

PART I - BYLAWS OF THE VIRGINIA STATE BAR

ARTICLE I
Members

The Virginia State Bar is comprised of all attorneys licensed to practice law in Virginia.

ARTICLE II
Officers

The officers of the Virginia State Bar shall be a President, a President-Elect, an Immediate Past President and a Secretary-Treasurer.

ARTICLE III
Election of President-Elect

Sec. 1. Nominations. In order to qualify for election to the office of president-elect for the ensuing bar year, a candidate must be duly qualified as set forth in Paragraph 4 of the Rules of Court, Part Six, Section IV and must file a nominating petition with the executive director.

Sec. 2. Petition. The nominating petition shall be signed by at least 50 members of the Virginia State Bar and shall be signed by the candidate, who shall certify that he or she is qualified to run for the office. The nominating petition must be received by the executive director on or before October 1 of each year.

Sec. 3. Method of Election. In the event only one nominating petition is received by the executive director on or before October 1 of any year, the election for the office of president-elect shall be held at the next annual meeting in accordance with the provisions of Article IV, below.

In the event two or more nominating petitions are received by the executive director on or before October 1 of any year, the election of the presidentelect will be in accordance with the provisions of Sections 4 and 5, below.

Sec. 4. Mail Ballots. In the event nominating petitions for two or more candidates are received by the executive director on or before October 1 of any year, then:

- (a) The executive director shall prepare a ballot which shall list in alphabetical order the names of those persons nominated to the office of president-elect.
- (b) The ballot shall be mailed to all members on or before November 5. The form of the ballot and the procedure for the collection and tabulation of ballots shall be determined by the executive director.
- (c) If any member fails to receive a ballot within ten (10) days of mailing, or by November 15, whichever is earlier, the intended recipient shall be given a replacement ballot upon executing an affidavit, in a form to be prescribed by the Executive Committee, averring (i) that no ballot has been received and (ii) that in the event the original ballot is subsequently received, it will promptly be returned unmarked to the executive director. The affidavit and request for a replacement ballot must be received by the executive director not later than November 22, and the replacement ballot must be returned to the executive director by the December 1 deadline.
- (d) If any member receives more than one ballot, he or she shall return the excess ballot or ballots, unmarked, to the executive director in the same envelope provided for return of his or her marked ballot.

Sec. 5. Mail Ballot Elections. The ballots shall be collected and counted in a manner which assures the confidentiality of the members' votes. A plurality of the votes cast by all members shall elect. No ballot received by the executive director after December 1 shall be counted.

Sec. 6. General Provisions. The following provisions shall be applicable to any election of the president-elect under this Article III.

- (a) For purposes of these provisions, a "member" is an active member in good standing of the Virginia State Bar. Only such person may nominate, be nominated, vote or be elected in any election for the office of president-elect.
- (b) Records maintained by the executive director as to membership and good-standing status shall be controlling.
- (c) The failure to comply with the dates designated for the occurrence of completion of certain acts shall not invalidate any election, unless substantial prejudice can be shown to have resulted therefrom.

- (d) For purposes of determining voter and candidate eligibility, the membership list maintained by the executive director as of October 1 shall be controlling. Except to correct clerical errors in records maintained as of that date, no revisions or additions to the membership list for purposes of the election shall be made after October 1.
- (e) The executive director shall announce the results of the election for the office of president-elect in a newsletter, magazine or other mailing of the bar, after the election.
- (f) Any responsibility assigned herein to be discharged by the executive director may be assumed and discharged by the Executive Committee, at its discretion.
- (g) Any challenge to an election shall be resolved by a committee which shall be chaired by the president and shall include the president-elect, the immediate past president and two members of Council appointed by the president who shall not be current members of the Executive Committee.

**ARTICLE IV
Meetings**

- Sec. 1.* The Secretary shall give thirty days' notice by mail of annual meetings of the bar, and such written notice of special meetings of the bar as the Executive Committee shall prescribe in its call. Meetings of the organization shall be held at such times and places and after such notices as may be prescribed by the appropriate provisions of Section IV, Rules of the Supreme Court for the Integration of the Virginia State Bar and Council Bylaws.
- Sec. 2.* A quorum at any such meeting shall be as set forth in the Court Rules.
- Sec. 3.* The program and order of business at any meeting of the Virginia State Bar, unless otherwise ordered by the Council, shall be determined by the president in consultation with the president-elect and the executive director.
- Sec. 4.* Proceedings at any such meeting shall be governed by Roberts Rules of Order, except that no member shall without unanimous consent speak more than twice on any one subject nor more than five minutes at any one time.
- Sec. 5.* Voting at any such meeting shall be *viva voce* with each active member present entitled to vote, unless at least ten active members shall either before or immediately after such vote demand a vote by judicial circuits on a roll called in numerical order. In the latter event, each circuit shall be entitled to one vote for each twenty-five active members or fraction of twenty-five registered in that circuit. When a vote by circuits is ordered, the active members present from each circuit shall cast the entire vote to which such circuit is entitled. If there be a division among the active members present from any circuit as to how the vote of such circuit shall be cast, the vote of such circuit shall be divided and cast in proportion to the vote on such division, unless such circuit at a meeting of its members shall have adopted and caused to be certified to the Secretary a resolution providing that the entire vote of such circuit shall be cast as a majority of the active members from that circuit present and voting shall determine.

Provided, however, that in any election for the office of president-elect, voting shall be *viva voce* unless more than one candidate shall be duly nominated, in which event voting shall be by written ballot by judicial circuits as provided in Article III above.

- Sec. 6.* An active member shall be deemed to be registered in the circuit where he or she is entitled to vote for a member of Council provided that for the purpose of this section, no member may change his or her registration within five days preceding a meeting of the organization. At the opening of the meeting the Secretary shall post in a conspicuous place a list showing the number of votes to which each circuit is entitled and shall, upon the request of a member of any circuit, also post a list of the active members officially registered in that circuit. The lists so posted shall be conclusive as to the number of votes to which each circuit is entitled and as to the active members registered in each circuit, provided that any interested active member challenging the correctness of any such list, either as to the number of votes to which a circuit is entitled or as to the circuit in which an active member is registered, may appeal to the floor; but the circuits or members affected shall not vote on such appeal.

**ARTICLE V
Committees**

- Sec. 1.* Unless otherwise provided in the Supreme Court Rules, by action of Council, or elsewhere in these by-laws or the by-laws of Council, all committees shall be appointed by the president, who shall have power to determine the size and composition of the committee and to designate the chair thereof and to fill any vacancy therein.
- Sec. 2.* A majority of any committee shall constitute a quorum.

- Sec. 3.* In addition to the Executive Committee, district committees, and standing committees specified in the by-laws of Council, there shall be special committees to carry out the other ongoing work of the bar, and study committees, where appropriate in the judgment of the president, to examine and make recommendations on specific proposals or programs within a reasonably brief and discrete period of time.
- Sec. 4.* Members of special committees shall be appointed to three-year terms. No member shall serve more than two consecutive three-year terms on such a committee. A member appointed to fill an unexpired term shall be eligible to serve two additional full three-year terms. An eligible member wishing to be reappointed to a special committee shall be required to reapply in writing prior to the end of his or her current term under procedures established by Council and administered by the executive director. If any member of a committee fails to attend either three meetings during any bar year or two successive meetings of the committee without providing an explanation satisfactory to the committee chair, or in the case of a lawyer member, is declared not in good standing with the Virginia State Bar, such person's position shall automatically be considered vacated and filled as in the case of other vacancies.
- Sec. 5.* In making initial appointments to new special committees, the president shall appoint members to one, two and three-year terms so as to allow for the retirement or reappointment of one-third of the membership of each special committee at the end of each bar year.
- Sec. 6.* Effective July 1, 1996, the size of special committees shall be as specified by Council. A list of the committees and their respective sizes shall be maintained by the executive director. Changes in the size of special committees may be approved by the Executive Committee.

PART II—BYLAWS OF THE COUNCIL

ARTICLE I

Members

The Council is comprised of attorneys elected or appointed in accordance with applicable provisions of Section IV, Rules of the Supreme Court for the Organization and Government of the Virginia State Bar.

ARTICLE II

Election of Council

The election of members of Council for each circuit shall be by one of the two following methods.

- Sec. 1. Circuit Bar Meeting.* Prior to March 1 of any year in which a Council member from the circuit is to be elected, the executive director shall notify the Chief Judge of the circuit of the need for a meeting of the bar of the circuit and the number of vacancies to be filled. The executive director shall obtain from the Chief Judge the date and location for a meeting of the members of the circuit which shall be held prior to May 1. The executive director shall mail a written notice to the members of the meeting at least 14 days before such meeting.

All members whose Virginia State Bar membership mailing addresses are maintained in the circuit may attend and vote at the meeting. A quorum shall consist of those members who vote at the meeting. No member shall vote by proxy. Prior to the meeting, the executive director shall transmit to the Chief Judge or the designated presiding officer a list of the members whose names appear on the membership roster for such circuit. The Chief Judge shall either preside at the meeting, designate another active or retired judge of the circuit to preside, or designate an attorney to preside who is neither a candidate for election to Council nor associated in the practice of law with a candidate nominated for election.

At the circuit meeting, any member eligible to vote in the circuit who is not then serving a second successive full term on Council shall be eligible for election. Nominations may be made at the circuit meeting or by any member eligible to vote in the circuit. No supporting petition or second for such nomination will be required. After the nominations are closed, an election by written ballot shall be conducted. In the event of a tie vote, the winner shall be chosen by lot drawn by the presiding judge or his designee.

Within ten days after the meeting, the presiding officer or the Chief Judge shall communicate the names of the person or persons elected to the executive director.

- Sec. 2. Mail Ballot.* On or about March 1, the executive director shall cause to be mailed to every member eligible to vote in the circuit a notice of any vacancy or vacancies on Council, and a brief description of the method of nomination and voting. All members whose Virginia State Bar membership mailing addresses are maintained in the circuit are eligible to vote.

Nominations for election to Council shall be by petition filed by the candidate with the executive director. Such petition shall be signed by not fewer than ten other members eligible to vote in the circuit, and shall be accompanied by a statement of qualifications not exceeding one hundred and fifty words. Nominations must be filed in the office of the executive director on or before April 1. Any petition failing to comply with these requirements shall be rejected.

On or before April 15, the executive director shall mail to all eligible members of the circuit a ballot containing the names of all persons nominated, along with each nominee's statement of qualifications.

Ballots shall be in a form prescribed by the executive director and shall be collected and counted in a manner prescribed by the executive director. In the event of a tie vote, the executive director shall pick the winner by lot. No ballot received by the executive director after May 1 shall be counted.

Write-in votes shall be permitted, but the executive director may exclude illegible write-in votes. In those instances where there are more candidates for Council positions than there are positions to be filled from the circuit, the ballot will contain instructions to vote only for the same number of persons as there are positions to be filled; ballots which do not conform to this requirement will not be counted.

Sec. 3. General Provisions. The following provisions shall be applicable to both methods of election:

- (a) The timeline for special elections to fill vacancies on Council shall be determined by the executive director.
- (b) For purposes of these provisions, a "member" is an active member in good standing of the Virginia State Bar. Only such person may nominate, be nominated, vote or be elected in any Council election.
- (c) Records maintained by the executive director as to membership, good-standing status and assignment of a member to a particular circuit shall be controlling.
- (d) The failure to comply with the dates designated for the occurrence or completion of certain acts shall not invalidate any election unless substantial prejudice can be shown to have resulted therefrom.
- (e)
 - 1) In all elections the candidate receiving the highest number of votes shall be elected.
 - 2) In the event that more than one full term is to be filled by a circuit at any single election, the candidates receiving the highest number of votes shall be elected.
 - 3) In the event that a regular election and special election to fill an unexpired term are held simultaneously in the same circuit, they shall be conducted as a single election and the successful candidate receiving the highest number of votes shall be entitled to choose either a regular term or the unexpired term, with the choice passing down in order until the unexpired term is selected. The successful candidate(s) receiving the lower number of votes shall be elected to fill the term(s) not chosen. In the event two or more unexpired terms are to be filled in the same election, the longer unexpired term(s) shall go to the successful candidate(s) receiving the highest number of votes who choose(s) to fill an unexpired term.
 - 4) As a part of the election process in each circuit under these bylaws, the voting members of the circuit shall prescribe the method for that circuit's next election and, in the event of a meeting, shall determine the length of time during which ballots may be cast in the next election, not to exceed one business day. A vote to change the method of election shall be by majority of votes cast. The ballot in each circuit's election shall provide a space for the voting member to indicate a preference for one of the two election methods described by these bylaws. For the meeting method, the ballot shall also provide a space to indicate whether voting shall be allowed all day, half day or only during the meeting. No quorum call shall be required for any meeting.
 - 5) For purposes of determining voter and candidate eligibility, the membership list maintained by the executive director as of March 15 shall be controlling. Except to correct clerical errors in records maintained as of that date, no changes in circuit membership, revisions or additions to the membership list for purposes of the election shall be made after March 15.
 - 6) The executive director shall announce the results of Council elections in a newsletter, magazine or other mailing of the bar after the election.
 - 7) Any challenge to an election shall be resolved by a committee which shall be chaired by the president and shall include the president-elect, the immediate past president, and two members of Council appointed by the president who shall not be current members of the Executive Committee.

ARTICLE III
Secretary-Treasurer [Executive Director]

- Sec. 1.* The Secretary-Treasurer [Executive Director] shall perform all duties prescribed by the Rules and these by-laws, and in addition such other duties as may be delegated to him from time to time by the Council or Executive Committee. He or she shall act as Secretary of the Bar, of the Council and of the Executive Committee.
- Sec. 2.* The Secretary-Treasurer [Executive Director] shall give bond of \$250,000 with corporate surety conditioned for the faithful performance of his or her duties, the premium of which shall be paid by the bar.

ARTICLE IV
Notices of Meetings

The Secretary shall give twenty days' notice by mail of all meetings of the Council, and five days' notice by mail of all meetings of the Executive Committee. Notice of mailing shall commence on the date of mailing.

ARTICLE V
Meetings

- Sec. 1.* In the absence of specific action by the Council, the Executive Committee shall fix the time and place of the annual meeting of the bar, and may call any special meetings of the bar at such time and place as it shall designate.
- Sec. 2.* In the absence of specific action by the Council, the Executive Committee shall fix the time and place of all meetings of the Council. There shall be at least two meetings annually. Special meetings of the Council may be called at any time by the Executive Committee. The Executive Committee shall call a special meeting at the written request of twelve members of the Council.
- Sec. 3.* The Executive Committee shall meet on the call of the president or of the president-elect and a meeting shall be called at the written request of three members of the committee.
- Sec. 4.* Proceedings at all meetings shall be governed by Roberts Rules of Order, except that no member shall without unanimous consent speak more than twice on any one subject or more than five minutes at any one time.

ARTICLE VI
Executive Committee

- Sec. 1.* There shall be an Executive Committee consisting of twelve members, six of whom shall be elected annually by and from the Council, with the president, president-elect, immediate past president, President of the Young Lawyers Conference, Chair of the Senior Lawyers Conference and Chair of the Conference of Local Bar Associations serving as *ex officio* members.
- Sec. 2.* A quorum of the Executive Committee shall consist of six members thereof.
- Sec. 3.* The Executive Committee shall have authority to:
- (a) Allocate funds as required for authorized bar purposes and functions within amounts available to the bar;
 - (b) Employ such staff as it deems necessary and fix the duties and compensation of such staff;
 - (c) Cause proper books and records of account to be kept and audited annually, and cause proper financial statements of receipts and expenditures to be prepared and regularly presented to Council;
 - (d) Review annually the performance of the Executive Director, Deputy Executive Director and Bar Counsel and set the compensation of each;
 - (e) Review matters which are placed on the agenda for Council meetings and make recommendations to Council when appropriate; and
 - (f) Between meetings of Council, perform any other duties and powers prescribed for Council under any of the rules of the Supreme Court of Virginia, except such duties and powers as Council may reserve to itself or delegate to other committees.

ARTICLE VII
District Committees and the Disciplinary Board

- Sec. 1.* *District Committees*—The several district committees provided for by Part 6, Section IV, Paragraph 13 of the Rules of Court and elected by the Council shall be known as District Committees under numerical designation of

the respective districts, for example, First District Committee, etc. A district committee shall consist of ten or, in the discretion of Council, twenty, thirty or forty members. Three members of a ten-member district committee, six members of a twenty-member district committee, nine members of a thirty member district committee, and twelve members of a forty member district committee shall be non-lawyers. All other district committee members shall be active members of the bar. No member of the Council shall be a member of a district committee. All potential district committee appointees shall fulfill the qualification requirements provided for in Paragraph 13 before appointment.

Effective July 1, 1992, the District Committees shall be comprised of the following judicial circuits:

- First District Committee: Circuits 1, 3, 5, 7 and 8
- Second District Committee: Circuits 2 and 4 (2 sections)
- Third District Committee: Circuits 6, 11, 12, 13 and 14 (3 sections)
- Fourth District Committee: Circuits 17 and 18 (2 sections)
- Fifth District Committee: Circuits 19 and 31 (3 sections)
- Sixth District Committee: Circuits 9 and 15
- Seventh District Committee: Circuits 16, 20 and 26
- Eighth District Committee: Circuits 23 and 25
- Ninth District Committee: Circuits 10, 21, 22 and 24
- Tenth District Committee: Circuits 27, 28, 29 and 30 (2 sections)

The Secretary shall notify the members of each district committee of their appointments and each district committee shall meet within forty (40) days thereafter and shall elect from their attorney members a Chair, Vice-Chair, and Secretary and such other officers as they deem necessary.

- Sec. 2. Disciplinary Board*—The Council shall recommend persons to the Court for appointment as members of the Disciplinary Board. The Disciplinary Board shall consist of twenty members, four of whom shall be non-lawyers and sixteen of whom shall be active members of the bar. The Council shall also recommend attorney members of the Disciplinary Board to the Court to serve as Chair and two Vice Chairs. All potential Disciplinary Board appointees shall fulfill the qualification requirements provided for in Paragraph 13 before appointment.

ARTICLE VIII Standing Committees

- Sec. 1. Committee on Legal Ethics*—There shall be a standing committee to be appointed by the president and to be known as the Committee on Legal Ethics. The committee shall consist of nine active members of the bar, at least three of whom shall be members of the Council. All powers and duties of the Council with respect to legal ethics, not otherwise delegated or reserved, shall be exercised and discharged by the committee.

Members shall be appointed to three-year terms. No member shall serve more than two consecutive three-year terms. A member appointed to fill an unexpired term shall be eligible to serve two additional full three-year terms. An eligible member wishing to be reappointed shall be required to reapply in writing prior to the end of his or her current term under procedures established by Council and administered by the executive director.

- Sec. 2. Committee on Unauthorized Practice of Law*—There shall be a standing committee to be appointed by the president and to be known as the Committee on the Unauthorized Practice of Law. The committee shall consist of nine members. Seven of the members shall be active members of the bar, at least three of whom shall be members of the Council. Two of the members shall be non-lawyers. All powers and duties of the Council with respect to the unauthorized practice of the law, not otherwise delegated or reserved, shall be exercised and discharged by the committee.

Members shall be appointed to three-year terms. No member shall serve more than two consecutive three-year terms. A member appointed to fill an unexpired term shall be eligible to serve two additional full three-year terms. An eligible member wishing to be reappointed shall be required to reapply in writing prior to the end of his or her current term under procedures established by Council and administered by the executive director.

- Sec. 3. Committee on Lawyer Discipline*—There shall be a standing committee to be appointed by the president and to be known as the Committee on Lawyer Discipline. The committee shall consist of twelve persons, ten of whom shall be active members of the bar and two shall be non-lawyers. In addition, the vice-chairman of the Virginia State Bar Disciplinary Board shall be an ex-officio, non-voting member of the committee. At least two of the lawyers who are members shall be members of the Council. All members shall serve a three-year term and the president shall appoint members to the committee so as to allow for the retirement from the committee of one third of its membership at the end of each fiscal year. No member shall serve more than two consecutive three-year terms. A member appointed to fill an unexpired term shall be eligible to serve two additional full three-year terms. An eligible member wishing to be reappointed shall be required to reapply in writing under procedures

established by Council and administered by the executive director. All powers and duties of the Council with respect to operation of the bar's disciplinary system, not otherwise delegated or reserved, shall be exercised and discharged by the committee.

Sec. 4. Committee on Professionalism —There shall be a standing committee to be appointed by the president and to be known as the Committee on Professionalism. The committee shall consist of fifteen members, each of whom shall be an active or judicial member of the bar. At least two of the committee members shall be members of the Council, at least three shall be current or former members of the faculty of the mandatory course on professionalism, and at least one shall, when initially appointed, be an officer or member of the board of governors of the Young Lawyers Conference. In addition, the Virginia State Bar Counsel shall be an *ex officio* member of the committee. All members shall serve for a three-year term. No member may serve more than two consecutive three-year terms. A member appointed to fill an unexpired term shall be eligible to serve two additional full three-year terms. An eligible member wishing to be reappointed shall be required to reapply in writing under procedures established by Council and administered by the executive director. All powers and duties of Council with respect to the implementation of Paragraph 13.1 of Part Six, Section IV of the Rules of the Supreme Court of Virginia, and with respect to professionalism in the practice of law in Virginia, not otherwise delegated or reserved, shall be exercised and discharged by the Committee.

Sec. 5. Committee on Lawyer Advertising and Solicitation —There shall be a standing committee to be appointed by the president and to be known as the Committee on Lawyer Advertising and Solicitation. The committee shall consist of twelve persons, ten of whom shall be active members of the bar and two shall be non-lawyers. At least two of the lawyers who are members shall be members of the Council. All members shall serve for a three-year term. No member shall serve more than two consecutive three-year terms. A member appointed to fill an unexpired term shall be eligible to serve two additional full three-year terms. An eligible member wishing to be reappointed shall be required to reapply in writing under procedures established by Council and administered by the executive director. All powers and duties of the Council with respect to monitoring compliance with the Code of Professional Responsibility governing lawyer advertising and solicitation, including the issuance of advisory opinions regarding the same, not otherwise delegated or reserved, shall be exercised and discharged by the committee.

Sec. 6. Budget and Finance Committee —There shall be a standing committee to be appointed by the president and to be known as the Budget and Finance Committee. The committee shall consist of nine active members of the bar, three of whom shall be elected members of the Executive Committee and three of whom shall be other members of Council. In addition, the president-elect shall serve as an *ex officio* member.

All members, other than the president-elect, shall serve three-year terms. No member shall serve more than two consecutive three-year terms. A member appointed to fill an unexpired term shall be eligible to serve two additional full three-year terms. An eligible member wishing to be reappointed shall be required to reapply in writing under procedures established by Council and administered by the Executive Director.

The committee shall perform such tasks as are delegated or assigned by the Executive Committee and/or the Bar Council. The committee shall work with appropriate members of the bar staff to develop the bar's annual budget and present the budget to the Executive Committee and Council for approval. The committee shall also be responsible for reviewing and making recommendations with respect to the bar's appropriation requests prior to their submission to the Commonwealth of Virginia, Department of Planning and Budget. The committee shall also be responsible for assessing and making recommendations to the Executive Committee and Council regarding other budget matters, including personnel issues which are budget-related or budget-driven.

ARTICLE IX Votes by Mail or Telephone

By unanimous consent of the members of any committee, all questions before such committee may be settled by mail ballot or telephone call.

ARTICLE X Vacancies in Committees

All vacancies in committees appointed by the president shall be filled by him. Vacancies in other committees shall be temporarily filled by the president, his or her appointees to act until the next meeting of the Council.

ARTICLE XI Sections

The Council may create and abolish sections as it may consider necessary or desirable to accomplish the purposes and serve the interests of the Virginia State Bar and of the sections and shall prescribe the powers and duties of the sections. The bylaws of any section shall be subject to approval of Council.