

# **BYLAWS OF THE ARLINGTON COUNTY BAR ASSOCIATION**

## **ARTICLE I NAME, SEAL AND OFFICES**

1. Name. The name of this corporation is the Arlington County Bar Association.
2. Seal. The seal of the Association shall be circular in form and shall bear on its outer edge the words “The Arlington County Bar Association” and in the center the words and figures “Corporate Seal 1977 Virginia.” The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.
3. Offices. The principal office of the Association shall be at the Arlington County Courthouse in the County of Arlington, Virginia. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Association may require.

## **ARTICLE II PURPOSES**

The Association shall be operated exclusively for the following purposes:

1. To foster collegial, constructive, and professional relationships between the Bar Association’s attorney members, its Judges, and the legal community in Arlington County and neighboring jurisdictions;
2. To maintain the honor and dignity of the profession of the law and increase its usefulness in promoting the due administration of justice;
3. To strive to improve the professional competence of its members and of other lawyers in the area through educational means;
4. To facilitate the administration of justice;
5. To cultivate the science of jurisprudence;
6. To promote legal reform;

7. To preserve high standards of integrity, dignity, honor and courtesy among members of the legal profession;
8. To establish and maintain liaison and cooperative efforts with the Virginia State Bar, Virginia Bar Association and the American Bar Association;
9. To operate a legal referral service for the benefit of the general public; and
10. To do all things necessary and appropriate for the proper operation of a voluntary bar association.

### **ARTICLE III MEMBERS AND MEETING OF MEMBERS**

1. Membership. The Association Membership shall be divided into four (4) classes as defined by the Bylaws of this Association: “Active,” “Honorary,” “Senior” and “Student.” A description of the four classes of membership is as follows:
  - a. Active Members. Any lawyer who is a member in good standing of a U.S. State, District, or Territory bar, and whose application is approved by the Board of Directors may become an Active Member of this Association by submitting a Membership Application to the Association and paying the current year’s dues. Any applicant for Active membership who is approved by the Board of the Directors will be entitled to all of the rights, privileges and obligations of Active membership. The requirements for Active membership shall be applied to any renewal of membership.
  - b. Honorary Members. The Judges of the Circuit Court of Arlington County, the General District Court of Arlington County, and the Juvenile and Domestic Relations District Court , the Commonwealth’s Attorney, the Public Defender, the Sheriff, and the Clerk of the Circuit Court of Arlington County, and any other person upon whom the Board of Directors may bestow the membership status of the Honorary Member in recognition of their significant contribution to the Arlington County Bar Association or their substantial advancement of the interests of the Bar in this community, shall be Honorary Members. Honorary Members shall not be required to pay dues and shall not have

the right to vote or the privilege of utilizing the Lawyer Referral Service.

- c. Senior Members. Those persons who are or who have been members of the Arlington County Bar Association for at least 15 years, are at least 60 years of age, and are no longer substantially engaged in the practice of law or other related profession are eligible to be Senior Members. Senior Members shall be required to pay one-half of the dues charged to Active Members and shall not have the right to vote or the privilege of utilizing the Lawyer Referral Service. A request for Senior membership status will be by letter addressed to the President of the Bar Association attached to the Association's Membership Application. The applicant must assert facts sufficient to determine his qualification for Senior membership under the definition. Upon approval of the application by the Board of Directions, an applicant's status will be changed to Senior.
  - d. Student Members. Any full-time or part-time student having completed two full academic years in an accredited law school, or resides, is employed, or attends law school in Arlington County, Virginia, and who is actively pursuing a law degree shall, upon approval by the Board of Directors, may be a Student Member. Student Members shall not have the right to vote or the privilege of receiving referrals from the Lawyer Referral Service, but such Members shall have all other rights, privileges and responsibilities of Active membership. Applicants for Student membership shall submit a Membership Application.
2. Rights of Members. The right of an Active Member to vote and all his right, title and interest in or to the Association shall cease on the termination of his membership and are subject to the restrictions of Article XIV of these Bylaws. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Association.
  3. Resignation of Members. Any member may resign from the Association by delivering a written resignation to the President or Executive Director of the Association.
  4. Membership Renewal. Each member is required to renew his membership annually by returning a completed invoice to the Arlington County Bar

Association. A request for a change in membership status may be included with the invoice and will be reviewed and acted upon by the Board of Directors. The member is expected to submit any change of contact information, including physical and/or electronic address, to the Association at the time of the renewal.

5. Meetings. There shall be no fewer than three (3) regular meetings of the Association each year. The Board of Directors will establish the meeting schedule during its July meeting, and will communicate those dates and times to the membership therewith. The September meeting shall be the annual meeting; the May meeting shall be the Nominating meeting; and the June meeting shall be the meeting to induct the new Officers and Directors.
6. Notice of Regular Meetings. Notice of the date, hour and purpose(s) of the regular meetings shall be made in a timely manner using any commonly accepted means of electronic communication upon each member who is a member of the Association. Should a member prefer to have notices of meetings sent by mail, he shall provide a designated address to the Executive Director of the Association at the time of membership renewal.
7. Special Meetings. Special meetings of the members, other than those regulated by statute, may be called at any time by the President or President-Elect, or by the Board of Directors, and must be called by the President or Secretary on receipt of the written request of five members of the Association.
8. Notice of Special Meetings. Notice of the date, hour and purpose(s) of special meetings shall be made in a timely manner using any commonly accepted means of electronic communication upon each member who is a member of the Association. Should a member prefer to have notices of special meetings sent by mail, he shall provide a designated address to the Executive Director of the Association at the time of membership renewal. At such special meeting no business shall be transacted except such as shall have been specified in the notice thereof.
9. Quorum. At any meeting of members of the Association, the presence of twenty-five (25) members in good standing and entitled to vote shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may

be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

10. Voting. Each Active Member in good standing, whose dues have been paid, shall be entitled to one vote. The vote for Officers and Directors, and upon demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be and all questions decided by a majority vote of the persons voting.
11. Rules of Order. Meetings of the Association shall be governed by parliamentary rules as set forth in the latest revised edition of Roberts' Rules of Order.
12. Waiver of Notice. Any Active Member of the Association may waive Notice of any action undertaken by the Association or the Board of Directors which otherwise, under the law or the provisions of the Articles of Incorporation or Bylaws of this Association would require Notice to the member. Said waiver must be in writing and submitted to the President or Executive Director of the Association.
13. Annual Dues. Annual membership dues shall be payable on or before the first day of July each year. The annual dues shall be determined by the Board of Directors with the approval of the voting membership. Authority is hereby conferred upon the Board of Directors to adjust, in its discretion without the approval of the voting membership, the amount of annual dues for Active Members based on the number of years of practice for the sole purpose of attracting Active Members to the Association. All Active Members shall be offered the same discount during the period that such incentives are in place
14. Proration of Dues. The annual dues for new members applying for membership in the Association between July 1st and December 31st shall be the full amount as set forth for the applicant's membership category. The dues for any new member applying for membership between January 1st and June

30th shall be shall be prorated at seventy-five percent (75%) of the amount set forth in the applicant's membership category.

15. Delinquent Members. A member delinquent in the payment of dues shall be deemed not in good standing and shall have no vote. To be reinstated, he must pay the delinquent dues. However, a membership will not be forfeited for delinquency until the member has been mailed or sent by commonly accepted means of electronic communication at least two (2) bills to be sent to members delinquent in their dues during the first year of such delinquency.
16. Compensation and Expenses. Members, officers and directors shall not receive any compensation for their services to the Association. This is not to preclude reimbursements for expenses approved by the Board of Directors. The Board of Directors shall also have the power in its discretion to contract for and to pay to members rendering unusual or special services to the Association special compensation commensurate with the value of such service.

#### **ARTICLE IV DIRECTORS**

1. Election, Term of Office and Qualifications. The affairs of the Association shall be conducted by the Board of Directors of the Association. The number of directors constituting the Board of Directors shall be twelve (12), six (6) of whom shall be the President and President-Elect, the Past-President, Secretary, and Treasurer, and the immediate past President of the Young Lawyers Section and six (6) of whom shall be directors at large and elected as hereinafter set forth. The immediate past President of the Young Lawyers Section will serve in a non-voting capacity.

The existing directors at large of the voluntary Arlington County Bar Association shall continue their terms. Thereafter, three Directors shall be nominated and elected each year, in the same manner and fashion as the Officers of the Association are elected. The term of any Director elected at any such meeting shall be two (2) years.

No person may serve as an Officer or Director of this Association who is not an Active Member of this Association in good standing.

2. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.
3. Vacancies
  - a. Except as hereinafter provided, any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the Directors then serving, whether or not they constitute a quorum, by affirmative vote of the majority thereof.
  - b. If any vacancy occurs in the office of the President-Elect, such vacancy shall be filled by election at a special meeting of the Association called to coincide with the next regularly scheduled monthly meeting after the vacancy occurs.
4. Special Meetings. Special meetings of the Board of Directors may be called by the President or President-Elect and must be called by either of them on the written request of any two members of the Board. Notice of any special meetings of the Board shall be sent by mail or commonly accepted means of electronic communication at least one (1) day before the meeting to the usual business address of the directors. Such notice may be waived by any Director at any time during his term.
5. Regular Meetings. Regular Meetings of the Board of Directors will be held monthly, with the time and place determined by the Board at its July meeting. At any meeting at which a quorum as hereinafter defined shall be present, even though without any notice or waiver thereof, any business may be transacted. Any business may be transacted at any Directors' meeting. Notice of any meeting may be waived by any Director.
6. Chairman. At all meetings of the Board of Directors, the President, or in the absence of the President, the President-Elect or in their absence a chairman chosen by the Directors present, shall preside.
7. Quorum. At all meetings of the Board of Directors, a majority of the voting Directors shall be necessary and sufficient to constitute a quorum for the transaction of the business and the act of a majority of the voting directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or

by these Bylaws. If at any meeting there is less than a quorum present, a majority of voting Directors may adjourn the meeting from time to time without further notice to any absent Director.

8. Powers. All of the corporate powers, except as otherwise provided for in these Bylaws and in the laws of the Commonwealth of Virginia, shall be and hereby are vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the Association such powers as they may see fit.
9. Specific Duties. In addition to general management of the affairs of the Association, the Board of Directors shall present at the annual meeting of the members a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:
  - a. The assets and liabilities, including the trust funds, of the Association as of the time of the annual meeting;
  - b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
  - c. The revenues and receipts of the Association, unrestricted and restricted to particular purposes, for the year preceding the date of the report;
  - d. The expenses and disbursements of the Association for both general and restricted purposes, during the year immediately preceding the date of the report; and
  - e. The number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. The annual report of the Directors shall be filed with the minutes of the proceedings of the annual meeting of members.
10. The Officers and Directors shall be installed at the regular June meeting.

## **ARTICLE V OFFICERS**



1. Number and Election. The Officers of the Association shall be the President, President-Elect, Secretary, Treasurer, and other such officers with such powers and duties not inconsistent with these Bylaws as may be created and determined by the Board of Directors.
2. Nomination, Term of Office, Qualifications, and Election. All Officers shall be elected by the Active Members for a term of one (1) year and no person shall be President for consecutive terms. The Nominating Committee, as set forth in these By-Laws, shall draft a slate of one or more candidates for each vacancy on the Board of Directors and the positions of President-Elect, Secretary, and Treasurer. Additional nominations for the vacant positions may be made from the floor at the Nominating Meeting to be held in May of each year. A majority of those voting in the election, to be held in May, shall be required to elect; provided, however, that, in the event no candidate receives a majority of the votes cast, the Board of Directors shall arrange for an immediate run-off between the two candidates receiving the highest number of votes, the voting to be conducted as provided in Section 2 of this Article so far as applicable. In the event only one individual is nominated for a vacant office, upon appropriate motion and with the unanimous consent of those present, the chair may declare said nominee to be elected by acclamation.

Election of Officers and Directors shall be held by secret ballot over a two (2) day period between the third Monday and following Tuesday of May. Voting shall be by electronic means unless two-thirds of the voting directors vote for an alternative method.

The Officers shall be installed at the regular June meeting. No person may serve as an Officer of the Association who is not an Active Member in good standing.

3. Vacancies. A vacancy in the office of President shall be filled by the President-Elect whose successor shall be elected as provided in Article IV, Section (3)(B). In case any office of the Association, other than the President or President-Elect, becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, whether or not they constitute a quorum, may elect an officer to fill such vacancy for the remainder of the unexpired term.

4. President. The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned to him by the Board of Directors.
5. President-Elect. At the request of the President, or in the event of his absence or disability, the President-Elect shall perform the duties and possess and exercise the powers of the President; and, to the extent authorized by law, the President-Elect shall perform the duties and possess and exercise the powers of the President and shall perform such other duties as may be assigned to him by the Board of Directors. The President-Elect shall, in addition to the other duties set forth in these bylaws, serve as *ex officio* co-chair of the Continuing Legal Education Committee of the Association.
6. Secretary. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Association. He shall, in general, perform all duties incident of the office of Secretary, subject to the control of the Board of Directors. If there is no Executive Director during his term, the Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall keep a record containing the names, alphabetically arranged, of all persons who are members of the Association, showing their addresses, and such record shall be open for inspection as prescribed by law. He may sign with the President or President-Elect, in the name and on behalf of the Association, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the Association. Upon being succeeded in office, he shall turn over all Association records and correspondence to his successor.
7. Treasurer. The Treasurer shall have the responsibility for the oversight of all funds, property, and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. The Treasurer shall review the monthly financial statements and provide a report to the Board of Directors at each meeting. The Treasurer shall be chairman of the Audit Committee and shall conduct an audit annually. He shall, in general, perform all the duties incident of the office of Treasurer, subject to the control of the Board of Directors. If there is no Executive Director during his term, the Treasurer may, when necessary or proper, endorse on behalf of the Association, for collection, checks, notes and other obligations and shall deposit the same to the credit of

the Association at such bank or banks or depository as the Board of Directors designates. He shall sign all receipts and vouchers, and together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the Association and promissory notes issued by the Association, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Association. He shall enter regularly on the books of the Association to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the Association, and he shall exhibit such books at all reasonable times to any director or member on application at the offices of the Association and he shall report at each meeting all receipts and disbursements for the preceding month.

8. Removal. Any officer other than the President or President-Elect may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance; for conduct detrimental to the interests of the Association; for lack of sympathy with the objectives of the Association; or for refusal to tender reasonable assistance in carrying out its purposes. Any such officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail or by commonly accepted means of electronic communication of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

The President and President-Elect may be removed by the procedures set forth in Article XIII of these Bylaws.

## **ARTICLE VI AGENTS AND REPRESENTATIVES**

1. Executive Director: The Board of Directors may appoint and employ an Executive Director for the Association to manage the day-to-day operations under the direction of the Board and the officers. These duties include, but are not limited to, solicitation of sponsor funding for Association programs and events; manage the Association's events calendar; maintain and update the Association's website to ensure timely communication with the membership; contract for and manage Association events; and oversee the Association

office and staff as necessary. The Board may change the duties of the Executive Director as the need arises by a majority vote. The Executive Director:

- a. Shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal;
- b. Shall keep a record containing the names, alphabetically arranged, of all persons who are members of the Association, showing their addresses, and such book shall be open for inspection as prescribed by law;
- c. May sign with the President or President-Elect, in the name and on behalf of the Association, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the Association;
- d. Shall maintain a current financial accounting of all funds, property, and securities of the Association, with the cooperation of the Treasurer, subject to the direction of the Board of Directors and officers of the Association. He shall prepare a monthly financial statement for the Board of Directors which shall include a Profit and Loss report, all receipts and disbursements for the preceding month, and a year-to-date account reflecting the actual assets and liabilities against the budget;
- e. May, when necessary or proper at the direction of the Officers or Board of Directors, endorse on behalf of the Association, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors designates;
- f. May, when necessary or proper at the direction of the Officers or Board of Directors, shall sign all checks of the Association and promissory notes issued by the Association, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Association; and

- g. Shall enter regularly on the books of the Association to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the Association.
2. The Board of Directors may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

## **ARTICLE VII CONTRACTS**

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be in general or confined to a specific instance; but, unless so authorized, no officer or agent shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or render it liable pecuniary for any purpose or in any amount.

## **ARTICLE VIII COMMITTEES**

1. Designation. The President, with the consent and approval of a majority of the Board of Directors, may designate one or more Committees to carry out the work of the Association. Each Committee will consist of at least one Director, except where alternatively set forth in the By-Laws or Articles of Incorporation of the Association. Each Committee so designated shall have and exercise the authority of the Board of Directors in all matters not otherwise excepted by the By-Laws or Articles of Incorporation. Standing and *ad hoc* committees comprised of members of the Association responsible to the Board of Directors may be designated by the President, with the approval of the Directors or by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

The President shall be an ex-officio member of every committee and may call a meeting of any committee.

The chairman of each Committee shall continue in office until replaced at which time he shall turn over all permanent records and files of the committee to his successor, to the Executive Director, or to the Secretary.

The following committees shall be Standing Committees of the Bar Association:

- a. Audit
- b. Nominating
- c. Continuing Legal Education
- d. Courts
- e. Membership and Program
- f. Judicial Selection
- g. Community Outreach

## 2. Functions

- a. Audit Committee: The Audit Committee, chaired by the Treasurer, shall conduct and/or oversee audits and check on the various accounts and books maintained. It shall recommend the most appropriate procedures for the handling of funds, accounts and books to the Board.
- b. Nominating Committee: The Nominating Committee, chaired by the Past-President, shall be charged with the responsibility of nominating one or more candidates for each vacancy on the Board of Directors and creation of the slate of Officers of the Association. Names of nominees shall be published on the Bar website or other method of communication immediately preceding the election, announced at the May meeting, or both and shall also be posted in the Law Library of the Courthouse.

The Nominating Committee shall consist of five (5) Active Members of the Association, with the immediate Past-President serving as

Chairman, and the President-Elect also being a member of the Committee. The remaining three (3) Committee members shall be appointed by the President and shall not consist of any other members of the Board of Directors of the Bar Association. If the immediate Past-President is unable or unwilling to serve on the Committee, the President-Elect shall serve as Chairman, and the President shall appoint one additional Active Member of the Association so that the Committee consists of five (5) members. No Active Member shall be eligible to serve as an appointed member of the Nominating Committee if he or she has served as a member of that Committee within the three (3) preceding years.

- c. Continuing Legal Education Committee: The Continuing Legal Education Committee, with the President-Elect serving in an *ex officio* capacity, shall develop and carry out a program of continuing legal education for the members of the Association, Its directive is to aid members of the profession in keeping informed of new developments, secure speakers on legal subjects for meetings of the Association; and assist the members in obtaining an enhanced understanding of the practical aspects of law practice. It shall cooperate with the Virginia State Bar's Continuing Legal Education Program in accomplishing these objectives, and acquire CLE credit hours for its programs for the members.
  
- d. Courts Committee: The Courts Committee shall serve as a liaison to the Arlington County courts to collaboratively educate and enhance judicial administration and attorney practice, to make recommendations as to the physical condition of the courtrooms and court facilities, and to make recommendations to maintain positive Bar-Bench relations. The Courts Committee shall periodically discuss, with the appropriate Judges of the Circuit, General District, and Juvenile and Domestic Relations District Courts, practicing attorneys, law enforcement officials in this jurisdiction and with other officials involved in the problems of the administration of justice, the relationship of the Bar to the Courts and to litigants, and shall make recommendations to the Association concerning the same. The Committee shall also consider and make recommendations with respect to proposed changes in the Seventeenth Judicial Circuit, any changes in the surrounding

jurisdictions which would have an impact on Arlington County, or the number of Judgeships.

- e. Membership and Program Committee: The Membership and Program Committee shall focus on maintaining the Association's relevance to its members by providing programs and recommending benefits designed to retain current members and attract new members. The Committee shall plan appropriate programs for the Association's meetings to provide the membership with relevant, informative, and worthwhile information which will assist the Association in reaching its objectives as set out in Article II of these Bylaws. It shall collaborate with any and all Standing, Special, and *ad hoc* Committees to optimize the services rendered to the membership.
  
- f. Judicial Selection Committee: The Judicial Selection Committee shall assist the Association in evaluating and endorsing qualified candidates for judicial vacancies, and communicating their findings with the appropriate legislators and public officials. All committee members shall be active members.
  - i. Composition and Elections: The Judicial Selection Committee shall consist of seven (7) members who shall be elected by the voting members of the Association for initial terms as follows: Three (3) shall be elected for a term of one (1) year; four (4) shall be elected for a term of two (2) years. Thereafter, vacancies created by the expiration of terms shall be filled by election for two-year (2-year) terms by the voting members of the Association. Such elections shall be held each year at the same time and in the same manner as the election for officers and directors of the Association. Vacancies created other than by the expiration of a term shall be filled within sixty (60) days by the Board of Directors by appointment of a member for the balance of the unexpired term. The Committee shall elect a chair-person at its first called meeting. Should the position of chair become vacant after the first meeting of the Committee, the Committee will select a replacement within thirty (30) days after a vacancy in the chair otherwise occurs.



In the event that no member of the Committee previously served during a judicial vacancy, the President, in consultation with the Committee chair, may appoint a voting advisor who has previously served on the committee during the course of a judicial selection process.

- ii. **Temporary Vacancy:** If one of the members of the Committee is unable to participate in the selection process for a particular judicial vacancy as the result of a conflict of interest or an illness, the individual who received the most votes of those individuals who were not elected to the Committee during the most recent election shall serve on the Committee during the proceedings for this judicial vacancy. If there is no such individual, the President may appoint an active member to fill the vacancy until the next scheduled election of the Association.
  
- g. **Community Outreach Committee:** The Community Outreach Committee shall plan and execute appropriate programs for community service. The purpose of all programming is to enhance the legal community's service to Arlington County, through advancing education for residents of all ages, promoting equality, and justice under the law, and fostering respect for law and the understanding of its essential place in the life of every citizen.
  
- h. **Lawyer Referral Committee:** The Lawyer Referral Committee shall recommend policies and procedures for the administration of the Association's Lawyer Referral Service in cooperation with the executive committee in designing an effective message to reach potential clients. The objective of this Service is to provide an efficient, convenient and courteous referral process which matches lawyer skills and experience to the needs of the prospective client.

## **ARTICLE IX JUDICIAL SELECTION PROCEDURE**

- 1. **Purpose:** The purpose of the Judicial Selection Procedure shall be to enable the Association to endorse qualified candidates for judicial vacancies and to provide the exclusive method for candidates to seek the endorsement of the Association.

2. Judicial Vacancies: The Judicial Selection Procedure may, at the discretion of the Board of Directors, be used when any vacancy occurs in a judicial office of the Supreme Court of Virginia, the Virginia Court of Appeals, the Virginia State Corporation Commission, the Seventeenth Judicial Circuit and District, the United States District and Bankruptcy Courts for the Eastern District of Virginia, and the United States Court of Appeal for the Fourth Circuit.
3. Referral to Judicial Selection Committee: When such a judicial vacancy occurs or is anticipated to occur shortly, the Board of Directors may refer the matter to the Judicial Selection Committee.
4. Notice of Nominating Meeting: After consulting with the chairperson of the Judicial Selection Committee, the Board of Directors shall set a date for the Nominating Meeting and a deadline for candidates to submit application for consideration in an approved form to the Executive Director of the Association or, if there is no Executive Director, the Chairman of the Judicial Selection Committee. The Board of Directors shall then give reasonable notice to the voting members of the Association of said date and deadline. Except in the case of exigent circumstances the notice shall be sent by mail or by commonly accepted means of electronic communication to each voting member of the Association setting forth the deadline for filing an application for consideration and the date of the nominating Meeting. The deadline for filing for consideration as a judicial candidate shall be no fewer than seven (7) days from the date of the notice, and the date of the Nominating Meeting shall be no fewer than fourteen (14) days from the date of the notice. The notice shall also be posted conspicuously at the office of the Bar Association and on the Association's website.
5. Screening of Judicial Candidates: All candidates for the judicial vacancy who seek the endorsement of the Association shall complete and file with the Judicial Selection Committee seven (7) copies of an application for consideration which shall be in the form of a questionnaire prepared by the Judicial Selection Committee. All questionnaires, together with any supporting documentation, shall be kept strictly confidential by the Committee. After the receipt of a questionnaire, the Committee shall review each candidate.
6. Judicial Selection Committee Procedure:

- a. Prior to the commencement of interviews, members of the Judicial Selection Committee shall advise the other members of the Committee of any business and/or personal ties that they may have with any judicial candidate which could create a conflict of interest. The Committee will then decide if there is a conflict of interest and, if there is such a conflict, whether the member should be prohibited from participating in the interview and voting on a particular candidate or from participating in the interviews and voting on all of the candidates. The decision of the Committee shall be by a majority vote of all members present. The member of the Committee with the possible conflict of interest shall not vote on this issue and shall not be present during the vote on the issues.
- b. Upon completing the interview of the candidates who have sought the endorsement of the Association, the Committee shall prepare a written report on each candidate, giving such factual data and impressions that the Committee deems relevant, including statements and opinions expressed by the candidate during the interview. The Committee will review the recommendations for judicial candidate reports set forth by the American Bar Association in determining the scope and format of the written report. Each report shall also include a one page statement by the candidate setting forth why the candidate wants to be a judge of that court and the candidate's qualifications for such position.
- c. Each report shall indicate, by an enumeration of the count of the Committee, whether the candidate is "Highly Recommended," "Recommended," or "Not Recommended" for the judicial endorsement in accord with the guidelines established by the American Bar Association for those categories.
- d. After completion of the report, the Committee shall forward each candidate the Committee's report and recommendation by electronic mail or other method as agreed upon by the Committee. The candidate may request that the Committee reconsider the report and provide specific areas for reconsideration. The candidate must make his/her request in writing within three (3) business days from the date that the report was sent. It is in the sole discretion of the Committee to reconsider a report.

- e. At any time thereafter and up until the close of business the day before the Nominating Meeting, is the candidate may request in writing that his or her name be withdrawn from consideration. In that instance, the report remains confidential.
  - f. All of the proceedings of the Judicial Selection Committee, including the interviews with the candidates, Committee discussions, draft reports, and the manner in which individual members voted shall remain confidential.
7. Nominating Meeting: At the Nominating Meeting, the first order of business shall be the readings of the reports, in alphabetical order, of the Judicial Selection Committee in a manner to be determined by its chairperson. The report for each candidate who has not previously withdrawn his or her name from consideration shall be read aloud, together with the enumerated vote by the Committee. The next order of business at the Nominating Meeting shall be the opening of the floor to nominations for candidates for endorsement by the Association. Only those candidates reported on by the Committee may be nominated. Nominating speeches will be limited in time by the officer presiding at the meeting. Seconding speeches will not be allowed. The Judicial Selection Committee, after prior approval by the Board of Directors, may include an open forum in the Nominating Meeting to provide the members an opportunity to ask the judicial candidates questions. The amount of time allocated for the open forum shall be determined by the President.

Following the Nominating Meeting, the report for each candidate shall be posted in the Association office for public review. The Judicial Selection Committee may, as it deems appropriate and necessary, post the reports on the Association's website.

8. Voting by Association: Voting shall be held by secret ballot over two (2) consecutive weekdays (not holidays) within twenty-one (21) days following the day of the Nominating Meeting. Voting shall be by electronic means unless two-thirds of the voting directors vote for an alternative method.

Only those candidates nominated at the Nominating Meeting shall be on the ballot. The ballot shall contain the names of those candidates in alphabetical order. After each name the categories "Highly Recommended,"

“Recommended,” or “Not Recommended” and “Ability Not Known” shall appear. A valid ballot is one that has a rating for each candidate listed. Incomplete ballots will not be counted. The format of the ballot shall otherwise be as the Board of Directors determines.

9. Results of Voting: The ballots shall be tabulated by three members designated by the President. The results shall be posted in the office of the Association and shall be forwarded by the President, along with a copy of the report of the Judicial Selection Committee, to the appropriate public officials.

## **ARTICLE X SECTIONS**

1. The Board of Directors may create and dissolve sections as it considers necessary or desirable to accomplish the purposes and serve the interests of the Association and of the sections, and shall prescribe the powers and duties of the sections.
2. Sections shall be approved by a majority of the Board of Directors. Each section when formed, shall organize itself, shall elect from its members a president/chairman, president-elect/chairman-elect, treasurer, and secretary, and shall perform the functions and discharge the duties required of them by these Bylaws.
3. Each section may draft and adopt rules for the governance of that section as necessary to pursue the purposes and interests of that section. Any such rules for each section will be passed by a majority vote of the section’s members with the approval of the Board of Directors.

## **ARTICLE XI LEGAL SERVICES OF NORTHERN VIRGINIA, INC. (LSNV)**

The Association recognizes Legal Services of Northern Virginia, Inc., as a corporation, separate and apart from the Arlington County Bar Association. The Arlington County Bar Association continues its commitment to ensuring to the extent possible that persons who cannot afford to employ an attorney receive legal assistance.

## **ARTICLE XII**

## **WALTER T. McCARTHY LAW LIBRARY**

The Board of Directors of the Association shall annually, commencing July 1, 2001, appoint eight (8) individuals, at least one (1) of whom shall be sitting Arlington judge and at least five (5) others who shall be Active Members of the Association to the Board of Directions of the Walter T. McCarthy Law Library for a term of one (1) year. In addition to the aforementioned, the Clerk of the Circuit Court of Arlington shall be an *ex officio* member, and the following persons shall be deemed to be non-voting, *ex officio* members of the Board of Directors of the Walter T. McCarthy Law Library: the Law Librarian; the Executive Director of the Bar Association; and the President-Elect of the Bar Association. Any vacancies which occur shall be filled by the Board of Directors of the Association in accord with the above-stated requirements.

### **ARTICLE XIII FISCAL YEAR**

The fiscal year of the Association shall commence each year on the first day of July and end on the thirtieth day of June.

### **ARTICLE XIV REMOVAL OF MEMBERS, DIRECTORS, OR OFFICERS**

In addition to the provisions of Article V, Section 8 pertaining to the removal of certain officers, any member, director or officer may be removed from membership or from office by the affirmative vote of two-thirds (2/3) of the Active Members present at any regular or special meeting called for that purpose for conduct detrimental to the interests of the Association, for lack of sympathy with its objectives or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer or director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail or by commonly accepted means of electronic communication of the meeting at which such removal is to be voted upon and shall be entitled to be heard at such meeting.

### **ARTICLE XV PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS; DISSOLUTION OF THE ASSOCIATION**

No member, Director, Officer, or employee of or member of a Committee of, or person connected with the Association or any other private individual shall receive, at any time, net earnings or pecuniary profit from operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors.

No such person or persons shall be entitled to share in the distribution of any assets of the Association upon the dissolution of the Association. All members of the Association shall be deemed to have expressed, consented, and agreed to such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary. After all debts have been satisfied, the assets of the Association then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors shall determine, exclusively to charitable, religious, scientific, public safety, literary or educational organizations which they qualify as exempt from taxation under the Internal Revenue Code and its Regulations.

## **ARTICLE XVI INVESTMENTS**

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held without being restricted to the class of investments which a director is or may hereafter be permitted by law to make. It is understood that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the Association's tax-exempt status.

## **ARTICLE XVII EXPRESSIONS OF VIEWS, OPINIONS AND BELIEFS**

1. The President or his designee shall express the policy of the Association as determined by the Board of Directors. No other member or employee of the Association may represent the Association or any of its Committees before any legislative body, court or governmental agency unless specifically authorized by the Board.
2. Any member who, when making a public utterance, permits himself to be identified as having official connection with the Association or one of its

Committees shall, if the policy of the Association on the subject matter of the utterance has been determined by the Board of Directors, fairly state the policy. If he expresses views at variance with such policy, he must clearly and expressly identify the variance as his personal views only. If there has not been or if he has no knowledge of any such policy determination, he shall nevertheless identify his utterance as his personal views.

## **ARTICLE XVIII AMENDMENTS**

These Bylaws may be amended, at any regular or special meeting called for that purpose, by a two-thirds (2/3) majority of the members present and voting. In either case, written notice of the proposed amendments shall be sent to all members entitled to vote at least ten (10) days prior to such meeting.

## **ARTICLE XIX EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these Bylaws, no member, Director, Officer, employee, or representative of this Association shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from taxation under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XX CONSTRUCTION**

Masculine pronouns and possessives are to be considered interchangeable with feminine ones throughout this document