

BYLAWS - LOUDOUN COUNTY BAR ASSOCIATION

Amended and Restated July 1, 2019

ARTICLE I. GENERAL

Section 1. Name. The name of the Corporation is the LOUDOUN COUNTY BAR ASSOCIATION, INC., hereinafter referred to as the "Corporation."

Section 2. Nonprofit Purposes. The Corporation is organized for the purposes stated in the Articles of Incorporation and include:

1. To cultivate professional competence, professional development, professional education, cooperation, collegiality, and diversity among its members;
2. To facilitate interactions between its members and members of the bench of the Circuit Court, the General District Court and the Juvenile and Domestic Relations District Court and of Loudoun County;
3. To enhance and foster the public's understanding of the practice of the law and the judicial system by providing public outreach and educational programs;
4. To facilitate the administration of justice;
5. To promote legal reform;
6. To establish and maintain liaison and cooperative effort with the Virginia State Bar, Virginia Bar Association, American Bar Association, other local and specialty bar associations, and such other organizations as the Board may deem advisable;
7. To foster and maintain a cooperative relationship with the Loudoun Bar Foundation and to support and promote the Corporation's projects;
8. To support a law library for the benefit of its members and the judiciary, local governmental bodies and staff, local legal aid societies and services, and the general public, under such rules and regulations as the Corporation may from time to time prescribe; and,
9. To do all things necessary and appropriate for the proper operation of a voluntary bar association.

ARTICLE II. OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located at P.O. Box 201, Leesburg, Virginia 20178, or at such location as may be designated by the Board of Directors from time to time.

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.

Section 3. Registered Office. The registered office of the Corporation required by law to be maintained in the State of Virginia may be, but need not be, identical with the principal office.

ARTICLE III. 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 each category of active membership are as follows:

(1) Regular Active Member:

- (a) Membership in good standing in the Virginia State Bar; and
- (b) Payment of dues as assessed by the Corporation.

(2) Senior Members:

- (a) Age of 70 years or more;
- (b) Membership in good standing in the Virginia State Bar; and
- (c) Payment of dues as assessed by the Corporation.

(3) Retired Members:

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

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

(1) Regular Associate Members:

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

(2) Law Student Members:

- (a) Enrolled in an accredited law school; and
- (b) In good academic standing in said law school.

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, the current Clerk of the Circuit Court, the General District Court, and/or the Juvenile and Domestic Relations District Court of Loudoun County, attorneys currently serving in the Virginia General Assembly representing any portion of Loudoun County, and such other individuals as the Board may designate from time to time, shall be deemed Honorary Members.

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 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 Active Members in Good Standing will be entitled to hold office, to vote in meetings of this Corporation, or to nominate any individual for Honorary membership in this Corporation.

Section 3. Acceptance 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 within 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 Active 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 who are present at the start of a duly called meeting shall be entitled to one (1) vote on those matters submitted to a vote of the Members (Proxy voting is prohibited). Members shall vote on candidates for Director and Officer positions, candidates for Honorary member, proposed amendments to the Articles and Bylaws, and such other matters as delegated to the Members by the Board. Unless otherwise stated in the Articles, these Bylaws, or by Virginia law, a simple majority of the Members present and voting at a duly called meeting is sufficient for Member approval.

Section 5. Suspension and Termination of Membership. The Board of Directors may terminate Membership in the Corporation in either of the following manners:

- 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. By a majority vote of the members of the Board present at any regularly constituted Board meeting, may terminate 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 specified in Article VIII hereof.

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 present and voting at a duly called meeting, 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 IV. 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 upon written request of 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; however, 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. Quorum. Ten percent (10%) of the Active Members present at the start of a duly called meeting, 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 6. 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," or such subsequent edition as may be approved by the Board of Directors for such purpose. The express provisions of these bylaws shall control in the event of any conflict with Robert's Rules.

Section 7. Minutes. The minutes of the Annual, Regular, and Special Meetings of the Members shall be taken

and kept in the records of the Corporation under the custody of the Secretary.

Section 8. Action by Members Without Meeting. Any corporate action required or permitted to be taken at a meeting of Members may be taken without a meeting and without prior notice, if the action is taken upon the written consent of no fewer than the number of Members whose affirmative votes would be necessary to approve the action, if the action was taken at a meeting at which all Members entitled to vote thereon were present and voted. Such written consent shall be filed with Secretary to be kept as part of the Corporate records.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors (also referred to in these Bylaws as the "Board"). All corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 2. Number, Qualifications, Election, and Tenure. The number of Directors shall be nine (9), which shall include the President, President-elect, Secretary, Treasurer, Immediate Past President, Parliamentarian of the Corporation, and three (3) At-Large Members elected from the membership at the Annual Meeting of the Corporation. The Board may from time to time change the number of Directors by amendment of these Bylaws provided that the Board may not have more than fifteen (15) Directors. All Directors shall be Active Members in Good Standing for at least two (2) years. The Secretary shall serve as Secretary of the Board of Directors. Candidates for directorship shall be recommended to the Board for consideration and to determine that the individual has a desire to serve. No candidates shall be nominated without their consent. Qualified candidates shall be presented and elected by majority vote of the Members at the Annual Meeting. 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/her successor is elected.

Section 3. 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 by recommendation of the President and ratification by the Board of an Active 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 4. Resignation and Removal. Any Director may at any time deliver a written notice of intent to resign to the President, which shall be effective upon acceptance by the Board. Any Director may be removed at any time with or without cause when, in the sole judgment and discretion of the Board of Directors, it is determined by at least a two-thirds (2/3) majority vote of all members of the Board that such director should no longer serve on the Board. In the event any director is so removed, a new director may be appointed by the Board for the remainder of the unexpired term of his predecessor in office.

Section 5. Regular Meetings. The first Regular Meeting of the Board of Directors in any fiscal year shall be held on such date and time, and at such place as the incoming directors shall designate at their meeting immediately following the Annual Meeting of the Members, without any other notice than this Bylaw. At such meeting, the Board of Directors shall adopt, by resolution, a schedule of the date, time and place for holding Regular Meetings during the balance of the fiscal year, and may hold such meetings without other notice than such resolution. Additional Regular Meetings shall be held at the same location as all other Regular Meetings, unless otherwise stated by the Board of Directors in a resolution.

Section 6. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 7. 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 8. 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 or electronic mail to each Director at his

address as shown on the records of the Corporation. Any Director may waive in writing notice of any meeting, either before or after such 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 not 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 9. 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 10. Board Decisions. Unless the act of a greater number is required by law or by these Bylaws, the Board may act upon the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present.

Section 11. Action by Directors Without Meeting. Action taken by the directors without a meeting is nevertheless Board action if: written consent to the action in question is signed by all the directors and filed with the Secretary of the Corporation to be kept as part of the Corporate records; or the action is taken in accordance with the Special Votes provision of Section 7 of this Article.

Section 12. Participation by Conference Telephone. Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

Section 13. Transactions with Interested Parties. A contract or other transaction between the Corporation and one or more of its directors, officers or family members thereof (hereinafter “Interested Party”), or between the Corporation and any other entity, of which entity one or more directors, officers, or trustees are also Interested Parties (“Common Party”), or in which entity an Interested Party has a financial interest – shall be voidable at the sole election of the Corporation unless all of the following provisions are satisfied:

- A. The Corporation entered into the transaction for its own benefit;
- B. The transaction was fair and reasonable as to the Corporation, or was in furtherance of its exempt purposes at the time the Corporation entered into the transaction;
- C. Prior to consummating the transaction, or any part, the Board of Directors authorized or approved the transaction, in good faith, by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the Interested Parties’ interest in the transaction; and
- D. Prior to authorizing or approving the transaction, the Board of Directors, in good faith, determined after reasonable investigation and consideration, that either the Corporation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation’s tax-exempt purposes.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. The Board of Directors shall also adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board members, officers, senior management, and employees, and permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation.

Section 14. No Compensation. Directors of the Corporation shall not be compensated in their capacity as directors of the Corporation. However, Directors may serve in any other capacity and receive reasonable compensation and may be reimbursed for related out-of-pocket expenses upon request and written documentation and approval by the membership of the Corporation.

Section 15. 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.

ARTICLE VI. OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, an Immediate-Past-President, a President-elect, a Secretary, a Treasurer, a Parliamentarian, and such other Officers as determined necessary by the Board and elected in accordance with the provisions of this Article. No two offices may be held by the same person. The President, Immediate-Past President, President-elect, Secretary, Treasurer, and Parliamentarian shall be Directors of the Corporation.

Section 2. Election and Term of Office. Except as provided below regarding the offices of President and Immediate Past President, the Officers of the Corporation shall be elected annually by the Members at the Annual Meeting. 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 by the Board and filled at any meeting of the Members. Each Officer shall hold office for a term of one year or until his/her successor has been duly elected and qualifies. 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.

The President-elect of the Corporation shall transition into the office of the President upon the expiration of the incumbent President's term as provided herein. Upon completion of his/her term, the President shall

transition into the office of the Immediate-Past-President.

Section 3. Removal. Any Officer may be removed at any time without cause when, in the sole judgment and discretion of the Board of Directors, it is determined by at least a two-thirds (2/3) vote of all members of the Board that such officer should no longer serve. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors for the unexpired portion of that term.

Section 4. Vacancies. Any vacancy in any office because of the death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors 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. **Immediate-Past-President.** The Immediate-Past-President shall serve in an advisory capacity to the President and President-Elect.
- D. **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 as required by state law. The Secretary shall keep current rolls of all Directors, Officers, and Members; shall issue notices of all meetings; and shall conduct the correspondence of this Corporation, with the concurrence of the President.
- E. **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 (including membership designation)), 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.

F. 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 ensure 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 VII. COMMITTEES

Section 1. Standing Committees. The Board of Directors, by majority vote of the directors in office, may create such committees (Standing and Ad Hoc) as necessary to fulfill its duties to the Corporation. These committees shall have such powers and duties as shall be prescribed from time to time by the Board. Unless otherwise provided under Virginia law, the Articles, these Bylaws, or by Board resolution, committees may not exercise the authority of the Board. 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, with consent of the Board. Any person so appointed to any of the Standing Committees shall serve for the unexpired term of his predecessor.

A. 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 (3) 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.

- E. **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, as well as the at-large director positions. The Nominating Committee shall present its nominations for officers and at-large directors at the Annual Meeting of this Corporation. Additional nominations may be made from the floor by any Active Member entitled to vote.

Section 2. Ad Hoc Committees. In addition to the Standing Committees, the Board of Directors may, from time to time, establish ad hoc committees to serve such functions as may be designated by this Corporation or by the Board of Directors. The terms of all such ad hoc 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.

Section 3. Committee Rules and Procedures. Rules governing procedures for meetings of any committee shall be established by the Board of Directors, or in the absence thereof, by the committee itself. Actions taken by Board committees shall be promptly reported to the Board but need not be ratified by the Board unless otherwise required by statute, these Bylaws, or committee procedures imposed by the Board. The delegation of duties or authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law.

ARTICLE VIII. DUES AND ASSESSMENTS & FEES

Section 1. Annual Dues. The annual dues for the following fiscal year shall be recommended by the Board and approved 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 in advance 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 June 1st of each year. The Board, in its discretion, may establish alternative methods for any Member or group of Members to pay all or a portion of their annual dues.

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/her status as a Member in Good Standing and relinquish all rights and privileges associated with a Member of his/her 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.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors authorize the President to sign contracts and other instruments to bind the Corporation if approved by the Board and 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. Designated Gifts. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such

designations generally will be honored. However, the Corporation shall reserve all right, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 5. Endowments. The Board of Directors may establish on behalf of the Corporation any endowments for the general purposes or for any special purpose of the Corporation.

Section 6. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

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. INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director or officer, employee or agent of the Corporation, may be indemnified by the Corporation, and the Corporation may advance his related expenses, to

the full extent permitted by law. The Corporation may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Directors and officers.

ARTICLE XIV. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a two-thirds (2/3) majority of the Active membership present at any meeting at which a quorum is present. Written notice may be made by regular mail, electronic mail, facsimile, or personally.

LOUDOUN COUNTY BAR ASSOCIATION

APPROVED AND ADOPTED BY WRITTEN CONSENT OF MORE THAN 2/3 OF THE VOTING MEMBERS OF THE ASSOCIATION AS OF JULY 1, 2019.

Melissa R. Spring
Secretary

July 3, 2019
Date