

DOCKET CALL NEWSLETTER

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Virginia State Bar

First Lady, Also Former Judge, to Address Bench-Bar Dinner

Meredith B. Miles

Virginia First Lady, lawyer, and former Juvenile and Domestic Relations District Court Judge Anne B. Holton will be the keynote speaker at the Women and Minorities in the Profession Bench-Bar Dinner, to be held in Richmond on May 24th. The annual event is presented by the Young Lawyers Conference's Commission on Women and Minorities in the Profession.

In addition to hearing from First Lady Holton, the event will recognize and honor the recently appointed female and minority members of the Virginia judiciary. Over the past five years, judges from both the state and federal judiciary have attended this Dinner. The young lawyers in attendance have enjoyed the opportunity to meet these judges outside of the courtroom, and the judges have expressed their pleasure at the opportunity the event provides them to meet young lawyers, cultivate relationships, and help young lawyers in their professional development.

The goal for the Dinner is to create an informal, relaxed event at which young lawyers, especially young women and minority lawyers, are given the opportunity to "mix and mingle" with prominent members of the legal community.

The dinner will be held May 24, 2006 at the

Virginia Museum of Fine Arts in Richmond. It will begin with a reception at 7:00 P.M. and dinner will be served at 7:30 P.M. To register for the dinner, visit www.vayounglawyers.com.



The event is part of the work of the YLC Commission on Women and Minorities in the Profession, which seeks to identify and address the special needs and interests of

women and minority attorneys, to encourage such attorneys to take leadership roles within the profession and their communities, and to encourage young women and members of minority groups to consider careers in the legal profession. Its annual projects include: sponsoring minority pre-law conferences, during which information is provided to minority undergraduates considering the legal profession; and publishing of a Directory of State, Local, and Specialty Bar Organizations, with the goal of increasing the participation and leadership of minority and women attorneys in bar associations. In partnership with the Millennium Diversity Initiative and T.C. Williams School of Law, the Commission has also launched the Oliver Hill/Samuel Tucker Minority Prelaw Institute, a weeklong program introducing minority high school students to the legal profession through mock classes, mock trials, and guest speakers.

YLC members interested in assisting with the Commission's initiatives should contact Meredith Miles at Meredith.B.Miles@pmusa.com 

Meredith B. Miles is counsel for Philip Morris USA and is an At-Large Representative on the Young Lawyers Conference 2005–2006 Board of Governors.

You're Not From Around Here, Are You?

Michael R. Spitzer II

Often, corporations from other states seek to sue Virginia defendants, but the foreign plaintiffs do not always have a certificate of authority to transact business in the state. Foreign corporations cannot avail themselves of the Virginia Court system without such a certificate. Thus, before you file any suit on behalf of a foreign corporation, make sure that your client is certified to conduct business in the state. Or if your client is sued by an out-of-state business, be sure that entity has their Virginia paperwork in order.

Pursuant to Virginia Code Section 13.1-758, a foreign corporation may not maintain a proceeding in any court in Virginia until it obtains a certificate of authority to transact business in Virginia. In general, a certificate of authority must be acquired from the State Corporation Commission to conduct business in Virginia. See Virginia Code Section 13.1-757.

However, a number of activities do not constitute conducting business and may be done by a foreign corporation without a certificate of authority, including:

1. Maintaining, defending, or settling any proceeding (note: This section does not supersede Code Section 13.1-758)
2. Holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs
3. Maintaining bank accounts
4. Soliciting or obtaining orders from Virginia
5. Selling through independent contractors
6. Owning real or personal property in Virginia
7. Conducting an isolated transaction within 30 days and is not one of a repeated course of transactions.

Because of the large list of activities for which a foreign corporation does not need a certificate of authority, many small corporations having few contacts with Virginia forego acquiring a certificate of authority. However, because a certificate of authority is required for foreign corporations seeking to litigate in Virginia, a defendant can raise this issue to challenge the jurisdiction of the court over the defendant.

The good news for would-be foreign corporation plaintiffs is that it is fairly easy and quick to acquire a certificate of authority from the State Corporation Commission. The Commission charges a small fee depending on the size of the corporation, measured by the number of outstanding shares. I recently acquired a certificate of authority from the Commission for a client, and it cost \$75. Once the certificate is acquired, you are ready to go to court.

One thing to keep in mind is that a certificate of authority does not bar a foreign corporation without a certificate of authority from being named as a defendant in Virginia. It only applies to would-be plaintiffs. 🏢

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Docket Call

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Message from the President

Jimmy F. Robinson, Jr.



Lawyers Are Heroes

A few years ago, I was privileged to attend a swanky dinner in Washington DC where the late Chief Justice of the United States Supreme Court, William Rehnquist, was the featured speaker. His speech explored the issues of civility, ethics and scholarship in the legal profession, but most memorable were his comments on the lack of heroes in our society. Justice Rehnquist spent several minutes bemoaning that there were no real heroes in our society anymore. He certainly was not suggesting that heroic acts aren't being performed daily or that there aren't individuals across our country who are acting heroically; instead, he was suggesting that as a society, we no longer treasure heroes as we once did. His comments suggested that heroes are out of fashion and thought to be no longer needed in our world. He vehemently disagreed with those sentiments, and I join him. If ever there was a time for heroes, it is now.

Who's your hero? Odds are, you have to stop and think about that question and cannot give an immediate answer. Unless you pull from the ranks of your family or friends, you are probably drawing a blank. Over the last few years several studies have been conducted polling Americans as to their choice of a hero. Those results conclude that over half of those polled could not name a public figure alive today that they would consider a hero. We need to get busy changing that.

I believe we need heroes. We need heroes like Oliver Hill, a Richmond-born and Roanoke-raised lawyer and legal scholar whose "sharp legal mind helped shred the segregation-era doctrine of 'separate but equal.'" We need heroes like Monica Manns, my lovely wife, an educator whose passion, commitment and love for the children of our future, makes you stop, listen and enlist in her army of concerned Virginians dedicated to bettering lives of Virginia's youth. We need heroes like Maya Eckstein, a partner with Hunton and Williams and a Virginia young lawyer who devotes

countless hours and unfathomable energy to strengthening our communities and bettering our profession. Maya is a member of a family that lost many to the Holocaust, which fuels her belief that she has to do good for the community because many died to give her the chance to live.

Our youth in particular need heroes like Mr. Hill, Monica, and Maya to look up to. Someone to remind them that there is nothing wrong with hard work and an honest living. Someone to encourage them to do the right thing; try a little harder; and stay on the right path. Someone to show them that heroes still exist.

It should come as no surprise that many of today's youth consider famous athletes and entertainers as their heroes. I will agree that many of today's athletes and entertainers contribute a great deal to bettering our society. For example, Oprah Winfrey, a household hero, is one of those entertainers whose unselfish giving has changed the lives of so many that the word hero seems too small to benefit her. But there are very few Oprahs in whom our children can stake a claim.

Many of those considered to be heroes by our youth today have gained great notoriety but have never acted notably or nobly. It is imperative that we change the mindset of our youth, by exposing them to the many heroes around them. Why not start with lawyers?

Recently I read an article by a Baylor Law School professor Gerald R. Powell, wherein he argued that today is a time for heroes. In the article he reminded me of the Willie Nelson song where the lyrics warned mothers not to let their babies grow up to be cowboys and goes on to say, "make 'em be doctors and lawyers and such." Whether he did it consciously or not, Nelson propelled lawyers into the arena of heroes. And I agree that lawyers can be heroes. In his article, Powell defined a hero as "a person who willingly, and with courage, acts for the benefit of others, or for some higher

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Why not start with lawyers?

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Legal Ethics Corner

Jeffrey Hamilton Geiger

As she typed the letter, Nita Rays' thoughts turned to Edna St. Vincent Mallay: "It's little I care what path I take, and where it leads it's little I care; but out of this house, lest my heart break, I must go, and off somewhere." All of that hard work for nothing, she thought. "I wasn't fired, I quit!" At least now that she was at Moore, Gold & Moore, she was back on the road to partnership. And after this letter goes to all of her former firm's clients with whom she worked, she may be there even sooner.



likely souring of the relationship between Nita (if such is possible), "the standard is not one of courtesy to colleagues, but rather avoiding prejudice to clients." Of course, without a copy of the letters, Knott, Gneiss, cannot confirm that the propriety of the communications. Yet, it is not the former firm's responsibility to "police" Nita's compliance with the ethical strictures.

All of this being said, the Committee recommended strongly that the firm and the attorney agree upon a joint letter to be sent to the client

prior to the lawyer's departure. The elements of such a communication include the following:

- Identifies the field in which the withdrawing attorney will be practicing law and provides contact information (phone numbers and address)
- Provides information as to whether the firm will continue to handle similar legal matters
- Explains who will be handling ongoing legal work during the transition
- Limits notice to current clients for whom the lawyer has direct professional responsibility
- Avoids urging the client to sever relationships with the firm, but may indicate the lawyer's willingness and ability to continue responsibility for the matters upon which she is currently working
- Clarifies that the client decides who will complete the matters
- Avoids any disparagement of the lawyer or the firm

Jeff Geiger is a Principal in the Richmond office of Sands Anderson Marks & Miller, P.C. You may reach him at jgeiger@sandsanderson.com.

After over six years, I have decided to leave Knott, Gneiss to join Moore, Gold & Moore. The Virginia State Bar Ethics Counsel indicates that you should be advised of my departure from Knott, Gneiss and that you should be informed of the following options: I can continue representing you in legal matters, you can hire other counsel, or you can stay with Knott, Gneiss.

A week after sending the letter, Nita gets an unexpected response: Knott, Gneiss is demanding a list of the clients who were contacted and copies of the letters.

Needless to say, Knott, Gneiss is not pleased. Putting aside any issue concerning fiduciary responsibilities Nita may owe her former firm, questions arise as to the content and manner of transmission of the letters. Specifically, may Nita refuse to provide to her former firm copies of letters sent to its clients (or at least a list of clients to whom letters were sent)?

The Standing Committee on Legal Ethics addressed this query in Legal Ethics Opinion 1822. The standard is found in Rule 1.16(d), which provides that "[u]pon termination of representation, a lawyer shall take steps to the extent reasonably practicable to protect a client's interest . . ." As the Committee noted, "an attorney may not simply disappear; he must depart a firm and clients in a way that protects the clients." Here, there is no basis on which to suggest that Nita's "secretiveness" hurt the client and that providing her former firm with a mailing list and copies of the letters was essential for client protection. Despite the

Young Lawyers Conference Events at the Annual Meeting

Daniel L. Gray

Each year at the Virginia State Bar Annual Meeting, lawyers from across the Commonwealth gather to conduct bar business, attend CLEs, participate in athletic competitions, and celebrate their outstanding members. At the center of the action is the Young Lawyers Conference (YLC).

This year in Virginia Beach, the YLC will host several events for bar membership and specially invites all Virginia young lawyers to attend.

The YLC will present the **Annual Meeting Showcase CLE** on, "A Roberts and Alito High Court: The Effect of Long Standing Precedent and Developing Areas of the Law." Annual Meeting Programs Chairman Demian McGarry and his Annual Meeting Committee have gathered the best and brightest academics in the Commonwealth to discuss the significant developments that have taken place in the composition of the United States Supreme Court. Moderated by Tony Mauro of the *Legal Times*, the panel consists of Ronald Rotunda, George Mason University Foundation Professor of Law; Michael Gerhardt, Samuel Ashe Distinguished Professor of Constitutional Law at the University of North Carolina-Chapel Hill; and Lillian BeVier, John S. Shannon Distinguished Professor of Law at the University of Virginia. The presentation will take place on Friday, June 16, from 8:45 a.m. to 10:45 a.m.

Following the Showcase CLE, the YLC invites you to attend its **Annual Reception and Meeting** Friday at 12:30 in the Cavalier Beach Club. Join us for lunch, bid farewell to outgoing YLC President Jimmy Robinson, meet incoming YLC President Maya Eckstein and our Board of

Governors, and help us honor our Young Lawyer of the Year. On Friday night at 9:00 p.m., the Young Lawyers will sponsor the **TLC Band** on the deck of the Cavalier Beach Club immediately following the Annual Meeting Banquet. The YLC also invites you to join us for cocktails and hors d'ouvres prior to the banquet in the YLC President's suite at the Cavalier Hotel. Our **President's Reception** is a great opportunity to meet your Board members, make new friends, and reunite with old friends from across the Commonwealth.

For the athletically inclined, Annual Meeting Athletics Chairman Maureen Danker and her committee have prepared our **25th Annual Run in the Sun and 22nd Annual Beach Volleyball Follies**. Join us on Friday, June 16 at 8:00 a.m. for a 5K race on the Boardwalk, and get your team together for the volleyball tournament on Saturday at 2:00 p.m.

Readers with questions about our CLE program may contact Demian McGarry at (703) 549-5551. For questions about our athletics program, readers may contact Maureen Danker at (703)442-0888. We look forward to seeing you at Virginia Beach.

To register, or for more details about the annual meeting, please visit the VSB's web site at <http://www.vsb.org/site/events/item/68th-annual-meeting/>.

Daniel L. Gray of Cooper Ginsberg Gray, PLLC in Fairfax is the co-chair of the YLC's Annual Meeting Committee.

VIRGINIA STATE BAR
68th Annual Meeting
VIRGINIA BEACH
June 15-18, 2006

Free Online Legal Research Now Available for VSB Members FastCase Keeps Primary Source Research Simple

Christopher E. Gatewood

In March, the Virginia State Bar made available an internet-based legal research program called FastCase. All members of the bar have free access and use of FastCase, without contract or payment.

FastCase provides primary research materials, meaning case law, statutes, and some regulations. It has case law for all 50 states back to at least 1950. Virginia appellate case law is currently available from 1950 forward, but according to the VSB, it will be updated within the next few months to extend coverage back to 1925. Federal case law coverage begins with 1 U.S. 1, 1 F.2d 1, 1 B.R. 1 for those respective reporters, and federal district court coverage goes back to 1915. Federal statutes and regulations and those of many states are included as well, but for these sources, FastCase takes the user to the governmental web site and remains as a navigational frame at the top of the page while the user searches the government Web site.

Any Virginia lawyer can activate their account by going to the bar's homepage at www.vsb.org and following FastCase logo to establish your password using their bar number.

Searching is by familiar use of terms and connectors, natural language, or by citation, as with Lexis, Westlaw, and general purpose internet search engines. The service uses drop-down menus and checkboxes to minimize the amount of clicking around from page to page. Once a user has searched within a certain source or set of sources, that source appears afterwards as a selectable button on the search screen.

Another helpful feature of FastCase is the ability to sort source results by placing the most relevant cases at the top of the list, based on the search terms entered. Users can also sort their results by date, how often the case has been cited in other opinions, or even by alphabetical order (maybe for that time when the partner says, "I know there was a Supreme Court case on this a while back, and I think the party's name started with a 'C'").

One important coverage note for Virginia is that for the state courts, FastCase includes the Supreme Court of Virginia and the Virginia Court of Appeals, but not cases from Virginia's circuit courts.

For an attorney whose research materials commonly include regulatory and agency sources, Virginia circuit court opinions, privately published journals, law review articles, or other secondary sources, FastCase will not become a substitute for the more complete source lists of the major commercial services. But if primary sources will get you where you need to be, FastCase is a well-designed and serviceable means of finding the law. And for Virginia lawyers, it is a free benefit of VSB membership, so the price is right. [u](#)

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ideal, even in the face of great personal risk." Wow! It seems to me that Powell was defining the characteristics of a lawyer.

The list would be too long for me to cite examples of lawyer heroes. You know the list, it starts with the young lawyer who wrote the important article known as the *Declaration of Independence*. Of course not everyone will be given the opportunity to be a hero of such magnitude as to frame the Constitution, to change the laws of segregation, or to be driven to a great degree by our family history. But each one of us can act heroically, whether it will change a nation or just the life of one person.

Powell says that "sometimes it is the less well-known act of heroism that counts." I couldn't agree more. Ask the battered mother who needed a temporary restraining order who her hero is and she will tell you about Jamie Jackson, a young lawyer in Roanoke, Virginia. Ask an evicted mother with two kids and

nowhere to go who her hero is and she will tell you about Yvette Jones, a young lawyer at LeClair Ryan in Richmond Virginia. Ask the widow and kids of a first responder who her hero is and she will tell you about young lawyers like Erin Whaley, of Troutman Saunders who helps with the YLC Wills for Heroes program. Ask a group of African-American boys from Southeast Washington D.C. who desperately needed a lesson on street law who their hero is and they will tell you about O'Kelly McWilliams, III, a young lawyer in Northern Virginia.

There is no doubt that lawyers are heroes. The examples above illustrate that we are stepping forward every day to save the world one person or one community at a time. And so, in furtherance of the sentiments expressed by our late Chief Justice Rehnquist, I say that heroes are not outdated, and they are not out of style. In fact, many are just around the corner. Lawyers need to be reminded that they are or could be heroes. I hope this serves as your reminder. [u](#)

Minority Pre-Law Conference February 25th, 2006 • George Mason University School of Law, Arlington



Sponsors for the Kickoff Reception (from left) Phillip V. Anderson, Virginia State Bar President; Rita Davis, Associate, Hunton & Williams; The Honorable Gerald Bruce Lee, United States District Court for the Eastern District of Virginia; Kathleen Holmes, President, Northern Virginia Chapter, Virginia Women Attorneys Association; Joseph A. Migliozi, Jr., President, Norfolk and Portsmouth Bar Association Foundation; Cavan Fabris, Associate, Womble Carlyle Sandridge & Rice; Charmain Admiral, Vice Chair, National Black Law Students Association; Jimmy F. Robinson Jr., Young Lawyers Conference President



Young Lawyers Conference President, Jimmy F. Robinson Jr. (left) with Kyle Logan, 1L, George Mason Law School



(from left) Conference Participant, Name Unknown; Victoria Hubert, Associate Dean for Career Development and Alumni Services George Mason Law School; Conference Participant, Name Unknown; Shani Butts, Assistant Director of Admissions, The Catholic University of America Columbus School of Law



(from left) Jin Kim, 1L, George Mason University School of Law; Lyle Logan; Uzoma Nkwonta, 1L, George Mason University School of Law; Patricia Donkor, 2L, George Mason University School of Law; Conference Participant, Name Unknown; Rex Flynn, 2L, George Mason University School of Law



Virginia State Bar President, Phillip V. Anderson; The Honorable Gerald Bruce Lee, Judge, United States District Court for the Eastern District of Virginia (Keynote Speaker for Reception); and Young Lawyers Conference President, Jimmy F. Robinson Jr.



(from left) Esther Limb, Staff Attorney/Equal Justice Works Fellow, Asian Pacific American Legal Resource Center; Virginia State Bar President, Phillip V. Anderson; Conference Participant, Name Unknown



(from left) The Honorable Gerald Bruce Lee; Ronké Hughes, Staff Attorney, Legal Services of Northern Virginia, Minority Prelaw Conference Committee Member; Charmain Admiral, Vice Chair, National Black Law Students Association; Tomika N. Stevens, Law Clerk, United States District Court for the Eastern District of Pennsylvania, Minority Prelaw Conference Committee Co-Chair; and Darryl D. Jackson, Esq., Assistant Dean and Director of Diversity Services at George Mason University School of Law

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Address Change?

If you have moved or changed your address, please see the VSB Membership Department's page on the Web for an **address update form** at www.vsb.org/membership/.



**Fastcase offered free to VSB
as Member Benefit.**

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www.vayounglawyers.org

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