

The Bar Association of the City of Richmond

BY-LAWS

Adopted May 12, 1989, as amended

ARTICLE I  
NAME AND PURPOSE

Section 1: Name. The Corporation shall be known as the Bar Association of the City of Richmond (Association).

Section 2: Purpose. The Association shall be a voluntary bar association for members of the legal profession and it shall conduct its business: to facilitate the administration of justice; to promote legal and judicial reform; to preserve the highest standards of integrity, dignity, honor, and courtesy among members of the legal profession; to establish and maintain an appropriate liaison with the judiciary and other bar associations; to cultivate and advance the cause of jurisprudence; and to cultivate and promote the spirit of camaraderie and good fellowship among its members.

ARTICLE II  
MEMBERS

Section 1: Classes. The membership in the Association shall be available to persons licensed to practice law, divided into the following classes:

A. Active Member. Any such person who maintains active membership in the Virginia State Bar and who is engaged in practice with a law office located in the Richmond area, which area shall be defined as the City of Richmond, any political subdivision contiguous thereto, and Hanover County, or who is employed as an attorney by a corporation or employed as an attorney or in a judicial capacity by a governmental agency at its office so located, or who teaches law at any recognized law school so located.

B. Associate Members.

1. Resident Associate. Any such person who is employed in the Richmond area as an attorney by a corporation or firm, as a governmental attorney, or who teaches at any recognized law school so located, but who does not hold membership in the Virginia State Bar.

2. Continuing Associate. Any such person who has been a dues-paying member of the Association, but who ceases to qualify for such membership other than by becoming a Judicial, Honorary, or Emeritus Member, may by the continued payment of dues, continue his/her membership so long as the person continues to be qualified to practice law.

3. Non-Resident Associate. Any such person who is licensed to practice law and who practices or resides outside of the Richmond area.

4. Disabled Associate. Any member who has been transferred to the Disabled and Retired class of membership by the Virginia State Bar by reason of a permanent disability may, upon written request to the Executive Director, be classified as a Disabled Associate. Upon returning to active status with the Virginia State Bar, a Disabled Associate will resume active status in the Association.

C. Judicial Member. Any such person who is serving as a full time judge in a federal or state court in the Richmond area, or who has served as such and has not returned to the active practice of law.

D. Honorary Member. Any member of the Association who has been elected or appointed to a non-judicial public office.

E. Emeritus Member. Any member of the Association shall automatically become an Emeritus Member on June 1 following the member's seventieth (70th) birthday.

F. Law Student Member. Any such person who is currently enrolled in a law school, or who is currently enrolled, as approved by the Virginia Board of Bar Examiners, in the study of law in the office of an attorney or with a retired circuit court judge, and is not licensed to practice law. Such members are non-voting in any of the affairs of the Association. Student members shall be eligible to serve on selected standing and ad-hoc committees as identified by the Executive Committee. Membership in active Sections of the Association and/or participation in Section activities is at the discretion of the Executive Committee of each Section.

## Section 2. Admission to Membership

A. Except as otherwise provided in Section 4(C) of this Article of the By-Laws, any person who fulfills the qualifications for membership as set forth in Section 1(A) or 1(B) above shall become a member of the Association upon (i) submitting an application to the Executive Director of the Association in a form approved by the Board of Directors; (ii) verification of said application by the Executive Director; and (iii) payment of the application fee established by the Board of Directors.

B. Any person who fulfills the qualifications for membership as set forth in Section 1(C) above shall automatically become a Judicial Member of the Association.

C. Any person who fulfills the qualifications for membership as set forth in Section 1(D) above shall, upon written request to the Executive Director, become an Honorary Member of the Association.

## Section 3. Duration of Membership

A. Any member may resign from membership upon written notice of resignation tendered to the Executive Director. An individual who has resigned from membership may be reinstated upon submission of an application and payment of the applicable dues for the year of reinstatement.

B. Any member in a non-dues paying membership class shall remain a member so long as s/he continues to be licensed to practice law, or until s/he shall resign.

#### Section 4. Expulsion or Termination

A. Notwithstanding the provisions of Section 3 above, a member shall be expelled from the Association upon the surrendering, revocation or suspension of that member's license to practice law. In addition, and subject to review by the Board of Directors, the membership privileges of any member who fails to timely pay the dues appropriate to his/her membership class to the Association for one year shall be terminated.

B. Any former member who fulfills the qualifications for membership as set forth in Section 1(A) or 1(B) may, subject to Section 4(C), upon application, have his/her membership reinstated.

C. As a condition of reinstatement:

(1) Any former member expelled or terminated pursuant to Section 4(A) shall pay the applicable dues for the year of reinstatement; and

(2) Any former member terminated more than once pursuant to Section 4(A) for non-payment of dues, shall be required to pay all dues owing at the time of the former member's termination, in addition to payment of the applicable dues for the year of reinstatement.

#### Section 5. Dues and Voting Rights

A. Annual dues for the various members of the Association shall be determined from time to time by the vote of a majority of the Board of Directors and shall be due and payable as determined by Board of Directors.

B. Judicial Members, Honorary Members, Emeritus Members and Disabled Associate Members shall pay no dues.

C. Only Active, Resident Associate, Continuing Associate, Disabled Associate, and Emeritus Members shall have a vote in any affairs of the Association, including the endorsement of judicial candidates.

### ARTICLE III ELECTION OF OFFICERS AND DIRECTORS

Section 1. Officers. The membership shall elect the President-elect, Vice President, Secretary-Treasurer, and an Honorary Vice President at the Annual Meeting of the Association. A Nominating Committee shall propose nominees for each position in compliance with the procedure set forth in Article VII, Section 5.

There shall be no limit on the number of candidates that may be nominated for any position; no nomination shall be considered unless it be seconded; and no seconding speeches shall be permitted. Additional nominations for any position may be made by any eligible member of the Association at its Annual Meeting. If only one candidate is nominated for any office after the nominations are closed by

a majority vote of those in attendance, the President shall declare such candidate elected; and if there be more than one candidate nominated for any office, an election shall be held by written ballot. If no candidate receives a majority of the votes cast on the first ballot, a second ballot shall be taken on which only the two candidates receiving the most votes on the first ballot shall be eligible for election. The candidate thereupon receiving a majority of the votes cast shall be elected to the designated office.

Section 2. Directors. Members of the Board of Directors shall be elected at each Annual Meeting of the Association. Such nominations and election shall be held in the manner provided herein for the election of officers, except that the three candidates receiving the most votes on the first ballot, whether a majority or not, shall be thereby elected. If there be any vacancies in any unexpired terms of any at-large directors, whether or not filled pending election, there shall also be elected at such meeting members to fill such unexpired terms and each such vacancy shall be filled by a separate election which shall be held in the manner provided herein. No person who is or has been a member of the Board of Directors otherwise than ex-officio shall be eligible for re-election to the Board of Directors until two years after the expiration of his/her term.

Section 3. Additional Nominations. No person shall be considered by the membership at the Annual Meeting as a candidate for election to the position of Officer or Director unless that person has been recommended by the Nominating Committee pursuant to Article VII, Section 7 of the By-laws, or the person has been nominated for the position by written nomination from an Association member in good standing to the President and the Executive Director of the Association. Such notice must be received by the President and the Executive Director no fewer than fourteen (14) calendar days prior to the Annual Meeting. In the event additional nominations for the position of Officer or Director are received by the President and the Executive Director, the President shall notify all of the candidates for that office of the additional nomination(s).

#### ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Association shall be a President, a President-elect, a Vice President, an Honorary Vice President, a Secretary-Treasurer, an Immediate Past President, and such other offices as the Board of Directors may appoint. The President shall be the person elected to the office of President-elect the preceding year. The officers of the Association shall serve without compensation. No person shall serve as an officer of the Association unless s/he is a member of the Association in good standing.

Section 2. Term. Each officer of the Association shall serve a term beginning on June 1 of each year and continuing until the following May 31 or until his/her successor has been duly elected or appointed and qualified, or until his/her death, resignation, or removal.

Section 3. Vacancies. A vacancy occurring in any office except the office of President, for any reason, shall be filled for the unexpired portion of the term of said office by the Board of Directors upon recommendation of the Nominating Committee. A vacancy in the office of the President shall be filled by the President-elect who shall succeed to the office of President for the unexpired term and a one year term thereafter.

Section 4. President. The President shall be the chief executive officer of the Association. The President shall perform all duties incident to the office of President and shall have such other responsibilities and powers as may be delegated to him/her by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President shall appoint the members of, designate the chairperson of, and fill vacancies in all committees except as herein otherwise provided. In addition, the President shall appoint any delegate from the Association to the American Bar Association House of Delegates that the Association is eligible to have.

Section 5. President-elect. In the absence or disability of the President, the President-elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The President-elect shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or these By-Laws. The President-elect shall hold that office for the year for which elected and shall succeed to the office of the President for the following year.

Section 6. Vice President. The Vice President shall perform such duties as may be assigned to him/her by the President or the Board of Directors, subject to the provisions of the Charter of the Association and these By-Laws.

Section 7. Secretary-Treasurer. The Secretary-Treasurer shall perform the duties and exercise the powers customarily incident to the office of Secretary-Treasurer and such other powers as may from time to time be assigned to him/her by the President or the Board of Directors. The Secretary-Treasurer shall submit at each Annual Meeting of the Association a report for the current fiscal year of all receipts and disbursements during such period, all obligations outstanding at the end of such period, and all assets of the Association with any comments as to current and prospective future financial position that s/he may deem informative. During the absence of the Secretary-Treasurer, the Board of Directors shall have the authority to appoint a member of the Association as Acting Secretary-Treasurer to perform such duties as may be required.

Section 8. Honorary Vice President. The Honorary Vice President shall perform such duties as may be assigned to him/her by the President or Board of Directors, subject to the provisions of the Charter of the Association and these By-Laws.

## ARTICLE V DIRECTORS

Section 1. Powers. All powers of the Association shall be exercised by, or under the authority of, the Board of Directors, and the business and affairs of the Association shall be managed under the direction of the Board of Directors.

Section 2. Qualification and Number. To be eligible to serve as a member of the Board of Directors, a person shall be a member of the Association in good standing. The Board of Directors shall consist of not less than twelve or more than twenty-seven individuals. The Board of Directors shall consist of: (1) the President, President-elect, Vice President, Honorary Vice President, the

Secretary-Treasurer, the Immediate Past President, the Chairperson of the Young Lawyers Section, the Chairperson-Elect of the Young Lawyers Section, a Virginia State Bar Council representative from the Thirteenth Judicial Circuit, and the Chairperson of such other Sections of the Association as may from time to time be established, all of whom shall serve as ex-officio members of the Board of Directors; and (2) twelve directors elected at-large from the membership of the Association. The members of the Board of Directors shall serve without compensation. The President shall serve as Chairperson of the Board of Directors.

Section 3. Term. An ex-officio director shall serve so long as he holds the office which accords him/her membership on the Board of Directors of the Association. The Virginia Bar Council representative shall be appointed to the Board of Directors by the President of the Association for a term of one year on June 1st of each year. Three of the twelve directors elected at large shall be elected at the Annual Meeting of the Association each year to serve a term of four years.

Section 4. Resignation; Removal; Vacancy. A director may resign at any time by giving written notice to the Secretary-Treasurer of the Association. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary-Treasurer, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any director who shall, without reasonable cause, fail to attend three (3) consecutive meetings of the Board of Directors, or fail to discharge his/her duties as a director in accordance with his/her good faith judgment of the Association's best interests, may be removed by a majority vote of the members of the Association at a meeting of the members called for the purpose of removing any such director. A vacancy or vacancies on the Board of Directors occurring for any reason may be filled by majority vote of the Board of Directors, and in the case of at-large directors, until the next Annual Meeting when a successor shall be elected to serve the balance of the term.

Section 5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at the office of the Association or at such other place, within or without the Commonwealth of Virginia, as the Board of Directors may designate from time to time.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, the Secretary-Treasurer, the Executive Director or any 5 of the directors.

Section 7. Notice. Written notice of the date, time and place of special meetings shall be given to each director either by personal delivery or by mail, by or at the direction of the officer or director calling the meeting, to the address of such director as it appears in the records of the Association not less than ten days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

A director's attendance at or participation in a meeting waives any required notice to him/her of the meeting unless the director at the beginning of the meeting or promptly upon his/her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section 8. Waiver of Notice. Notice of any meeting may be waived before or after the date and time of the meeting in a writing signed by the director entitled to notice and delivered to the Secretary of the Association for inclusion in the minutes of the meeting or filing with the corporate records.

Section 9. Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the board of Directors may be taken without a meeting if the action is taken by all of the members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 10. Conduct of Meetings. The President of the Association, or in his/her absence the President-elect, shall act as chairperson of and preside over meetings of the Board of Directors. In the event of the absence of the President and the President-elect, the meeting shall elect a chairperson. The Secretary shall act as secretary of such meetings. In the event of the absence of the Secretary, the chairperson shall appoint a secretary of the meeting.

Section 11. Procedure at Meetings. The procedure at meetings of the Board of Directors shall be determined by the chairperson, and the vote on all matters before any meeting shall be taken in such manner as the chairperson may prescribe.

Section 12. Participation by Conference Telephone. The Board of Directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of, conference telephone or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

Section 13. Quorum. A quorum at any meeting of the Board of Directors shall be a majority of the number of directors fixed or prescribed by these bylaws or, if no number is prescribed, the number of directors in office immediately before the meeting begins. The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## ARTICLE VI EXECUTIVE DIRECTOR

The Association shall have an Executive Director who shall be a paid employee of the Association, appointed by the Board of Directors. The Executive Director shall serve at the will of, or upon written terms and conditions determined by, the Board of Directors. The Executive Director shall not be an officer of the Association. He shall attend such committee meetings as requested and Association meetings and assemblies to the extent permitted by the Board of Directors. Qualification and eligibility requirements for the position of Executive Director shall be as determined from time to time by the Board of Directors.

The Executive Director shall receive such compensation and expense allowance as may be determined from time to time by the Board of Directors. It shall be the duty and responsibility of the

Executive Director to aid and assist the Secretary-Treasurer in the performance of the duties and responsibilities of the office of Secretary-Treasurer. In addition, the Executive Director shall perform the duties and exercise the powers as may from time to time be assigned to him/her by the Board of Directors or the President.

## ARTICLE VII COMMITTEES AND SECTIONS - Preamble

There shall be established Committees and Sections. The Committees shall be comprised of such members of the Association in good standing or lay persons as shall be appointed as set forth in this Article. Such Committees shall include Standing Committees which shall continue in existence from year-to-year. The President may establish ad hoc committees of specific duration and for specified purposes. The President shall appoint the Chairperson of all committees unless otherwise provided herein, and members of ad hoc committees who shall serve at the pleasure of the President. Except as otherwise provided herein, the President shall appoint two members of the Board of Directors to serve on each Standing Committee as at-large board members of that Committee. Ex officio and at-large board members shall be voting members of the committees to which they are appointed or assigned, and ex officio and at-large board members shall serve for a term of one year, and may serve for subsequent terms by appointment or assignment. Except as otherwise provided herein or in the Plan of the Association for the Endorsement of Candidates for Judicial Office, a majority of the members of a standing committee or ad hoc committee shall constitute a quorum, and no action shall be taken by such standing committee or ad hoc committee without the affirmative vote of a majority of the members present and voting. No Committee shall have the power to incur any expenses, indebtedness or obligation for the Association without the approval of the Board of Directors of the Association except that the Executive Committee shall have the power to do so to the extent that such monies are available in an approved, pending budget.

Sections in various recognized legal specialties and interests may also be established by the Board of Directors of the Association, which Sections shall adopt individual By-Laws and procedures and otherwise conduct their respective affairs and programs subject to the review and approval of the Board of Directors and in a manner consistent with the By-Laws of the Association.

The Chairperson of each Section shall cause a current membership roster to be provided to the Executive Director of the Association on an annual basis no later than October 1st of each year. The Chairperson of each Standing Committee, Section and ad hoc committee shall cause a written report to be made to the President as to its activities and recommendations at any time upon request of the President and an annual report shall be submitted on behalf of each Standing Committee (with the exception of the Executive Committee, the Committee on Awards and Honors and the Programs Committee), Section and ad hoc committee as to its activities for the preceding term no later than ten days in advance of each Annual Meeting of the Association.

Appointment of members to Committees as provided herein shall be made without regard to race, color, religion, sex, national origin, age, handicap or disability. However, such protected class(es) or status(es) may be considered during appointment of Committee members to foster the Association's objective to involve more women and minorities as Committee appointees.

## STANDING COMMITTEES

Section 1. Executive Committee. There shall be established an Executive Committee which shall consist of the President, President-Elect, Vice President, Secretary-Treasurer, and the Immediate Past President who shall also be members of the Board of Directors of the Association. No at-large board members shall be appointed to this Committee. The Executive Committee shall implement the directives of the Board of Directors and otherwise manage the affairs of the Association on behalf of the Board of Directors.

Section 2. Administration of Justice Committee. There shall be established an Administration of Justice Committee which, in addition to the at-large board members appointed by the President, shall consist of not less than 12 members of the Association. The terms of the members (other than at-large board members) shall be staggered such that at least four members shall be appointed for three year terms by each President. The Chairperson of the Committee may appoint such subcommittees as may be deemed necessary and appropriate to implement the objectives of the Committee. It shall be the duty of the Committee to promote reform in the law and judicial procedure, to facilitate the administration of justice in the Richmond area and in the Commonwealth of Virginia, to uphold and elevate the standard of honor, integrity and courtesy in the legal profession, and to otherwise cultivate and advance the cause of jurisprudence.

Section 3. Judiciary Committee. There shall be established a Judiciary Committee which, in addition to the at-large board members appointed by the President, shall consist of 14 members, ten being members of the Association and four being lay persons who reside in the Richmond area. The terms of the members (other than at-large board members) of the Committee shall be staggered such that four members (three Association members and one lay member) shall be appointed for three year terms each year by the Board of Directors, except that beginning June 1, 1999, and every three years thereafter, six members (four Association members and two lay members) shall be appointed for three year terms by the Board of Directors. Insofar as possible, the membership of the Committee shall constitute a representative sampling of the Association and the community and it shall consist of persons of recognized standing, judgment and independence who represent a broad range of social, economic and practical backgrounds. Additional factors to be considered in the appointment of the members of the Committee shall include the legal specialty, experience and law firm size, if any, of the lawyer candidates and; the type of business or other profession and related experience of lay candidates.

The Chairperson of the Committee shall be a member of the Association elected by the Committee for a term of one year and no person shall be elected Chairperson who has not already served as a member of the Committee for at least one full year. The immediate past president of the Association shall serve as an ex-officio member.

No member of the Committee shall be eligible for reappointment to the Committee until after a lapse of at least one year from the expiration of the member's term except that the restriction shall not apply to any member who had been appointed for less than a full term of three years as a result of a vacancy. No person shall be considered for appointment to the Committee who is then being considered for judicial office. Any member of the Committee who has authorized consideration of that member's credentials for appointment to judicial office shall immediately cease to be a member of the

Committee and shall be ineligible for reappointment to the Committee for a period of two years thereafter.

It shall be the duty of the Committee to implement the policy and procedures for the PLAN OF THE ASSOCIATION FOR THE ENDORSEMENT OF CANDIDATES FOR JUDICIAL OFFICE (Plan), which is attached hereto and incorporated as part of these By-Laws, as it may be amended from time to time in the manner provided by Article X of these By-Laws. The names and contact information for each member of the Committee will be specially published to the members of the Association at the beginning of each Bar year. In notification of judicial vacancies and prior to interviews of candidates by the Committee for recommendation of endorsement of candidates to fill a judicial vacancy, the members of the Association are to be encouraged to both submit nominations for judicial vacancies and further encouraged to submit written comments to the Committee regarding any/all candidates for the judicial vacancy.

Any member shall be removed who shall, without reasonable cause as determined by a majority vote of the Board of Directors, fail to attend three consecutive meetings of the Committee. Any member of the Committee may be otherwise removed by a majority vote of the Board of Directors for a violation of any of the duties or responsibilities of membership on the Committee as set forth in the Plan.

Section 4. Finance Committee. There shall be established a Finance Committee which, in addition to the at-large board members appointed by the President shall consist of not less than six members of the Association, the President-elect and the Secretary/Treasurer of the Association. The Secretary-Treasurer of the Association shall serve as Chairperson of the Committee. The terms of the members (other than at-large board members) shall be staggered such that at least two members shall be appointed for three year terms by each President.

It shall be the duty of the Committee to review and report to the Board of Directors on an annual basis its recommendations as to the adoption of any budget proposed by the Executive Director, to review on a quarterly basis all annual budgets which have been adopted by the Board of Directors, and to report the financial condition of the association to the Board of Directors upon request by the President. The Committee shall make its recommendations as to any budget proposed by the Executive Director and it shall also receive and review annual reports from each of the Sections and supervise the preparation and submission of all required federal, state and local tax returns and annual reports. The Committee shall also be empowered, with the approval of the Board of Directors, to employ the services of a private accounting firm in order to perform an annual review of all financial books and records, to perform such other specialized services as may be deemed necessary and appropriate and to make recommendations to the Board of Directors as to financial planning and related matters.

Section 5. Nominating Committee. There shall be established a Nominating Committee which shall consist of seven members, composed as follows: (1) the three most recent past presidents of the Association engaged in active practice; (2) the immediate past at-large members of the Board of Directors, not otherwise serving as an officer of the Association, and who are engaged in active practice; and (3) the balance of the Committee to be appointed by the current President of the Association. The Chairperson of the Nominating Committee shall be the immediate past-president of

the Association, who shall represent the input and advice of the Executive Committee. The membership of the Association shall be notified in appropriate written manner at least sixty days prior to the Annual Meeting of the Association as to the composition of the Committee and that the Committee will receive and review recommendations for all available positions. The Committee shall allow a reasonable time in which to receive such recommendations and shall thereafter report its recommended nominees for available positions to the President not later than thirty days prior to the Annual Meeting. The President shall thereafter cause the membership to be advised in appropriate written manner of the nominees recommended by the Committee for the respective positions to be filled at the forthcoming Annual Meeting of the Association. The Chairperson of the Nominating Committee will make a formal report of the Committee's recommendations at the Annual Meeting of the Association.

Section 6. Membership Committee. There shall be established a Membership Committee which, in addition to the at-large board members appointed by the President, shall consist of not less than nine members of the Association. The terms of the members (other than at-large board members) shall be staggered such that at least three members shall be appointed for three year terms by each President. It shall be the duty of the Committee to undertake such activities as will promote membership in the Association, to review and update the membership rolls on an annual basis, and to otherwise implement such policies and projects concerning membership activities as may be delegated to it by the Board of Directors or the President. The annual report of the Committee shall include the total number of persons in each class of membership of the Association who are in good standing.

Section 7. Continuing Legal Education Committee. There shall be established a Continuing Legal Education Committee which, in addition to the at-large board members appointed by the President, shall consist of not less than nine members of the Association. The terms of the non at-large members of the Committee shall be staggered such that at least four members shall be appointed for two-year terms by each President; provided, however, that the Chairperson of the Committee may be appointed to serve for an additional, consecutive one-year term. The Chairperson of each Section shall serve as an ex-officio member of the Committee for the duration of the term of office. The Chairperson may appoint such additional members and subcommittees as may be deemed necessary and appropriate to implement the objectives of the Committee. It shall be the duty of the Committee to develop and implement all facets of a Continuing Legal Education program for the association, including scheduling, content, speakers, and related logistics and to otherwise implement all directives of the Board of Directors or the President concerning such activities.

Section 8. Programs Committee. There shall be established a Programs Committee which, in addition to the at-large board members appointed by the President, shall consist of not less than six members of the Association appointed for a one-year term by the President-Elect. The President-elect of the Association shall serve as Chairperson of the Committee. The Chairperson may appoint such additional members and subcommittees as may be deemed necessary and appropriate to implement the objectives of the Committee. It shall be the duty of the Committee to make recommendations to the Board of Directors as to all facets of all luncheon and social programs of the Association, including scheduling, content, speakers and related logistics, and to otherwise implement all directives of the Board of Directors or the President concerning such activities.

Section 9. Committee on Awards and Honors. There shall be established the Committee on Awards and Honors which shall consist of the officers of the Association and such other members in good standing, not to exceed three in number as the President may appoint for terms not exceeding three years. No at-large board members shall be appointed to this Committee. The Committee shall receive and approve nominations for all honors and awards bestowed by the Association, including the Liberty Bell Award, Pro Bono Publico Award and Hill-Tucker Public Service Award. The Committee shall forward its recommendations to the Board of Directors for approval and said recommendations shall be based upon such criteria as may be determined from time to time by the Board of Directors.

Section 10. Communications Committee. There shall be established a Communications Committee which, in addition to the at-large board members appointed by the President, shall consist of not less than nine members of the Association. The terms of the members (other than at-large board members) shall be staggered such that at least three members shall be appointed for three-year terms by each President of the Association. The Chairperson of the Committee may appoint such subcommittees as may be deemed necessary and appropriate to implement the objectives of the Committee. The duties of the Committee shall be to consult with and assist the Association's staff regarding the content and format of the newsletter, website, publications and other communications to the membership or about the Association to maximize the usefulness of those communications to the Association's membership, its corporate partners and to the public, and to otherwise undertake such activities and projects as would promote a better understanding and appreciation by the membership and the public as to the objectives, purposes and activities of the Association.

Section 11. Pro Bono Committee. There shall be established a Pro Bono Committee which, in addition to the at-large board members appointed by the President, shall consist of not less than twelve members of the Association. The terms of the members (other than at-large board members) shall be staggered such that at least four members shall be appointed for three year terms by each President. The Chairperson of the Committee may appoint such subcommittees as may be deemed necessary and appropriate to implement the objectives of the Committee. It shall be the duty of the Committee to undertake such activities and projects as will encourage and assist members of the Association and the public to make legal representation and services available to the poor and underserved in the Richmond Metropolitan area.

Section 12. Young Lawyers Section. There shall be established a Young Lawyers Section consisting of all members of the Association thirty-six years of age and younger as defined by the By-Laws of the Section. The Section shall be funded at the discretion of the Board of Directors.

Section 13. Corporate Partners Committee. There shall be established a Corporate Partners Committee which, in addition to the at-large board members appointed by the President, shall consist of not less than six members of the Association. The terms of the members (other than at-large board members) shall be staggered such that at least three members shall be appointed for two-year terms by each President of the Association. The Chairperson of the Committee may appoint such additional members and subcommittees as may be deemed necessary and appropriate to implement the objectives of the Committee. The duties of the Committee shall be to assist the Association's staff in developing a presentation to market the Association to potential advertisers and sponsors who may be willing to provide financial support for the activities of the Association in exchange for exposing members of the

Association to advertising or marketing of their products and services, in identifying potential advertisers and sponsors, and in making and sustaining advertising and sponsor relationships.

Section 14. Other Sections and Practice Committees. The Board of Directors, when deemed appropriate, may establish a new Section for a recognized legal specialty or interest. The Board of Directors shall not consider the establishment of a new Section for a recognized legal specialty or interest unless it has first received a petition signed by twenty-five (25) active members of the Association who, by their signature, represent their commitment to active membership in, and the payment of any dues assessed by, such proposed Section. Both existing and new Sections shall be comprised of members of the Association who may be eligible for membership in the Section pursuant to that Section's requirements for admission. Each Section shall have the authority to assess and collect dues for its operation, which dues shall be in addition to the dues of the Association. Each Section shall elect its own officers pursuant to its By-Laws and the Chairperson of each Section shall be a member of the Board of Directors of the Association for the duration of the term of office. If a Section fails to maintain at least twenty-five active members of the Association who also pay the Section's dues, the Section will be placed on probation for the Association's next fiscal year. If, by the end of the probationary year, the Section has obtained twenty-five active members of the Association who also have paid the Section's dues, the Section shall be removed from probationary status. Otherwise, the Section shall be disbanded. Each Section shall adopt By-Laws and an annual budget approved by the Board of Directors of the Association.

The Board of Directors may establish practice committees for recognized legal specialties or interests in those situations in which fewer than twenty-five members express an interest or the Board does not consider it appropriate at the time to establish a Section. Each Practice Committee at its organizational meeting shall elect a Chairperson and a Chairperson-elect. Annually thereafter, each Practice Committee shall elect a Chairperson-elect. The Chairperson-elect shall hold that office during the year for which elected and shall succeed to the office of, and serve as, Chairperson during the following year. Membership in a practice committee shall be open to any member of the Association and shall be voluntary. No practice committee dues shall be charged.

## ARTICLE VIII MEETINGS OF THE ASSOCIATION

Section 1. Annual Meeting. The Annual Meeting of the Association shall be held before May 31<sup>st</sup> of each year on a date as determined by the President.

Section 2. Regular Meetings. Regular Meetings of the Association shall be held on such dates as determined by the President.

Section 3. Special Meetings. Special Meetings of the Association may be called at any time by the President or the Board of Directors. No business shall be transacted at special meetings except as shall be indicated in the notice of the meeting.

Section 4. At least ten days before each meeting, the officer or agent having charge of the record of members of the Association shall prepare a complete list of members, together with the

address of each. For a period of ten (10) days prior to the meeting, the list of members shall be kept on file at the principal office of the Association, and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting, and shall be subject to inspection by any member during the entire time of the meeting.

Section 5. Notices. The Executive Director shall mail a notice of the time, date, and place of each meeting of the Association to every member of the Association not less than ten (10) days and not more than sixty (60) days prior to such meeting (except that notice shall be given not less than twenty-five (25) or more than sixty (60) days before any meeting at which members are to act on an amendment of the Articles of Incorporation, a proposed sale of the Association's assets not in the regular course of business or the dissolution of the Association). Any notice required by this section shall state the purpose or purposes for which the meeting is called where statement of such purpose or purposes is required by these Bylaws, the Articles of Incorporation of the Association, or applicable law. Timely notices published in the Richmond Bar Newsletter which otherwise fulfill the requirements of this section shall constitute compliance with this section.

A member's attendance at a meeting waives objection to: (i) lack of notice or defective notice of the meeting, unless at the beginning of the meeting he objects to holding the meeting or transacting business at the meeting; and (ii) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the notice of the meeting, unless s/he objects to considering the matter when it is presented. Notice of any meeting may be waived before or after the date and time of the meeting in a writing signed by the member entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the records of the Association.

Section 6. Quorum. Thirty members of the Association personally present shall constitute a quorum for any meeting or Assembly of the Association.

Section 7. Voting Power. No person shall vote at any meeting or assembly except a member of the Association personally present, but all such members so present may vote on any matter. There shall be no voting by proxy at any meeting or assembly of the Association.

Section 8. Conduct of Meetings. The President of the Association, or in his/her absence the President-elect, shall act as chairperson of and preside over meetings of the members. In the event of the absence of the President and President-elect, the meeting shall elect a chairperson. The Secretary shall act as the secretary of such meetings. In the event of the absence of the Secretary, the chairperson shall appoint a secretary of the meeting. All meetings shall be conducted in accordance with the provisions of the Charter and of the Bylaws, unless the same be changed or suspended as therein provided, and "Robert's Rules of Order" shall apply to any case not provided for herein.

Section 9. *Force Majeure*. In the event that the annual meeting of the Association cannot be held in person because of a *force majeure event*, such as an act of God, war, terrorism, earthquake, riots, hurricanes, explosions, pandemic, unexpected governmental regulations, legislative, Executive Orders, governmental directives or other circumstances that make the holding and conducting of such annual meeting impractical, impossible, illegal or inadvisable, the Association may hold such meeting by electronic and/or telephonic means so long as all members can hear and be heard and a quorum of the Members of the Association is participating. This provision shall also be applicable to annual meetings of the Sections of the Association under Article VII of these Bylaws.

## ARTICLE IX INDEMNIFICATION

Section 1. Indemnity. The Association shall indemnify an individual made a party to a proceeding because s/he is or was a director, officer or Executive Director of the Association against liability incurred as determined by the proceeding to the extent permitted by the Virginia Nonstock Corporation Act.

Section 2. Expenses. The Association shall pay for or reimburse the reasonable expenses incurred by a director, officer or Executive Director who is a party to a proceeding in advance of final disposition of the proceeding if: the director, officer or Executive Director furnishes the Association a written statement of his/her good faith belief that s/he has met the standard of conduct for indemnification described in the Virginia Nonstock Corporation Act; the director, officer or Executive Director furnishes the Association a written undertaking, executed personally by him/her or on his/her behalf, to repay the advance if it is ultimately determined that s/he did not meet the standard of conduct; and a determination is made that the facts then known to those making the determination would not preclude indemnification.

Section 3. Enforceability. In the event that any provision of this section is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue to be enforced to the maximum extent permitted by law. Any indemnification under this section shall apply to a person who has ceased to have the capacity referred to herein, and may inure to the benefit of the heirs, executors and administrators of such a person.

## ARTICLE X AMENDMENTS

Section 1. Amendment of By-Laws. These By-Laws may be amended by a two-thirds vote of the Board of Directors, except as otherwise provided by law. Notice of a meeting of the Board of Directors at which a proposed amendment to these By-Laws is to be considered shall be sent to the members of the Association not less than ten nor more than sixty days before the date of such meeting. Members shall be entitled to comment upon any proposed amendment to the Board of Directors before final action is taken. A copy of proposed amendments to the By-Laws shall be made available by the Executive Director to a member of the Association upon request.

Section 2. Legislative Amendment. In the event that any portion of these By-Laws is subsequently rendered invalid by act of the General Assembly of the Commonwealth of Virginia, those portions which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with the provisions herein.

April 14, 2020