

BYLAWS - LOUDOUN COUNTY BAR ASSOCIATION

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located at 18 North King Street, Town of Leesburg, County of Loudoun, Commonwealth of Virginia.

Section 2. Other Offices. The Corporation may have such other offices, within the County of Loudoun, as the Board of Directors may determine from time to time.

ARTICLE II. MEMBERS

Section 1. Classes of Members. The members of the Corporation shall be divided into five (5) classes, as follows: Active Members, Associate Members, Honorary Members, Senior Members, and Retired Members. The determination of eligibility for membership in the Corporation shall be in accordance with the following Rules and Procedures:

A. Active Members. Eligibility requirements for active membership are:

- (1) Membership in good standing in the Virginia State Bar;
- (2) Maintenance of a bona fide full-time law office within the County of Loudoun; and
- (3) Payment of dues as assessed by the Corporation.

B. Associate Members. Eligibility requirements for associate membership are:

- (1) Membership in good standing in the Virginia State Bar, but not otherwise qualifying for active membership; and
- (2) Payment of dues as assessed by the Corporation.

C. Honorary Members. A person may be elected to honorary membership, and such person shall not be subject to the payment of dues. All sitting and retired Judges of the 20th Judicial Circuit shall be deemed Honorary Members.

D. Senior Members. Senior Members shall be considered Active Members. Eligibility requirements for senior membership are:

- (1) Age of 70 years or more;
- (2) Membership in good standing in the Virginia State Bar;
- (3) Maintenance of a bona fide law office within the County of Loudoun; and
- (4) Payment of dues as assessed by the Corporation.

E. Retired Members. Eligibility requirements for retired membership are:

- (1) Former member of the Loudoun County Bar Association;
- (2) No longer engaged in the practice of law;
- (3) Was a member in good standing of the Virginia Bar at the time of retirement;
- (4) Payment of dues as assessed by the Corporation.

Section 2. Members in Good Standing. Members in Good Standing of the Corporation shall be those Members who are current in payment of all dues, assessments, or other fees properly levied by the Corporation. All Members who fail to pay dues, assessments or other fees when due, and who remain delinquent for a period of ninety (90) days after the date established for payment of dues, shall lose status as a Members in Good Standing. Any Member who is not in good standing, shall be required to pay all delinquent dues, assessments, or other fees, as well as any charges imposed under Article VIII, Section 2 of these Bylaws. Only Members in Good Standing will be entitled to hold office, vote in meetings of this Corporation, or exercise any other right or privilege associated with membership in this Corporation.

Section 3. Election of Members. Any person interested in becoming an Active, Associate, Senior, or Retired Member of the Corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Treasurer of the Corporation along with payment of the required fees and dues as provided in Article VIII below. Each application shall be considered by the Board of Directors at its regular meeting, or at any special meeting of the Board, and approved or disapproved. Applicants whose applications are so approved shall become Members of the Corporation. In the event that an application is disapproved by the Board, any fees or dues paid by the applicant in conjunction with his application shall be refunded with fifteen (15) days. A person may be nominated for honorary membership by any Active Member in Good Standing and shall be elected to honorary membership upon a majority vote of the Members of the Corporation present at any regular or special meeting of the members of the Corporation.

Section 4. Voting Rights. Active Members in Good Standing shall be entitled to one (1) vote on each matter submitted to a vote of the Members.

Section 5. Termination of Membership. The Board of Directors: A. By affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a Member for cause after an appropriate hearing; and, B.

A majority vote of the members of the Board present at any regularly constituted Board meeting, may terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Members who shall be in default in the payment of dues for the period fixed herein.

Section 6. Resignation. Any Member may resign by filing a written resignation with the Secretary or Treasurer, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 7. Reinstatement. On written request signed by a former Member and filed with the Secretary, the Board of Directors, by affirmative vote of two-thirds (2/3) of the Members of the Board, may reinstate such former Member to membership on such terms as the Board of Directors may deem appropriate.

Section 8. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 9. Associate and Honorary Members. Associate and Honorary Members shall have all of the privileges of Active Members, except those of voting, holding office, and as otherwise expressly limited to Active Members by the Articles of Incorporation and these Bylaws.

Section 10. Communication with Members. All communication between the Board of Directors and the Members of this Corporation and official notices may be made via e-mail. It is the duty of each Member to keep the Secretary apprised of his current e-mail address, address, telephone number, and firm name.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the Members shall be held in the month of May of each year in conjunction with a regular meeting of the Members. The purpose of the Annual Meeting shall be for the election of Directors and Officers of the Corporation, and for the transaction of such other business as may come before the meeting. If the election of Directors and Officers is not held on the day designated herein for any annual meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as is convenient.

Section 2. Regular Meetings. Regular Meetings of this Corporation shall be held in January, March, May, September and November, at times and places fixed by the Board.

Section 3. Special Meetings. Special Meetings of the Members may be called by the President, the Board of Directors, or not less than one-tenth (1/10th) of the Members having voting rights, at a place designated by the President or Board of Directors. If no designation is made, the place of meeting shall be the principal office of the corporation in the Commonwealth of Virginia, but if all of the Members shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice; and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the place, day, and hour of the meeting, and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be sent not less than ten (10) nor more than fifty (50) days before the date of the meeting by mail or by email, or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting, to each Member entitled to vote at such meeting. In lieu of sending notice as above, the Corporation may publish such notice at least once a week for two (2) successive calendar weeks in a newspaper published in the County of Loudoun, or having a general circulation therein, the first publication to be not more than fifty (50) days and the second not less than seven (7) days before the date of the meeting. For the purposes of this section, mail shall include: regular mail, electronic mail and facsimile.

Notice of a Members' meeting to act on an amendment to the Articles of Incorporation or on a plan or merger or consolidation shall be sent or published in the manner provided above, not less than twenty-five (25) nor more than fifty (50) days before the date of the meeting. Any such notice that is sent shall be accompanied by a copy of the proposed amendment or plan or merger or consolidation or a summary thereof, and any such notice that is published shall state that copies of the proposed articles of amendment or plan or merger or consolidation will be supplied to Members upon request.

Notwithstanding any other provision of these Bylaws, whenever any notice is required to be given to any Member or Director of the Corporation of any meeting for any purpose under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or state law, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

A Member or Director who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless he attends for the express purpose of objecting because the meeting is not lawfully called or convened.

Section 5. Informal Action by Members. Any action that may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. Twenty percent (20%) of the Active Members, as reflected in the records of the Corporation, shall constitute a quorum at any meeting. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 7. Procedures at Meetings. Meetings of this Corporation shall be governed by the parliamentary rules as set forth in “Robert’s Rules of Order, Newly Revised, 11th Edition.”

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors. Directors shall be Active Members in Good Standing.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be nine (9), which shall include the President, President-elect, Secretary, Treasurer, Immediate Past President, and Parliamentarian of the Corporation and three (3) Members in Good Standing elected from the membership at the Annual Meeting of the Corporation. The Secretary shall serve as Secretary of the Board of Directors. The Directors shall be elected at the Annual Meeting of the Members, and the term of office of each Director shall be July 1 through June 30 of the following calendar year. Each Director shall continue in office until his successor is elected.

Section 3. Regular Meetings. Regular Meetings of the Board of Directors shall be held without any other notice than this bylaw. The Board of Directors may provide, by resolution, the time and place for holding additional Regular Meetings without other notice than such resolution. Additional Regular Meetings shall be held the same location as all other Regular Meetings, unless otherwise stated by the Board of Directors in a resolution.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 5. Special Votes. The Board of Directors may authorize any action by a special vote that it may authorize during a Regular Meeting of the Board of Directors. A Special Vote may be initiated by the President by electronic mail to each Director. The electronic mail shall state the issue to be voted on and shall give a deadline no sooner than 48 hours from the sending of the electronic mail for receipt of votes or objections to the Special Vote. The 48-hours notice requirement may be waived by the unanimous, affirmative consent of the Directors. If any Director objects to the Special Vote, then the matter may not be decided except at a Regular or Special Meeting of the Board of Directors. A Special Vote may only succeed on a majority vote of the entire Board of Directors. Any Director who does not respond to the Special Vote by the stated deadline will be assumed to abstain.

Section 6. Notice. Notice of any Special Meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice sent personally or sent by mail to each Director at his address as shown on the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is now lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. For the purposes of this section, mail shall include: regular mail, electronic mail and facsimile.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Board Decisions. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Failure to Attend Board Meetings. The position of any Director who fails, without good cause as determined by the Board of Directors, to attend two consecutive meetings of the Board of Directors, may be declared vacant by the Board of Directors, and the vacancy shall be filled according to the terms of Section 10 of this Article.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by appointment of a Member in Good Standing of the Corporation. Said appointment shall be made by the President. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 11. Compensation. Directors of the Corporation shall not be compensated for their services on behalf of the Corporation. However, Directors may be reimbursed for out-of-pocket expenses upon approval by the membership of the Corporation.

Section 12. Disbursements for Specific Purposes by Board of Directors or President. When necessary a majority of the Board of Directors or President may authorize and direct the payment of money from the Treasury of the Corporation in an amount not to exceed Five Hundred Dollars (\$500.00), for mailings, gifts, memorials, and such other items as may be in the best interests of the Corporation. All disbursements made hereunder shall be announced to the Members at the next Regular or Special Meeting of the Members. In all cases, the President (or such person acting in his stead at a regular meeting of the Members) shall be authorized to direct the payment of money from the Treasury of the Corporation for lunch at the regular meeting.

Section 13. Law Library Contribution. The Corporation shall make a contribution of \$15,000.00 to the Loudoun County Law Library in both Fiscal Year 2016 and Fiscal Year 2017. Beginning in Fiscal Year 2018, the Corporation shall make an annual contribution to the Loudoun County Law Library in an amount to be determined by the Board of Directors. The Board of Directors shall not finalize a budget for any fiscal year beginning in Fiscal Year 2018 until after receiving a written request for funding from the Loudoun County Law Library or until September 1 of each fiscal year, whichever is earlier.

ARTICLE V. OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, President-elect, a Secretary, a Treasurer and a Parliamentarian, and such other Officers as may be elected in accordance with the provisions of this Article. The Officers shall be elected by the membership of the Corporation at the Annual Meeting of the Members, or the organization meeting. No two offices may be held by the same person. The President, President-elect, Secretary, Treasurer, and Parliamentarian shall be Directors of the Corporation.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the membership of the corporation at the Annual Meeting of the Members. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Members. Each Officer shall hold office until his successor has been duly elected and qualifies.

The President-elect of the Corporation shall ascend to the office of the President upon the expiration of the incumbent President's term as provided herein. The Members shall elect annually the following officers: President-elect, Secretary, Treasurer, Parliamentarian, and such other officers as may be created in accordance with Article V of these Bylaws.

Section 3. Removal. Any Officer elected or appointed by the Members of the Corporation may be removed by the Members of the Corporation whenever, in their judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies. Any vacancy in any office because of the death, resignation, removal, disqualification or otherwise, may be filled by the membership at its next Regular Meeting or Special Meetings, for the unexpired portion of said term.

Section 5. Powers and Duties.

A. President. The President shall preside at all meetings of this Corporation and perform the ordinary functions of the presiding officer.

B. President-Elect. The President-elect shall preside as indicated in Section 5A, above, in the absence of the President

C. 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 this Corporation, or required to be kept by state law. The Secretary shall keep current rolls of all Officers and Members; shall issue notices of all meetings; and shall conduct the correspondence of this Corporation, with the concurrence of the President.

D. Treasurer. The Treasurer shall collect, and under the direction of the Board of Directors, disburse, all funds of this Corporation; shall report annually, or more often if required, on the state of the finances of the Corporation to the membership of the Corporation; shall keep at least one (1) regular account which account shall be open at all times to the inspection of any member of the Board of Directors; shall maintain a current roll of all Members in Good Standing, Active and Associate, which shall be available at all meetings. The Treasurer's accounts shall be audited at least annually by a special committee of three (3) Members, appointed by the Board of Directors at the Annual Meeting of this Corporation. In the absence of the Parliamentarian, the Treasurer shall perform the duties of that officer as set forth below.

E. Parliamentarian. The Parliamentarian shall preserve order at all meetings; shall determine the presence or lack of a quorum at all meetings; shall advise on parliamentary procedure at all meetings; shall insure that all voting and elections are held in accordance with the Articles of Incorporation, the Bylaws of this Corporation, and state law. In the absence of the Parliamentarian, the Treasurer shall perform the duties as set forth herein.

In addition, the several Officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directors of the Board of Directors. In the absence of such specifications, each Officer shall have in addition to those specified above, the powers and authority and shall perform and discharge the duties of Officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this Corporation. The Secretary and Treasurer shall notify all Members who fail to pay dues or assessments in a timely fashion and shall keep accurate records of the sums as dues and assessments owed by each Member.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees. The following committees shall comprise the Standing Committees of this Corporation. The President shall, from the membership of the Corporation, appoint the chairs and members of the Standing Committees at each Annual Meeting of the Corporation, or as soon thereafter as may be practical.

The terms of office of all members of all Standing committees shall expire at the following Annual Meeting. Notwithstanding the foregoing, members of the Judicial Qualification Evaluation Committee shall be nominated and serve for terms as specified in subparagraph D below. Vacancies occurring in membership in any of the Standing Committees shall be filled by the President. Any person so appointed to any of the Standing Committees shall serve for the remainder of the term of his predecessor.

A. Circuit Court Bench-Bar Committee. This committee shall strive to establish and maintain good working relations between this Corporation and all judges sitting on the Circuit Court within the Twentieth Circuit. To this end, this committee shall develop, propose, and relay recommendations and requests among this Corporation and such judges. This Committee shall have such other related duties as may be designated by this Corporation or by the Board of Directors, not inconsistent with the Articles of Incorporation and Bylaws of this Corporation.

B. General District Court Bench-Bar Committee. This committee shall strive to establish and maintain good working relations between this Corporation and all judges sitting on the General District Court within the Twentieth Circuit. To this end, this committee shall develop, propose, and relay recommendations and requests among this Corporation and such judges. This Committee shall have such other related duties as may be designated by this Corporation or by the Board of Directors, not inconsistent with the Articles of Incorporation and Bylaws of this Corporation.

C. Juvenile and Domestic Relations District Court Bench-Bar Committee. This committee shall strive to establish and maintain good working relations between this Corporation and all judges sitting on the Juvenile and Domestic Relations District Court within the Twentieth Circuit. To this end, this committee shall develop, propose, and relay recommendations and requests among this Corporation and such judges. This Committee shall have such other related duties as may be designated by this Corporation or by the Board of Directors, not inconsistent with the Articles of Incorporation and Bylaws of this Corporation.

D. Judicial Qualification Evaluation Committee. This committee shall develop and publish a written procedure for approval by the membership for the recommendation of one or more candidates for judicial vacancies in the 20th Judicial Circuit. The committee shall be composed of seven Members in Good Standing reflecting a broad representation of the general membership. To ensure continuity, three members of the initial Judicial Recommendation Committee shall serve three year terms, two shall serve two year terms and two shall serve one year terms. Thereafter, committee members shall serve three year terms.

The committee shall accept and evaluate applications from candidates for judicial vacancies and issue findings rating such candidates as either: (i) highly recommended; (ii) recommended; (iii) qualified but no recommendation, or; (iv) not qualified. All evaluations and communications shall be confidential except that a report of the committee's findings shall be prepared for transmittal to the membership. Prior to publishing its findings to the membership, the committee shall advise each applicant of his or her determined rating and offer the candidate a reasonable opportunity to withdraw his or her name from consideration. Once prepared, the report of the committee's findings shall be distributed to the membership and shall also be forwarded to the appropriate committees and members of the legislature, including all members of the House and Senate representing constituents from Loudoun County.

Section 2. Ad Hoc Committees. In addition to the Standing Committees, the Board of Directors may, from time to time, establish committees to serve such functions as may be designated by this Corporation or by the Board of Directors. The terms of all such committees shall be established by the Board of Directors, but in no event shall the duration of the term of any such committee exceed the duration of the term of the Board of Directors which establishes it.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. Nominations. In addition to the above committees, there shall be a Nominating Committee. The President shall appoint a Nominating Committee each year preceding the Annual Meeting of the Members, which shall consist of the Immediate Past President and at least two (2) Active Members of this Corporation, who are not members of the Board of Directors.

This Committee shall nominate one (1) or more candidates for each of the offices of President-Elect, Secretary, Treasurer, and Parliamentarian. The Nominations Committee shall present its nominations for officers at the Annual Meeting of this Corporation. Additional nominations may be made from the floor by any Active Member entitled to vote.

Section 2. Elections. Upon a determination by the Parliamentarian of the presence of a quorum, all officers, except the President, shall be elected at the Annual Meeting, by the Members present and entitled to vote. If more than one (1) candidate is nominated for any office, the votes shall be by secret ballot. To be elected, a candidate must receive a majority of the votes cast. If there are more than two (2) candidates for any office, and none of the candidates receives a majority of the votes cast, there shall be a runoff election immediately

thereafter, between the two (2) candidates who receive the highest number of votes.

ARTICLE VIII. DUES AND ASSESSMENTS & FEES

Section 1. Annual Dues. The annual dues shall be fixed by a majority of the Active Members Present at the Annual Meeting each year or as soon thereafter as may be practicable, and annual dues shall be due and payable on or before July 1st of each year, or as soon thereafter as established by the Board of Directors. Notice of dues shall be sent to the membership no later than May 15 of each year.

Section 2. Non-payment. If annual dues or other assessments are not paid by any Member on or before the established due date of each year, which shall be the first day of July unless otherwise determined by the Board of Directors, such Member will be assessed an additional \$50.

In the event any Member remains delinquent in the payment of dues or other assessments for a period of ninety (90) days, such Member shall lose his status as a Member in Good Standing and relinquish all rights and privileges associated with a Member of his class in Good Standing without additional notice by the Corporation.

The Board of Directors may for good cause shown, waive the imposition of fees on a delinquent Member. Such action by the Board of Directors shall be reported at the following meeting of the Members of the Corporation, and the cause for such action shall be stated.

Section 3. Other Dues, Assessments & Fees. The Board may, by Resolution, recommend the assessment of other dues and fees to be voted on by the Active Members present at any Regular or Special Meeting. Upon approval, such amounts shall be due and payable in accordance with the resolution.

Section 4. New Law School Graduates. Any applicant for Associate Membership who graduated from law school within a year of the date of his application shall not be required to pay any Dues, Fees, or Assessments for his first year of Associate Membership. Such new members shall still be responsible for the cost of lunches at the regular meetings of the Loudoun County Bar Association.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and

deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or President-elect of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE X. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the Membership Committee, and shall keep at the Principal Office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Corporation shall end on June 30 of each year.

ARTICLE XII. SEAL

The Board of Directors shall provide a corporate seal, which shall state the name of the corporation and the year of the incorporation.

ARTICLE XIII. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the membership qualified to vote at any Regular or Special Meeting of the Active Members, upon at least ten (10)

days but not more than fifty (50) days written notice of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting. Written notice may be made by regular mail, electronic mail, facsimile or personally.

LOUDOUN COUNTY BAR ASSOCIATION

APPROVED AND ADOPTED AT MAY 22, 1991 ANNUAL MEETING

REVISIONS: (May 23, 1992, April 19, 2000, May 16, 2007, March 16, 2015, May 20, 2015, May 17, 2017)