

XX. Prototype of Section Bylaws

BYLAWS OF THE

SECTION

VIRGINIA STATE BAR

Approved by Council

ARTICLE I

Name and Purpose

Section 1. *Name*—The name of this Section shall be the Section on _____ Law of the Virginia State Bar.

Section 2. *Purposes*—The purposes of the Section shall be:

To further the objectives of, and promote active participation in, the Virginia State Bar;

To enhance communication and the exchange of ideas and information on issues which affect the practice of law in Virginia;

To foster unity between members of the Section by providing a forum where Section members can share research, source materials and experiences;

To sponsor programs and projects of special interest and relevance to the members of the Section and the Virginia State Bar in the field of _____ law;

To conduct continuing legal education programs, publish and distribute educational and professional materials and undertake other activities which shall enhance the competence and skills of lawyers and improve their ability to deliver the highest quality of professional legal services;

To further promote public understanding of the field of _____ law.

ARTICLE II

Membership and Dues

Section 1. *Categories*—There shall be _____ categories of section membership: 1) Active, 2) Judicial, 3) Associate, and 4) Law Student (optional). Only Active members may vote or hold office.

Section 2. *Eligibility*—Any active or associate member in good standing of the Virginia State Bar shall be eligible for Active membership in the section; any lawyer eligible to practice before the highest court of any state of the United States or the District of Columbia and not a member of the Virginia State Bar shall be eligible for Associate membership in the section; and (optional) any full-time law student not eligible for Active or Associate membership and enrolled in a law school in any state of the

United States or the District of Columbia shall be eligible for Law Student membership in the section. Judicial membership shall be open to any active or retired judge of the United States or the Commonwealth of Virginia. Upon request to the secretary, members of each category shall be enrolled and shall continue as members so long as they retain their eligibility as aforesaid and pay the annual dues specified in Section 3 of this Article.

Section 3. *Dues*—To further the work of the Section, each Active and Associate member shall pay to the Treasurer of the VSB annual dues of \$_____, as approved by the Board of Governors of the Section, the general Section membership, and the Council of the Virginia State Bar, pursuant to Article VIII, Section 2 of these bylaws. There shall be no dues or other assessments required of Judicial members. Sections may raise their dues up to the limit set by the Council of the VSB without further Council approval, pursuant to Article VIII, Section 2 of these bylaws. New members enrolled during the last quarter of the fiscal year shall have dues waived until the next fiscal year.

ARTICLE III

Board of Governors

Section 1. *Number and Eligibility*—There shall be a Board of Governors of this Section which shall consist of twelve (12) Active Section members. This initial Board of Governors shall be appointed by the President of the Virginia State Bar, and shall serve until the first annual meeting of this Section, at which time the Board of Governors shall be elected by the membership as hereinafter provided. No person shall be eligible for election to the Board of Governors if he/she previously has been elected to two consecutive three-year terms on the Board of Governors, but reelection is permitted when at least one year has elapsed since that person has served on said Board.

Section 2. *Ex Officio Members* (Optional)—The officers and the immediate past chair of the Section who are not also serving terms as elected members of the Board shall serve as full, voting members of the Board of Governors, Ex Officio. The Executive Director of the Virginia State Bar and the Chair of the counterpart section of The Virginia Bar Association, or their duly designated representatives, may also be invited to serve as non-voting, Ex Officio members of the Board of Governors.

Section 3. *Term*—The appointed Board of Governors shall serve as the nominating committee at the first annual membership meeting following adoption of these bylaws by the Council of the Virginia State Bar. Four (4) members of the Board of Governors shall be nominated and elected to serve for one (1) year; four (4) members for two (2) years; and four (4) members for three (3) years. “Years” designates a term beginning July 1 after the annual meeting and ending June 30 of the succeeding year. Thereafter, upon expiration of each of these initial terms, members of the Board of Governors shall be nominated and elected at each annual meeting of this Section by a vote of a majority of the members present and voting for terms of *three* (3) years, beginning July 1 following the annual meeting at which they have been elected and ending June 30 three years later. Nominations at the initial annual meeting of the membership may be made from the floor at this Section meeting. (Optional) The terms for the officers and immediate past chair who are serving as Ex Officio members of the Board of Governors shall be for the year in which they serve such positions.

Section 4. *Nominations*—After the initial annual meeting and not less than sixty (60) days before each subsequent meeting, the Chair shall appoint a nominating committee of at least five (5) members, not more than three of whom may be members of the Board of Governors. Not less than five days prior to the annual meeting, the nominating committee shall make and report to the Board nominations for any vacancies on the Board of Governors resulting from resignations or other reasons, and for positions held by members of the Board of Governors whose terms expire on the 30th day of June following the annual meeting. Three members of the nominating committee shall constitute a quorum, and, if less than

a quorum is present, the Chair of this Section shall appoint new members sufficient to constitute a quorum. Additional nominations may be made from the floor at the annual meeting of the Section by any Active section member.

Section 5. *Election*—All elections shall be *viva voce* unless otherwise ordered by resolution duly adopted by this Section at the annual meeting at which the election is held.

Section 6. *Duties and Powers*—The Board of Governors shall have general supervision and control of the affairs of this Section, subject to the provisions of the Rules for Integration of the Virginia State Bar and the limitations of the bylaws of the Virginia State Bar and the bylaws of the Section. It shall especially authorize all commitments or contracts which shall entail the payment of money and shall authorize the expenditures of all monies appropriated for the use or benefit of this Section. It shall not authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the amount which shall have been previously appropriated to this Section for such fiscal year.

Section 7. *Meetings*—Regular meetings of the Board of Governors of this Section shall be held upon the call of the Chair at least once in each quarter for the fiscal year of this Section, exact time and place of the meeting to be designated by the Chair, and the Secretary shall give notice to each member of the Board. Special meetings of the Board of Governors shall be held at the request of the majority of the Board of Governors or at the call of the Chair, and the Secretary shall give notice to the members of the Board. A majority of the Board shall constitute a quorum, and all binding actions of the Board shall be by majority vote. Absent members may communicate their vote in writing or by fax to the Secretary and have it counted with the same effect as if it was cast personally.

Section 8. *Vacancies*—The Board of Governors, during the interim between annual meetings of this Section, may fill vacancies in its membership. Members of the Board of Governors and officers so selected shall complete the unexpired term created by the vacancy or shall serve until their successors have been elected and qualified.

Section 9. *Committees*—The Board of Governors may designate committees and appoint the membership from Section members to perform such duties and exercise such powers as the Board of Governors shall direct, subject to limitations of these bylaws and the bylaws of the Virginia State Bar.

Section 10. *Declaration of Vacancies*—If any member of the Board of Governors fails to attend two successive meetings of the Board without a reason sufficient to a majority of the Board, or if any member of the Board of Governors resigns or is declared incapacitated by the President of the Virginia State Bar, the membership of that person on the Board of Governors, and in any office that is held by such person, shall be deemed vacant, and said vacancy shall be filled as provided for in Section 8 hereinabove.

ARTICLE IV

Officers

Section 1. *Nomination and Election*—The President of the VSB shall appoint the Chair, Vice Chair and Secretary of the initial Board of Governors, who shall serve until the first annual meeting of the Section following adoption of these bylaws. Thereafter, the Board of Governors shall meet immediately following the annual Section meeting and shall elect from among their number a Chair, Vice Chair, and Secretary, to hold office for a term beginning July 1 of each year and ending on June 30 of the next succeeding year, or until their successors have been elected and qualified. If the term of a Board member elected to serve as an officer of the Board of Governors is to expire on June 30 immediately following the annual meeting of the Section, the elected officer shall serve as an Ex Officio member of

the Board of Governors for the year in which he/she serves in this position, in accordance with Article III, Sections 2 and 3 of these bylaws.

Section 2. *Chair*—The Chair shall preside at all meetings of this Section and of the Board of Governors. The Chair shall formulate and present at each annual meeting of the Virginia State Bar a report of the work of this Section for the immediate past year. The Chair shall perform such other duties and acts as usually pertain to his/her office.

Section 3. *Vice Chair*—Upon death, resignation, or during the absence or disability of the Chair, or upon his/her refusal to act, the Vice Chair shall perform the duties of the Chair for the remainder of the Chair's term except in the case of the Chair's disability, in which event the Vice Chair shall perform the duties of the Chair only so long as the disability continues.

Section 4. *Secretary*—The Secretary shall be the custodian of all books, papers, documents, and other property of this Section except money. The Secretary shall give notice of all meetings of this Section and of the Board of Governors and keep a true record of the proceedings. The Secretary shall assist the Chair in preparing a summary or digest of the proceedings of this Section at its annual meeting for publication in the Annual Report of the Virginia State Bar, after approval by the Executive Committee or the Council of the Virginia State Bar, or a committee designated by either.

Section 5. *Vacancies*—The Board of Governors shall fill any vacancy that may occur in the office of Chair, Vice Chair, or Secretary.

ARTICLE V

Section Meetings

Section 1. *Annual Meeting of the Section*—The annual meeting of the Section shall be held during the Annual Meeting of the Virginia State Bar, in the same city or place, with such program and order of business as may be arranged by the Board of Governors.

Section 2. *Special Meetings of the Section*—Special meetings of the Section may be called by the Chair upon approval of a majority of the Board of Governors, at such time and place as the Chair may determine. The Secretary shall give notice to the members of the time and place of all meetings.

Section 3. *Quorum and Voting of Section*—The members of the Section present at any meeting shall constitute a quorum for the transaction of business. All binding actions of this Section shall be by a majority vote of the Active Section members present.

ARTICLE VI

Miscellaneous

Section 1. *Fiscal Year*—The fiscal year of this Section shall be the same as that of the Virginia State Bar.

Section 2. *Expenses*—Pursuant to the policy established by the VSB Executive Committee, the section shall have a membership and dues structure which enables it to be self-supporting after three (3) years of operation, on the basis of budgeting 85% of its anticipated revenue. All expenses incurred by this section, before being forwarded to the Treasurer of the Virginia State Bar for payment, shall be approved by the Chair or Secretary, or, if the Board of Governors shall so direct, by both of them.

Section 3. *Compensation*—No salary or compensation shall be paid to any officer or member of the Board of Governors.

Section 4. *Action of Section*—Before any action of this Section becomes the action of the Virginia State Bar, it must be approved by the Council of the Virginia State Bar. Any resolution adopted or action taken by this Section may, on request of this Section, be reported by the Chair of this Section to any meeting of Council of the Virginia State Bar for the bar's action thereon.

Section 5. *Printing*—All printing for this Section or the Board of Governors or by committees of this Section shall be done under the supervision of the headquarters office of the Virginia State Bar.

ARTICLE VII

Procedure

Section 1. Except as otherwise provided in these bylaws, Robert's *Rules of Order* shall govern the procedure at meetings of this Section and its Board of Governors.

ARTICLE VIII

Effectiveness & Amendment of Bylaws

Section 1. *Bylaws Effective*—These bylaws shall become effective after approval by the Council upon recommendation of the Executive Committee of the Virginia State Bar and by the Board of Governors of the Section.

Section 2. *Amendment*—These bylaws may be amended at any annual meeting of this Section by a vote of a majority of the members of this Section present and voting, provided such amendment shall first have been approved by a majority of the Board of Governors and provided, further, that no amendment so adopted shall become effective until approved by the Council upon recommendation of the Executive Committee of the Virginia State Bar.*

* Pursuant to the terms of their bylaws, Sections have the authority to raise their dues up to \$35.00 without further Council action. However, a dues amendment *must* be approved by the Board of Governors and general membership of the Section (if applicable) prior to such action. If such amendment is made at the annual meeting of the Section in June, it would not become effective until one year later.