

BYLAWS
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
Mission Statement

Section 1. The Mission of the Fredericksburg Area Bar Association is to maintain the honor and dignity of the profession of the law, increase access to justice in the community, promote collegiality of our members, make recommendations to the judiciary, and to endorse candidates for judgeships.

ARTICLE III
Membership

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

A. Active members:

Members of the Association shall be classed as “Active Members” if they meet the following criteria. They must:

- (1) Be a licensed member in good standing with the Virginia State Bar;
- (2) Be actively engaged in the practice of law in the Fifteenth Judicial Circuit, without limitation under Rule 1 A:1-4 of the Rules of Court of the Supreme Court of Virginia;
- (3) Maintain a law office within the Fifteenth Judicial Circuit;
- (4) Pay dues as prescribed by the Bylaws.

Any person meeting all of the above requirements shall be eligible for active membership in this Association upon approval of the Association and upon subscribing to the Bylaws.

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 60 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.

C. Associate Members:

Members of the Association shall be classed as “Associate Members” if they meet the following criteria. They must:

- (1) Be a member in good standing in any Bar group within the United States or any foreign Country; and
- (2) Pay dues as prescribed by the Bylaws for Active Membership.

Any person meeting all of the above requirements shall be eligible for associate membership in this Association upon approval of the Association and upon subscribing to the Bylaws. Associate Members shall not be able to vote on matters coming before the Association:

D. Honorary Members:

Any judges and Justices in the Commonwealth of Virginia 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:

Section 1. An Applicant for Active or Associate Membership shall fill out and submit an application to the Executive Director on a form prescribed by the Association 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. Any members who no longer qualify for any of the requirements for admission to their membership status may be removed from membership upon the recommendation of the Board of Directors after notice to the member affected.

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 Bylaws of the Association.

ARTICLE IV
Officers, Board of Directors and Elections

Section 1. Officers. 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 at all meeting indicated in Section 1 of this Article in the absence of the President. The President-Elect shall perform the duties of the President-Elect on the January following the election, and shall assume the duties of President the following year.

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. The Secretary 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.

Section 2. Board of Directors. 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 Bylaws, and shall review the Treasurer's financial reports.

Section 3. Term of Office. 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.

Section 4. Elections. All nominations for the Offices of President, President-Elect, Secretary and Treasurer, Assistant Secretary and Assistant Treasurer 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.

Section 5. Nominating Committee. 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 these Bylaws.

Section 4. Robert's Rules of Order, unless otherwise herein provided, shall govern all meetings of the Association.

Section 5. When any election or other vote is to be conducted in accordance with Section 4 of Article IV of the Bylaws of the Association, the President shall insure that all persons voting are duly qualified to vote in accordance with the said Bylaws.

ARTICLE VI
Executive Director

Section 1. The Executive Director shall be employed by the Association to render administrative assistance to accomplish the duties of the Association as assigned by the President or the Board of Directors and under the terms and conditions set by the President or the Board of Directors. The Executive Director shall at all time be employed at will. The Executive Director shall issue notices of all meetings of the Association.

Section 2. All records of the Association shall be lodged with the Executive Director, who shall have at least one duplicate set of such records on a back-up computer hard drive.

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, Committees and Sections

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 Chairperson 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 any one or more of the following standing Committees appointed by the President at the inception of his term, members of which shall serve for a period of one year: Audit, Bylaws; 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; Nominating, Long Range Planning and Young Lawyers' Group. 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.

Section 3. The Association may, by majority vote, allow the formation and operation of specialty sections. Any section of the association shall elect its own chairperson, who shall report on section meetings and news to the Association.

ARTICLE IX
Amendments

Section 1. Amendments to these Bylaws may be made at any regular or special meeting of the Association, by a two-thirds (2/3) vote of the Active 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 Bylaws 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 a quorum 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 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 Endorsements

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, vacancies anticipated by the bar’s endorsement of a currently sitting judge whose seat would become vacant if elevated to the judgeship, or, at the request of a member of the General Assembly, a vacancy anticipated for any other reason).

Section 1. Upon notice of a judicial vacancy, the President shall schedule a meeting of the bar for the purpose of voting on judicial endorsements. Any individual interested in seeking the judicial endorsement of the Association shall submit to the Executive Director a letter certifying the following: (1) The individual is a member in good standing with the Virginia State Bar; (2) The individual has no pending disciplinary investigations with the Virginia State Bar (or an explanation of any such pending disciplinary investigations); and (3) The individual resides in the 15th Judicial Circuit and has been admitted to the Virginia Bar at least five years prior to meeting. At the option of the individual, a letter of interest and/or resume may be submitted. The Executive Director and the President shall set a deadline for the receipt of such information. Within a reasonable time prior to the meeting scheduled for judicial endorsements, the Executive Director shall send via email to all members of the Association a list of all candidates seeking the judicial endorsement, along with copies of all documents the candidates submitted to the Executive Director.

Section 2. Voting. At the judicial endorsement meeting of the Association, the members shall vote on the candidates 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 endorsements of candidates for Judgeship(s) may cast their votes by proxy. Such proxies shall be in writing and shall be registered with the President, Secretary, or their designee prior to the vote. Both originals and copies (whether electronic or facsimile) of proxies shall be permitted. A proxy shall only be exercisable by an Active or Senior Member of the Association. **No individual member may exercise more than 5 proxies at a single meeting.**

ARTICLE XII
Effective Date

Section 1. These Bylaws, and any amendments thereof, shall go into effect immediately upon their adoption.

*Bylaws adopted July 28, 2003.
As Amended on _____, 2018)*