

BYLAWS

ARTICLE I. NAME

The name of the corporation shall be ROANOKE BAR ASSOCIATION (the "Association").

ARTICLE II. PURPOSES

The Association shall be operated for the following purposes:

- (1) To aid the promotion of justice and the advancement of the legal profession; to maintain and enhance the honor and uphold the ethical standards of the legal profession; and to help protect the general public from abuse by those holding themselves to be versed in the law;
- (2) To cultivate good fellowship among the members of the Association; to enhance the continuing legal education of its members; to cooperate with and assist the City of Roanoke in maintaining and operating a law library for the benefit of its members, the judiciary, local governmental bodies and staff, and the general public; and
- (3) To do all other things necessary and appropriate for the proper operation of a voluntary bar association not required to be stated specifically in the Association's Articles of Incorporation, and for which non-stock corporations may be incorporated under Virginia law.

ARTICLE III. MEMBERS

The Association shall be composed of the following classes of members:

Honorary ~~m~~Members
~~Life-Emeritus m~~Members
Active ~~m~~Members
Associate ~~m~~Members
~~LifeRetired~~ members

Members of the Association can only hold one class of membership.

ARTICLE IV.
HONORARY AND ~~LIFE MEMBER~~ EMERITUS 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.
 - (e) Any person whose unique and compelling circumstances merit eligibility for honorary membership, as determined by the Board of Directors of the Association (~~, hereinafter the~~ “Board”).
- (2) Honorary members shall be elected by a two-thirds vote of the Board.
- (3) Every member of the Association who shall have practiced for a period of fifty years shall, at the request of such member, become a ~~Life member~~ Emeritus member for life.
- (4) Honorary ~~M~~members and Emeritus members ~~Life M~~members shall be entitled to all privileges of the Association except that of voting (~~unless such Life Member is also an Active Member~~).
- (5) No dues shall be charged ~~to H~~onorary members or ~~Life member~~ Emeritus 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 V.
ACTIVE MEMBERS

- (1) All persons licensed to practice law who are members in good standing of the bar of any state and who are actively engaged in the practice of law with their principal office or residence in the City of Roanoke, County of Roanoke, or City of Salem, shall be eligible for ~~A~~active membership in the Association. The foregoing notwithstanding, no person whose license to practice is suspended or revoked for disciplinary reasons by the Virginia State Bar shall be eligible for membership in the Association during the time of said suspension or revocation.
- (2) The Board may elect to ~~A~~active membership in the Association any person thus qualified who shall apply therefore on a form to be prescribed by the Board, which shall contain a certificate from the applicant that the applicant has read or had read to him or her the Bylaws of the Association and the Virginia Rules of Professional Conduct and a pledge to observe the provisions

thereof, as well as of such other rules and regulations as may be promulgated under authority of the Board.

(3) Application for Aactive membership in the Association shall be accompanied by payment a check for current dues and any application fee decided on by the Board and such application shall be endorsed by two active members of the Association. Applicants may be elected only by the affirmative vote of two-thirds of the members of the Board—.

(3) (4) _____ The dues of an Aactive member of the Association shall be as established from time to time by the Board, payable in advance and not subject to proration.

ARTICLE VI.
ASSOCIATE AND
RETIRED
MEMBERS
LIFE
MEMBERS

(1) Any person qualified to practice law, who is not now actively engaged in the practice of law in the City of Roanoke and who is a member in good standing of the bar in some state and who is not eligible for Aactive membership, shall be eligible for Aassociate membership in the Association.

(2) Associate members may be elected only by the affirmative vote of at least two-thirds of the members of the Board.

~~(2)~~(3) Every member of the Association who (i) certifies they have practiced at least thirty years while a member and has practiced for at least a period of thirty years while a member and (ii) has retired from the full-time engagement of the practice of law shall be eligible, at the request of such member, to become a LifeRetired member of the Association for life upon the one-time payment of dues in an amount established from time to time by the Board.

~~(3)~~(4) Associate and Retired-membersLife members shall be entitled to all privileges of the Association except that of voting.

~~(4)~~(5) The dues of Aassociate members shall be as established from time to time by the Board, payable in advance and not subject to proration.

ARTICLE VII.
MEETINGS

(1) The annual meeting of the Association shall be held on the second Tuesday in June of each year except as otherwise scheduled by the Board and may be otherwise scheduled by the Board at

such time and place as may be designated by the Board. The annual meeting shall be held for the election of the president-elect and directors and for the transaction of the business of the Association. Five days' notification by email of the annual meeting shall be given by the secretary/treasurer to each Aactive member who provides a current email address.

(2) Monthly meetings of the Association shall be held on the second Tuesday of each month, unless changed by the Board within notice to the membership, from September through June, exclusive of May, which shall be held on or about May 1st, at such time and place as may be designated by the Board (and the Board may instead determine that the meeting shall not be held at a place and solely by means of remote communication). Three days' notification by email shall be given thereof by the secretary/treasurer to each active, associate, honorary, Life and life memberEmeritus member who provides a current email address.

(3) Special meetings of the Association may be held at any time and place (and the Board may instead determine that the meeting shall not be held at a place and solely by means of remote communication) upon the call of the president, the Board or any ten Aactive members. Not less than three days' notification by email shall be given thereof by the secretary/ treasurer to each Aactive member who provides a current email address, stating the purpose of such meeting.

(4) At all meetings twenty-five Aactive members shall constitute a quorum for the transaction of business, except at a judicial endorsement meeting under Article XXVIII. If a quorum be thus present, a majority of those voting shall decide any questions, unless otherwise provided herein or by law.

(5) Voting by proxy shall not be permitted.

(6) Meetings of the Association shall be governed by parliamentary rules as set forth in the latest edition of Robert's Rules of Order, except as may be otherwise provided herein.

(7) Any notices required or permitted by these Bylaws may be made in the sole and absolute discretion of the secretary/treasurer by e-mail, electronic means faesimile or U.S. mail postage pre-paid in lieu of providing notification by email. However, in all instances, providing notice by email to those members who provide their current email addresses shall be deemed sufficient notice.

(8) The Board may establish attendance fees for meetings of the Association as the Board may deem advisable.

(8)(9) For ease of reference and not by way of limitation, pursuant to Section 844.2 of the Virginia Nonstock Corporation Act, members of the Association may participate in meetings of the Association by means of remote communication to the extent authorized by the Board. Such members participating remotely shall be deemed present and may vote at such a meeting if the Association has implemented reasonable measures to (i) verify that each person participating remotely is a member and (ii) provide such members a reasonable opportunity to participate in

the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.

ARTICLE VIII. OFFICERS

(1) The officers of the Association shall be a president, president-elect, secretary/treasurer, and in the discretion of the Board, such other officers as it may appoint.

(2) All officers shall serve for a term of one year from the date of their election or until their successors are elected, provided, however that any officer except the president may be removed at the will of the Board.

(3) The president shall be a member of the Board, shall preside at all meetings, have general supervision of the affairs of the Association and sign all deeds, bonds, notes, contracts, and other instruments on behalf of the Association, unless otherwise ordered by the Board.

(4) In the absence of the president, the president-elect shall exercise all of the powers and duties of the president.

(5) The person elected by the Association to serve as president-elect, and holding that office at the time of the next annual meeting of the Aactive members shall, at the conclusion of that meeting, become president of the Association. The president-elect shall also chair the Program Committee.

(6) The secretary shall issue notice of all meetings, keep minutes, have charge of the corporate seal, books and records, and sign with the president all instruments requiring signature, unless otherwise ordered by the Board.

(7) The secretary/treasurer shall oversee directly or through the executive director all matters concerning the funds, securities, or other financial matters of the Association, including a primary review of its financial condition of the Association, -and report on those matters to the Board and execute any directions from them. The secretary/treasurer shall review the schedule of dues for active and associate members and recommend to the Board any changes in such schedule as he or she may consider advisable.

(8) All officers and directors shall serve without compensation, provided, however, that the Board may authorize the payment of compensation to the secretary/treasurer, and executive director.

**ARTICLE IX.
EXECUTIVE DIRECTOR**

At its discretion, the Board may employ an executive director. Such person need not be a member of the Association. Such person may be named by the Board to provide executive, administrative and management support for the affairs of the Association as directed by the president and the Board. Such person may be compensated as authorized by the Board and shall serve at its pleasure.

**ARTICLE X.
BOARD OF DIRECTORS**

(1) For the management of the affairs of the Association, there shall be a 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 additional directors, five of whom shall be elected by the Aactive members at each annual meeting to serve for a term of two years. Only Aactive members shall be eligible to serve as directors. Unless elected to serve as an officer, no director shall serve more than three consecutive two-year terms.

(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 (or with no place, if solely by means of remote communication) as may be designated by the Board. For ease of reference and not by way of limitation, pursuant to Section 864 of the Virginia Nonstock Corporation Act, directors may participate in (and be deemed present in person at) meetings of the Board by means of remote communication so long as directors may simultaneously hear each other during the meeting.

(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.

~~(6)~~(7) When a membership meeting with quorum cannot be convened because of special or unforeseen circumstances, such as a pandemic, natural disaster or emergency as declared by the

local, state or national government, the Board may temporarily elect to make decisions and act in the best interest of the membership with two-thirds Board approval.

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 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 XII. ELECTIONS

(1) The president-elect and directors shall be elected at the annual meeting of the Association. If, at the time of the annual meeting, the person elected as president-elect at the last annual meeting is no longer serving in that office, then the president shall also be elected at such meeting.

(2) The Board shall select a nominee for the office of president-elect on or before January 15 preceding the annual meeting; such nominee shall serve until the annual meeting as an ex-officio member of the Board, if not currently serving as a member of the Board and the executive committee. Not less than five days before the annual meeting, the Board, through the secretary/treasurer, shall give notification by email to all Aactive members of the Association who provide their current email addresses, of the Board's nominee for the office of president-elect.

(3) Prior to the regular monthly meeting of the Aactive members next preceding the annual meeting, a committee shall be appointed by the president to submit to the annual meeting nominations for the vacancies to be filled, except for the office of president elect. The nominating committee, through the secretary/treasurer, not less than five days before the annual meeting, shall give notification by email to all Aactive members of the Association who provide their current email addresses, of the names selected by the nominating committee as nominees for the offices to be filled at such annual meeting.

(4) All officers other than the president and president-elect shall be elected by the Board.

**ARTICLE XIII.
COMMITTEES**

(1) The Association shall have the following standing committees:

Executive Committee
Lawyer-Client Relations Committee
Legislative Committee
Service Committee
Library and Communications Committee
Membership Committee
Program Committee
Memorials and Resolutions Committee
Audit Committees
Young Lawyers Committee
Pro Bono Committee
Long Range Planning Committee
CLE Committee
Judicial Endorsement Committee

(2) Except for the Judicial Endorsement Committee (whose chair shall be elected annually by the members of the Judicial Endorsement Committee), the president of the Association shall appoint from the Board a chair for each of these committees, and as required, from the ~~A~~active membership outside of the Board such additional members as the president shall deem appropriate. The chair of each committee shall keep permanent records, Except for the Judicial Endorsement Committee, each chair shall serve at the pleasure of the president.

(3) In addition to the foregoing committees, the president or the Board may appoint such additional temporary committees as they deem necessary.

**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 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 XV.
LEGISLATIVE COMMITTEE**

- (1) Any legislation on which the Association is asked to take a position shall be referred to the legislative committee before being acted upon by the Association.
- (2) The legislative committee may report to the Association such proposed legislation as it may deem advisable.
- (3) Any proposed legislation on which the Association has taken a position shall be promoted or opposed before the appropriate legislative body by such officers of the Association as are authorized by the Association.

**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 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 XVII.
LIBRARY AND COMMUNICATIONS COMMITTEE**

The Library and Communications Committee shall have the following responsibilities:

Library

- (1) The committee shall act as the Association's liaison to the city librarian.
- (2) The committee may recommend to the Board the purchase of such library materials and services as it may from time to time deem advisable.
- (3) The committee shall recommend such rules and regulations for the use of the library as it may deem advisable.

Communications

- (1) The committee, in coordination with the executive director, shall publicize and promote the affairs and activities of the Association and its members to the community and to the members of the Association.
- (2) The committee shall oversee the operation of the Association's web-site, [Facebook page and/or other authorized social media platform](#).
- (3) The committee shall oversee the publication of the Association newsletter, and shall from time to time, propose policies regarding its publication to be adopted by the Board.

**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 its findings to the Board.

**ARTICLE XIX.
PROGRAM COMMITTEE**

The program committee shall provide such means of entertainment and instruction for the regular meetings of the members as it may deem advisable.

**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.
- (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~~ an ~~Audit~~ Committees of the Association with two primary functions, as follows:

(1) Finance ~~Audit~~ Committee

(a) The ~~Finance~~ Audit Committee shall audit and provide secondary review of the financial condition of the Association from time to time, including the year end audit. The Audit committee will also provide the Board with a letter setting forth its findings.

~~(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.~~

~~(e)~~(b) 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)~~(c) Upon the secretary/treasurer's request and presentation, any ~~All~~ other matters pertaining to finance shall be handled by this committee, subject to review and revision by the Board.

(2) Bylaws ~~Audit~~ Committee

(a) The ~~Bylaw~~-Audit Committee shall review the Bylaws of the Association annually and recommend to the Board appropriate amendments to the Bylaws pursuant to Article XXXI.

**ARTICLE XXII.
CLE COMMITTEE**

The CLE Committee shall, from time to time, organize, implement, and sponsor continuing legal education programs for members and nonmembers of the Association in order to promote the education, civility, and ethics of the legal community in Roanoke and surrounding areas. The committee may establish attendance fees as it may deem advisable and as approved by the Board.

**ARTICLE XIII.
YOUNG LAWYERS COMMITTEE**

(1) The president shall appoint a chair of the Young Lawyers Committee. The chair and all members of the Committee shall meet eligibility criteria for membership in the Virginia State Bar Young Lawyers Conference.

(2) The Young Lawyers Committee shall serve as a liaison between young lawyer members of the Association and the Board and the Virginia State Bar Young Lawyers Conference and shall perform such other duties as shall be assigned to the Committee by the Board.

**ARTICLE XXIV.
PRO BONO COMMITTEE**

(1) The president shall appoint up to five members of the Pro Bono Committee, including at least one member of the Board who shall serve as Chair.

(2) The Pro Bono Committee shall receive requests for referrals from Blue Ridge Legal Services, Inc., and Legal Aid Society of the Roanoke Valley of persons seeking legal representation who qualify for services from those agencies except for a conflict of interests. The committee shall refer these requests for legal representation to members of the Bar to provide the representation without charging a fee.

(3) The Pro Bono Committee shall promote the provision of pro bono services among members of the Association, and from time to time, assist in the coordination of training programs and recognition programs for volunteers.

ARTICLE XXV.

LONG RANGE PLANNING COMMITTEE

The Long Range Planning Committee shall identify future opportunities, issues, and potential areas that may affect the Association and suggest possible actions of the Association to the Board.

ARTICLE XXVI. JUDICIAL ENDORSEMENT COMMITTEE

(1) There shall be a Judicial Endorsement Committee of three members appointed by the Association. Pursuant to joint Memorandum of Understanding to be executed by authorized representatives of the Association and the Salem Roanoke County Bar Association, it is contemplated that the Judicial Endorsement Committee shall be a joint endeavor of the Association and the Salem Roanoke County Bar Association. In such case the Salem Roanoke County Bar Association shall also appoint three members to the Judicial Endorsement Committee, resulting in a six member Judicial Endorsement Committee. In addition, each year the Association shall choose one alternate member of the Judicial Endorsement Committee, who shall be available to serve should a member of the Judicial Endorsement Committee appointed by the Association be unable to serve.

(2) The members of the committee to be appointed by the Association shall be appointed by the Association's Board. Insofar as possible the appointments to the Judicial Endorsement Committee shall represent a cross section of members of the Association, consisting of persons recognized as possessing outstanding judgment and independence.

(3) The appointment(s) of the members of the committee shall be made at the commencement of each president's term. The terms of the members of the committee shall be three years, but such terms shall be staggered so that one member shall be appointed annually by the Association. Of the members to be appointed initially, one member shall be appointed for a three year term, one member for a two year term, and one member for a one year term. As soon as practicable following the appointment of the initial members of the Judicial Endorsement Committee, and annually thereafter following the appointment of new member(s) of the committee, the full Judicial Endorsement Committee shall meet to discuss and confirm the procedures and standards for use in evaluating and screening candidates and generating the written report for the upcoming year, in preparation should the Judicial Endorsement Committee be called upon to act due to a judicial vacancy.

(4) The chair of the committee shall be elected by the committee and shall serve for a term of one (1) year. With the exclusion of the first year of its formation, no person shall be elected chair of the Judicial Endorsement Committee who has not served as a member of the committee for at least one (1) full year prior to the beginning of his or her term as chair. To the extent reasonably possible, if the Judicial Endorsement Committee is a joint committee of the Association and the Salem Roanoke County Bar Association, the chair shall alternate between the two associations.

- (5) A majority of the members of the committee shall constitute a quorum.
- (6) Association appointee vacancies in the committee (beyond the alternate provided for in Section (1) of this Article) shall be filled by appointment of the Board as provided in Section (2) of this Article.
- (7) Except for the initial appointees for the terms of one and two years who may be reappointed for an additional three year term each, no member of the committee shall be eligible for reappointment to the committee until after a lapse of one year from the expiration of his or her term.
- (8) No person shall be appointed to the committee who, at the time of such appointment, is being considered for judicial office. Any member of the committee who authorizes the committee to consider his or her qualifications for judicial office shall cease to be a member of the committee and shall be ineligible for appointment to the committee for a period of one year thereafter.
- (9) Except as otherwise provided herein, the discussions at the committee meetings pertaining to the identity and qualifications of persons to be considered by the committee shall be completely confidential. No member of the committee shall disclose to anyone not a member of the committee the identity of any candidate or any action taken by the committee or any statement made at a committee meeting pertaining to the qualifications of any person whose name has been submitted to, or has been considered by, the committee. The committee shall not be required to conduct a background check of any candidate.
- (10) The Judicial Endorsement Committee's written report shall be the public report of the Judicial Endorsement Committee, and prior to publication the final report shall be approved by a majority of the Joint Endorsement Committee. If such committee is a joint endeavor of the Association and the Salem Roanoke County Bar Association pursuant to the signed Memorandum of Understanding, this majority approval shall require the approval of at least four members of the Judicial Endorsement Committee. If the committee consists of only Association appointees, a majority consisting of two members of the Judicial Endorsement Committee shall be needed to approve the written report prior to publication.
- (11) The evaluation process and final form of the written report shall be as approved by the Judicial Endorsement Committee, however, if the Judicial Endorsement Committee determines a candidate shall be deemed "Not Recommended" in the written report, such candidate shall be permitted the opportunity to remove his or her name from inclusion in the committee's written report. After notice in writing to such candidate, it shall be presumed that such candidate shall have made such election to remove his or her name from inclusion in the written report unless otherwise requested in writing by such candidate. Only those candidates who are included in the public, written report issued by the Judicial Endorsement Committee are eligible for endorsement by the Association in accordance with Article XXVIII, and by the Salem Roanoke County Bar Association pursuant to the Memorandum of Understanding.

**ARTICLE XXVII.
DUES, SUSPENSION, REVOCATION AND
EXPULSION**

(1) The annual dues as well as any fees due and owing the Association by the member shall be payable on or before the first day of July each year, with the right of anticipation of payment. If such dues and fees are not paid by a member by the following first day of August, the member shall be sent by electronic means and a final notice by the U.S. mail~~mailed~~ a notice of delinquency, and the member shall owe, in addition to the dues and fees outstanding, a late fee, in such sum as may from time to time be established by the Board. If such dues, unpaid fees, and late fee are not paid by the following first day of September, the delinquent member shall automatically be suspended from all privileges of the Association, and may thereafter be removed from membership by a two-third's vote of the Board. No member so suspended or removed shall be reinstated to membership, or be eligible for reapplication to membership, as applicable, until compliance with such regulations as may be prescribed by the Board for the payment of all amounts due and owing the Association.

(2) An Aactive member who has practiced for a period of fifty years and who has failed to pay dues as required herein may be designated an Emeritus member~~Life Mmember~~ upon approval of a two-third's vote of the Board.

(3) Any Aactive member who is a member of the Virginia State Bar and whose license to practice law is suspended for disciplinary reasons by the Virginia State Bar shall have his or her membership in the Association automatically suspended from all privileges of the Association, for the same period of suspension by the Virginia State Bar. Any Aactive member who is a member of the Virginia State Bar and whose license to practice law is revoked for disciplinary reasons by the Virginia State Bar shall automatically be removed from membership in the Association. No member so suspended or who has been removed from membership may be reinstated to membership, or be eligible for reapplication to membership, as applicable, except by the two-third's vote of the Board.

(4) Any Aactive member who ceases to be eligible for Aactive membership in the Association in accordance with Article V and who is not eligible to become an Honorary or Life mMember in accordance with Article IV or an Associate or Retired mMember in accordance with Article VI shall be automatically suspended from all privileges of the Association. No member so suspended may be reinstated to Aactive membership when eligible and upon application for reinstatement except by the two-third's vote of the Board.

(5) Any member, director or officer may be removed from membership or office by the affirmative vote of two-thirds of the Aactive members present at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Association. Any such member, officer, or director proposed to be removed shall be entitled to at least five ~~days notice~~days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled

to be heard at such meeting. No member so removed by the Association may be eligible for reinstatement as a member except by the two-third's vote at a meeting of the Aactive members after such reapplication for membership is approved by the Board and notice to all Aactive members that the motion for the removed member to be reinstated shall be voted upon at that meeting.

ARTICLE XXVIII. JUDICIAL ENDORSEMENT

(1) Whenever it becomes apparent to the president that (a) a judicial vacancy exists in the 23rd Judicial Circuit, the president shall direct the parties listed below to take the actions described, or (b) in the case of a vacancy on the Court of Appeals of Virginia, the Supreme Court of Virginia, 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 Aactive 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 to the Judicial Endorsement Committee for the committee's evaluation, and specify a date and time certain for a meeting of the Association for the endorsement of a candidate or candidates after such Judicial Endorsement Committee's review and report has been completed.

~~(2)~~ (2) Those persons submitting themselves as candidates for Association endorsement shall submit for evaluation to the Judicial Endorsement Committee, at the address and upon such timing deadlines as 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 in the final public report issued by the Judicial Endorsement Committee. 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)~~ (3) Following submittal of the resumes as provided in Section (2) of this Article, the Judicial Endorsement Committee shall review and certify for consideration of the Association, those candidates who have complied with the requirements of this Article and

the review process as provided in Article XXVI above. Only those candidates who are evaluated by the Judicial Endorsement Committee and whose evaluation is contained in the written report of the Judicial Endorsement Committee, shall be eligible to be endorsed by the Association.

~~(4)~~ (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 or the Board. Not less than five days' notification by email to all Aactive 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 Sections (2) and (3) of this Article cannot be nominated or considered for endorsement by the Association at such meeting.

~~(5)~~

(6)

~~(6)~~ There must be at least seventy-five Aactive 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 Aactive members of the Association in good standing as of the working day before the meeting shall be entitled to vote. No Aactive 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)~~ (7) The Association shall endorse only one nominee per vacancy unless, (i) upon motion made prior to the balloting, two-thirds of the Aactive 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)~~ (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 chair 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)~~ (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)~~ (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.

~~(11)~~ (11) The public, written report of the Judicial Endorsement Committee and the results of the Judicial Endorsement meeting held by the Association shall be submitted to all members of the General Assembly elected from a geographic area forming a portion of the 23rd Judicial Circuit .

ARTICLE XXIX. SEAL

The official seal of the Association shall be a round metal disk having inscribed on it two concentric circles with the words "Roanoke Bar Association, Roanoke, Va." between the two concentric circles and the word and figures "Incorporated 1925" within the inner circle. The seal shall be in the custody of the secretary/treasurer or the executive director, as the secretary/treasurer may deem convenient.

ARTICLE XXX. 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 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 XXXI. AMENDMENT

These Bylaws may be amended or repealed in whole or in part by a majority vote of the Aactive 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
Amended by the Active Membership June 9, 2015
Amended by the Active Membership June 14, 2016
Amended by the Active Membership June 11, 2019
Amended by the Active Membership _____, 2021