

VIRGINIA STATE BAR YOUNG LAWYERS CONFERENCE

BYLAWS

(Amended By Council June 2004)

PREAMBLE

Pursuant to the Resolution adopted by the Virginia State Bar Council at its June 1971 Annual Meeting that an organization of younger members of the Virginia State Bar be created, James A. Howard, 1973-74 President of the Virginia State Bar, appointed an Initial Board of Governors for such organization consisting of nine active members of the Virginia State Bar and charged that Board with the responsibility of implementing the Council Resolution by organizing the "Virginia State Bar Young Members Conference".

Pursuant thereto the Board adopted the following bylaws for the Conference, which bylaws have been made and may be amended from time to time as the need arises.

ARTICLE I

Name and Jurisdiction

Section 1. Name - The name of this organization shall be the "Virginia State Bar Young Lawyers Conference".

Section 2. Purpose - The purpose of this organization shall be: to serve as a vehicle through which the younger members of the Virginia State Bar can exert a more direct influence upon the activities of the Virginia State Bar to engage in activities designed to respond to discernible needs among the younger members of the Bar in particular and the members of the legal profession in general; to promote, uphold, and elevate the standards of honor, integrity, and competence in the legal profession; and to assist the Council of the Virginia State Bar in discharging its duty to improve the legal system and the responsiveness of the profession to the members of the public, for whose benefit the profession exists.

ARTICLE II

Membership

All members of the Virginia State Bar in good standing who are under thirty-six years of age or who have been admitted to their first bar association less than three years shall be members of the Conference. Membership in the Conference shall terminate automatically on the July 1 next following the date upon which a member shall attain thirty-six years of age or shall have been admitted to their first bar association for three years, as the case may be; or upon such person's ceasing, prior to that time, to be a member of the Virginia State Bar in good standing. Notwithstanding the foregoing provision, the Immediate Past President of the Conference shall continue to be a member of the Conference during the term of his or her position, provided he is a

member of the Virginia State Bar in good standing. Such membership by all such members shall be automatic and shall not be conditioned upon the payment of any dues other than regular membership dues of the Virginia State Bar. [As amended October 1987]

ARTICLE III

Officers and Board

Section 1. Officers - The officers of this Conference shall be: a President, a President-Elect, an Immediate Past President, and a Secretary.

Section 2. Board of Governors - There shall be a Board of Governors consisting of fifteen (15) active members, of which ten (10) shall be Regional Governors, one from each of the Young Lawyers Conference Districts. The Districts are comprised of the following judicial circuits:

| <u>District</u> | <u>Circuits</u> |
|-----------------|-------------------|
| 1 | 1, 3, 5, 7, 8 |
| 2 | 2, 4 |
| 3 | 6, 11, 12, 13, 14 |
| 4 | 17, 18 |
| 5 | 19, 31 |
| 6 | 9, 15 |
| 7 | 16, 20, 26 |
| 8 | 23, 25 |
| 9 | 10, 21, 22, 24 |
| 10 | 27, 28, 29, 30 |

The remaining five (5) Board members shall be Governors at Large, from unspecified areas of the state.

[As amended June 1993]

Section 3. Election of Officers - The initial Board shall elect from its membership the initial President of the Conference and Secretary of the Board. Thereafter, at each Annual Meeting of the Virginia State Bar, the general membership shall elect a President-Elect who shall serve for a one-year term commencing on July 1 following said Annual Meeting. The President-Elect shall succeed to the office of President the following year or upon the President's resignation, removal, or inability to serve for any reason. In the event of the unavailability of a previously elected President-Elect to commence his or her term as President, the vacancy in the office of President shall be filled by election by the members at the Annual Meeting.

At the last meeting of the Board of Governors preceding the Annual Meeting, the Board shall elect from its membership a Secretary, who shall serve for a one-year term on July 1 following said Annual Meeting. In considering candidates for Secretary, the Board shall consider each candidate's demonstrated record of service, dedication and commitment to the Conference.

[As amended June 2004]

The President, President-Elect, Immediate Past President, and Secretary shall be ex-officio members of the Board.

No person shall be eligible for election as President, President-Elect or Secretary unless such person shall have first served as a duly elected or appointed member of the Board of Governors of this Conference. No person shall be eligible for election as Secretary if such person would cease to be eligible for membership in the Conference before commencement of such person's term as Secretary. No person shall be eligible for election as President or President-Elect if such person would cease to be eligible for membership in the Conference before commencement of such person's term as President-Elect; except that a person who serves as Secretary shall be eligible for election as President-Elect in the year following his or her term as Secretary; however, no person shall be ineligible for election as President or President-Elect if such person would cease to be eligible for membership in the Conference before commencement of said person's term as President.

[As amended June 2000]

Section 4. Election of Board Members - At the 1993 Annual Meeting of the Virginia State Bar, the general membership of the Conference shall elect ten (10) Regional Governors and five (5) Governors at Large, provided that any Board member whose initial term shall not have expired by the date of such Annual Meeting, shall complete his or her term as a Regional Governor for the Young Lawyers Conference District in which he or she maintains his or her Virginia State Bar address of record, and a Regional Governor shall not be elected from such Young Lawyers Conference District; and provided further that if two (2) or more Board members whose initial terms shall not have expired by the date of such Annual Meeting shall both maintain their Virginia State Bar address of record, in the same Young Lawyers Conference District, one of them shall be named a Governor at Large, as the Nominating Committee shall designate until the expiration of such Board member's term. After the 1993 Annual Meeting, elections for the Board of Governors shall be by the general membership of the Conference at the Annual Meeting of the Virginia State Bar as vacancies occur. Each member of the Conference shall be entitled to vote for one (1) candidate for each of the seats being filled at a particular election. All new members of the Board of Governors shall be elected for an initial term of two (2) years commencing on the first day of July following the Annual Meeting at which they were elected and ending on the 30th day of June in the second year of their term. Members of the Board, including persons who served on the Board prior to the 1993 Annual Meeting, may be elected for successive one (1) year terms commencing on the first day of July following the Annual Meeting at which they are re-elected and ending on the 30th day of June of the following year, provided that no person shall serve more than four (4) years on the Board. [As amended June 1993]. No person shall be eligible for election to any term as a member of the Board if such person would cease to be eligible for membership in the Conference before commencement of the final year in such person's term.

Whenever a member of the Board assumes the Office of President or President-Elect, his or her seat on the Board shall be vacated. At such time as any member's seat is vacated by virtue of his or her election a President or President-Elect of the Conference or by virtue of his or her resignation, death, removal for cause or disqualification for membership in the Conference, at that

time a successor to said member shall be appointed by the Board to serve until the following June 30, any remaining portion of the term shall be filled by election at the Annual Meeting preceding the said June 30.

In the event a Board member ceases to maintain his or her Virginia State Bar address of record within the District in which the Board member was elected, the Board member shall be eligible to continue representing such District until the next meeting of the general membership. The Board member may, if otherwise eligible for Board service, and if vacancies exist, seek election to the Board for the District in which the Board member has established his or her Virginia State Bar address of record, or for an At-Large position. The unexpired term of the Board position vacated under this provision shall be filled pursuant to the election procedures in this Section 4.

Section 5. Removal for Cause - If any member of the Board of Governors shall fail to attend two successive regular meetings of the Board and upon a finding by the Board that such absence was without sufficient reason, or if any member of the Board of Governors should be declared no longer a member in good standing of the Virginia State Bar, the seat held by such member shall be automatically vacated and filled in accordance with Article III, Section 4.

ARTICLE IV

Nominations of Officers and Board Members

Section 1. Nominations - No less than ninety (90) days before the Annual Meeting, the President shall appoint a Nominating Committee of at least three members of the Board of Governors and at least two members of the Conference who are not members of the Board of Governors. The Nominating Committee shall meet as designated by the President of the Conference and shall nominate at least one person for each seat held by a Regional or At Large Governor whose term expires on the 30th day of June following the Annual Meeting. Each nominee for the Regional Governor must maintain his or her Virginia State Bar address of record in the Young Lawyers District from which he or she has been nominated. [As amended June 1993]. The Nominating Committee shall also make and report to the Conference nominations for President-Elect.

No less than fourteen (14) days prior to the last meeting of the Board of Governors preceding the Annual Meeting, the Nominating Committee shall provide to the Board of Governors a list of all candidates nominated for President-elect and for the Board of Governors. At the last meeting of the Board prior to the Annual Meeting, the Board shall vote upon the candidates nominated for Presidents nominated for President-elect and for the Board of Governors and shall provide its recommendations to the Nominating Committee prior to the Annual Meeting. The Nominating Committee shall then provide its recommendations to the Conference at the Annual Meeting.

In deciding upon its recommendations to the Nominating Committee regarding candidates for President-elect and for the Board of Governors, the Board shall consider each candidate's demonstrated record of service dedication and commitment to the Conference.

[As amended June 2004]

Quorum shall consist of at least fifty percent of those members appointed to the committee, and if less than a quorum is present, the President of the Conference shall appoint new members sufficient to constitute a quorum.

Other nominations for President-Elect or for members of the Board of Governors may be made from the floor at the Annual Meeting by members of the Conference.

ARTICLE V

Duties of Officers

Section 1. President - The President shall preside at all meetings of the Conference and of the Board of Governors and of the Executive Committee. The President shall formulate and present at each Annual Meeting of the Virginia State Bar a report of the work of the Conference for the then past year. The President shall perform such other duties and acts as usually pertain to his or her office.

The President shall be an ex officio member of the Executive Committee and Council of the Virginia State Bar, representing the Young Lawyers Conference.

Section 2. President-Elect - Upon the death, resignation, or during the disability of the President, or upon the refusal or inability to act, the President-Elect shall perform the duties of the President for the remainder of the President's term except in case of the President's absence or disability, then only during so much of the term as the absence or disability continues.

The President-Elect shall serve as coordinator and administrator of committee activities and shall collect and organize committee reports at least semiannually from each committee of the Conference. In addition, the President-Elect shall be a member of the Executive Committee of the Conference and shall preside in the absence of the President over meetings of the Conference, the Board of Governors, or the Executive Committee. The President-Elect shall assist the President in the performance of his or her duties, shall attend generally to the business of the Conference, and shall prepare the budget for the Conference for the year in which he is to serve as President.

Section 3. Secretary - The Secretary shall be the custodian of all books, papers, documents, and other property of the Conference. The Secretary shall keep a true record of the proceedings of all meetings of the Conference and of the Board of Governors, whether assembled or acting under submission. With the President, the Secretary shall prepare a summary of the annual proceedings of the Conference for publication in the Annual Report of the Virginia State Bar, after approval by the Executive Committee, or the Council, or a committee designated by either the Executive Committee or Council to give such approval. The Secretary, in conjunction with the President and the President-Elect, shall attend generally to the business of the Conference and shall be a member of the Executive Committee of the Conference.

Section 4. Immediate Past President - The Immediate Past President shall be a member of the Executive Committee of the Conference, shall serve as chairperson of the Budget Committee, and shall attend generally to the business of the Conference.

ARTICLE VI

Duties and Powers of the Board, the Executive Committee, and Committees

Section 1. General - The Board of Governors shall have general supervision and control of the affairs of the Conference subject to the provisions of the Rules of Integration and Bylaws of the Virginia State Bar. It shall authorize the expenditures of all monies appropriated for the use or benefit of the Conference. 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 for the Conference for such fiscal year, or such other monies as shall be obtained from any source for use of the Conference.

Section 2. Committees - The Board of Governors may authorize the President to appoint committees from Conference members to perform such duties and exercise such powers as the Board of Governors shall direct, subject to the limitations of these Bylaws and the Bylaws of the Virginia State Bar.

Committees shall be evaluated by the Board on an annual basis with a standing option to discontinue any committee which has completed its designated assignment or is no longer deemed necessary to accomplish the purposes of the Conference.

The President shall appoint at least one member of the Board to serve as liaison to each committee appointed by the Board. Committee members shall be appointed by the chairpersons and shall be members of the Conference.

It shall be the duty of the chairperson of each committee appointed by the Board, in conjunction with the Board liaison to the committee, to direct the activities of the committee; to prepare an annual written report of the membership and activities of the committee prior to June of each year; to prepare a budget and supervise the expenditure of any funds utilized by the committee; and to make recommendations to the Board with regard to future committee activities, succeeding chairpersons, and committee membership.

It shall be the duty of the liaison to each committee to assist the chairperson in the understanding and accomplishment of committee goals, to advise the Board upon request of the scope and status of committee activities and finances, to assist the President-Elect in obtaining such reports as are requested, and to maintain an open line of communication between the Board and the committee.

Section 3. Executive Committee - The Executive Committee shall consist of the President, President-Elect, Secretary, and Immediate Past President of the Conference, and shall meet at the call of the President between meetings of the Board of Governors. The Executive Committee shall be empowered to perform such duties and functions as are prescribed for the Board of Governors, except such functions and duties as the Board may reserve to itself or may delegate to other committees.

ARTICLE VII

Meetings

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

Section 2. Special Meetings - Special meetings of this Conference may be called by the President upon approval of a majority of the Board of Governors, at such time and place as the President may determine.

Section 3. Actions - Action of the Conference shall be by a majority vote of the members present. Between meetings of the Conference, action of the Board of Governors shall be binding on the Conference without ratification thereby.

Section 4. Regular Board Meetings - Regular meetings of the Board of Governors of this Conference shall be held on the call of the President at least once in each quarter of the fiscal year of this Conference, the exact time and place of the meeting to be designated by the President.

Section 5. Special Board Meetings - Special meetings of the Board of Governors shall be held as set by the Board of Governors at any meeting thereof; at the request of a majority of the Board of Governors, or at the call of the President.

Section 6. Quorum - A majority of the Board of Governors shall constitute a quorum.

Section 7. Voting - Action of the Board of Governors shall be by a majority vote of a quorum of the members present at any called meeting. Members of the Board of Governors, when personally present at a meeting of the Board, shall vote in person.

Section 8. Submission of Propositions for Action - The President of the Conference may, and upon the request of any member of the Board of Governors shall, submit or cause to be submitted in writing to each of the members of the Board of Governors any proposition upon which the Board may be authorized to act, and the members of the Board may vote upon such proposition or propositions so submitted, by communicating their vote thereon in writing or with their respective signatures, to the Secretary who shall record upon the minutes each proposition so submitted, when, how, at whose request same is submitted, and the vote of each member of the Board thereon, and keep on file such written and signed votes. Such votes must be communicated on or before a date established by the President. The votes of a majority of the members of the Board so recorded shall constitute the action of the Board.

Section 9. Voting to be Open - All voting at meetings of the Conference and the Board of Governors, except as set forth in Article IV, Section 1, shall be open, unless specifically changed by a motion passed by a majority vote of those present.

Section 10. Procedure for Conduct of Meetings - Except as otherwise provided in these Bylaws, Robert's Rules of Order shall govern the procedure at meetings of this Conference and its Board of Governors.

ARTICLE VIII

Miscellaneous Provisions

Section 1. Fiscal Year - The fiscal year of the Conference shall be the same as that of the Virginia State Bar.

Section 2. Payment of Bills - All bills incurred by the Conference, before being forwarded to the finance officer of the Virginia State Bar for payment, shall be approved by the President or his or her designated representative or, if the Board of Governors shall so direct, by both of them.

Section 3. Salary and Compensation - No salary or compensation shall be paid to any officer or member of the Board of Governors for their services, except for such necessary travel or other expenses as are allowed by the Virginia State Bar or provided by special grant programs undertaken by the Bar.

Section 4. Actions to be Reported to Bar Council - Any resolution adopted or action taken by this Conference may, on request of the Conference or the Board, be reported by the President of the Conference to any meeting of the Council of the Virginia State Bar for the Bar's action thereon.

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

ARTICLE IX

Amendment

These Bylaws may be amended at any Annual Meeting of the Conference by a majority vote of the members of the Conference present and voting, provided such proposed 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.

ARTICLE X

Effective Date

These Bylaws shall become effective upon approval thereof by the Council upon recommendation of the Executive Committee of the Virginia State Bar and by this Conference.