

BYLAWS OF THE
REAL PROPERTY SECTION
OF THE VIRGINIA STATE BAR

Approved by Council June 1982
Amended October 1985
Amended July 1990

[Amended June 2010(Proposed)]

ARTICLE I

Name and Purpose

Section 1. Name - The name of this Section shall be the Real Property Section of the Virginia State Bar [(herein sometimes referred to as "VSB")].

Section 2. Purpose - The purpose of this Section is to concern itself with all {~~aspects~~}[fields] of real estate practice and {~~procedures~~}[procedure] in the Commonwealth of Virginia, and to sponsor [publications, websites and other online content,] projects{~~and~~}[, seminars, webinars and other continuing legal education] programs of special interest and relevance to the {~~members~~}[Members] of this Section and the Virginia State Bar in {~~those~~}fields[of real estate practice and procedure], and to {~~furnish~~}[further] the public{~~an~~}[s] understanding of their rights and obligations in such areas of law.

ARTICLE II

Membership and Dues

Section 1. Categories - There shall be {~~three~~}[two] categories of Section membership: Active{~~,~~}[and] Associate{~~and Law Student~~}. Only Active {~~members~~}[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; [and]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~~}[an

{7/90}

Active 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}~~[/Treasurer, Members] of each category shall be enrolled and shall continue as ~~{members}~~[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, there shall be~~{-an enrollment fee of \$15 (as amended, July 1990), 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 Executive Director of the Virginia State Bar.

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 fewer than nine (9)~~[.]~~ and no more than twelve (12) ~~{-active members}~~[Active Members] to be nominated and elected as herein provided. No person shall be eligible for election to the Board of Governors ~~{if he previously has been elected to two (2)}~~[for more than three (3)] full three (3) year terms on the Board of Governors~~[, no more than two (2) of which terms can or shall be served consecutively]~~. The Immediate Past Chair of the Real Property Section, the Executive Director of the Virginia State Bar, the Chair of the Virginia Bar Association Real Estate ~~{Committee}~~ [Section], and~~[both (i)]~~ a member of the faculty at a school of law or other academic institution in the Commonwealth of Virginia ~~{to be selected}~~[and (ii) a retired or sitting judge of any General District Court, Juvenile and Domestic Relations Court, Circuit Court, or Court of Appeals of Virginia or of any United States District Court or the Fourth Circuit Court of Appeals located in Virginia (each to be selected,] from time to time~~[.]~~ by the Chair of the Section~~{;}~~~~[.]~~ shall each be ~~{a}~~[an ex officio] member of the Board~~{-ex officio. [As~~

{-----7/90}

~~approved by Council, October 1985}}~~, but shall have no voting privileges unless also serving as an elected Member of the Board.]

Section 2. Term {~~The initial Board of Governors shall consist of the nine (9) members of the Board of Governors of the Real Property Section of the Virginia State Bar serving for 1981-82. Thereafter, the Board of Governors shall have twelve (12) members. At the first annual meeting of this Section following the~~}[At each Annual Meeting of the Section following] adoption of these [revised] bylaws {~~by the initial Board of Governors and by the Council of the Virginia State Bar upon recommendation of the Executive Committee thereof~~}, [not fewer than three (3), nor more than] four (4) {~~persons~~}[Active Members] shall be {~~nominated and~~} elected to serve on the Board of Governors for {~~a term~~}[terms] of three (3) years {~~to succeed three (3) of the initial Directors whose terms are expiring. In addition to these four (4) members, one (1) person shall be nominated and elected to serve on the Board of Governors for two (2) years and one (1) person shall be nominated and elected to serve on the Board of Governors for one (1) year. ("Year" a herein is used meaning a term beginning July 1 after the Annual Meeting and ending June 30 of the succeeding year). Thereafter, upon the expiration of the terms of the initial Board of Governors and those elected for terms of less than three (3) years, as provided above, four (4) members of the Board of Governors shall be nominated and elected at each of the next two Annual Meetings of this Section, for terms of three (3) years, beginning July 1 following the Annual Meeting at which they have been elected and ending June 30 three (3) years later. Thereafter, upon the expiration of the three (3) year terms of the members of the Board of Governors, four (4) persons shall be elected to serve on the Board of Governors for terms of three (3) years at each Annual Meeting of this Section. Members so elected shall serve~~}[each expiring June 30 of the third year following election or] until their successors shall have been duly elected and qualified.

Section 3. Nomination and Election - Not less than sixty (60) days before the Annual Meeting, the Chair shall appoint a {~~nominating committee. The nominating committee~~}[Nominating Committee consisting of five (5) Active Members to include the Immediate Past Chair, the current Chair, the Vice-Chair, and two (2) additional Active Members selected by the Chair, which latter two (2) Active Members shall be precluded

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from being nominated either as a Board Member or Officer. The Nominating Committee may meet [or confer] before, but if they have not previously met [or conferred], shall meet at the place of the Annual Meeting at a time designated by the Chair ~~{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}~~ [Nominating Committee] shall constitute a quorum. If less than a quorum is present, the Chair ~~{of this Section}~~ shall appoint additional {members} [Active Members (who shall not be eligible to be nominated)] to the committee sufficient to constitute a quorum. Additional nominations may be made from the floor of the Annual Meeting of ~~{this section}~~ [the Section] by an Active {member} [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 of 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}~~ [- Notwithstanding anything in Section 1 of Article III of these bylaws to the contrary, the] Board of Governors ~~{, during the interim between Annual Meetings of this Section may fill}~~ [may appoint an Active Member, at any time and from time to time, to fill any] vacancies in [, or unexpired term of a Member of,] said Board [] or in an office ~~{on said Board}~~ [of the Section]. Members of the Board of Governors [or officers] so ~~{selected}~~ [appointed] shall serve until ~~{the next succeeding June 30}~~ [expiration of the partial term for which they were appointed] or until their successors have been duly elected and qualified.

{ _____ 7/90 }

Section 6. Declaration of Vacancy - If any member of the Board of Governors shall fail to attend[, in person or by phone or video conference,] two successively called {~~meeting~~}[regular meetings] of the Board without a reason sufficient to a majority of the Board, or[,] if any member of the Board of Governors should [no longer be an Active Member, shall] resign[,] or be declared incapacitated by the Chair of the Section, then the membership of said person on the Board of Governors[,] and any office [of the Section] that may be held by such person[,] shall be declared vacant by the Chair [or acting Chair] of the Section and said vacancy shall be filled as provided for in Section 5 above.

ARTICLE IV

Officers[; Committees; Area Representatives]

Section 1. Officers - The officers of this Section shall be a {~~Chairman~~}[Chair],[a] Vice{~~Chairman~~}[Chair], and [a]Secretary[/Treasurer], who shall be elected by the Active {~~members~~}[Members] of the Section at the Section's Annual Meeting from[among] the Section's Board of Governors, 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. 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 office.

Section 3. Vice-Chair - Upon the death, resignation, or during the absence or disability of the Chair, or upon the Chair's 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[or absence], in which event the Vice-Chair shall perform the duties of the Chair only so long as the disability[or absence] continues. The Vice-Chair shall further perform all duties assigned by the Chair of the Board of Governors.

Section 4. Secretary~~[/Treasurer]~~ - The Secretary~~[/Treasurer]~~ shall be the custodian of all books, papers, documents, and other property of this Section, except money. ~~{He}~~ [The Secretary/Treasurer] 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 Chair, ~~{he}~~[the Secretary/Treasurer] 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}~~[, and] shall keep an accurate record of all monies appropriated to and expended for the use of this Section~~{-and}~~[. The Secretary/Treasurer] shall perform such [other] duties assigned ~~{him-}~~by the Chair ~~{of}~~[or] the Board of Governors.

Section 5. Presiding Member - In the absence of the Chair ~~{or}~~[and] the Vice-Chair at any regular or special meeting of this Section~~{,}~~ or~~[of]~~ the Board of Governors, any member of the Board of Governors ~~{shall}~~[so appointed] by~~[vote of]~~ a majority of the Board members present and voting~~[,]~~ shall preside at such meeting.

[Section 6. Committees; Sub-Committees - The Chair, upon consultation with the Board of Governors, may establish or terminate any number of standing or ad hoc committees or sub-committees with such responsibilities and purposes deemed necessary and appropriate from time to time, and shall appoint, from time to time, a chair of each committee or sub-committee so established. Each such committee or sub-committee shall be composed of Members of the Section. Policies and procedures regarding the selection, designation, termination and purpose of committees and sub-committees and their officers may be established by the Board, from time to time, and included in a handbook for use by such committees and sub-committees.]

[Section 7. Area Representatives - The Board may designate, from time to time, one or more Area Representatives for any number of regions of the Commonwealth, for the primary purposes of (i) encouraging Membership in the Section, (ii) soliciting input and comment on various legal issues, including without limitation, those arising from judicial decisions, advisory opinions, administrative law decisions, legislative enactments,

regulations, and executive orders, and (iii) providing pertinent material for inclusion in the Section's publications and for its legal and public education initiatives. Policies and procedures regarding the selection, retention, dismissal and duties of Area Representatives may be established by the Board, from time to time, and included in a handbook for use by such Area Representatives.]

ARTICLE V

Meetings

Section 1. Annual Meeting of Section - The Annual Meeting of this Section shall be held during the Annual Meeting of the Virginia State Bar with such ~~{program and}~~ order of business ~~{or}~~[as] may be ~~{arranged}~~[determined] by the ~~{Board of Governors}~~[Chair].

Section 2. Special Meetings of Section - Special meetings of this 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~~[, and upon not less than ten (10) days' notice to the Members as hereinafter provided]~~.

Section 3. Quorum and Voting of Section - The ~~{members}~~[Members] of this Section~~[, present or deemed 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}~~[require approval] by a majority vote of the ~~{members}~~[Members so] present~~[, or deemed present and voting or abstaining]~~.

Section 4. Regular Meetings of Board - Regular meetings of the Board of Governors of this Section shall be held on the call of the Chair~~[, and upon notice to the members of the Board,]~~ at least ~~{one in each quarter of}~~[four times during] the fiscal year of ~~{this}~~[the] Section, the exact time and place of the ~~{meeting}~~[meetings] to be designated~~[, in such notice]~~ by the Chair~~[, from time to time, but not less than ten (10) days prior to such meeting]~~.

Section 5. Special Meetings of Board - Special meetings of the Board of Governors shall be held as ~~{set}~~[established] by the Board of Governors at any meeting thereof, ~~{or at the}~~[upon] request of ~~{the}~~[a] majority of the Board of Governors, or at the call of the Chair~~[, in each instance with at least three (3) business days' notice to all Board members]~~.

Section 6. Quorum and Voting of Board - ~~{One-third of the members Board of Governors but not}~~[Not] less than ~~{four}~~[five] (~~{4}~~[5]) ~~{members}~~[Members,] including the Chair, shall constitute a quorum [of the Board] and all binding action of the Board of Governors shall ~~{be}~~[require approval] by a majority vote of [members of] the Board~~{members}~~ present~~[and constituting a quorum]~~. All voting at meetings of ~~{this}~~[the] Section and the Board ~~{of Governors}~~[shall be open], except as otherwise set forth in these bylaws, ~~{shall be open,}~~[or] unless specifically changed 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}~~[in person, or present by telephone, teleconference or by video conference (when economically available at the meeting place), shall be deemed present and voting in person, and when absent and unable to actually attend, or be deemed to attend, in person,] may communicate their vote~~{in writing or by telegram,}~~ upon any proposition ~~{to}~~[in writing or by email or facsimile bearing the signature, facsimile signature or, in the case of an email, a typewritten signature of such person, delivered to the Chair or] the Secretary~~[/Treasurer at or prior to such meeting,]~~ and have it counted~~{,}~~ with the same effect as if cast personally at such meeting.

Section 8. Submitted Propositions - The Chair of this Section may, and upon the request of any ~~{member}~~[two (2) members] 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 [voting] 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}~~[any]

signed authorization permitted under Section 7 of this Article], to the Secretary[/Treasurer] who shall record upon {~~his~~}[the] minutes each proposition so submitted, when, how, at whose request same is submitted, and the vote of each[voting] member of the Board thereon, and keep on file such written and signed votes. If the votes of a majority of the [voting] members of the Board so recorded shall be in favor of such proposition[z] 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[and Funds] - All bills incurred by this Section, before being forwarded to the Executive Director of the Virginia State Bar for payment, shall be approved by the Chair or the Secretary[/Treasurer], or, if the Board of Governors shall so direct, by both of them.[All funds of the Section shall be held, managed and disbursed by the Executive Director of the VSB or such employees of the VSB under the supervision of the Executive Director to whom such responsibilities have been duly delegated.]

Section 3. Compensation - No salary or compensation shall be paid [by the Section] to any member of this Section or to any officer or member of the Board of Governors for their services[in such capacities], except that they may be {~~compensated~~}[reimbursed] for their[direct] expenses [incurred in Section business] in accordance with the [guidelines and] procedures approved[, from time to time,] by the Virginia State Bar.

Section 4. Action in 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 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, [[the Rules of Integration of the Virginia State Bar and its bylaws and](#)] Robert's ~~{Rule}~~[[Rules](#)] of Order[, [Newly Revised](#)] shall govern the procedure at meetings of this Section and its Board of Governors.

ARTICLE VIII

Effectiveness and Amendment of Bylaws[; [Notices](#)]

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[, [or at any business meeting of the Section.](#)] by a vote of a majority of the Active {~~members~~} [[Members](#)] of this Section present and voting {~~r~~} [~~i~~] provided such amendment shall first have been approved by a majority of the Board of Governors [~~z~~] 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.

[Section 3. Notices - "Notice" as used in these Bylaws shall mean (i) when referring to meetings and actions of the Board of Governors, notices which shall be delivered by either one or more of first class mail, electronic mail (email), facsimile, or voice mail message regarding the details of such notice, sent or made to the mailing address, email address, facsimile number or telephone number of such Board member then currently on file with the VSB and/or the Section (it being the responsibility of each Board member to maintain and furnish to the VSB and the Section a current mailing address, email address, facsimile number and telephone number to which such notices, once sent or made, shall be deemed received); and (ii) in the case of meetings or actions required of Members, a good faith effort to advise such Member by either one or more of the following methods : (a) by posting such notice to the " Meeting and Seminars" portion of the Section's area of the VSB Official Website or the "Meeting and Events" portion of the VSB Official Website, or (b) by an email or facsimile of such notice to the official email address or facsimile number of such Member on file with the VSB, or (c) by posting such notice in the Section's newsletter, the *Fee Simple* ; or (iv) by mailing such notice by prepaid first class mail to the official mailing address of such Member on file with the VSB, and in all instances, given or sent at least ten (10) days prior to any Special Meeting and thirty (30) days prior to any Regular Meeting of the Members.]

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