



PROPOSED REVISIONS TO THE BYLAWS

ARTICLE IV. HONORARY AND LIFE MEMBERS

- (1) The following persons shall be eligible for honorary membership in the Association:
 - (a) Judges of courts of record, State or Federal.
 - (b) Full-time judges of State courts not of record.
 - (c) Any person qualified to practice law who has, at some time, engaged in the active practice of law and who has distinguished himself or herself by or been honored with appointment or election to public office.
 - (d) Any person who has previously served as a judge of a court of record or a full-time judge of a State court not of record.**
- (2) Honorary members shall be elected by a two-thirds vote of the Board of Directors of the Association, hereinafter "Board".
- (3) Every member of the Association who shall have practiced for a period of fifty (50) years shall, at the request of such member, become a life member.
- (4) Honorary members and life members shall be entitled to all privileges of the Association except that of voting.
- (5) No dues shall be charged honorary members or life members.
- (6) Honorary membership shall be limited to persons who are or who previously have been licensed to practice law by the bar of any State.**

ARTICLE X. BOARD OF DIRECTORS

- (1) For the management of the affairs of the Association, there shall be a ~~board of directors~~ ("Board") **Board** consisting of the current president, the president-elect, the immediate past-president, the secretary/treasurer, and the chair of the Young Lawyers Committee, and ten (10) additional directors, five (5) of whom shall be elected by the active members at each annual meeting to serve for a term of two years. Only active members shall be eligible to serve as directors.
- (2) Vacancies occurring during the year shall be filled by a majority vote of the Board, the person so elected to serve the unexpired term of the person creating the vacancy. If a director be elected to the

office of president-elect or secretary/treasurer, a new director shall be elected by the Board for the unexpired term of the person so elected.

(3) Regular meetings of the Board shall be held at such time and place as may be designated by the Board.

(4) Special meetings of the Board may be held upon the call of the president or any three members of the Board.

(5) At least one day's notification by email to those members providing their current email addresses or personal notice of the special meetings of the Board shall be given by the secretary/treasurer to each member, stating the purpose of the special meeting.

(6) A majority of the members of the Board shall constitute a quorum for the transaction of business, unless otherwise herein provided.

ARTICLE XI. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the president, president-elect, executive director (ex-officio and non-voting) and secretary/treasurer. In the interim between meetings of the Board, the Executive Committee shall have full power and authority to manage and control the business and affairs of the Association and the right to exercise all of the powers of the Board; provided, however, that the Executive Committee shall not have authority to amend the ~~By Laws~~ **ByLaws**, to nominate or elect new directors, to approve a plan of merger or consolidation, a sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Association, the voluntary dissolution of the Association, or revocation of voluntary dissolution proceedings, or to do such other things as the Board may, from time to time, reserve unto itself.

ARTICLE XIV. LAWYER-CLIENT RELATIONS COMMITTEE

(1) The lawyer-client relations committee shall receive complaints from clients of members of the Association concerning fee disputes, failure to complete work undertaken in a timely fashion, and similar grievances. The committee may discuss the matter with the parties and endeavor to ~~adjust~~ **resolve** the dispute in an informal manner.

(2) When the committee receives notice of a violation of the Virginia Rules of Professional Conduct it shall be the duty of the committee to refer such complaint to appropriate personnel of the Virginia State Bar for consideration by the Virginia State Bar Eighth District Committee, or its successor.

ARTICLE XVI. SERVICE COMMITTEE

The Service Committee shall, subject to the review of the Board,

- (1) Review and make recommendations to the Board regarding requests for participation by the Association and its members in public service activities.
- (2) Encourage the participation of the members of the Association in the public service programs of the Association.
- (3) Encourage the participation of the members of the Association in providing community service, charitable professional services, and pro bono publico legal services with and through other organizations of their choice.
- (4) Register and maintain status as a “Certifying Organization” with the President’s Volunteer Service Awards. [<http://www.presidentialserviceawards.gov/>]
- (5) Develop and manage a reporting program for participation in the President’s Volunteer Service Awards program;
- (6) Certify the public service activities of the members of the Association to the President’s Volunteer Service Awards;
- (7) Recognize annually the members of the Association who provide community service, charitable professional services, and pro bono publico legal services in the aggregate of **twenty-five (25)** ~~25~~ or more hours per year, by awarding Certificates of Commendation and the President’s Volunteer Service Awards at the following levels:
 - (a) ~~25-49~~ hours per year: Certificate of Commendation.
 - (b) ~~50-99~~ hours per year: Certificate of Commendation.
 - (c) 100-249 hours per year: Presidential Volunteer Service Award, Bronze Level.
 - (d) 250-499 hours per year: Presidential Volunteer Service Award, Silver Level.
 - (e) 500 and more hours per year: Presidential Volunteer Service Award, Gold Level.
 - (f) 4000 and more hours in a lifetime: President’s Call to Service Award.
- (8) In cooperation with the Library and Communication Committee, publicize the contributions of the Association’s members in providing community service, charitable professional services, and pro bono publico legal services, and particularly those who are recognized with commendations, and President’s Volunteer Service Awards.

ARTICLE XVIII. MEMBERSHIP COMMITTEE

The duties of the membership committee shall be to solicit and examine applicants for membership to the Association and to report ~~their results~~ **its findings** to the Board.

ARTICLE XX.
MEMORIALS AND RESOLUTIONS COMMITTEE

- (1) The memorials and resolutions committee may provide for representation of the Association at the funeral services of any deceased member of the Association, ~~and, within the appropriation by the Board, to express to the family of the deceased the sympathy of his or her fellow members with an appropriate floral design, or otherwise.~~
- (2) Within a reasonable period of time following the death of any member, the memorials and resolutions committee shall present for incorporation in the minutes of the meeting a suitable memorial to the deceased.
- (3) This committee shall prepare and present any other appropriate resolutions or memorials as determined by the President or the Board.

ARTICLE XXI.
AUDIT COMMITTEES

There shall be two audit committees of the Association as follows:

- (1) Finance Audit Committee
 - (a) The Finance Audit Committee shall review the financial condition of the Association from time to time.
 - (b) This committee shall review the schedule of dues for active and associate members and recommend to the Board any changes in such schedule as it may consider advisable.
 - (c) The Finance Audit Committee shall consult with the president, secretary-treasurer and executive director and make arrangements to provide for any unusual or emergency-type expenditures.
 - (d) All other matters pertaining to finance shall be handled by this committee, subject to review and revision by the Board.
- (2) ~~By-Law~~ **ByLaw** Audit Committee
- (2) By-Law Audit Committee
 - (a) The ~~By-Law~~ **ByLaw** Audit Committee shall review the ~~By-Laws~~ **ByLaws** of the Association annually and recommend to the Board appropriate amendments to the ~~By-Laws~~ **ByLaws** pursuant to Article XXX.

ARTICLE XXVII
JUDICIAL ENDORSEMENT

- (1) Whenever it becomes apparent to the president that (a) a judicial vacancy exists in the 23rd Judicial Circuit, the Court of Appeals of Virginia, or the Supreme Court of Virginia, the president shall direct the parties listed below to take the actions described, or (b) in the case of a vacancy on the United States District Court for the Western District of Virginia, the United States Bankruptcy

Court for the Western District of Virginia, the United States Court of Appeals for the Fourth Circuit, or the Supreme Court of the United States, the president may direct the parties listed below to take the actions described. In case of (a), or in case of (b), if the president takes action, he or she will direct the secretary/treasurer to notify in writing the active members of the Association, all sitting judges in the 23rd Judicial Circuit who may be eligible for the appointment, and all members of the General Assembly elected from a geographic area forming a portion of the 23rd Judicial Circuit, by email or otherwise as provided in Article VII, of the judicial vacancy, and of the opportunity to nominate candidates, and specify a date and time certain for a meeting of the Association for the endorsement of a candidate or candidates.

(2) Those persons submitting themselves as candidates for endorsement shall file at least ~~seventy-two (72) hours~~ **four (4) business days** prior to the scheduled endorsement meeting with the secretary/treasurer at the address specified in the notice, a resume of their qualifications to fill such vacancy, which resume shall not exceed one page in length. The resume shall contain a certification made under oath and notarized that the candidate has not been publicly reprimanded, nor had their license to practice law suspended or revoked by the Virginia State Bar or any other state bar or similar regulatory body of another state. In the event that a candidate has been so disciplined, the candidate shall provide the date, grounds and/or finding, and the disposition of the same, and any other information deemed relevant by the candidate, which shall be reported to the Association at the meeting when nominations of the respective candidates are made. The secretary/treasurer may make a form available to candidates for use in complying with the requirements of this Section. Any candidate who fails to meet the requirements of this Section will not be considered for judicial endorsement by the Association.

(3) Within ~~two working~~ **two (2) business** days after submittal of the resumes as provided in Paragraph (2) above, a committee appointed for such purpose by the president shall review and certify for consideration of the Association, those candidates who have complied with the requirements of this Article. The committee shall not be required to conduct a background investigation of the candidates.

(4) The endorsement of the Association may be made at the meeting of the Association held at the date and time specified in the notice. That portion of the meeting related to the making of a judicial endorsement shall be closed; that is open only to the members in good standing of the Association and actual candidates. Special meetings of the Association to consider judicial endorsements may be held at any time or place at the call of the president, the Board or any ten (10) active members. Not less than five days' notification by email to all active members who provide their current email addresses, shall be given by the secretary/treasurer, stating the purpose of the meeting.

(5) At such meeting there shall be no more than one nominating speech for each nominee, limited to three minutes, and not more than three seconding speeches, each limited to one minute. Any person nominating a nominee shall state that the nominee is willing to accept the appointment if made. Persons who have not satisfied the requirements of Section (2) of this Article cannot be nominated.

(6) There must be at least seventy-five active members of the Association present at the time the meeting is called to order in order to constitute a quorum for a meeting to give a judicial endorsement, and at such meeting only those persons who are active members of the Association in

good standing as of the working day before the meeting shall be entitled to vote. No active member of this the Association shall participate in the balloting for a judicial endorsement if such member has participated or intends to participate in a meeting of any other bar association within the judicial circuit for an endorsement for the same judicial vacancy.

(7) The Association shall endorse only one nominee per vacancy unless, (i) upon motion made prior to the balloting, two-thirds of the active members present and voting shall approve the endorsement of either two or three nominees, (ii) if a ballot with two nominees results in a tie, both nominees shall be endorsed, or (iii) if a ballot with two nominees results in a vote with a differential of five percent (5%) or less, both nominees shall be endorsed. In such case, the endorsement sent to the Legislature shall reflect which nominee had the higher vote count. No more than three nominees may be endorsed per vacancy, and the motions to endorse two or three nominees, respectively, shall be considered separately. In the event that the president determines that there are multiple vacancies for the same court, a nominee who wins the exclusive endorsement of the Association for one vacancy may not be nominated for another vacancy at the same meeting for the same court. This restriction shall not apply when the association endorses more than one nominee for a vacancy.

(8) The voting for nominees at such meeting shall be by secret ballot in writing or by electronic or other means approved by the Board. All ballots cast shall be turned over to the tellers appointed by the chairman of the meeting and the tellers shall count the votes. The tellers shall not reveal the number of votes cast for any nominee but shall report the name or names of nominees receiving a majority vote, if any. A majority vote of those present and voting shall be required for any endorsement. In the event the Association has passed a motion for multiple endorsements, each member may cast one vote only for each nominee up to the maximum number to be endorsed, and the two or three nominees, as the case may be, receiving the largest majority vote shall receive the endorsement of the Association. In the event that no nominee receives a majority of the vote on the first ballot, or in the case of multiple endorsements, in the event that fewer than the total number of nominees to be endorsed receive a majority of the vote, the nominee who receives the fewest number of votes and the nominee or nominees who did not receive at least 5% of the vote shall be deleted from the list of nominees for the next ballot, but such deleted nominees may be renominated thereafter. Voting shall continue until one nominee receives a majority vote, or, in the case of multiple endorsements, until the requisite number of endorsements have been made or it is apparent from the balloting that no further endorsements will be made by the members present and voting.

(9) The president or the person acting as chair of the meeting shall forthwith certify to the appointing or electing authority and to such other persons or organizations as deemed appropriate by the president or chair the name or names of the nominee(s) so endorsed.

(10) Active members of the Association, except members of the General Assembly not participating in the meeting, shall be pledged to the support of the person thus endorsed.

ARTICLE XXIX. INDEMNITY OF OFFICERS AND DIRECTORS

Each person now or hereafter a director or officer of the Association (and his or her heirs, executors and administrators) shall be indemnified by the Association to the fullest extent permitted by the laws of the State of Virginia against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director or officer of the Association (whether or not he or she is a director or officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer.

If the determination as to whether a director or officer was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which an officer or director may be entitled by any ~~by-law~~ **bylaw**, agreement, vote of members or otherwise. The Association shall have the authority to purchase suitable policies of indemnification insurance on behalf of its officers, directors or agents, the premiums for which may be paid out of the assets of the Association.

ARTICLE XXX. AMENDMENT

These ~~By-Laws~~ **Bylaws** may be amended or repealed in whole or in part by a majority vote of the active members present and voting at any special or regular meeting of the Association, provided that notice of the proposed amendment or repeal be given in the call for such meeting.

Adopted by the Active Membership June 11, 2002
Amended by the Active Membership June 8, 2004
Amended by the Active Membership June 14, 2005
Amended by the Active Membership September 13, 2005
Amended by the Active Membership June 13, 2006
Amended by the Active Membership June 12, 2007
Amended by the Active Membership June 12, 2012
Amended by the Active Membership June 11, 2013