

**BY-LAWS OF THE  
BUSINESS LAW SECTION  
OF THE BAR ASSOCIATION OF THE CITY OF RICHMOND**

**ARTICLE I  
NAME AND PURPOSE**

Section 1: Name. The name of this Section (“Section”) shall be the Business Law Section of The Bar Association of the City of Richmond (“Association”).

Section 2: Purpose. The purposes of this Section are to: (1) facilitate the exchange of information, expertise and knowledge by and among members of the Section about issues affecting business and business transaction law; (2) cultivate and advance the practice of business law and business transactions among the members of the Section and the Association; (3) engage in projects of professional interest to members of the Section; (4) encourage and foster professional collegiality among members of the Section; (5) provide educational opportunities to members of the Section in business and business transaction law and related professional responsibilities; (6) aid and assist members of the Section in serving their clients in a competent, efficient and professional manner; and (7) assist the Association in achieving its objectives whenever such objectives may apply to members of the Section.

**ARTICLE II  
MEMBERS**

Section 1: Association Membership. Section membership is limited to persons who are members in good standing in the Association.

Section 2: Duration of Membership. Persons eligible for Section membership will be admitted upon payment of Section dues, and will be retained on the rolls of the Section until the occurrence of either of the following: (1) resignation from the Section in writing, or (2) failure to pay subsequent annual Section dues when due in accordance with Section 4 of this Article.

Section 3: Rights to Vote and Serve as Officers. All Section members will be entitled to vote on matters brought before the Section, and to serve as an officer or member of the Executive Committee of the Section upon a vote by the membership electing such person.

Section 4: Annual Dues. Section dues shall be determined annually by vote of a majority of the members of the Executive Committee of the Section, shall be subject to approval by the Board of Directors of the Association, and shall be due and payable to the Association by each Section member at the beginning of the Association’s fiscal year.

ARTICLE III  
OFFICERS AND EXECUTIVE COMMITTEE

Section 1: General. The officers of the Section shall be a Chairman, Chairman-Elect and Secretary.

Section 2: Chairman. The Chairman, subject to the action of the Executive Committee, shall generally supervise and manage the affairs of the Section. He or she shall appoint the members of such committees as the Executive Committee may authorize and shall fill vacancies on the Executive Committee pending the next annual election.

Section 3: Chairman-Elect. The Chairman-Elect shall perform such duties as are assigned by the Chairman or the Executive Committee. In the event of resignation, absence or disability of the Chairman, the Chairman-Elect shall act as Chairman of the Section. The Chairman-Elect shall hold that office for the year for which elected and shall succeed to the office of the Chairman of the Section for the following year.

Section 4: Secretary. The Secretary shall maintain the minute book of the Section, shall prepare an annual budget of the Section and submit it to the Executive Committee for approval, and perform other duties assigned by the Chairman or the Executive Committee.

Section 5. Executive Committee. The duties and affairs of the Section shall be under the management and control of an Executive Committee consisting of the Chairman, the Chairman-Elect, the Secretary, and not less than six (6) and not more than eight (8) additional members elected at the annual meeting of the Section. The initial members of the Executive Committee are set forth on Exhibit A hereto. The Executive Committee shall, between the meetings of the Section, be the governing body of the Section, with power to give directions to all officers and committees, act for the Section, manage its affairs, and establish such regulations as it may deem advisable. At meetings of the Executive Committee, six (6) members of the Executive Committee shall constitute a quorum. Members of the Executive Committee may participate in a meeting of the Executive Committee or any committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other simultaneously, and such participation in a meeting shall constitute presence in person at the meeting. The Chairman of the Section shall be the Chairman of the Executive Committee and shall preside at its meetings.

ARTICLE IV  
ELECTION AND TERMS OF OFFICE

Section 1: Elections at Organizational Meeting. At the organizational meeting of the Section, members of the Association who have evidenced an interest in becoming members of the Section shall elect the initial Chairman, Chairman-Elect and Secretary of the Section from among the initial members of the Executive Committee. Additional nominations may be made from the floor. The election shall be held by voice vote; provided, however, in the event that more than one (1) person is nominated for any office, the vote in respect of such office shall be by written ballot. A candidate must receive a majority of the votes cast to be elected. If, on the first ballot

for any of these offices, no candidate receives a majority of the votes cast, a second ballot shall be taken between the two candidates receiving the most votes on the first ballot.

Section 2: Elections at Annual Meetings. (A) After the initial election of officers, subsequent elections for officers and members of the Executive Committee shall be held at each Annual Meeting of the Section. A Nominating Committee of not less than three (3) active members plus the Chairman shall be appointed by the Chairman, with approval of the Executive Committee, not less than forty-five (45) days prior to the Annual Meeting. At least thirty (30) days prior to the Annual Meeting, the Nominating Committee shall nominate one member for each of the following positions: Chairman, Chairman-Elect, and Secretary, and not less than six (6) and not more than eight (8) additional members of the Executive Committee. At least twenty-five (25) days prior to the Annual Meeting, any group of ten (10) or more members may file with the Secretary of the Section the name of any member they desire to nominate for any position. The notice of the Annual Meeting shall contain a report of the Nominating Committee and the name of any other member nominated as provided herein. Additional nominations may be made from the floor at the Annual Meeting.

(B) The election shall be by voice vote; provided, however, in the event that more than one (1) person is nominated for any office, the vote in respect of such office shall be by written ballot. For the office of Chairman, Chairman-Elect and Secretary, a candidate must receive a majority of the votes cast to be elected. If, on a first ballot for any of these offices, no candidate receives a majority of the votes cast, then a second ballot shall be taken between the two candidates receiving the most votes on the first ballot. In the election of other members of the Executive Committee, each member of the Section may vote for no more than eight (8) candidates. The eight (8) candidates receiving the highest number of votes shall be elected.

Section 3: Terms of Office. The term of office of each officer and Executive Committee member so elected shall begin on June 1 following the Annual Meeting of the Section at which the person was elected and shall continue through May 31 following the next Annual Meeting of the Section and until his or her successor has been duly elected and qualified.

## ARTICLE V MEETINGS OF THE SECTION

Section 1: Annual and Special Meetings. The Annual Meeting of the Section shall be held in April or May of each year. At the Annual Meeting all powers of the Section may be exercised, except as otherwise required by these By-laws. Special meetings of the Section may be called at any time by the Executive Committee and shall be called upon the written request of three (3) members of the Executive Committee. Written notice of special meetings shall be mailed to each member of the Section at least ten (10) days in advance. At special meetings, no business shall be transacted except that indicated in the written notice of such meeting to members of the Section. The Executive Committee shall also establish a schedule of regular meetings at which business may be conducted.

Section 2: Quorum. One-tenth of the members of the Section shall constitute a quorum for any meeting of the Section.

Section 3: Voting. No person shall vote at any meeting of the Section except members of the Section who are present in person at such meeting.

Section 4: Chairman. The Chairman, or in his absence the Chairman-Elect, shall preside over all meetings of the Section. If both the Chairman and the Chairman-Elect are absent at any meeting, a majority of the members present shall designate a presiding officer.

ARTICLE VI  
AMENDMENT OF THE BY-LAWS

Section 1: Amendment. These By-Laws may be amended by action of two thirds (2/3) of the members of the Executive Committee of the Section, with approval of the Board of Directors of the Association.

Adopted March 20, 2007

