

BY-LAWS
Of
THE FREDERICKSBURG AREA BAR ASSOCIATION, INC.

ARTICLE I
Name

Section 1. This corporation shall be known as the Fredericksburg Area Bar Association, Inc., hereinafter known as the “Association”.

ARTICLE II
Objectives

Section 1. The particular objectives and business of this Association are: To maintain the honor and dignity of the profession of the law, and increase its usefulness in promoting the due administration of justice; the mutual improvements and social intercourse of its members; and to make recommendations to the judiciary where the legitimate needs of the Association so dictate and to make endorsements of candidates for Judgeships.

ARTICLE III
Membership

Section 1. The following shall constitute the membership of the Association:

A. Active members:

All members of the Association at the date of the adoption of these By-Laws shall be classed as “Active Members”. Eligibility requirements for future applicants for active membership are:

- (1) Admission to practice before the Circuit Courts of the City of Fredericksburg, the County of Stafford, the County of Spotsylvania, the County of King George, the County of Caroline, Commonwealth of Virginia;
- (2) Being actively engaged in the practice of law in Virginia without limitation under Rule 1 A:1-4 of the Rules of Court of the Supreme Court of Virginia;
- (3) Devotion of at least 50% of each working day to such practice as defined in (2) above;
- (4) Maintenance of a bona fide full-time law office and/or resides within the geographical jurisdiction cited above;
- (5) Payment of dues as prescribed by the By-Laws.

Any person meeting all of the above requirements shall be eligible to active membership in this Association upon a vote of the Association and upon subscribing to the By-Laws.

Any person who does not meet all of the above requirements but has joined this Association and is current in dues as of [date of meeting at which amendments may be adopted] shall be exempt from the requirements of this section until such time said person fails to pay dues in a timely manner.

Any active member who, by change in circumstances, no longer qualifies for active membership shall remain active by remaining current in dues and retaining a Virginia law license.

B. Senior Members:

A "Senior Member" shall include any person who has been a member of the Association for at least 30 years and who has reached the age of 70 years, or any other person who is granted "Senior Member" status by a vote of the Association. A "Senior Member" shall not be obligated to pay dues. This exemption from the payment of dues is not a legal right, and the Association can withdraw this exemption for financial or other reasons. A "Senior Member" shall be entitled to exercise all of the privileges that can be exercised by Active Members. Any person whose license to practice law was surrendered or otherwise taken as a result of a disciplinary action by the Virginia State Bar is not eligible for "Senior Member" status.

Any person already approved as "Senior Member" status shall be grandfathered and their status shall remain.

C. Associate Members:

Any person meeting the requirements set forth below shall be eligible for "Associate" Membership in the Association upon a vote of the Association, but shall not be able to vote on matters coming before the Association:

Eligibility requirements for future applicants for Associate Membership are:

- (1) A member in good standing in any Bar group within the United States or any foreign Country;
- (2) That person engages in legal practice;
- (3) That person has paid dues as prescribed by the By-Laws for Active Membership.

D. Honorary Members:

The Judges of the Circuit Courts and of the General District and Juvenile and Domestic Relations Courts and the Clerks of the Circuit Courts and of the General District and Juvenile and Domestic Relations Court shall be Honorary Members of the Association and such other Honorary Members may be added from time-to-time as the Association may desire. Such members shall not be subject to the payment of dues and shall be without the power to vote.

E. Provisions:

An Applicant for Active or Associate Membership shall fill out and submit an application to the Board of Directors on a form prescribed by that Committee before their application will be considered. Active Members of the Association who for any reason cease to comply with any one or more of the requirements for admission to Active Membership may be transferred to Associate Membership and/or be dropped from membership upon the recommendation of the Board of Directors. Associate Members who no longer qualify for any of the requirements for admission to Associate status may be removed from membership upon the recommendation of the Board of Directors after notice to the member affected and opportunity to appear before the Board of Directors.

Section 2. Associate and Honorary Members shall have all the privileges of the Association except those of voting, holding office, and except as otherwise expressly limited to Active Members by the Constitution and By-Laws of the Association.

ARTICLE IV Officers

Section 1. The Officers of the Association shall be a President, President-Elect, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer.

The President

The President shall preside at all meetings of the Association and perform the ordinary functions of the presiding Officer.

The President-Elect

The President-Elect shall preside as indicated in Section 1 of this Article in the absence of the President.

The Secretary

The Secretary shall keep a record of the proceedings of all meetings, and of all other matters of which a record shall be deemed advisable by the Association. He shall keep a roll of all the Officers and Members, and shall issue Notices of all meetings, and shall conduct the correspondence of the Association, with the concurrence of the President. The Assistant Secretary shall assist the Secretary, perform the duties of the Secretary when the Secretary is absent from a meeting, and assume the duties of the Secretary on the January following selection.

The Treasurer

The Treasurer shall collect, and, under the direction of the Board of Directors, disburse all funds of the Association; he shall file an annual accounting for the preceding year to the Membership at the January meeting; he shall keep regular accounts, which shall be open at all times to the inspection of any Member of the Board of Directors; his accounts shall be audited by the Audit Committee consisting of three (3) Members. Each monthly report shall be transcribed into the minutes and each annual accounting shall be attached to the minutes. The Assistant Treasurer shall assist the Treasurer, perform the duties of Treasurer when the Treasurer is absent from a meeting, and assume the duties of the Treasurer on the January following election. The outgoing Treasurer shall file a final year-end report by the 15th of January of each year.

Board of Directors

Section 2. The Board of Directors shall have control of all assets and property of the Association and shall have power to impose charges and establish regulations for the use of property in the control of the Association; shall have power to appropriate and expend the monies thereof; shall regulate the time and place of meetings of the Association; shall regulate the time, place and manner of electing new members; shall provide and have charge of the library; shall present business for the action of the affairs of the Association, subject, however, to the limitations and provisions of the Constitution and By-Laws, and shall review the Treasurer's financial reports.

Term of Office

Section 3. All Officers of the Association shall be elected for a term of one (1) year. The President shall not succeed himself. The election of Officers shall be held in December of each year and be by secret ballot if the Offices are contested. The President, Secretary and Treasurer, Assistant Treasurer and Assistant Secretary shall be installed at the January regular meeting. The President-Elect shall take office as President in January of the second calendar year following the year of his election. The term of office of all officers shall commence as of the January meeting in each year.

Elections

Section 4. All nominations for the Offices of President, President-Elect, Secretary and Treasurer, Assistant Secretary and Assistant Treasurer and member of the Board of Directors of the Association shall hereafter be made from the floor at the regular meeting of the Association, or at a special meeting called for that purpose, to be held in November of each year. The election shall be held as provided in Section 3 of this Article. A majority of those voting in the election shall be required to elect; provided, however, that in the event no candidate receives a majority of the votes cast, the Board of Directors shall arrange for an immediate runoff between the two candidates receiving the highest number of votes, the voting to be conducted as provided in Section 3 of this Article.

Nominating Committee

Section 5. A proposed slate of Officers shall be suggested by the Nominating Committee who shall consist of the last three immediate past Presidents of the Association.

ARTICLE V Meetings

Section 1. The regular meetings of the Association shall be held once a month at times and places fixed by the Board of Directors.

Section 2. Special meetings may be called at any time by the President or by the written request of five (5) Active Members of the Association. At such special meetings no business shall be transacted except such as shall be specified in the call therefore. Reasonable notice thereof must be given the members of the Association.

Section 3. Twenty (20) Active Members in good standing shall constitute a quorum. A majority of that quorum present shall have power to decide all questions coming before the Association except as otherwise provided in the Constitution and by these By-Laws.

Section 4. The usual parliamentary rules shall, unless otherwise herein provided, govern all meetings of the Association.

Section 5. When any election or other vote is to be conducted in accordance with Section 3 of Article IV of the Constitution of the Association, the President shall insure that all persons voting are duly qualified to vote in accordance with the said Constitution and By-Laws.

ARTICLE VI Records

Section 1. All records of the Association shall be ledged in the Circuit Court of the City of Fredericksburg, Virginia.

ARTICLE VII Fees and Dues

Section 1. The annual dues shall be fixed by the Association at the January meeting each year.

Section 2. If annual dues are not paid by any Member on or before June 1 of each year, the Treasurer shall notify such member in writing that his name shall be dropped from the list of the Association's Members, and that he will cease to be a Member of the Association as of August 1 of such year, provided, that upon his written application and payment of all dues current and in default, the Board of Directors, in its discretion, and upon such terms as it may think necessary, may reinstate him, of which the Secretary shall make a minute.

Section 3. In case of such forfeiture of membership, said delinquent member shall cease to be a Member of the Association, and notice of such fact shall be forwarded to him in writing, copy being retained, that he has ceased to be a member, specifying the reason therefore, and he shall thereupon forfeit all his right, title and interest in and to all the property and assets of the Association.

Section 4. The annual dues as fixed by the Association at the January meeting each year shall, after July 1, be prorated to one-half (1/2) of the amount previously fixed by the Association.

ARTICLE VIII
Board of Directors and Committees

Section 1.

- (A) There shall be a Board of Directors, which shall consist of the President, President-Elect, and Immediate Past President. The President shall act as Chairman of the Board of Directors.
- (B) One of said Committee's term expires each year. When each term expires, the vacancy shall be filled by the new President-Elect.
- (C) Whenever a vacancy occurs in the office of the Board of Directors, for reasons other than the expiration of the incumbent's term, the remaining members of the Board of Directors shall fill the same by interim appointment.

Section 2. There shall be the following standing Committees appointed by the President at the inception of his term which shall serve for a period of one year: Audits, By-Laws and Organizations Legislation; Library; Membership; Program; Social; Public Relations (Law Day); Relations with other Professions; Services to the Bar (Bench and Bar); Services to the Public; Continuing Legal Education; Mentor; and Nominating and Long Range Planning. The Long Range Planning Committee shall consist of: the President, President-Elect, Treasurer, Secretary, the two (2) immediate Past Presidents of the Bar and three (3) Members at large who shall all meet every other month.

ARTICLE IX
Amendments

Section 1. Amendments to these By-Laws may be made at any regular or special meeting of the Association, by a two-thirds (2/3) vote of the Members present, provided notices of the proposed amendment have been given in the call of the meeting, or at a time prior thereto. Suspension of these By-Laws may be made at any regular or special meeting of the Association by a majority vote of those present but no less than the affirmative vote of thirty-five (35) Active Members of the Association.

ARTICLE X
Grievances

Section 1. Any member of the Association may be suspended or expelled by two-thirds (2/3) vote of the Association, after notice and hearing, for misconduct, and all interest in the property of the Association of persons resigning, or otherwise ceasing to be members shall vest in the Association. Proceedings under this Section shall be for grievances other than those matters subject to disciplinary action by the District Committee on Legal Ethics of the Virginia State Bar.

Section 2. This Association adopts the Canons of the Professional Ethics adopted and promulgated by the Supreme Court of Appeals of Virginia. All Officers of the Association shall not seek and should carefully avoid, insofar as possible, any personal

publicity founded upon the office which they may hold in this Association, and to that end, it is provided that stationery used by any Officers shall bear only the heading: "Fredericksburg Area Bar Association, Fredericksburg, Virginia".

ARTICLE XI
Judicial Nominations

The Association may endorse applicants who wish to fill judicial vacancies (actual vacancies, vacancies anticipated by the announced retirement or resignation of a sitting Judge, or, at the request of a member of the General Assembly, a vacancy anticipated for any other reason).

Section 1. *Judicial Selection Commission.* There shall be standing Commission, comprised of six (6) attorneys and five (5) non-lawyers, to be selected by the Board of Directors, who shall review the qualifications of all applicants who wish to fill the judicial vacancy. The Commission members shall serve for a term of ten (10) years and vacancies shall be filled by the Commission itself upon a 75% majority vote of the Members present. Nine (9) members shall constitute a quorum. This Commission shall meet and report to the full Bar those applicants who they shall deem to be "qualified" for the vacancy. The Commission will not meet upon the re-nomination of sitting Judges.

Section 2. *Voting.* Upon receiving the report of the Commission, the Bar Association shall vote on the endorsees by secret ballot. The individual receiving the fewest votes on any given ballot shall be eliminated until only one individual remains who shall then be unanimously endorsed by the Association.

Section 3. *Proxies.* Members absent from the meetings at which voting for recommendation of appointees for Judgeship may cast their vote by proxy. Such proxies shall be in writing and register with the President, Secretary, or their designee prior to the vote and such proxy shall only be exercisable by a Member of the Association.

ARTICLE XII
Effective Date

Section 1. These By-Laws shall go into effect immediately upon their adoption.

*By-Laws adopted July 28, 2003.
Amended April 16, 2008 (Article XI; adopted 4-16-08)*