APPENDICES

Articles of Incorporation of The Virginia Bar Association
Bylaws of The Virginia Bar Association
Bylaws of The Law Practice Management Division
Bylaws of the Young Lawyers Division
ARTICLES OF INCORPORATION OF THE VIRGINIA BAR ASSOCIATION

ARTICLE I
Name

The name of the corporation is The Virginia Bar Association (the “VBA” or “Association”).

ARTICLE II
Objects

The Association was incorporated on February 28, 1890, and exists “for the purpose of cultivating and advancing the science of jurisprudence, promoting reform in the law and in judicial procedure, facilitating the administration of justice in this state, and upholding and elevating the standard of honor, integrity and courtesy in the legal profession.”

ARTICLE III
Members

The Association shall have one or more classes of members as designated in its Bylaws. The Bylaws shall also state the qualifications and rights of the members of each class and shall confer, limit or deny the right to vote.

ARTICLE IV
Directors

The number of and qualifications for directors of the Association shall be fixed in the Bylaws. Directors shall be elected at the Annual Meeting of the members by a plurality of the votes cast by the members entitled to vote.

ARTICLE V
Not for Profit Status

Pursuant to Section 501(c) (6) of the Internal Revenue Code of 1986, as same may be amended hereafter, the Association is not organized for profit and no part of the net earnings of the Association shall inure to the benefit of any private member or individual.

ARTICLE VI
Indemnity

The Association shall indemnify and hold harmless the directors and officers of the Association with respect to the performance of all duties as directors and officers of the Association to the maximum extent permitted under applicable law.

Approved by the VBA membership July 25, 1992.
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ARTICLE ONE
Membership

1.1 Classes of Members. The VBA shall have the following classes of members:

(a) Active Members. Any active or associate member in good standing of the Virginia State Bar, any member in good standing of the bar of another state or the District of Columbia, and any regular teacher or student of law in an ABA-accredited school of law or enrolled in an accredited program for reading the law, may be admitted to membership as an active member of this Association.

(b) Life Members. Any member of the VBA not less than 70 years of age who has been an active member for an uninterrupted period of not less than forty (40) years shall become, and shall remain so long as he or she is not a judicial member, a life member of the VBA. Life members shall constitute a special class of active members and shall have the same voting rights and other privileges of active members, and no Association dues shall be required of them.

(c) Judicial Members. The justices of the Supreme Court of Virginia, the judges of the Virginia Court of Appeals, the judges of other courts of record and full-time district court judges of the State of Virginia, the Executive Secretary to the Supreme Court of Virginia (provided he or she has the qualifications required of an active member of the VBA), the commissioners of the State Corporation Commission and the Workers’ Compensation Commission of Virginia (provided in each case the commissioner otherwise meets the qualifications to practice law in Virginia), the judges of the United States Court of Appeals for the Fourth Circuit and a United States District Court for any District of Virginia, United States Bankruptcy Judges and United States Magistrates for any District of Virginia, whether any judge or commissioner, be active or retired, shall be judicial members of the VBA, except that any retired judge or commissioner who shall be engaged in the active practice of law or as a regular teacher of law in an institution described in Subparagraph 1.1(a) of this Article shall cease to be a judicial member. No judicial member shall be an officer of the VBA, but judicial members shall have the same voting rights and other privileges as active members.

(d) Legislative Members. Any member of the Virginia General Assembly who is or is qualified to become an active member of the VBA may, upon his or her election become a Legislative Member of the VBA, and shall remain so long as he or she continues to be so qualified and during his or her term of office in the General Assembly. Legislative members shall have the same voting rights and other privileges of active members, and, to the extent permitted by law, no Association dues shall be required of them.

1.2 Admissions and Enrollment. All applications for active membership shall be prepared in written form approved by the Board of Governors and shall be submitted to the VBA for verification of eligibility for membership in the association. Upon such verification, the applicant shall be enrolled as an active member of the VBA and shall be so notified.
1.3 **Disciplinary Matters.** No applicant whose license to practice has ever been suspended or revoked by the Virginia State Bar or who has been expelled from the VBA shall be eligible for membership nor become a member, except upon the specific recommendation and approval of the Board of Governors of the VBA.

1.4 **Notification.** The Executive Director or the appropriate VBA staff designee shall notify every applicant for membership of the action taken thereon. The names of those applicants who have been admitted to membership shall be periodically published in the format deemed most appropriate by the VBA.

1.5 **Rejection and Appeal.** Applications for membership that have been rejected shall not be considered further, except that an applicant may request in writing a hearing on an appeal to the Board of Governors upon notification by the Executive Director that such application has been rejected. Such notice would inform the applicant of the right to note an appeal to the Board of Governors within thirty (30) days of the receipt of the notice.

1.6 **Hearing and Decision.** If the applicant so rejected for membership consideration requests in writing a hearing on the appeal, the Board of Governors shall fix a time therefore not later than 90 days from the receipt of the request. The Board of Governors shall fix the procedure to be followed at the hearing and shall notify the applicant thereof. It shall announce its decision on the appeal within 30 days of the hearing, or within thirty (30) days of the appeal if no hearing is requested. A majority of the Board of Governors shall constitute a quorum for all purposes of the appeal.

1.7 **Dues.** The annual dues for members shall be fixed by the Board of Governors, provided that no increased annual dues fixed by the Board of Governors for any association year shall be effective unless the President-Elect (Chair of the Audit & Finance Committee) or another officer designated by the Board of Governors shall advise the members of the increase at least thirty (30) days before the beginning of the Association year for which the increased dues are to be applicable. The Board of Governors may, but shall not be required to, classify the active members (other than Life Members) according to age or upon any other reasonable basis approved by it, and to prescribe varying amounts as the annual dues for members of the respective classes. Except as otherwise expressly provided herein, no member shall be qualified to exercise any privilege of membership while his dues remain unpaid.

1.8 **Collection and Non-Payment of Dues.** The annual dues shall be payable to the VBA on or before January 1 of each Association year.

**ARTICLE TWO**

**Meetings/Voting/Quorum**

2.1 **The meetings of the VBA shall be as follows:**

(a) **Regular.** There shall be an Annual Meeting and another meeting of the
members of the VBA, each to convene at such time and place as may be determined by the Board of Governors and set forth in the notice or program of the meeting communicated to the members, unless the Board of Governors directs that the additional regular meeting in any year shall not be held.

(b) **Special.** Special meetings of the members of the VBA may be called by the President or Board of Governors.

(c) **Meeting by Means of Remote Communication.** Notwithstanding any provisions herein to the contrary, the Board of Governors may, in its sole discretion, determine that any meeting of the members shall not be held at any place, but instead may be held solely by means of remote communication as authorized by and in accordance with Section 13.1-844.2 of the Code of Virginia or any successor legislation.

2.2 **Voting.** Each Active Member, Life Member, Legislative Member and Judicial Member shall have one vote on each question presented for vote of the members without regard to the classes of members.

2.3 **Quorum.** The presence of twenty-five (25) members of the VBA having voting rights shall constitute a quorum at any meeting. Except as otherwise specifically required by law, the vote of a majority of such members present at any meeting, provided that those present constitute a quorum, shall be necessary for the adoption of any matter voted upon.

**ARTICLE THREE**

*Board of Governors*

3.1 **Powers and Duties.** The affairs of the VBA shall be managed by the Board of Governors, and it shall have all the powers and duties conferred upon it by these bylaws or conferred upon boards of directors under the Virginia Nonstock Corporation Act as in effect.

All funds of the VBA shall be disbursed as provided in the budget to be adopted by the Board of Governors for each year or as specially authorized by the Board of Governors. The Board of Governors shall meet, not less frequently than four times each year, at such times and places as it may designate.

3.2 **Number and Election.** The Board of Governors shall be composed of the President, the President-Elect, the Immediate Past President, the Chair of the Law Practice Management Division, the Chair and Chair-Elect of the Young Lawyers Division, the Chair of the Board of Governors and other elected and appointed members as set forth below. Six members, other than ex-officio members, shall be elected as regional representatives to the Board of Governors, one such member being elected from each of the Grand Divisions (each a “Regional Member”) of the state as determined from time to time by the Board of Governors. Two Regional Members and
two At-Large Members shall be elected for a three-year term at each Annual Meeting of the members of the VBA from among the nominees of the Board of Governors and any additional nominations in writing delivered to the Executive Director not less than forty-five (45) days before such Annual Meeting, each to serve from the time of his or her election and until the adjournment of the third Annual Meeting following the Annual Meeting at which he or she is elected and until his or her successor is elected and takes office. The Board of Governors may from time to time appoint a Judicial Member, a Legislative Member, a Government Attorney Member from an executive department or administrative agency, and/or Law School Faculty Member from a school of law in the Commonwealth of Virginia, each to serve for a term of one year. In the event that the Chair of the Law Practice Management Division is unable to attend a meeting of the Board of Governors, the Chair-Elect of the Division may attend, vote, and fully participate at such meeting in lieu of the Chair of the Division. If the Chair is elected having served two full years of his or her elected term, the Chair shall be deemed to be continuing to serve as a Regional or At-Large Member, as applicable, until the end of his or her three-year term.

The Executive Director or other staff member as may be assigned by the Executive Director, may participate as non-voting members of the Board of Governors as the Board of Governors may direct.

For the purpose of the election of regional members of the Board of Governors, the Commonwealth of Virginia shall be divided into the following Grand Divisions: Tidewater (first, second, third, fourth, fifth, seventh and eighth judicial circuits); Southside (sixth, tenth, eleventh, twenty-first, twenty-second and twenty-fourth judicial circuits); Capitol (ninth, twelfth, thirteenth, fourteenth and fifteenth judicial circuits); Potomac (seventeenth, eighteenth, nineteenth and thirtieth judicial circuits); Blue Ridge (sixteenth, twentieth, twenty-fifth and twenty-sixth judicial circuits); and Southwest (twenty-third, twenty-seventh, twenty-eighth, twenty-ninth and thirtieth judicial circuits).

3.3 Chair. At a meeting of the Board of Governors convened immediately prior to the Annual Meeting of the members of the VBA in each year, the Board of Governors shall elect a Chair. To be eligible for election as Chair, an individual must be an elected (rather than appointed or ex officio) member of the Board (determined as of the day of the last Board of Governors meeting convened prior to the Annual Meeting) who has, at the time of his or her election, served either two or three full years of his or her elected term. The Chair shall serve as such from the adjournment of the Annual Meeting immediately following the meeting of the Board of Governors at which she or he was elected until the adjournment of the Annual Meeting of the members of the VBA in the succeeding year. The Chair may not succeed himself or herself. The Chair shall preside at all meetings of the Board of Governors or, if he or she is absent, the President shall preside, and in the absence of the Chair and the President, the Board of Governors shall choose a chair for the meeting.

The Chair also shall have the duties and perform the functions set forth in Subparagraph 5.1(c) of Article V below. Vacancies in the office of Chair shall be filled as provided for in Paragraph 5.2 of Article V below.
3.4 Voting. Each member of the Board of Governors as defined in Paragraph 3.2 of this Article shall have one vote on all matters coming before the Board of Governors. A majority of such members shall constitute a quorum at any meeting, and the vote of a majority of those present at any meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon. This provision shall not prevent matters being considered, voted upon and acted upon by telephone, mail or e-mail ballot where such method has been determined to be necessary or to be the most expedient method under the circumstances.

3.5 Committees.

(a) There shall be such Special Committees of the Board of Governors as may be designated by resolution of the Board of Governors or by the President of the VBA.

(b) There shall be the following Standing Committees of the Board of Governors, which shall have ongoing responsibility to monitor for the Board of Governors the functional areas designated below and to develop and provide to the Board of Governors recommendations in those areas, subject to the overall guidance and direction of the Board of Governors.

   (i) Audit & Finance Committee. This Committee, chaired by the President-Elect, shall have responsibility for review of the budget, organizational audit and financial development issues, and oversight of the budgeting, keeping of books of record and account, collection, audit, tax returns and disbursements of the funds of the VBA.

   (ii) Operations Committee. This Committee, chaired by the VBA Board Chair, shall have responsibility for overseeing, assisting, and aiding in the nurturing of the VBA’s Sections, Committees, Divisions, and other working groups; and overseeing the development and implementation of the VBA’s programs and events, such as the Leadership Conference.

   (iii) Legislative Committee. This Committee shall have responsibility, in concert with the President, the Executive Director and the VBA’s lobbying consultants, for legislative policy development, liaison with the VBA’s Sections, Committees, and other working groups on legislative policy issues, developing and maintaining relationships with the General Assembly and the Commonwealth’s Executive Branch, and lobbying on behalf of the VBA.

   (iv) Governance Committee. This committee shall be appointed each year by the President for the purpose of cultivating potential leadership for the VBA, providing recommendations to the President regarding leadership appointments, promoting inclusion, diversity and geographic dispersion among leadership candidates and identifying members of the VBA to be nominated as proposed candidates for the Board of Governors. The Governance Committee shall further be charged with developing and recommending appropriate criteria and responsibilities for Board membership and arranging for the orientation and continuing education of Board members. The Immediate Past President, President-Elect and Chair of the Board of Governors shall serve on the Governance Committee and such committee shall be chaired by the
Immediate Past President. At least two members of the VBA not on the Board of Governors shall be nominated to serve on the Governance Committee. At least one of the non-Board members shall be a Past President of the VBA. A notice requesting suggestions as to nominees to the Board of Governors shall be sent to the membership of the VBA or published in the VBA Journal in time for responses to be considered by the Governance Committee. The Governance Committee shall develop and present to the Board of Governors a slate of proposed nominees for open Board of Governors positions prior to the Fall Board of Governors meeting. The slate of nominees shall be developed in such a way as to ensure that the composition of the Board of Governors conforms to the requirements of Paragraph 3.2 of this Article. The Board of Governors shall consider and vote on approving the Governance Committee’s nominees for open Board of Governors positions at its fall meeting. The slate of nominees approved by the Board of Governors shall be presented to the membership of the VBA and voted on at the Annual Meeting of the members of the VBA.

(v) Committee on Diversity, Equity, and Inclusion. The committee shall be appointed each year by the President for the purpose of promoting and cultivating a diverse and inclusive association. Its mission shall be to elevate the necessity of inclusion in the legal profession and the VBA, through support, education, and resources. It shall operate with a vision of making the VBA a bar reflective of Virginia’s entire legal community.

(c) The President each year shall appoint the members of all appropriate Standing and Special Board committees and other committees as designated by the VBA Board, and the appointed members of the Governance Committee.

(d) Decisions of all Committees of the Board of Governors shall be made by majority vote of those Committee members voting. A majority of the members of the Committee shall constitute a quorum for conducting Committee business.

(e) Committees of the Board of Governors may not take actions that bind either the Board of Governors or the VBA without the express direction of the Board of Governors.

ARTICLE FOUR
Executive Committee

The VBA shall have an Executive Committee composed of the President, Immediate Past President, President-Elect, the Chair of the Board of Governors, the Chair of the Young Lawyers Division and the Chair-Elect of the Young Lawyers Division. The Executive Director and other staff as the Executive Director deems appropriate shall attend the meeting as nonvoting ex officio members. The President shall chair the Executive Committee. The Executive Committee shall have responsibility for addressing personnel issues brought before it by the Executive Director, engaging in planning and oversight of planning implementation. The Executive Committee shall have all of the authority of the Board of Governors between meetings thereof subject to the limitations set forth in Section 13.1-869 of the Code of Virginia, as amended.
5.1 **Election.** The officers of the VBA shall be the President, the President-Elect, the Immediate Past President, and the Chair of the Board of Governors, the Young Lawyer Division Chair and such other officers as may be provided for in these Bylaws. The term of the President shall commence at the adjournment of the Annual Meeting of the members of the VBA next following the meeting at which he or she was elected President-Elect and shall expire at the adjournment of the next succeeding Annual Meeting, when he or she shall become Immediate Past President to serve as such for the term ending at the adjournment of the Annual Meeting next following the Annual Meeting at which his or her term as President expired. A President-Elect shall be elected at the Annual Meeting in each year (subject to the provisions of Paragraph 5.2 of this Article below), from the slate of nominees approved by the Board of Governors and any additional nominations in writing delivered to the Executive Director not less than forty-five days (45) before such Annual Meeting. The term of the President-Elect shall commence at the adjournment of the Annual Meeting at which he or she was elected. At the adjournment of the next succeeding Annual Meeting, he or she shall become President. The Chair of the Board of Governors shall be elected in the manner, and shall serve the term, provided for in Paragraph 3.3 of Article Three above.

(a) **President.** The President of the VBA shall perform all duties imposed upon the President by these Bylaws and generally imposed by law. The President shall preside at all meetings of the members of the VBA, except that he or she may from time to time designate the President-Elect or another officer or some other person to preside temporarily in his or her stead. Unless otherwise provided by resolution of the Board of Governors, the President shall be responsible for the program at each meeting of the members, but he or she may delegate this function in whole or in part to committees appointed for that purpose.

(b) **President-Elect.** The President-Elect shall, during the absence or disability of the President, have all the duties and perform all the functions of the President. The President-Elect also shall serve as the Chair of the Audit & Finance Committee.

(c) **Chair of the Board of Governors.** In addition to the duties set forth in Paragraph 3.3 of Article Three above, the Chair of the Board of Governors shall be charged with the following duties:

(i) to keep or supervise the keeping of the minutes of the meetings of the members and Board of Governors and of all other proceedings of which a record may be ordered by the members or Board of Governors, and to preserve or supervise the preservation of the minutes and other records of the VBA, and to authenticate such records as necessary;

(ii) to report to the Board of Governors at each quarterly meeting upon his or her activities as Chair of the Board of Governors;
(iii) to supervise the keeping of the seal of the VBA; and

(iv) to perform all of the customary duties incident to the positions of Chair of the Board of Governors and Secretary of a Virginia nonstock corporation and all acts required by the Board of Governors within the reasonable scope of his or her office.

The Board of Governors may appoint, as a non-voting officer, an employee of the VBA to assist the Chair of the Board of Governors in carrying out these duties.

5.2 Vacancies in Office. In case of a vacancy in any office except that of President, President-Elect, Immediate Past President, or Chair of the Board of Governors, it may be filled by appointment by the President. A vacancy in the office of President may be filled by the President-Elect or, if the President-Elect is not available, by a member appointed by the Board of Governors. If, at any Annual Meeting, the President-Elect is not available to succeed the President, both the President and the President-Elect may be elected at such Annual Meeting. In case of a vacancy in the office of Chair of the Board of Governors, it may be filled by election of the Board of Governors. In case of a vacancy in the Board of Governors, it may be filled by appointment by the Board of Governors, provided that any person so appointed may hold office until the adjournment of the next succeeding Annual Meeting of the members of the VBA, at which meeting a person may be elected to fill the unexpired term. In case of a vacancy in any committee of the Board of Governors other than the Executive Committee, it may be filled by appointment of the President.

5.3 Executive Director.

(a) Employment. The Board of Governors may employ an Executive Director who shall be the VBA’s chief executive officer and shall be charged with day-to-day supervision of the administrative activities of the VBA. Compensation for such Executive Director shall be established by the Board of Governors and may be changed from time to time by the Board of Governors. The Board of Governors may delegate this responsibility to the Executive Committee.

(b) Duties. The Executive Director shall be charged with the following duties:

(i) supervise all staff personnel of the VBA;

(ii) conduct the correspondence of the VBA;

(iii) keep a roll of the members, officers, and committees of the VBA, to receive and review all applications for membership; to take those steps necessary to verify eligibility for membership, and to notify new members of their admission to membership;

(iv) under the direction of the President, send the members notices or programs of all meetings of the VBA and, in case of a special meeting, add a brief note of the object thereof;
(v) under the direction of the Chair of the Audit & Finance Committee, collect the funds of the VBA and, under the direction of the Board of Governors, disburse, deposit or invest such funds;

(vi) under the direction of the Chair of the Audit & Finance Committee, keep true books of record and account, which shall be open at all times to the inspection of any member of the Board of Governors;

(vii) report to the Board of Governors, whenever required, upon the financial condition and results of the operations of the VBA;

(viii) report to the Board of Governors (a) the audited receipts and disbursements of the preceding year, suitably classified (b) all outstanding obligations of the VBA, and (c) a budget estimate of the resources and probable expenses for the coming year and giving any suggestions he or she may think proper to make; and,

(ix) perform such other and further duties as may be required by the Board of Governors.

(c) Bonding. The Executive Director shall be bonded for the faithful performance of his or her duties with such surety and in such penalty as may be approved by the Board of Governors.

5.4 General Counsel. The President, in consultation with the Executive Director, and subject to confirmation by the Board of Governors, may appoint a General Counsel to the Association who shall advise the officers, the Board of Directors, the Executive Committee and the Executive Director on legal matters affecting the VBA, the VBA Foundation and the Virginia Barristers Alliance, Inc. The terms and limitations of the General Counsel’s engagement shall be set forth in a letter agreement executed by the President and the General Counsel. The General Counsel shall be a former member of the Board of Governors who has not served as President of the Association. The General Counsel’s term shall expire at the time of the third Annual Meeting following his or her confirmation but may be terminated at any time earlier by the resignation of the General Counsel or by the President’s appointment of a new General Counsel. The General Counsel shall not serve more than one term.

ARTICLE SIX
Other Committees, Divisions and Substantive Law Sections

6.1 Regular Committees. Regular committees of the VBA shall be established by resolution of the Board of Governors, and an updated list of such committees shall be maintained by the Executive Director. These committees shall be reviewed annually by the Board of Governors to determine their continued usefulness, and any change in such committees adopted by the Board of Governors shall be incorporated into the list maintained by the Executive Director.
6.2 Special Committees and Task Forces. There shall be such special committees or task forces of the VBA as may be designated by resolution of the members or by the Board of Governors or by the President and an updated list of such committees shall be maintained by the Executive Director. These committees shall be reviewed annually by the Board of Governors, to determine their continued usefulness, and any change in such committees adopted by the Board of Governors shall be incorporated into the list maintained by the Executive Director.

6.3 Composition of Committees and Terms of Office.

(a) The President of the VBA shall have the power to appoint the members of the regular special committees and task forces established by the Board of Governors or by the President, to fix the terms of such members and to designate a chair of each committee. The President shall have the power to remove a member from a committee and to remove a committee’s chair.

(b) The President may appoint, as a non-voting member of any such committee, persons as consultants or in any other capacity even though such persons are not members of the VBA.

6.4 Matters Relating to all Committees.

(a) Organization and Conduct of Business. Each Committee shall organize immediately upon its appointment or as soon thereafter as practicable. It may adopt regulations for its government and proceedings, not inconsistent with these Bylaws, subject to the approval of and revision by the Board of Governors. It shall meet as often as may be required for the dispatch of the Committee’s business. It shall be the duty of the Chair or Secretary of each Committee to keep full and accurate minutes of each meeting of the Committee, and under direction of the Chair to conduct its correspondence. Committee meetings may be conducted through the use of any means of communication by which all Committee members participating may simultaneously communicate with each other during the meeting. Any Committee member participating in a meeting by this means is deemed to be present at the meeting. Each Committee may, by written or electronic correspondence consider and vote upon any matter that might properly come before it in a meeting.

(b) Duties and Objectives. Each Committee shall seek to foster the interest of members of the VBA in matters within its purview, not otherwise assigned by the Board of Governors or the President to another committee, and shall bring to the attention of the VBA changes and developments in the area of such Committee’s responsibility. From time to time it shall make recommendations to the VBA for such action as it may deem appropriate.

(c) Assignment of Specific Responsibilities. The President or the Board of Governors may assign to such Committee or Committees as may be deemed appropriate specific subjects for study and recommendation, including legislative matters, studies, white papers and requests from other appropriate agencies.
6.5 Divisions.

(a) Young Lawyers Division (“YLD”). There shall be a Young Lawyers Division, which shall have the purposes of conference, discussion, and exchange of ideas to promote the interests of newer licensed members of the Bar throughout the Commonwealth in the activities of the VBA. Members of the VBA age 40 and younger, VBA members over age 40 admitted to their first Bar less than five years earlier, and law student members of the VBA will be automatically enrolled as members of the Division. The Young Lawyers Division shall meet in conjunction with each meeting of the members of the VBA, but not during such hours as the VBA meeting may be in general session, and shall have such other meetings as may be prescribed in the Bylaws of the Division or called pursuant to authority contained in its Bylaws.

(b) Law Practice Management Division (“LPMD”). There shall be a Law Practice Management Division, which shall have the purposes of developing, evaluating, and communicating various tools of law practice management as well as identifying and developing various resources to educate the membership in the delivery of legal services in a competent, professional, and ethical manner in ways that are also cost-efficient for the client, profitable for the professional, and that enhance the professionalism and the quality of life for attorneys and others involved in the legal profession. All members of the VBA shall be enrolled as members of the Law Practice Management Division. The Law Practice Management Division shall meet in conjunction with each meeting of the members of the VBA, but not during such hours as the VBA meeting may be in general session, and shall have such other meetings as may be prescribed in the Bylaws of the Division or called pursuant to authority contained in its Bylaws.

(c) Other Divisions. The Board of Governors may authorize by resolution the creation from time to time of other Divisions of the VBA, and an updated list of all VBA Divisions shall be maintained by the Executive Director. These Divisions shall be reviewed annually by the Board of Governors to determine their continued usefulness, and any change in such Divisions adopted by the Board of Governors shall be incorporated into the list maintained by the Executive Director.

(d) Membership. Divisions of the VBA created by Board of Governors resolution pursuant to Subparagraph 6.7(c) of this Article shall have the membership stated in such resolution.

(e) Bylaws. Each Division shall adopt Bylaws prescribing the procedure for electing officers, members of the governing council of the Division, and other matters pertaining to the operations of the Division, all in a form to be approved by the Board of Governors of the VBA.

6.6 Substantive Law Sections.

(a) Creation. The Board of Governors may authorize by resolution the creation from time to time of Sections in various areas of substantive fields of law, and an updated list of such Sections shall be maintained by the Executive Director. These Sections shall be reviewed
annually by the Board of Governors to determine their continued usefulness, and any change in such Sections adopted by the Board of Governors shall be incorporated into the list maintained by the Executive Director.

(b) Membership. Sections of the VBA created by resolution of the Board of Governors pursuant to Subparagraph 6.6(a) of this Article shall be open to all members of the VBA.

(c) Bylaws. Each substantive law Section shall adopt Bylaws prescribing the procedures for electing officers, members of the governing council of the Section, and other matters relating to the operations of the Section, all in a form to be approved by the Board of Governors of the VBA.

(d) Section Officers. The President shall appoint the initial officers of a new Section, except as provided in the Bylaws of the section, and term limits of the officers shall be determined by the Section bylaws. An officer’s term shall end at the adjournment of an Annual Meeting of the VBA, and the successor slate of officers shall take office at that time. The process for the Section’s selection of such proposed candidates shall be as provided in the Section’s bylaws.

6.6 Substantive Law Sections.

(a) Creation. The Board of Governors may authorize by resolution the creation from time to time of Sections in various areas of substantive fields of law, and an updated list of such Sections shall be maintained by the Executive Director. These Sections shall be reviewed annually by the Board of Governors to determine their continued usefulness, and any change in such Sections adopted by the Board of Governors shall be incorporated into the list maintained by the Executive Director.

(b) Membership. Sections of the VBA created by resolution of the Board of Governors pursuant to Subparagraph 6.6(a) of this Article shall be open to all members of the VBA.

(c) Bylaws. Each substantive law Section shall adopt Bylaws prescribing the procedures for electing officers, members of the governing council of the Section, and other matters relating to the operations of the Section, with the exception of setting the amount of annual Section membership dues, all in a form to be approved by the Board of Governors of the VBA.

(d) Section Officers. The President shall appoint the initial officers of a new Section, except as provided in the Bylaws of the section, and term limits of the officers shall be determined by the Section bylaws. An officer’s term shall end at the adjournment of an Annual Meeting of the VBA, and the successor slate of officers shall take office at that time. The process for the Section’s selection of such proposed candidates shall be as provided in the Section’s bylaws.
(e) **Section Membership Dues.** The amount of annual membership dues charged by each Section shall be set by the Board of Governors.

6.7 Matters Relating to All Divisions and Substantive Law Sections.

(a) **Organization and Conduct of Business.** Each Division/Section shall organize immediately upon its appointment or as soon thereafter as practicable. It may adopt regulations for its government and proceedings, not inconsistent with these Bylaws, subject to the approval of and revision by the Board of Governors. It shall meet as often as may be required for the dispatch of the Division/Section’s business. It shall be the duty of the Chair or Secretary of each Division/Section to keep full and accurate minutes of each meeting of the Division/Section and under direction of the Chair to conduct its correspondence. Each Division/Section may, by correspondence, consider and vote upon any matter that might properly come before it in meeting. Each Division/Section shall submit a written annual report to the VBA following each Annual Meeting of the members of the VBA.

(b) **Duties and Objectives.** Each Division/Section shall seek to foster the interest of members of the VBA in matters within its purview, not otherwise assigned by the Board of Governors or the President to another Division/Section, and bring to the attention of the VBA changes and developments in the area of such Division/Section’s responsibility. From time to time it shall make recommendations to the VBA for such action as it may deem appropriate. Divisions/Sections having responsibility with respect to areas of substantive law shall scrutinize carefully proposed changes in State and Federal law that are of significant interest to the legal profession (in the area of concern of the Division/Section), encourage and promote such as appear to be beneficial, and recommend opposition, as far as practicable, of all such as appear to be hasty or ill-advised, and shall consider and recommend to the VBA such amendments of the law and of judicial procedure as will facilitate the administration of justice.

(c) **Assignment of Specific Responsibilities.** The President or the Board of Governors may assign to such Division/Section or Divisions/Sections as may be deemed appropriate specific subjects for study and recommendation. Additionally, the Divisions/Sections shall be a source or review of proposed or pending legislation, rule changes, studies and hearings for the General Assembly, agencies or other branches of the government. Notwithstanding any of these duties, the Division/Section may not speak for the VBA without approval and consent of the VBA Board of Governors.

6.8 Limitation of Authority. Committees, Sections, Divisions, and other working groups of the Association may not take actions that bind either the Board of Governors or the VBA without the express direction of the Board of Governors.

**ARTICLE SEVEN**

*Resignation, Expulsion and Suspension*

7.1 **Resignation.** Any member in good standing may resign upon the payment of all dues and charges to the VBA, including annual dues for the current year in which resignation is
tendered, provided that a resignation received prior to May 1 of any year be accepted without payment of the then current year's dues and be effective on December 31, preceding, if all dues up to such December 31 have been or are paid.

7.2 Automatic Expulsion. Non-payment of VBA dues membership dues after adequate notice, suspension or revocation of a member's license to practice law in the Commonwealth of Virginia, or a voluntary surrender of such license, shall result in automatic expulsion from membership in the VBA.

7.3 Suspension by the Board of Governors. Misconduct by a member in his or her relations with the VBA or his or her profession, as determined by the affirmative vote of a majority of the members of the Board of Governors, shall result in suspension from membership in the VBA subject to the member's right to petition for discretionary reconsideration by the Board of Governors.

The Executive Director shall give prompt notice of any such suspension to the member so suspended by certified mail with return receipt and to the Board of Governors. Such notice shall inform the suspended member of his or her right to petition for discretionary reconsideration by the Board of Governors within 30 days of receipt of the notice and also that suspension will, after 30 days, become expulsion unless a petition for discretionary reconsideration is filed and membership is restored by the affirmative vote of a majority of the membership of the Board of Governors based on such reconsideration.

7.4 Expulsion or Suspension by Membership. Notwithstanding the foregoing, a member of the VBA may be expelled or suspended from membership by a majority vote of the membership of the VBA present at any meeting of the membership on motion of any member of the VBA for misconduct in his or her relations with the VBA or his or her profession, provided such member has been given 30 days' written notice by certified mail, by the Executive Director, that such motion shall be made, and the Executive Director shall give such a 30 days' notice upon timely receipt of notice from a member that such motion will be presented at a designated membership meeting.

7.5 Readmission. Any person who has been expelled from the VBA may be reconsidered for membership only upon reapplication and payment of appropriate dues for readmission.

ARTICLE EIGHT
Miscellaneous

8.1 Representative to the House of Delegates of the American Bar Association. A representative(s) of the VBA to the House of Delegates of the American Bar Association shall be elected at a meeting of the members to serve a term of office as set forth by the ABA for delegates. He or she shall from time to time report to the Board of Governors, bringing to the attention of the VBA, its officers and appropriate committees, the activities and matters that
pertain to or appear to be of interest to them, and he or she shall generally undertake to 
effectuate and promote cooperation between the VBA and the American Bar Association.

8.2 Maintaining of Annual Reports Addresses and Papers. All reports and all proceedings 
at each regular meeting contained in the minutes of the VBA, all annual reports of the 
committees, sections, and divisions, and all other matters deemed appropriate by the Executive 
Director with the concurrence of the Board of Governors shall be maintained in the records of the 
VBA as required by record retention policies.

8.3 Fiscal Year. The fiscal year of this VBA shall begin January 1 and end on December 31 
of the same year, and each reference herein to a “year” of the VBA shall be deemed to refer to the 
fiscal year, unless the context otherwise requires.

8.4 Indemnification.

(a) In this section

(i) “applicant” means the person seeking indemnification pursuant to this 
section;

(ii) “expenses” include fees and charges of legal counsel;

(iii) “liability” means the obligation to pay a judgment settlement, penalty, 
fine (including any excise tax assessed with respect to an employee benefit plan), and/or 
expenses incurred with respect to a proceeding;

(iv) “party” includes an individual who was, is, or is threatened to be, made a 
named defendant or respondent in a proceeding;

(v) “proceeding” means any threatened, pending, or completed action, suit 
or proceeding, whether civil, criminal, administrative or investigative and whether formal or 
informal; and

(vi) “the VBA” or “Association” means The Virginia Bar Association.

(b) In any proceeding brought by or in the right of the VBA or brought by or on 
behalf of members or employees of the VBA, no Director, Officer or Board of Governors member 
of the VBA or any Trustee of any employee benefit plan of the VBA (including, without limitation, 
“The Virginia Bar Association Simple 401K Plan,” sometimes referred to in these bylaws as the 
“VBA 401K Plan”) shall be liable to the VBA, its members or its employees for monetary damages 
with respect to any transaction, occurrence or course of conduct, whether before or after the 
effective date of this section, except for liability resulting from such person’s having engaged in 
willful misconduct or a knowing violation of the criminal law.

(c) The VBA shall indemnify any person who was or is a party to any proceeding, 
including a proceeding brought by the member in the right of the VBA or brought by or on behalf 
of members or employees of the VBA, by reason of the fact that he is or was a Director, Officer or 
Board of Governors member of the VBA, or any Director, Officer, Board of Governors member or 
member of the VBA who is or was serving at the request of the VBA as a director, trustee, partner
or officer of another corporation, partnership, joint venture, trust, employee benefit plan (including, without limitation, the VBA 401K Plan) or other enterprise, against any liability incurred by him or her in connection with such proceeding unless he or she engaged in willful misconduct or a knowing violation of the criminal law. A person is considered to be serving an employee benefit plan at the VBA’s request if his or her duties to the VBA also impose duties on, or otherwise involve services by, him or her to the plan or to participants in, or beneficiaries of, the plan. The Board of Governors of the VBA is hereby empowered, by a majority vote of a quorum of its members, to enter into a contract to indemnify any Director, Officer, Board of Governors member or other party in respect of any proceedings arising from any act or omission, whether occurring before or after the execution of such contract.

(d) The provisions of this section shall be applicable to all proceedings commenced after the adoption of this section by the Board of Governors of the VBA arising from any act or omission, whether occurring before or after such adoption. No amendment or repeal of this section shall have any effect on the rights provided under this section with respect to any act or omission occurring prior to such amendment or repeal. The VBA shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this section and shall promptly pay or reimburse all reasonable expenses, including attorneys’ fees, incurred by any party in connection with such actions and determinations or proceedings of any kind arising therefrom.

(e) The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the applicant did not meet the standard of conduct described in this section.

(f) Any indemnification under this section (unless ordered by a court) shall be made by the VBA only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. The determination shall be made:

(i) by the Board of Governors by a majority vote of a quorum consisting of its members at the time not parties to the proceeding;

(ii) if such a quorum cannot be obtained, by the majority vote of a committee duly designated by the Board of Governors, consisting solely of two or more members of the VBA not at the time parties to the proceeding; or

(iii) by special legal counsel:

(1) selected by the Board of Governors or such committee in the manner prescribed above; or

(2) if a quorum of the Board of Governors cannot be obtained under this section and such committee cannot be designated under this section, selected by a majority vote of the full Board of Governors, in which selection Board of Governors members who are parties may participate.

(g) Any evaluation as to reasonableness of expenses shall be made in the same
manner as the determination that indemnification is appropriate.

(h) Notwithstanding the foregoing, in the event that there has been a change in the composition of a majority of the Board of Governors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this section shall be made by special legal counsel agreed upon by the Board of Governors and the applicant. If the Board of Governors and the applicant are unable to agree upon such special legal counsel, then the Board of Governors and the applicant each shall select a nominee, and the nominees shall select such special legal counsel.

(i) The VBA shall pay for or reimburse the reasonable expenses incurred by any applicant who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination under this section above if the applicant furnishes the VBA with:
   (i) a written statement of his good faith belief that he or she has met the standard of conduct described in this section; and
   (ii) a written undertaking executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet such standard of conduct.

(j) The undertaking required above shall be an unlimited general obligation of the applicant but need not be secured and may be accepted without reference to financial ability to make repayment.

(k) Authorization of payments under this section shall be made by the persons specified in Subparagraph 8.4(f) of this Article.

(l) The Board of Governors is hereby empowered, by majority vote of a quorum, that cause the VBA to indemnify or contract to indemnify any person not specified in this section above, who was, is or may become a party to any proceeding by reason of the fact that he or she is or was an employee or agent of the VBA or is or was serving at the request of the VBA as Director, Officer, Trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan (including, without limitation, the VBA 401K Plan) or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in paragraph ‘c’ of this section. The provisions of Subparagraphs 8.4(d) through (l) of this Article shall be applicable to any indemnification provided pursuant to this Subparagraph 8.4(l) of this Article.

(m) The VBA shall purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this section and may also procure insurance, in such amounts as the Board of Governors may determine, on behalf of any person who is or was a Director, Officer, employee or agent of the VBA, or is or was serving at the request of the VBA as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan (including, without limitation, the VBA 401K Plan) or
other enterprise, against any liability asserted against or incurred by him or her in any such capacity or arising from his or her status as such, whether or not the VBA would have power to indemnify him or her against such liability under the provisions of this Paragraph 8.4 of this Article.

(n) Every reference herein to directors, officers, employees or agents shall include former Directors, Officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this section on the VBA shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the VBA or others with respect to claims, issues or matters in relation to which the VBA would not have the power to indemnify such person under the provisions of this section. Such rights shall not prevent or restrict the power of the VBA to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Governors (whether or not any Board of Governors members shall be a party to or beneficiary of any such agreements, bylaws or arrangements); provided, however, that any provision of such agreements, bylaws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this section or applicable laws of the Commonwealth of Virginia.

(o) Each provision of this section shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision. The indemnification provided for in this section is in addition to, and not in limitation of, the provisions of Article VI of the VBA’s Articles of Amendment.

8.5 Conformity. Whenever appropriate in these Bylaws, the use of the singular herein shall be deemed to include the plural, and vice versa.

8.6 Amendment. These Bylaws may be amended by resolution of the Board of Governors adopted at any meeting.

(Updated and Adopted by VBA Board of Governors, January 2023)
THE BYLAWS OF THE LAW PRACTICE MANAGEMENT DIVISION OF THE VIRGINIA BAR ASSOCIATION

ARTICLE I
Name and Purpose

Section 1. Name. The name of the Division shall be the Law Practice Management Division (the “Division”) of The Virginia Bar Association (the “Association”).

Section 2. Purpose. The purposes of the Division shall be to further the objectives of the Association, as stated in Article 6.7(b) of the Bylaws of the Association, of developing, evaluating, and communicating various tools of law practice management as well as identifying and developing various resources to educate the membership in the delivery of legal services in a competent, professional, and ethical manner in ways that are also cost-efficient for the client, profitable for the professional, that enhance the quality of life for attorneys and others involved in the legal profession, and that promote the development of complete professionalism.

ARTICLE II
Membership

All members of the Association in good standing shall be members of the Division.

ARTICLE III
Officers

Section 1. Officers. The officers of the Division shall be a Chair and a Chair-elect. At the discretion of the Executive Committee of the Division (“Executive Committee”), a Secretary-Treasurer may also be appointed.

Section 2. Election; Terms. The Chair-elect shall be nominated by a majority of the Executive Committee and elected by a majority of the Council of the Division (“Council”), and, together with the Chair, shall begin their respective terms of office at the annual meeting of the Association, each to serve a two-year term to conclude at the annual meeting of the Association and until his or her successor shall have been elected, or shall have assumed office, as the case may be, or until such earlier time as he or she shall resign, die or become disabled. Upon the expiration of his or her term of office and subject to the provisions of the next succeeding sentence, the Chair-elect shall succeed automatically to the office of Chair. During any period in which the Chair or Chair-elect is unable or refuses to act, the Executive Committee may, but shall not be required to, appoint a member of the Division to serve in his or her stead; provided, however, that a Chair-elect so appointed shall not be entitled to succeed automatically to the office of the Chair. Section 3. Chair and Chair-Elect. The Chair shall perform the duties and have the responsibilities of the Chief Executive Officer of the Division. The Chair shall preside at all meetings of the Council and at meetings of the Division’s full membership. The Chair shall have such other and further duties as the Council, from time to time, may provide. The Chair-elect shall assume the duties of
the Chair in the absence of the Chair and shall have such other and further duties as the Chair of the Division, from time to time, may provide.

Section 4. Secretary-Treasurer. The Executive Committee may, but need not, appoint a Secretary-Treasurer, whose term shall conclude at the conclusion of the term of the then current Chair, although a Secretary-Treasurer may be appointed to successive terms. The Secretary-Treasurer shall, in consultation with the Executive Director of the Association, maintain the rolls and records of the Division, monitor the financial records of the Division and shall have the further responsibility of preparing and maintaining such other records and reports of the Division as may become necessary. The Secretary-Treasurer shall have such other duties as the Chair or the Executive Committee, from time to time, may provide.

ARTICLE IV
Executive Committee

Section 1. Powers and Duties. The Division shall be governed and its affairs managed by the Executive Committee, which shall have all of the duties and powers conferred upon it by these bylaws, except that the budget of the Division shall be established by the Association.

Section 2. Composition and Election. The Executive Committee shall be composed of the Chair, the Chair-elect and the Immediate Past Chair, and no more than six other members who shall be nominated by the Executive Committee and elected by the Council to staggered three-year terms. Two successive three-year terms may be permitted. When any vacancy occurs on the Executive Committee, the remaining members may, by majority vote, appoint a new member to fill the vacancy.

Section 3. Regular Meetings. The Executive Committee shall hold regular meetings at least quarterly, but regular meetings may be scheduled as frequently as monthly, in the discretion of the Chair.

Section 4. Special Meetings. Special meetings of the Executive Committee shall be held at any time at the call of the Chair or any three members of the Executive Committee.

Section 5. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the purpose of transacting business, and the vote of a majority of those present at any meeting shall be sufficient for the adoption of any matter voted upon. Under this provision, matters may be considered, voted upon, and acted upon by telephone or mail ballot where such method has been determined by the Chair to be necessary or to be the most expedient method under the circumstances.

ARTICLE V
Council
Section 1. Purpose. There shall be a Council of the Division which shall serve in an advisory capacity to the Chair and Executive Committee.

Section 2. Composition and Election. The Council shall be composed of the Executive Committee and no more than fourteen other members who shall be nominated by the Executive Committee and elected by the Council to staggered three-year terms. Two successive three-year terms may be permitted. When any vacancy occurs on the Council, the remaining members may, by majority vote, appoint a new member to fill the vacancy.

Section 3. Meetings. The Council shall meet at least twice a year in conjunction with the Annual Meeting and the Summer Meeting of the Association, but regular meetings may be scheduled as frequently as quarterly. Special meetings may be called by the Chair, Executive Committee, or a majority of the members of the Council.

ARTICLE VI
Committees

Section 1. Special Committees. The Executive Committee or the Council may appoint special committees as either may deem appropriate.

Section 2. Limited Authority. No committee chair or member, unless duly authorized in writing by the Chair or Executive Committee, shall have the authority to incur any liability in the name of the Division or the Association, nor shall any action taken by any such chair or members be effective to bind the Division or the Association.

ARTICLE VII
Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Division shall be that of the Association.

Section 2. Budget. The Division shall submit its budget to the Executive Director of the Association each year on or before November 1, for presentation to the Association’s Board of Governors as part of the Association’s budget.

Section 3. Reports. The Division will submit an annual report to the Board of Governors and the President of the Association. The Division shall submit such other reports as may be required by the Board of Governors, Executive Director or the President.
Section 4. Expenditure of Funds. Except as otherwise provided herein or directed by the Association’s Board of Governors, the Division may expend the funds allocated to the Division by the Association in the manner it sees fit, in consultation with the Executive Director. All charges incurred by the Division shall be approved by an officer of the Division before submission to the Executive Director of the Association for payment. The Division is not empowered to spend funds in excess of those actually on hand, nor may it obligate the Association in any financial matter.

Section 5. Approval by Association. An action by the Division may only be effective as an action of the Association if said action is approved by the Board of Governors of the Association. Any resolution adopted or action taken by the Division may, on request of the Division, be reported by the Chair of the Division to the Board of Governors of the Association for action thereon, according to the bylaws of the Association.

ARTICLE VIII
Amendment

Section 1. Amendment. Any amendments or additions to these by-laws shall be upon approval of a majority of the members of the Division’s Council. Upon such approval by the Council, such amendments or changes shall be presented to the Association’s Board of Governors for approval, and they shall not be effective until so approved.

These By-Laws supersede the By-Laws approved by the VBA Board of Governors in April 2013.
THE BYLAWS OF THE YOUNG LAWYERS DIVISION OF
THE VIRGINIA BAR ASSOCIATION

ARTICLE I.
Name and Purposes

Section 1. Name. The name of the Division shall be the Young Lawyers Division (the “Division”) of The Virginia Bar Association (the “Association”).

Section 2. Purposes. The purposes of the Division shall be to further the objectives of the Association; to stimulate and promote the interests of young lawyers in the activities of the Association; to encourage public service by young lawyers; to assist in the establishment, improvement and coordination of affiliated local young lawyer organizations; and to encourage and promote fellowship among young lawyers.

ARTICLE II.
Membership and Meetings

Section 1. Membership. All members of the Association in good standing who are either 40 years of age or younger or, being older than 40 years of age, have been licensed to practice law for less than five years shall be members of the Division. Membership in the Division shall terminate automatically at the adjournment of the Division’s annual meeting next after a member attains 40 years of age or, if older than 40 years of age, five years after the date on which the member was first licensed to practice law, which last shall occur; or upon such person’s ceasing, before that time, to be a member of the Association. An individual who is not a member of the Division shall not be eligible to serve or to continue to serve as an officer of the Division, as a member of the Executive Board, as a Section Representative, or as the chair, other officer, or member of any committee of the Division.

Section 2. Meetings. An annual meeting of the Division shall be held during the period of and in the same city or place as the annual meeting of the Association, which meeting is typically designated as the “Winter Meeting”. Special meetings of the Division may be called by its Chair or Executive Board. The Secretary-Treasurer of the Division shall give proper and timely notice of the time, place, and purpose or purposes of any special meeting of the Division to each member of the Division.

Section 3. Quorum. The presence of 10 members of the Division having voting rights shall constitute a quorum present at the meeting.

Section 4. Voting. All binding actions of the Division shall be by majority of the quorum present at the meeting. Each member present shall have one vote. No member shall have the right to vote by proxy.

Section 5. Conduct of Meetings. Subject to the provisions of Section 6 of this Article, the procedure at any meeting of the Division shall be determined by the Chair, and the vote on all questions before any meeting shall be taken in such manner as prescribed by the Chair.

Section 6. Conduct of Elections. In any election involving more than one nominee for the same office in the Division, the vote shall be by secret ballot. In the event of any such vote by secret ballot, the Chair shall appoint two or more judges of election, who shall not be members of the Nominating Committee.
and who shall hold and conduct such election and thereafter certify the results of the election to the members present at the meeting.

ARTICLE III.
Executive Board

Section 1. Powers and Duties. The Division shall be governed, and its affairs managed, by the Executive Board, which shall have all of the duties and powers conferred upon it by these Bylaws and conferred upon boards of directors under the Virginia Nonstock Corporation Act as the same shall be in effect from time to time, which powers shall include adoption of the Division’s budget.

Section 2. Membership. The Executive Board shall be composed of the Chair of the Division, who shall preside at its meetings as Chair of the Executive Board; the Chair-Elect; the Secretary-Treasurer; and no more than eleven other members who shall be elected at the annual meeting of the Division. To the extent practicable, six members shall be elected as regional representatives, with one being elected from each of the following geographic divisions of the Commonwealth, as such divisions shall from time to time be constituted by resolution of the Executive Board:

- Blue Ridge Division
- Capitol Division
- Potomac Division
- Southside Division
- Southwest Division
- Tidewater Division

When any vacancy occurs on the Executive Board during the period between annual Winter Meetings of the Division, the remaining members of the Executive Board may, by majority vote, appoint a new member to fill the vacancy, provided that no individual shall be appointed who is not otherwise eligible to be a member of the Executive Board. (No individual who has already served two terms on the Executive Board may be appointed to fill a vacancy on the Executive Board.) Any individual so appointed to fill a vacancy shall serve until the next annual Winter Meeting, whereupon such individual, if otherwise eligible, may be nominated by the Nominating Committee to serve for a full three-year term on the Executive Board. If in any year a representative cannot be nominated for any geographic division, the Nominating Committee shall have the discretion to designate the unfilled geographic position as an at-large position. The Immediate Past Chair shall be an ex officio member of the Executive Board. A member of the Executive Board may be removed upon a two-thirds vote of the Executive Board.

Section 3. Term of Office. Each member of the Executive Board shall serve for a three-year term, commencing at the Winter Meeting at which such member was elected and continuing until the third annual Winter Meeting following such member’s election. However, the term of any individual who is a member of the Executive Board at the commencement of the 2017 annual Winter Meeting shall be deemed to have commenced on January 22, 2016. Members of the Executive Board may be nominated by the Nominating Committee to be elected for a second three-year term. No individual may be a member of the Executive Board for more than seven years, excluding time served on the Executive Board as a result of such individual being an officer of the Division, and nothing in this Section shall limit the eligibility of an individual to serve as an officer of the Division and, thereby, to serve as a member of the Executive Board.
Board. *(For example, an individual who is otherwise eligible could be appointed to fill a vacancy on the Executive Board, then be elected to a first three-year term, then be elected to a second three-year term, and subsequently be elected Secretary-Treasurer, Chair-Elect, and succeed to be Chair and Immediate Past Chair of the Division.)*

Section 4. Quorum and Voting. Each member of the Executive Board as set forth in Section 2 of this Article, with the exception of the Immediate Past Chair, shall have one vote on all matters coming before the Executive Board. A majority of such members shall constitute a quorum at any meeting, and the vote of a majority of those present at any meeting shall be necessary for the adoption of any matter voted upon. This provision shall not prevent matters being considered, voted upon, and acted upon by telephone or mail ballot where such method has been determined by the Chair to be necessary or to be the most expedient method under the circumstances.

Section 5. Meetings. The Executive Board shall meet at least three times each calendar year, and one of such meetings shall be held in conjunction with the annual Winter Meeting of the Association. The two meetings not held in conjunction with the Winter Meeting of the Association shall be held by the Executive Board at times approximately midway between the meetings of the Association, which meetings shall be known as the “Spring Meeting” and the “Fall Meeting”. The Division’s budget shall be considered and adopted at the Winter Meeting. The Executive Board may meet at such other times as the Chair shall determine.

ARTICLE IV.

Officers

Section 1. Officers. The officers of the Division shall be a Chair, Chair-Elect and Secretary-Treasurer. In addition, there shall be an Immediate Past Chair, who shall serve as an honorary officer as hereinafter provided.

Section 2. Terms. The Secretary-Treasurer and Chair-Elect shall be nominated and elected, and the Chair and Immediate Past Chair shall begin their respective terms of office, at the annual meeting of the Division, each to serve until the next succeeding annual meeting of the Division and until his or her successor shall have been duly elected, or shall have assumed office, as the case may be, or until such earlier time as the Chair shall resign, die, or become disabled. Upon the expiration of their respective terms of office and subject to the provisions of the next succeeding sentence, the Chair-Elect shall succeed automatically to the office of Chair, and the Chair shall succeed automatically to the office of Immediate Past Chair.

During any period in which the Chair-Elect or the Secretary-Treasurer is unable or refuses to act, the Executive Board may, but shall not be required to, appoint a member of the Division to serve in his or her stead, provided, however, that no such appointed member shall be entitled to succeed automatically to the office of Chair. In the event that there is no elected Chair-Elect in office at any annual meeting of the Division, the Chair, Chair-Elect and Secretary-Treasurer shall be nominated and elected at such annual meeting.

Section 3. Chair. The Chair shall be the chief executive officer of the Division, and he or she shall have authority over, and responsibility for, the day-to-day management of the affairs of the Division, together
with such other duties imposed upon him or her by these Bylaws and generally imposed upon chief executive officers of nonprofit corporations. The Chair shall preside at all meetings of the Division and the Executive Board, except that the Chair may from time to time designate the Chair-Elect or another officer of the Association or some other person to preside temporarily in his or her stead. At the annual meeting of the Division, he or she shall present a report of the activities of the Division during the preceding fiscal year. In addition, he or she shall have the authority to create committees of the Division and to appoint members of the Division to serve thereon and as chair thereof.

Section 4. Chair-Elect. The Chair-Elect shall perform such duties as may be assigned to him or her by these Bylaws, by the Chair, or by the Executive Board. Prior to the Fall Meeting, the Chair-Elect shall prepare and submit to the members of the Executive Board for their review a proposed budget for the succeeding fiscal year and shall submit such proposed budget to the Executive Board at such Winter Meeting for formal consideration. During any period in which the Chair is unable or refuses to act, the Chair-Elect shall perform the duties of the Chair.

Section 5. Secretary-Treasurer. The Secretary-Treasurer shall be the custodian of the minutes of the Division. The Secretary-Treasurer shall keep a record of the proceedings of all meetings of the Division, the Executive Board, and the Leadership Council. The Secretary-Treasurer shall also serve as the financial liaison to the Executive Director of the Association, who shall be the custodian of any funds of the Division. During any period in which the Chair-Elect is unable or refuses to act and no member of the Division has been appointed in the Chair-Elect’s stead, the Secretary-Treasurer shall also perform the duties of the Chair-Elect.

Section 6. Immediate Past Chair. The Immediate Past Chair shall be an honorary officer and honorary member of the Executive Board and, as such, shall be entitled to receive notice of and to attend all meetings of the Division and the Executive Board. The Immediate Past Chair may express his or her views in a purely advisory capacity respecting all matters coming before such meetings, but the Immediate Past Chair shall not have any vote on any such matter unless otherwise entitled to vote as a member of the Division. The Immediate Past Chair shall also perform such other duties as may be assigned by the Chair, by the Division, or by the Executive Board.

Section 7. Re-election. No person who has been elected and who has served as an officer of the Division shall be eligible for re-election to such office.

ARTICLE V.
Committees

Section 1. Nominating Committee. In addition to the Executive Board discussed in Article III above, there shall be a standing committee of the Division known as the Nominating Committee, which shall be composed of the Chair, Chair-Elect, and three other members of the Division appointed by the Executive Board at its Fall Meeting. To the extent able, the Nominating Committee should select members from different geographical divisions of the Commonwealth of Virginia, as such divisions shall from time to time be constituted as herein-before provided. The Nominating Committee shall select a chair from its membership, who shall not be an officer of the Division. The chair shall inform the members of the Division of the membership of the Nominating Committee within 7 days after the Nominating Committee’s appointment.
a) The Nominating Committee shall meet at least once after the Executive Board’s Fall Meeting and at least 45 days before the Division’s annual meeting for the purpose of nominating members of the Division to stand for election as Chair-Elect; as Secretary-Treasurer; and, in special circumstances as provided above, as Chair. During this meeting, the Nominating Committee shall also consider the nomination of members of the Division to stand for election or re-election as members of the Executive Board. Nominations for such offices may also be made by letter to the Chair of the Nominating Committee pursuant to this subsection at least 60 days before the Division’s annual meeting.

b) At least 20 days before the Division’s annual meeting, all candidates for any office and for the Executive Board who have been nominated by the time of publication shall be announced to the members of the Division in the Association’s Journal, the Division’s newsletter, or in an e-mail announcement sent to the e-mail address of record for each member of the Division.

Section 2. Project Committees. The Chair of the Division, following consultation with the Executive Board, shall appoint or dissolve such project committees (each, a “Project”) as he or she may deem necessary or appropriate to further the purposes of the Division.

a) For each Project, the Chair of the Division shall appoint a member of the Executive Board to serve as the liaison between that Project and the Executive Board. Each Executive Board member shall regularly report to the Executive Board on the activities of each Project for which such Executive Board member is a liaison.

b) For each Project, the Chair of the Division shall appoint a Project Chair and a Project Chair-Elect. The Project Chair shall serve for a two-year term commencing on his or her appointment or succession to the position of Project Chair, and continuing until the second annual Winter Meeting thereafter. However, the term of any individual who is a Project Chair at the commencement of the 2017 annual Winter Meeting shall be deemed to have commenced on January 22, 2016. The Project Chair-Elect shall automatically succeed to the office of Project Chair. Each Project Chair shall regularly report to the designated Executive Board liaison on the activities of the Project. An individual who has served as Project Chair shall be eligible to subsequently serve as Project Chair-Elect and, thereafter, to succeed to the position of Project Chair. Nothing in this paragraph shall limit the number of terms an individual may serve as Project Chair or Project Chair-Elect.

c) The Chair of the Division shall designate each Project as a “Small Project” or a “Large Project”. In addition to the positions of Project Chair and Project Chair-Elect, each Large Project may have up to two additional Project officers.

d) The Chair of the Division may appoint and remove Project Chairs, Project Chairs-Elect, other Project officers, and the chairs and officers of other committees, other than the Nominating Committee, as he or she may deem necessary or appropriate to further the purposes of the Division. The Chair of the Division may temporarily extend the term of a Project Chair beyond two years as he or she may deem necessary or appropriate to further the purposes of the Division.

Section 3. Additional Committees. The Chair of the Division, following consultation with the Executive Board, shall appoint or dissolve such other committees as he or she may deem necessary or appropriate to further the purposes of the Division.
Section 4. **Section Representatives.** The Chair of the Division may appoint and remove representatives (each, a “Section Representative”) to the Executive Council of the Law Practice Management Division of the Association, to the Section Councils of each of the Sections of the Associations, and to the other committees of the Association (each, a “VBA Section”), and each Section Representative shall regularly report to the Executive Board on the activities of the VBA Section for which he or she is the Section Representative.

Section 5. **Limited Authority.** No committee chair or member, unless duly authorized in writing by the Chair or the Executive Board, shall have the authority to incur any liability in the name of the Division or the Association, nor shall any action taken by any such chair or members be effective to bind the Division or the Association.

**ARTICLE VI.**

*Leadership Council*

Section 1. **Purpose.** There shall be a Leadership Council of the Division, which shall serve in an advisory capacity to the Chair and Executive Board.

Section 2. **Membership.** The Leadership Council shall be composed of the Section Representatives and the Project Chairs, Project Chairs-Elect, other Project officers, and the chairs of any other committees of the Division.

Section 3. **Meetings.** The Leadership Council shall meet at least three times each year in conjunction with meetings of the Executive Board. Special meetings may be called by the Chair, a majority of the members of the Executive Board, or a majority of the members of the Leadership Council.

**ARTICLE VII.**

*Local Affiliates*

Section 1. **Qualifications.** Any local young lawyer organization or unit, division or section of any local bar association within the Commonwealth of Virginia whose membership is restricted to young lawyers may apply for affiliation with the Division, provided that such organization's purposes and activities are not inconsistent with the purposes of the Division.

Section 2. **Further Qualifications.** Subject to the provisions of Section 1 of this Article, the qualifications for affiliation with the Division shall be established by resolution of the Executive Board.

Section 3. **Application.** An application for affiliation shall be presented to the Executive Board for consideration at its meeting next following the receipt of the application. Upon approval of the application by the Executive Board, the organization shall become a local affiliate of the Division.

**ARTICLE VIII.**

*Miscellaneous Provisions*

Section 1. **Fiscal Year.** The fiscal year of the Division shall be that of the Association.

Section 2. **No Compensation.** No salary or other compensation shall be paid to any officer or committee member of the Division.
Section 3. Approval of Charges. All charges incurred by the Division shall be approved by an officer of the Division before submission to the Executive Director of the Association for payment.

Section 4. Approval by Association. Any action by the Division shall be approved by the Association before it shall become effective as an action of the Association. Any resolution adopted or action taken by the Division may, on request of the Division, be reported by the Chair of the Division to the Executive Board of the Association for action thereon, according to the Bylaws of the Association.

ARTICLE IX.
Amendment

Section 1. Amendment. These Bylaws may be amended at any meeting of the Division by a vote of a majority of the members of the Division who are present and entitled to vote, provided that the members of the Division shall have been given in advance of the meeting reasonable notice of any such proposed amendment.

Adopted January 23, 2020