort to damage or disparage the Association. Documentation for eligibility shall be provided by the applicant.

### Section 3. Annual Dues.

The amount of annual dues for an Individual voting member shall be as determined by a two thirds 2/3's vote of the NCBAA Board of Directors.

Annual dues are payable in advance each year and due on or before July 1<sup>st</sup> of every year. Members shall be billed at least 30 days prior to the expiration date. Non-paying members shall be placed in a pending status with no benefits for a period of 30 days. Non-paying members will not be entitled to make nomination for or vote for any member seeking election to the Board of Directors. If payment is not made by the end of the 30 day period the person will be dropped from the rolls of the NCBAA.

### Section 4. Annual Meeting.

The annual meeting of the members of the NCBAA shall be held at a location approved by the Board of Directors by a two-thirds vote at a regular or special meeting. Notice and location of such meeting shall be given at least thirty (30) days prior to the meeting.

### Section 5. Special Meetings.

Special Meetings of the membership of the Association may be called by resolution of Two-Thirds vote by the Board of Directors or by a majority of the active voting members of the Association or by the President of the Association and notice thereof shall be given at least seventy-two (72) hours before the time for holding such special meeting. Notice of such meeting shall be given in writing stating the date, time, and place of the special meeting. Notice must specify the purpose of the special meeting and only the issues stated in the notice can be subject of discussion at the meeting.

### Section 6. Quorum.

The presence of ten percent (10 %) of the active voting members shall be necessary to constitute a quorum of the members at any meeting of the membership. In case there is not a quorum present on the day fixed for a meeting, the members present shall adjourn the meeting until a quorum is obtained.

### Section 7. Voting.

Each active voting member of this Association as defined in Article III subsection 1 and

2 of these bylaws present at the meeting shall have one (1) vote upon all questions presented for action at any meeting of the membership. A voting member shall not be allowed to vote or counted as present for the purposes of a quorum by proxy, mail, facsimile, telephone or other similar device. Cumulative voting shall be allowed in the voting for Directors. An active voting member may not vote by voting agreement.

#### Section 8. Officer of Meetings.

The President shall preside at all meetings of the membership and Board of Directors. In his/her absence, the next officer in the order shall preside: Vice-President, Secretary, and Treasurer.

#### Section 9. Rules of Order.

Rules contained in Robert's Rules of Order shall govern the meetings of the Association in all cases where they are not inconsistent with the By-laws or other special rules of order.

### ARTICLE IV DIRECTORS

SECTION 1. Number and Authority. The Board of Directors may consist of up to sixteen (16) members, of which fourteen (14) of these Directors shall be elected as outlined in these By-Laws. The two most recent presidents may serve as Directors. No more than two persons out of the same bail bonding agency and or professional bondsman and their runner shall serve as a board member at one given time.

SECTION 2. Regular Meetings. Regular meetings of the Board of Directors shall be held no less than four times a year.

SECTION 3. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be held at any time or place upon the call of the President, either oral or written, and notice thereof shall be given in oral or written form to include but not limited to fax or email.

SECTION 4. Salary. No salary shall be paid to the Directors or Officers of the Association for their services as director or officer.

SECTION 5. Quorum and Voting. At meetings of the Board of Directors Ten (10) voting members of the Board of Directors shall be necessary to constitute a quorum. A member of the Board of Directors may participate in a special or regular meeting of the Board of Directors by telephone or other similar electronic device, except as provided in Article V, Section 1. The passing of any motion at any meeting of the Board of Directors shall require an affirmative vote of nine (9) voting directors.

SECTION 6. Election of Directors. Each Director shall hold office for a term of two (2) years, or until his successor shall be elected. Each of the Directors shall be elected by the general membership. Each active voting member may cast one vote per each Director position available in the applicable election. Nominations for the Board of Directors shall be submitted by the active voting members to the Nominating Committee. No nominations may be made from the floor, unless there are not enough nominations made in advance to fill the slate. No member may be nominated to the board during the first five (5) years of licensure. The Nominating Committee shall determine whether a nomination is in compliance with these By-Laws. The Nominating Committee shall then submit the nominations to the active members for the election of Directors.

SECTION 7. Code of Ethics. The Board of Directors shall abide by the NCBA Board Members Code of Ethics.

SECTION 8. Removal of Board Member. The Board may remove a Director for failing to attend the specified number of Board Meetings. The director may only be removed by the affirmative vote of twelve (12) members of the Board of Directors then in office.

Section 9. Vacancies of the Board of Directors. In case of death, disability, or resignation of one or more of the Directors. The Board of Directors can elect persons from the membership to fill the vanancey(s) for the unexpired term.

## ARTICLE V

### Officers of the Association and Duties

SECTION 1. Officers Designated. The officers of this Association shall be President, Vice President, Secretary and Treasurer. The officers shall be elected by a quorum of the Board of Directors present and by a vote of at least nine (9) board members. and shall hold office for the term of two (2) years subject to Article IV Section 6 and Article VII Section 2. The Director elected to the position of President shall have two years of prior service on the board as a Director. The Director elected to the position of Vice-President shall have two (2) years of prior service on the board as a Director. The Director elected to the position of Vice President shall have teo (2) years of prior service on the Board of Directors. Election of Officers shall be held at a meeting of the board of directors within one month following the annual meeting of the Association.

SECTION 2. Duties of President. The President shall preside at all meetings of the Association and Board of Directors and shall have general charge of and control over the affairs of the Association. The President shall name any necessary committees and appoint the Chairman of these committees. The President shall work closely with the Vice President and keep the Vice President advised on all matters concerning the Association. The President may make suggestions to the Board, but only vote in case of a tie vote of the Board.

SECTION 3. Duties of Vice-President. The Vice-President shall perform such duties as

may be assigned to him by the President and/or Board of Directors. The Vice President shall promote the Association and assist the President. In case of the death, disability, or absence of the President, the Vice-President shall perform all the duties of the President.

SECTION 4. Duties of Secretary. The Secretary shall have responsibility for the records of the minutes of the proceedings of meetings of members and of Directors, and shall give notice as required in these By-Laws of all meetings. The Secretary shall have access to all books, papers, and records of the Association. The Secretary shall perform such other duties as shall be assigned by the President and/or the Board of Directors.

SECTION 5. Duties of Treasurer. The Treasurer shall report to the membership and Board as to the financial status of the Association and shall have access to all financial records.

SECTION 6. Removal of Officers. Any Officer may be removed from officer with or without cause at any time by the affirmative vote of twelve (12) members of the Board of Directors.

Section 7. Executive Committee. The executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and Past President.

## ARTICLE VI EXECUTIVE DIRECTOR

SECTION 1. Duties and Obligations of Executive Director. The Executive Director shall attend all meetings of the Executive Committee, Board of Directors, general membership and any other meetings of the Association. All arrangements for these meetings including but not limited to banquet facility reservations and notices to the members of the meeting, shall be the responsibility of the Executive Director and/or any appointed committee. The Executive Director's place of Business shall be the Association's official mailing address. The Executive Director shall distribute a quarterly newsletter to the members of the Association, informing members of relevant news and information concerning the Association. The Executive Director shall keep accounts of all money of the Association received or disbursed, make such reports and shall deposit all money and valuables in the name of and to the credit of the Association in such banks and depositories as the Board of Directors shall designate. The Executive Director shall also be responsible for the billing and collection of all dues or assessments. The Executive Director shall perform all other duties as outlined in the Association Management Agreement.

ARTICLE VII  
MISCELLANEOUS

SECTION 1. Funds of Association. All funds of this Association, or under its charter, deposited in any bank or other place of deposit shall be deposited to the credit of the Association in its corporate name. Checks withdrawing funds of the Association from the bank deposits shall be made by the President or Executive Director. All bonds, notes, and other evidences of indebtedness, mortgages, deeds, and contracts of this association, shall be approved by the Board of Directors and shall be signed in its name by the President, or Vice-President, and attested by the Secretary. No such instrument shall be valid without being so signed, unless otherwise stated by the Board in writing.

SECTION 2. Repealed

Section 3. Amendment to the By-laws. These by-laws maybe ammended, repeal or altered in whole or in part at any annual, regular, or special meeting of the association by two-thirds vote of the Board of Directors. These by-laws maybe amended, repealed, or altered in whole or in part at any annual, regular, or special meeting by to thirds vote of the active voting members of the association.

SECTION 4. Repealed

SECTION 5. Budget and Dues. The Board shall establish a budget. The Board shall maintain dues schedule on an annual basis.

SECTION 6. Nominating Committee. The Nominating Committee ia a standing committee. The Committee will vet and oversee nominees to the Board of Directors. The Chair shall be named by the President and confirmed by the Board of Directors. The committee will report to the membership in all elections for the association.

SECTION 7. Retention of Records. The Association shall retain records for three (3) years and then be purged, excluding financial records which shall be retained for ten (10) years and then purged and education records, which shall be retained for five (5) years and then purged.

ARTICLE VIII  
INDEMNIFICATION

SECTION 1. Indemnification. The Association shall indemnify, to the fullest extent permitted by the North Carolina Nonprofit Corporation Act, as such Act exists now or may hereafter be amended, its Directors, officers, employees and agents who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

ARTICLE IX  
LIMITATION OF LIABILITY

SECTION 1. Limitation of Liability. The liability of any Director , officer or employee in any proceeding brought by members (or a member) of the Association in the right of the Association or on behalf of the members (or a member) of the Association, unless otherwise provided by the laws of the State of North Carolina, shall be limited to One Hundred Dollars (\$100.00) for any damages assessed against a Director or officer arising out of any single transaction. If an individual is both a Director and an officer, the limitation on liability stated above shall be the total aggregate amount of liability to which such person may be subject. However the liability of a Director or officer shall not be limited as provided in this Article IX of these Bylaws if the Director or officer engaged in willful misconduct or a knowing violation of the criminal law.

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