

# BYLAWS OF THE VIRGINIA BEACH BAR ASSOCIATION

## ARTICLE I: NAME, SEAL AND OFFICES

1. Name. The name of this Corporation is the Virginia Beach Bar Association.
2. Seal. The seal of the Association shall be circular in form and shall bear on its outer edge the words "Virginia Beach Bar Association" and in the center the words and figures "Corporation Seal 1980 of Virginia". The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.
3. Offices. The principal office of the Association shall be at 2425 Nimmo Parkway, Room C0037, Municipal Center, Virginia Beach, Virginia. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Association may require.

## ARTICLE II: PURPOSE

The Association shall be operated exclusively for the following purposes:

1. To aid in promotion of Justice and the advancement of Legal Science; to maintain and enhance the honor and uphold the ethical standards of the legal profession and to protect the public from abuse by those holding themselves to be versed in the knowledge of the law.
2. To cultivate fellowship among the members; to enhance the continuing legal education of its members, and to cooperate with the City of Virginia Beach in assisting in maintaining and operating a law library for the benefit of its members, the judiciary, local governmental bodies and staff, and the public, under such rules and regulations as the City of Virginia Beach and the Association may from time to time prescribe; and
3. To do all other things necessary and appropriate for the proper operation of a voluntary bar association, not required to be specifically stated in the Articles of Incorporation for this Corporation, for which non-stock corporations may be incorporated under Chapter Ten of Title 13.1, Code of Virginia.

## ARTICLE III: MEMBERSHIP, MEETINGS AND DUES

1. Definitions. The Association shall have members which shall be divided into four (4) classes designated respectively: "Regular," "Inactive," "Honorary" and "Student." Unless otherwise stated in these Bylaws, the term "Member(s)" or "member(s)" refers to all four classes defined herein.
  - a. Regular Member. Any person who is duly qualified to practice law in the Commonwealth of Virginia, who is a member in good standing of the Virginia State Bar, who is actively engaged in the practice of law in the Commonwealth of Virginia and who subscribes to the principles and objectives set forth in the Bylaws of this Association.

- b. Inactive Members. Any person who has been a regular member of the Virginia Beach Bar Association but who has ceased the active practice of law and has changed his status with the Virginia State Bar to Associate status.
  - c. Honorary Members.
    - i. The Judges of the Courts of the Second Judicial Circuit, who serve full-time, and the Judges of any Federal Judicial District which includes the City of Virginia Beach.
    - ii. Any past president of the Association who has ceased the active practice of law.
  - d. Student Members. Any person who is presently enrolled in, and in good standing with any fully accredited law school in the Commonwealth of Virginia.
2. Membership.
- a. Any person meeting the definitions for Regular, Inactive, or Student Members are eligible for membership. Honorary members as defined in paragraph 1(c) of this article shall be members without further action.
  - b. Those persons eligible for and desiring membership are required to complete an Application for Membership, which shall be used to ascertain the person's eligibility for membership, and pay the annual dues required for the particular membership sought. The application shall be submitted to the Executive Director at the principal office of the Association or by on-line application. Upon verification by the Board of Directors of an applicant's eligibility for membership.
3. Rights of Members.
- a. Regular Members shall have the right to attend all regular meetings, special meetings and all functions of the Association pursuant to this Article and to vote in all the affairs of the Association requiring action by the members.
  - b. Inactive, Honorary and Student Members shall have the right to attend all meetings and functions of the Association without the right to vote.
  - c. The rights of a member shall cease on the termination of their membership and is subject to the restrictions of Article XIV of these Bylaws. No Member shall be entitled to share in the distribution of the Association assets upon the dissolution of the Association.
4. Resignation of Members. Any Member may resign from the Association by delivering a written resignation to the President or Secretary of the Association. From the date of the receipt by the President or Secretary of said written resignation, the person giving notice shall cease to be a Member of this Association, but he shall remain liable for all dues and debts due and unpaid to the date of resignation.
5. Expulsion. If the Board of Directors determines that a Member's conduct is inconsistent with the purposes of this organization as set forth in Article I, it may expel any such Member from membership in the Association or subject him to reprimand or to such other discipline as the

Board of Directors may deem proper. From any such expulsion, reprimand, or other discipline ordered by the Board of Directors, the involved Member shall have the right to appeal to the general members of the Association at its first meeting occurring more than ten (10) days after the action of the Board of Directors and in such case the action of the general membership of the Association shall be final.

6. Meetings. There shall be at least one (1) regular meeting each year of the Association which shall be the annual meeting in December. Additional meetings as deemed necessary by the Board of Directors will be scheduled on dates selected by the Board of Directors.
7. Notice of Regular Meetings. The Secretary shall give reasonable notice of all regular meetings to each person who appears upon the books of the Association as a Member, and such notice shall be directed to the Member at his electronic address as it appears on the books of the Association, unless he shall have filed with the Secretary of the Association a written request that notices intended for him be mailed to some other address, in which case, it shall be mailed to the address designated in such request.
8. Special Meetings. Special meetings of the members may be held at such time as shall be designated by the Board of Directors.
9. Notice of Special Meetings. Notice of a special meeting stating the time, place and purpose or purposes shall be electronically delivered to each member, not less than five (5) nor more than fifty (50) days before such meeting, and such notice shall be directed to each member at his electronic address as it appears on the books or records of the Association, unless such member shall have filed with the Secretary of the Association a written request that notices be delivered to some other address, in which case, it shall be delivered to the address designated in such request.
10. Quorum. At any regular or special meeting of the members of the Association, those present in good standing and entitled to vote shall be necessary to constitute a quorum for all purposes except as otherwise provide by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. A meeting may be adjourned from time to time by vote of a majority of the members present in person, without notice other than by announcement at the meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.
11. Voting. At the annual meeting and at every called meeting of members, each member entitled to vote shall be entitled to vote in person. Each member of the Association entitled to vote shall be entitled to one vote. There shall be no voting by proxy and no cumulative voting. For any other business of any nature, electronic voting is permitted as allowed in the Virginia Nonstock Corporation Act 13.1-801 et sec. All elections shall be had, and all questions shall be decided by a majority of the persons present who are eligible to vote.
12. Order of Business. At each regular meeting of the Association, the order of business shall be as determined by the Board of Directors and may include: reading of minutes of the preceding meeting, Report of Treasurer, Elections, if any, Reports of Standing Committees, Reports of Special Committees, Old Business, New Business.
13. Annual Dues. The annual dues of this Association shall be set by the Board of Directors and shall

be paid on or before April 15 of the year the assessment is made. Anyone who becomes a new member within the last ninety (90) days of the calendar year shall receive credit for the subsequent year's dues if payment is made during this last 90-day period. Attorneys in the Virginia Beach City Attorney and Commonwealth's Attorney Offices shall have membership on a fiscal year bases of July 1st to June 30th and dues will be delinquent if not paid by August 15th. Honorary Members shall not be required to pay dues.

14. Delinquent Members. If any member of this Association fails to pay annual dues by June 15 of the year such assessment is made, he shall cease to have the privilege to vote. If any member shall fail to pay annual dues by August 31 of the year such dues are assessed, they shall automatically cease to be a member of this Association.
15. Compensation and Expenses. Members shall not receive any stated salary or reimbursement for their service as such, but the Board of Directors shall have the power, in its discretion, to contract for and to pay members rendering unusual or special services to the Association.

#### **ARTICLE IV: BOARD OF DIRECTORS**

1. Number and Election of Directors. The affairs of the Association shall be conducted by the Board of Directors of the Association. The number of directors constituting the Board of Directors shall be seven (7), being the President, the President-Elect, the Secretary, the Treasurer, the immediate Past-President, and two additional members ("Second-year Director," (hereinafter Director 1) and "First-year Director" (hereinafter Director 2) who shall be elected by the membership at the annual meeting of the Association for terms of one (1) year each. No person may serve on the Board of Directors of the Association who is not a Regular Member of the Association in good standing.
2. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.
3. Vacancies. Any vacancy on the Board of Directors created by a resignation shall be filled at the next annual meeting or by a duly called special meeting with electronic voting if in the opinion of the Board of Directors the time delay to the next annual meeting is too long.
4. Order of Business. At each regular meeting of the Board of Directors, the order of business shall be as determined by the President, or such other person delegated by the President if she/he is unable to attend, and may include: reading of minutes of the preceding meeting, Report of Treasurer, Elections, if any, Reports of Standing Committees, Reports of Special Committees, Old Business, New Business.
5. Annual Meetings. After each annual meeting of the membership, the Board of Directors shall meet forthwith for the purpose of organization, the election of officers, and the transaction of other business, and, if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given.
6. Special Meetings. Special meetings of the Board of Directors may be called by the President or by the President-Elect and must be called by either of them on a written request of any two members of the Board.
7. Notice of Meetings. Notice of all special meetings of the Board of Directors, except as herein

otherwise provided, shall be given by electronic mail at least three (3) days before the meeting, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any directors' meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any business may be transacted.

8. Chairman. At all meetings of the Board of Directors, the President or, in the absence of the President, the President-Elect or, in their absence, a chairman chosen by the directors present shall preside.
9. Quorum. At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.
10. Powers. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Virginia, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees, such powers as they may see fit.
11. Compensation. No member of the Board for Directors shall be compensated for their duties, services, and responsibilities owed to the Association. However, a Board member may be reimbursed for personal expenses incurred on behalf of the Association.
12. Immunity/Indemnification. The Association does hereby, through these by-laws, indemnify and hold harmless each member of the Board of Directors from any and all liability incurred from their respective position and their roles and duties so long as the director conducted herself/himself in good faith and believed: (1) In the case of conduct in his official capacity with the Association, that her/his conduct was in its best interests; and (2) in all other cases, that her/his conduct was at least not opposed to its best interests; and (3) in the case of any criminal proceeding, she/he had no reasonable cause to believe her/his conduct was unlawful.

As required by Virginia Code §13.1-697, this indemnification shall not extend to indemnify any Board of Director who in any proceeding alleges improper personal benefit to the director, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by her/him.

#### **ARTICLE V: OFFICERS**

1. Number and Election. The officers of the Association shall be the President, President-Elect, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be created and determined by the Board of Directors.
2. Election Term of Office and Qualifications. The President, President-Elect, Secretary and Treasurer, respectively, of the Association in office at the time of the adoption of these Bylaws shall be the President, President-Elect, Secretary and Treasurer of this Association and shall immediately assume their respective offices. All officers except the President shall thereafter be

elected by the membership from its members at its annual meeting and shall serve for a term of one year; the President-Elect shall thereupon become President. No person may serve as an officer of the Association who is not a Regular Member in good standing.

3. Vacancies. A vacancy in the office of President shall be filled by the President-Elect, whose successor shall be thereupon elected at a special meeting of the Association to be held as soon as possible, upon proper notice, after such vacancy occurs. In case any office of the Association, other than the President or President-Elect, become vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of the successor.
4. President. The President shall preside at all meetings of members and of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned to the President by the Board of Directors.
5. President-Elect. At the request of the President or in the event of the President's absence or disability, the President-Elect shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the President-Elect shall have such other powers as the Board of Directors may determine and shall perform such other duties as may be assigned to the President by the Board of Directors.
6. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of corporate seal. The Secretary and the Executive Director shall attend and keep the minutes of all the meetings of the Board of Directors and Members of the Association. The Secretary and the Executive Director shall keep a record containing the names, alphabetically arranged, of all persons who are members of the Association showing their addresses, and such book shall be open for inspection as prescribed by law.

The Secretary may sign with the President and President-Elect in the name and on behalf of the Association, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, the Secretary may affix the seal of the Association. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors. Upon being succeeded in office, the Secretary shall turn over all Association records and correspondence to the successor.

7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Association subject to such regulations as may be imposed by the Board of Directors. At the discretion of the Board of Directors, the Treasurer may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper the Treasurer, or the Treasurer's duly appointed agent, may endorse on behalf of the Association for collection checks, notes, and other obligations and shall deposit same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate. The Treasurer, or the Treasurer's duly appointed agent, shall sign all receipts and vouchers and, together with such other officers or agent, if any, as shall be designated by the Board of Directors, shall sign all checks of the Association and all bills of exchange and promissory notes issued by the Association, except in cases where the signing and

execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Association.

The Treasurer shall enter regularly on the books of the Association to allow for a full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Association. Further, the Treasurer shall exhibit such books at all reasonable times to any director or member on application at the offices of the Association and the Treasurer shall report at each meeting all receipts and disbursement since the previous meeting. At the annual meeting each year the Treasurer shall submit a report of all receipts and disbursements for the preceding year. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control and direction of the Board of Directors.

8. DIRECTOR 1 and DIRECTOR 2. Director 1 and Director 2 shall serve such duties as designated by the Board of Directors, to include, but not be limited to, ensuring that the Association offers the maximum number of mandatory continuing legal education (“MCLE”) opportunities as possible during any given calendar year, with the goal to annually provide at least 12 MCLE Credits which shall include 2 Ethics MCLE Credits, and may include 2 Wellness Credits as those terms are defined by the Virginia State Bar. Director 1 and Director 2 shall work with the Association’s Executive Director to ensure that such MCLEs are presented in a format, and in such venues, that promote the purpose of the Association. Director 1 and Director 2 shall work with the Committee Liaisons to ensure that the MCLEs offered by both the Board and the Committees cover a wide variety of subject matter. Director 1 and Director 2 shall have the authority, after approval from the Board of Directors, to enter into such contracts so as to effectuate MCLE events on behalf of the Association.

#### **ARTICLE VI: EXECUTIVE DIRECTOR, AGENTS AND REPRESENTATIVES**

An Executive Director may be appointed and serve at the pleasure of the Board of Directors. The Executive Director will perform reasonable duties as the Board of Directors determine. The Board of Directors may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

#### **ARTICLE VII: CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

#### **ARTICLE VIII: COMMITTEES**

1. Standing and ad hoc committees comprised of members of the Association responsible to the Board of Directors may be designated by the Bylaws or by resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

2. The President and the Board of Directors shall have the authority to appoint such temporary committees as they shall deem necessary.

### **ARTICLE IX.: RULES OF PROFESSIONAL CONDUCT**

The Virginia Rules of Professional Conduct, as promulgated by the Supreme Court of Virginia, shall be considered a part of these Bylaws and incorporated herein by reference.

### **ARTICLE X.: AMENDMENTS**

1. These Bylaws may be amended by the affirmative vote of a majority of those members that submit a ballot. Notice of proposed changes in these Bylaws shall be appended to the ballot mailed to each Regular Member. A date for return of the completed ballot shall be set forth in the notice and ballot, but in no event shall the return be required sooner than fourteen (14) days from the date of mailing of the notice and ballot.
2. All questions relating to the consideration of changes in these Bylaws by ballot shall be decided by a majority of those members that submit a ballot. The Board of Directors shall specify the procedure for voting by ballot, and a ballot may be disqualified by the Board for failure of a member to comply with the designated procedure.

### **ARTICLE XI: RECOMMENDATION FOR JUDICIAL OFFICE**

As set forth hereafter, the judicial recommendation process by this Association shall provide for the receipt of nominations by the President and consideration of nominee(s) by a Judicial Recommendation Panel convened by this Association. The membership of this Association shall vote on the recommendation of nominees by ballot and the results of the vote shall be made public and shall be forwarded to the Judicial Recommendation Panel for consideration in the recommendation process. The Panel's internal process and deliberations shall be confidential. The Panel may recommend as many nominated candidates as its members deem appropriate and may designate candidates who are recommended as highly recommended or recommended. The names of those nominees who are recommended by this Association through this process will be published and forwarded to the City's delegation to the General Assembly.

1. Judicial Recommendation Panel.
  - A. Selection of the Judicial Recommendation Panel.
    - i. The Panel shall be comprised of seven (7) members whose qualifications and method of selection shall be as listed below.
      - a. The immediate past-president of the Association shall be the chair of the Panel and shall serve a one (1) year term.
      - b. Two members shall be elected by the membership of the Association from among its regular members. The term of service shall be two (2) years. The procedure and time of the election shall be determined by the Board of Directors. However, election must be: (i) preceded by a fifteen (15) day notice to the membership; (ii) held for election of the initial members of the



Panel and prior to the expiration of any term; and (iii) conducted in a manner to assure all regular members have an opportunity for nomination and participation.

- c. Two members shall be appointed by the Board from among the regular members of the Association and retired members of the judiciary who are or were honorary members in the Association and continue to reside in the City of Virginia Beach. It is the intent of these Bylaws that the Panel members appointed pursuant to this provision shall be long-term members of the Association with at least twenty (20) years of practice in the profession and recognized among their colleagues for their accomplishments and skill in the profession.
- d. One regular member of the Association shall be selected by the Chair of the Republican City Committee for Virginia Beach. This member shall serve a two (2) year term.
- e. One regular member of the Association shall be selected by the Chair of the Democratic City Committee for Virginia Beach. This member shall serve a two (2) year term.

B. Terms.

- i. The terms of members of the Panel shall commence on December 1 and end on November 30 of the appropriate year.
- ii. Members of the Panel shall not serve more than two (2) full consecutive terms excepting the appointments by the Chairs of the Republican and Democratic City Committees.

C. Initial Appointment.

- i. The beginning date for terms of the initial Panel shall begin on December 1 and end on November 30 of the appropriate year.
- ii. For the purpose of preserving the continuity of the Panel, the terms of the members shall be staggered as follows:

Of the two members elected by the membership, the initial term of one (1) of the members, as designated by the Board before the election, shall be for one (1) year. Thereafter, the term shall be two (2) years. Of the two (2) members appointed by the Board the initial term of one (1) of the members as designated by the Board at the time of appointment, shall be for one (1) year. Thereafter, the term shall be for two (2) years.

D. Quorum and Voting of the Panel.

- i. Four (4) members of the Panel shall constitute a quorum for the conduct of business.

- ii. Recommendation of any candidate shall require an affirmative vote of at least four (4) members of the Panel.
- iii. Any member of the panel who is a nominee for recommendation shall resign from the Panel and a successor shall be immediately selected as provided herein.
- iv. Members of the Panel are urged to attend all meetings of the Panel and participate in all votes.
- v. A member should only disqualify himself or herself from voting in exceptional circumstances. Association or affiliation with a nominee shall not be considered an exceptional circumstance.

E. Vacancies.

- i. Vacancies in the Panel membership that occur during a term shall be filled by selection of the original selecting authority to serve the remaining portion of the term, with the exception of Panel members elected by the membership and the position filled by the Past-President of the Association.
  - ii. In the event of a vacancy in the term of a Panel member elected by membership, the Board shall hold an election, to fill the remaining portion of the unexpired term except, (i) where there are less than six (6) months remaining in the original term and no judicial vacancies are anticipated; or (ii) in the event that there is insufficient time to hold an election to fill the Panel vacancy and comply with the time limitations for a Judicial Recommendation, in which case the President of the Association, subject to confirmation of the Board, shall appoint a successor to the elected position from among the regular members of the Association. This appointee shall serve until the pending recommendation process is complete, at which time the position shall again be deemed vacant and an election held.
  - iii. In the event of the vacancy in the Panel term of the Past- President of the Association, the President shall appoint a successor from among the Past-Presidents of the Association to fill the unexpired portion of the term.
  - iv. In the event a vacancy occurs due to the nomination of a Panel member for recommendation, the selecting authorities shall make the successor selection forthwith so as to permit the successor to sit with the Panel in the recommendation process which has begun.
2. Notification. Whenever it becomes apparent that a judicial vacancy may occur for which recommendations would be appropriate, the Association shall notify the membership and all sitting judges in the Second Judicial Circuit who may be eligible for appointment, in writing, of the judicial vacancy, call for the nominations of candidates, and specify the deadline for receipt of nominations. The notice shall include a copy of Article XI, Recommendation for Judicial Office, of the Bylaws of the Association.
3. Nominations.
- A. Nominations of candidates for judicial endorsement shall be made by a regular member

of the Association, seconded by a Regular member, and delivered to the attention of the Association President on or before the fourteenth (14<sup>th</sup>) day after notice to the membership by the Association. Any person meeting statutory qualifications for judicial office may be nominated whether or not the person is a member of the Association. Notwithstanding the foregoing, presiding judges in the Second Judicial District shall not be required to comply with the endorsement requirements set forth in this paragraph.

- B. Nominations must be in writing and signed by the member making the nomination, by the member seconding the nomination, and by the person being nominated. All nominations should be in printed or typewritten form on 8½ x 11 inch paper and should not exceed two pages. The letter of nomination must include the following information:
- i. Date and place of birth of candidate.
  - ii. Collegiate and law school degrees and dates thereof.
  - iii. Present place of residence and inclusive dates of membership in the Virginia State Bar.
  - iv. Number of years of active practice, location thereof, areas of practice, and prior judicial experience.
  - v. Membership and activities in national, state, local and other voluntary bar associations.
  - vi. A statement that the candidate has neither been publicly reprimanded nor has the candidate's license to practice law been suspended or revoked in proceedings initiated by the Virginia State Bar Ethics Committee or by similar bar agencies in other states in which the candidate may have practiced law. In the event that a candidate has received any such disciplinary action, a statement of each such action, including the date of the action, the disciplinary rules violated and the nature of the disciplinary action taken.
  - vii. The position for which the candidate seeks recommendation. The letter of nomination may contain any further information which, in the opinion of the candidate or the member making the nomination, shall be relevant to the candidacy.
  - viii. In addition, for use in the ballots, the nomination shall include a separate page with a one paragraph biographical sketch which outlines the nominee's educational background experience, and professional and community activities. The paragraph should utilize the referenced headings, contain no bold or underlined words, be single-spaced, and be no longer than 12 lines with 1" margins.
- C. Within three (3) business days after the period for receipt of nominations has ended, the President shall deliver or cause to be delivered all nominations to the Chair of the Judicial Recommendation Panel and the President shall prepare and mail to the membership a ballot for the recommendation of nominees. The ballot shall be accompanied by instructions for completing the ballot in accordance with these Bylaws and by the

biographical sketch of each nominee submitted in the nomination process.

4. Recommendation Criteria. In consideration of whether nominees should be highly recommended, recommended or not recommended, the Panel, and the membership in its ballot assessment must consider whether a nominee:
  - A. Meets the basic statutory qualifications for judicial office as set forth in the Code of Virginia or U.S. Code, as applicable;
  - B. Meets the Association's adopted standard that Judges should be selected on the basis of ability, character, training and experience. A candidate should be of undisputed integrity and should possess a high degree of knowledge of established legal principles and procedures, as well as a high degree of ability to interpret and apply these principles and procedures to specific factual situations. A candidate shall have been a licensed, experienced lawyer who possesses judicial temperament which includes common sense, compassion, decisiveness, firmness, humility, open mindedness, patience, tact and understand.
  
5. Recommendation Procedure.
  - A. The Panel, using the recommendation criteria listed, may recommend any, all or none of the nominees.
  - B. The Panel may interview nominees for recommendation to a local judicial position who meet the basic statutory qualifications for judicial office and shall have the discretion to verify that a nominee meets the recommendation criteria by any appropriate means including, but not limited to, interviews with persons who are acquainted with the nominee and familiar with the reputation and areas of practice of the nominee. The Panel may request of the nominee additional written statements regarding his/her qualifications, completion of interview questionnaires and require a waiver of confidentiality as to (i) disciplinary issues and findings and (ii) criminal records.
  - C. The list of nominees considered, the interviews of candidates, and the deliberations and votes of the Panel shall be and shall remain confidential.
  - D. The Panel shall also receive and consider in the recommendation process the vote and comments of the membership of this Association, which shall not be later than fourteen (14) days from the date the ballots were mailed to the membership.
  - E. The Panel shall provide a recommendation as to whether the candidate was (i) highly recommended, (ii) recommended, or (iii) not recommended.
  - F. The Panel shall complete the recommendation procedure within twenty-one (21) days after receipt of the nomination from the President of the Association. It is intended that the judicial recommendation process, including the vote by the membership, be completed within thirty-eight (38) days from the date that the membership is notified of the apparent vacancy.
  - G. Upon completion of the recommendation selection process:

- i. the names of the nominees selected for recommendation, whether recommended or not, shall immediately be forwarded to the President of this Association and shall forthwith be forwarded by the President to each member of the City's Delegation to the General Assembly, or to the appropriate authority responsible for filling the judicial vacancy.
  - ii. the President of the Association shall cause only the names of the highly recommended and recommended candidate(s) to be published.
6. Recommendation by the membership. As provided in the nomination process, the ballot shall be delivered to the membership within three (3) days of the completion of the nominations. Each ballot shall be accompanied by instructions for completing and returning the ballot and include the biographical sketch of the nominees and the following voting options: i) highly recommend, ii) recommend, iii) not recommend, or iv) express no opinion based upon his/her knowledge of the candidate and the information available. The ballot must be marked for each nominee, or it shall not be counted. Members are encouraged to refrain from voting "no opinion" as a way of supporting their favorite candidate.

The original ballot shall be returned on or before the date appearing in the instruction, which shall not be later than fourteen (14) days from the date that ballots were mailed to the membership. Ballots returned in any manner inconsistent with the instructions shall not be counted. Results of the ballots received by the Board and completed in accordance with the provisions herein shall be immediately counted by the Board and forwarded by the President to the Judicial Recommendation Panel.

7. Timing. If due to unforeseen circumstances the time of notification and selection must be shortened to meet necessary timelines of the judicial selecting authority, the President of the Association may abbreviate the timelines of this Article by notice to the membership and the Panel and may also dispense with the membership ballot where exigent circumstances prevent a timely submission to the membership. In such circumstances, any candidate recommendation without benefit of the ballot shall include an explanation that due to timing constraints, the voting by the membership was eliminated. Notwithstanding the foregoing, the time for nominations as reflected in paragraph 3(a) of the Article shall not be less than seven (7) days and Panel and membership consideration may not be reduced to less than ten (10) days.
8. Conformity. The directory provision of this Article shall be followed in substantial conformity, recognizing that exact conformity may not be feasible in certain unforeseen circumstances. Whenever the President of this Association, in consultation with the members of the Board, find it necessary in the exercise of good discretion, he or she may waive or alter any such non-substantive provision(s).
9. Campaigning. It shall be the policy of this Association to discourage campaigning for judicial recommendation by the candidate, except to obtain one person to nominate the candidate and one person to second the nomination.

## ARTICLE XII: FISCAL

The fiscal year of the Association shall commence on the first day of January of each year and end on the last day of December.

### **ARTICLE XIII: REMOVAL OF MEMBERS, DIRECTORS OR OFFICERS**

Any member, director or officer may be removed from membership or from office by the affirmative vote of two-thirds of the Regular Members present at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Association. Any such members, officers, or directors proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

### **ARTICLE XIV: CESSATION OF MEMBERSHIP**

Membership in this Association shall automatically cease upon the following conditions:

1. When any member of this Association is suspended or disbarred from the practice of law in the State of Virginia.
2. Non-payment of dues pursuant to Article III.

### **ARTICLE XV: PROHIBITION AGAINST SHARING IN ASSOCIATION EARNINGS**

No member, director, officer or employee of or member of a committee of, or person connected with, the Association, or any other private individual shall receive at any time any net earnings or pecuniary profits from operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any assets of the Association upon the dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

### **ARTICLE XVI: INVESTMENTS**

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 506 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE XVI: EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c) (6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE XVII: EXPRESSIONS OF VIEWS, OPINIONS AND BELIEFS**

The President or the President's designee shall express the policy of the Association as determined by the Board of Directors. No other Member or employee of the Association may represent the Association or a committee of the Board before any legislative body, court or governmental agency unless specifically authorized by the Board.

#### **ARTICLE XVIII: MISCELLANEOUS**

Notices. All notices required to be given or delivered to anyone pursuant to these Bylaws may be given or delivered by electronic mail and shall be sufficient under these Bylaws if sent to the electronic mail address of the person on file with the Association at the time the notice is given or delivered. As used in these Bylaws, the term "mail" and "mailed" shall include electronic mail and electronically mailed, respectively. The term "address" shall include electronic address and the term "mail-in" shall include electronic mail-in to the Association's current electronic address.