

BYLAWS OF THE
ENVIRONMENTAL LAW SECTION
OF THE VIRGINIA STATE BAR

Approved by Council October 1978
Amended by Council October 2006

ARTICLE I

Name and Purpose

Section 1. ***Name*** - The name of this Section shall be the Environmental Law Section of the Virginia State Bar.

Section 2. ***Purpose*** - The purpose of this Section is to concern itself with all aspects of state and federal environmental law in the Commonwealth of Virginia, and to sponsor projects and programs of special interest and relevance to the members of this Section and the Virginia State Bar in such field, and to furnish the public an understanding of their rights and obligations in such area of law.

ARTICLE II

Membership and Dues

Section 1. ***Categories*** - There shall be three categories of Section membership: Active, Associate, and Law Student. Only Active members may vote or hold office.

Section 2. ***Eligibility*** - Any member 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 the District of Columbia and not a member of the Virginia State Bar shall be eligible for Associate membership in the Section; and 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. 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 enrollment fee and the annual dues specified in Section 3 of this Article.

Section 3. **Dues** - To further the work of this Section, there shall be an enrollment fee of twenty dollars (\$20.00) [as amended October 1986] for Active and Associate members and five dollars (\$5.00) for Law Student members, plus such annual dues as may be assessed by the Board of Governors from time to time, all of which shall be remitted to the Secretary.

ARTICLE III

Board of Governors

Section 1. **Number and Eligibility** - There shall be a Board of Governors of this Section, which shall consist of no more than thirteen Active members, as well as one Judge of a Circuit Court of this Commonwealth, to be nominated and elected as hereinafter provided. No person shall be eligible for election to the Board of Governors if he previously has been elected to a full four-year term on the Board of Governors, but reelection is permitted when at least one year has elapsed since that person has served on said Board.

The Executive Director of the Virginia State Bar and the retiring Chairman of this Section, if his term on the Board shall be ended, shall each be a member of the Board ex officio.

Section 2. **Term** - The initial Board of Governors shall consist of the members of the Environmental Law Committee of the Virginia State Bar for 1978-79. At the first annual

meeting of this Section following the adoption of these bylaws by the initial Board of Governors and by the Council of the Virginia State Bar upon recommendation of the Executive Committee thereof, the members of the Board of Governors as set forth in Section 1 hereinabove shall be nominated and elected. The President of the Virginia State Bar shall then forthwith designate an approximately equal number of members to serve for one year, two years, three years, and four years ("year" as herein used meaning a term beginning July 1 after the Annual Meeting and ending June 30 of the succeeding year). Thereafter, upon the 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, for terms of four years, beginning July 1 following the Annual Meeting at which they have been elected and ending June 30 four years later. Members so selected shall serve until their successors shall have been duly elected and qualified.

Section 3. ***Nomination and Election*** - Not less than sixty days before the Annual Meeting, the Chairman shall appoint a nominating committee of no more than five Active members, not more than two of whom may be members of the Board of Governors. The nominating committee may meet before, but if they have not previously met, shall meet at the place of the Annual Meeting at a time designated by the Chairman of the Section and shall make and report to this Section nominations for any vacancies on the Board of Governors resulting from resignations or otherwise, and for those members of the Board of Governors whose terms expire on the 30th day of June following the Annual Meeting. A majority of the nominating committee shall constitute a quorum. If less than a quorum is present, the Chairman of this Section shall appoint additional members of the committee sufficient to constitute a quorum. Additional nominations may be made from the floor of the

Annual Meeting of this Section by any Active member. All elections shall be by viva voce unless otherwise ordered by resolution duly adopted by this Section present and voting by written ballot at the Annual Meeting at which the election is held.

Section 4. ***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 bylaws of the latter. 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 5. ***Vacancies*** - The Board of Governors, during the interim between Annual Meetings of this Section, may fill vacancies in said Board or in an office on said Board. Members of the Board of Governors so selected shall serve until the next succeeding June 30 or until their successors have been duly elected and qualified.

Section 6. ***Declaration of Vacancy*** - If any member of the Board of Governors shall fail to attend two successively called meetings of the Board without a reason sufficient to a majority of the Board, or if any member of the Board of Governors should resign or be declared incapacitated by the President of the Virginia State Bar, the membership of said person on the Board of Governors and any office that may be held by such person shall be declared vacant by the President of the Virginia State Bar, and said vacancy shall be filled as provided for in Section 5 hereinabove.

ARTICLE IV

Officers

Section 1. **Officers** - The officers of this Section shall be a Chairman, Vice-Chairman, and Secretary, who shall be elected by the Board of Governors from among their number at or as soon as practical after each Annual Meeting of this Section, 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.

Section 2. **Chairman** - The Chairman shall preside at all meetings of this Section and of the Board of Governors. He 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. He shall perform such other duties and acts as usually pertain to his office.

Section 3. **Vice-Chairman** - Upon the death, resignation, or during the absence or disability of the Chairman, or upon his refusal to act, the Vice-Chairman shall perform the duties of the Chairman for the remainder of the Chairman's term except in the case of the Chairman's disability, in which event he shall perform the duties of the Chairman only so long as the disability continues. He shall further perform all duties assigned him by the Chairman of the Board of Governors.

Section 4. **Secretary** - The Secretary shall be the custodian of all books, papers, documents, and other property of this Section, except money. He shall give notice of all meetings of this Section and of the Board of Governors and keep a true record of the proceedings thereof. With the Chairman, he shall prepare 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. He shall keep an accurate record of all monies appropriated to and expended for the use of this Section and shall perform all duties assigned him by the Chairman of the Board of Governors.

Section 5. **Presiding Member** - In the absence of the Chairman or the Vice-Chairman at any regular or special meeting of this Section, or the Board of Governors, any member of the Board of Governors chosen by a majority of the Board members present and voting shall preside at such meeting.

ARTICLE V

Meetings

Section 1. **Annual Meeting of Section** - The Annual Meeting of this Section shall be held at the 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 of Section** - Special meetings of this Section may be called by the Chairman upon approval of a majority of the Board of Governors, at such time and place as the Chairman may determine.

Section 3. **Quorum and Voting of Section** - The members of this Section present at any meeting duly convened in accordance with these bylaws shall constitute a quorum for the transaction of business. All binding actions of this Section shall be by a majority vote of the members present.

Section 4. **Regular Meetings of Board** - Regular meetings of the Board of Governors of this Section shall be held on the call of the Chairman at least one in each quarter of the fiscal year of this Section, the exact time and place of the meeting to be

designated by the Chairman.

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

Section 6. **Quorum and Voting of Board** - A majority of the Board of Governors shall constitute a quorum, and all binding action of the Board of Governors shall be by a majority vote of the Board members present. All voting at meetings of this Section and the Board of Governors, except as otherwise set forth in these bylaws, shall be open, unless otherwise provided by a motion passed by a majority vote of those present.

Section 7. **Absentee Voting** - Members of the Board of Governors, when personally present at a meeting of the Board, shall vote in person, but when absent may communicate their vote, in writing or by telegram, upon any proposition to the Secretary and have it counted, with the same effect as if cast personally at such meeting.

Section 8. **Participation at Board and Committee Meetings** - Members of the Board of Governors or any committee designated thereby may participate in any meeting of the Board or such committee using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation by such meeting shall constitute presence in person at such meeting.

Section 9. **Submitted Propositions** - The Chairman of this Section 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 by communicating their vote thereon, in writing or with their respective signatures, to the Secretary who shall record upon his 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. If the votes of a majority of the members of the Board so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Board.

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. **Bills** - All bills incurred by this Section, before being forwarded to the Treasurer of the Virginia State Bar for payment, shall be approved by the Chairman or the 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 member of this Section or to any officer or member of the Board of Governors for their services, except that they may be compensated for their expenses in accordance with the procedures approved by the Virginia State Bar.

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 Chairman of the Section to any meeting of the Council of the Virginia State

Bar for the Bar's action thereon.

Section 5. **Printing** - All printing for this Section or for 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.

Section 6. **Gender** - Whenever used herein, the masculine gender shall include the feminine.

ARTICLE VII

Rules of Procedure

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 and 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 initial Board of Governors of this Section.

Section 2. **Amendment** - These bylaws may be amended at any Annual Meeting of this Section by a vote of a majority of the Active 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.