

BY-LAWS OF THE NORFOLK AND PORTSMOUTH BAR ASSOCIATION  
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# BY-LAWS OF THE NORFOLK AND PORTSMOUTH BAR ASSOCIATION

## ARTICLE I

### Membership

#### A. Active Members.

Any person who is qualified to practice law in the Commonwealth of Virginia may become an Active Member of this Association, but no member of the judiciary who is ineligible to practice law shall be eligible to become or continue to be an Active Member. Election to Active Membership shall be by resolution of the Executive Committee. Applications for Active Membership shall be in writing to the Secretary of the Association upon forms prescribed and provided by the Executive Committee and shall include the recommendation of two Active Members.

#### B. Honorary Members.

Any Active or Associate Member who has been an Active or Associate Member for twenty-five (25) years and who retires and who is not engaged in the practice of law or employed in a legal capacity, or any Active or Associate Member who becomes so incapacitated as to be unable to practice law or to carry out the duties of the member's office, may, with consent of the member, be elected an Honorary Member by resolution of the Executive Committee. All Honorary Members so elected shall remain such during the pleasure of the Executive Committee.

#### C. Associate Members.

1. Judiciary. All full-time judges or justices of the courts of the Commonwealth or the United States, full time magistrates of the United States District Courts, the Commissioners of the State Corporation Commission and Industrial Commission of Virginia, and all persons who may be retired from any of such positions and who are not engaged in the active practice of law, may become with the consent of the individual, an Associate Member (Judiciary), provided such individual was an Active Member prior to assuming such office or resides in Virginia at the time he is proposed for such membership. No application shall be necessary to become an Associate Member (Judiciary), but formal recognition of such membership shall be by resolution of the Executive Committee. The Executive Director shall keep a current list of those so recognized and their acceptance of such membership.

2. Nonresident. Any person who is qualified to practice law in the Commonwealth of Virginia and who resides and whose principal place of practice is more than 75 miles distance from the City of Norfolk shall be eligible to become an Associate Member (Nonresident). Applications for Associate Membership (Nonresident) shall be in writing to the Secretary of the Association upon forms prescribed and provided by the Executive Committee. Election to Associate Membership (Nonresident) shall be by resolution of the Executive Committee.

3. Military/Administrative. Any member of any of the Armed Forces of the United States and any Administrative Law Judge of the United States is duly licensed to practice law in any state, district or territory of the United States and who is assigned to military duty or to administrative law duties less than 75 miles from the City of Norfolk shall be eligible to become an Associate Member (Military/Administrative) for the duration of such military or administrative law assignment. Application for Association Membership (Military/Administrative) shall be in writing to the Secretary of the Association upon forms prescribed and provided by the Executive Committee. Election to Associate Membership (Military/Administrative) shall be by resolution of the Executive Committee.

4. Law School Dean and Faculty. Any Dean of a Law School or faculty member (who is not an attorney in private practice) within a 75 mile radius of the City of Norfolk, Virginia who is duly licensed to practice law in any state, district or territory of the United States shall be eligible to become an Associate Member for the duration of such status as a Dean or faculty member of a Law School. Application for Associate Membership shall be in writing to the Secretary of the Association upon forms prescribed and provided by the Executive Committee. Election to Associate Membership shall be by resolution of the Executive Committee.

5. Legal Administrators. Any legal administrator of a law firm or law office (including, but not limited to, City Attorney's offices, Commonwealth Attorney's offices, Corporate General Counsel offices, etc.) within a 75 mile radius of the City of Norfolk, Virginia shall be eligible to become an Associate Member for the duration of such status. Application for Associate Membership shall be in writing to the Secretary of the Association upon forms prescribed and provided by the Executive Committee. Election to Associate Membership shall be by resolution of the Executive Committee.

D. Young Lawyers Section.

There shall be a Young Lawyers Section of the Association composed of those members in good standing who have not reached the age of thirty-six. The Young Lawyers Section shall elect from its members a Chairman, who shall be its chief executive officer, and such other officers as it deems necessary. The Young Lawyers section may adopt such By-laws and subject to the approval of the Executive Committee and to the right of the Executive Committee to amend or repeal the same.

E. Other Sections.

The Executive Committee may establish such other sections as it deems appropriate.

ARTICLE II

### Resignation, Expulsion and Reinstatement

- A. Any member of this Association may at any time resign from the Association. From the date of the receipt by the Secretary of a notice of resignation, the person giving such notice shall cease to be a member of the Association, but shall remain liable for all dues, assessments, fines or charges due the Association up to and including the day of the resignation.
- B. No former member of this Association shall be eligible for reinstatement to membership if any debt due the Association at the time of the termination remains unsettled.
- C. The Executive Committee shall have authority to reinstate to membership any former member who is then qualified for membership upon such terms as the Executive Committee deems appropriate.
- D. The Executive Committee may cancel or compromise debts due the Association from any member or former member.
- E. On the voluntary tender of an attorney's license to practice law by a member of this Association to the Commonwealth of Virginia or on the suspension or revocation of the license to practice law of a member by or in the Commonwealth of Virginia, membership shall cease in this Association. Upon reinstatement of a license after tender, suspension or revocation and upon application for reinstatement to the Association, the applicant may be reinstated by a majority vote of a quorum present of the Executive Committee upon such terms as it deems appropriate.
- F. Any member may be expelled from the Association for cause by a two-thirds vote of the Executive Committee after reasonable notice and opportunity for hearing before the Executive Committee.
- G. Any member who is expelled from the Association by the Executive Committee shall be reinstated only by a two-thirds vote of the Executive Committee.

### ARTICLE III

#### Executive Committee

- A. Powers and Duties.

The business and affairs of this Association shall be managed by the Executive Committee, which shall have all the powers and duties conferred upon it by the Association Charter and By-laws or conferred upon boards of directors under the Virginia Non-stock Corporation Act, as in effect from time to time.

- B. Number and Election.

The Executive Committee shall consist of eleven members, and shall be comprised of the President, the President-Elect, the Past President, the Secretary, the Treasurer, a representative of the Norfolk Law Library elected pursuant to Article X of these By-laws, the Chairman of the Young Lawyers Section of the Association, and four other members who shall be chosen from the membership at large in the manner hereinafter provided.

C. Meetings/Voting.

The Executive Committee shall meet on the call of any member thereof after reasonable notice. Each member of the Executive Committee, as defined in Paragraph B of this Article, shall have one vote on all matters coming before the Executive Committee. A majority of such members shall constitute a quorum at any meeting, and the vote of a majority of those present at any meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon, except as expressly provided otherwise in these By-laws or the Charter of the Association. This provision shall not prevent matters being considered, voted upon and acted upon by telephone or mail ballot where such method has been determined to be necessary or to be the most expedient method under the circumstances.

#### ARTICLE IV

##### Officers

A. Officers.

The officers of the Association shall be the President, the President-Elect, the immediate Past President, a Secretary, a Treasurer, and if desired by the Executive Committee, an assistant Secretary or assistant Treasurer.

B. Officers' Duties.

The officers shall have such duties as are prescribed in the Association Charter and By-laws or by resolution of the Executive Committee, which shall include the following:

1. The President shall preside at all meetings of the Association and Executive Committee, and in case of the President's absence or inability to act, the President-Elect shall preside, and in the absence of the both such officers, a member of the Executive Committee shall preside, and in the absence of a member of the Executive Committee, any member as may be called to the chair by the meeting.

2. The President-Elect shall, during the absence or disability of the President, have all the duties and perform all the functions of the President.

3. The Secretary shall keep, or cause to be kept, a record of the proceedings of all meetings of the Association and of the Executive Committee, and shall make or cause to be made a record of all other matters ordered by the Association. The Secretary shall be the keeper of the seal of the Association, and shall keep or cause to be kept a complete roll of the members.

4. The Treasurer shall collect, or cause to be collected, and, under the direction of the Executive Committee, disburse, or cause to be disbursed, all funds of the Association. The Treasurer shall keep, or cause to be kept, regular accounts in books belonging to the Association which shall be open to the inspection of any member, and shall make, or cause to be made, such periodic reports related to the financial affairs to the Association as the Executive Committee shall, from time to time, require. At the end of each fiscal year of the Association and upon the completion of an audit of receipts and disbursements, the Treasurer shall make a full written report to the Association, either at a meeting or by mail, of (i) the results of such audit, (ii) the receipts and disbursements for the fiscal year, suitably classified, (iii) all outstanding obligations of the Association, and (iv) an estimate of the resources and probable expenses of the current year and any suggestions the Treasurer may think proper to make.

5. The Executive Committee may employ an Executive Director who shall be charged with the day-to-day supervision of the administrative activities of the Association. Compensation for such Executive Director shall be established by the Executive Committee and may be changed from time to time by such Committee. The Executive Director shall be charged with such duties as shall be prescribed from time to time by the Executive Committee.

## ARTICLE V

### Term of Office/Vacancies

A. The President, President-Elect, Secretary, Treasurer, and any assistant Secretary or assistant Treasurer shall hold office for one year or until their successors are elected or appointed and accept the office, provided that the President-Elect shall automatically succeed the President. The four members of the Executive Committee to be elected at large shall be elected for two-year terms; except that at the first election following the adoption of these By-laws two shall be elected for a one-year term and two for a two-year term. The President, the President-Elect and the four members of the Executive Committee elected from the membership at large for a two year term shall not be eligible for reelection to the same office until after the expiration of one year from the termination of the term of their respective offices; provided, however, that if any of said officers or member of the Executive Committee shall be elected or appointed to fill any unexpired term, such person shall be eligible for reelection at the next election for the office to be filled.

B. All members of standing committees, other than the Executive Committee, shall be appointed to hold office for one year and until their successors are appointed and accept office.

C. In case of a vacancy in any office, it may be filled by appointment by the Executive Committee until the next election or appointment for the office to be filled, except that in the case of a vacancy occurring in the office of the President, the duties of the President shall be performed by the President-Elect for the balance of the unexpired term of the President, and in case of a vacancy occurring in the office of the President-Elect, such vacancy shall be filled by a special election held as soon as reasonably possible.

## ARTICLE VI

### Meetings

#### A. Regular Meetings.

There shall be an annual meeting of the Association in May of each year, and regular meetings as established by resolution of the Executive Committee.

#### B. Special Meetings.

Special meetings of the Association may be called by the Executive Committee, the President, or, by the Secretary upon written request of at least ten percent (10%) of the Active Members. No business shall be transacted at any Special meeting except such as shall be specified in the call thereof.

#### C. Voting at Meetings.

Each Active Member is entitled to one vote; no Honorary or Associate Member shall be entitled to a vote.

#### D. Notice of Meetings.

Notice of meetings shall be given as required by law.

#### E. Quorum.

The presence of forty (40) Active Members shall be necessary to constitute a quorum at any meeting of the Association, except as otherwise provided therein.

#### F. General Parliamentary Rules.

The Robert's Rules of Order, not in conflict with the Charter and By-laws of the Association, shall govern all meetings of the Association, the Executive Committee, and



other Committees, insofar as the same are applicable, and their interpretation by the person presiding shall be binding upon the meeting.

## ARTICLE VII

### Elections

A. All elections shall be secret ballot, except where there is no contest. The Officers and elected members of the Executive Committee shall enter upon their respective duties at the close of the meeting at which they were elected.

B. At each annual meeting, there shall be elected a President-Elect, a Secretary, a Treasurer, and members of the Executive Committee in accord with Article V.

C. All nominations for officers and Executive Committee shall be closed upon adjournment of the regular meeting next preceding the annual meeting of the Association.

## ARTICLE VIII

### Committees

A. There shall be such standing or special committees as designated by the Executive Committee. The President shall appoint the chair and members of the committees, subject to ratification by the Executive Committee.

B. All committees shall have power to fix the time and place of their respective meetings, and to adopt rules and regulations for their own governance and course of proceedings, not inconsistent with these By-laws, and subject to the approval of the Executive Committee.

C. Every committee shall file written reports as directed by the Executive Committee.

D. The judicial endorsement committee will be composed of the following 9 members:

- One Norfolk Circuit Court Judge, either retired or sitting, appointed by the Circuit Court Chief Judge;
- Two lay persons, residents of Norfolk, appointed by the Circuit Court Chief Judge;
- Two active members of the Association, one each appointed by the Chairs of the City Democratic and Republican Committee;
- Four active members of the Association appointed by the President and confirmed by the Executive Committee.

## ARTICLE IX

### Fees and Dues

- A. An application fee in an amount set from time to time by the Executive Committee shall be paid upon filing of a membership application by every person who applies for Active Membership, Associate Membership (Non-Resident) or Associate Membership (Military/Administrative).
- B. The Executive Committee shall set the amount of annual dues for each category of membership and the time and manner in which they are to be paid.
- C. No dues shall be charged or required of any Associate Member (Judiciary) or Honorary Member.
- D. All members who are called to or volunteer for active duty with the Armed Forces of the United States during time of war or national emergency shall be excused from the payment of any dues during the period of such active duty.
- E. Any member failing to pay dues or charges within 90 days of the due date shall be automatically expelled from the Association after 30-days notice to such member at his address on the records of the Association.

## ARTICLE X

### The Library

- A. The Association is the sole member of the Norfolk Law Library, a not-for-profit, non-stock Virginia Corporation, organized as a foundation under Section 501(c)(3) of the U. S. Internal Revenue Code of 1986 (the Library).
- B. The Association's Executive Committee shall annually elect the members of the Board of Directors of the Library and shall fill any vacancies between elections. The President or the President-Elect of the Association, as determined by the Executive Committee, shall serve as a voting ex-officio member of the Board of Directors of the Library.
- C. Prior to the Annual Meeting of the Association each year, the Executive Committee of the Association shall select a member of the Board of Directors of the Library, who shall also be an Active Member of the Association, to serve as a member of the Executive Committee of the Association for a term of one year.
- D. The Association shall support the Library pursuant to the terms of the Agreement dated October 1, 1987 with the City of Norfolk.

E. The Association shall arrange with the Library for the use of the Library by the members of the Association, the Judiciary and their authorized clerks and assistants during hours when the Library is not open to the general public. The Association shall cooperate in the adoption and enforcement of appropriate library rules and regulations to govern the sharing and use of common areas and facilities.

## ARTICLE XI

### Norfolk and Portsmouth Bar Association Foundation

A. The Association is the sole member of the Norfolk and Portsmouth Bar Association Foundation, a not-for-profit, non-stock Virginia Corporation, classified as a literary, educational and cultural foundation under Section 501 (c) (3) of the U. S. Internal Revenue Code of 1986 (the Foundation).

B. The Association Executive Committee shall annually elect the members of the Board of Directors of the Foundation, and shall fill any vacancies between annual elections. The President or the President-Elect of the Association, as determined by the Executive Committee, shall serve as a voting ex-officio member of the Board of Directors of the Foundation.

C. The Executive Director of the Association may serve on a part-time basis as Executive Director of the Foundation. The Association shall be reimbursed by the Foundation for such portion of the Executive Director's salary as determined by the Executive Committee of the Association in consultation with the Foundation.

## ARTICLE XII

### Endorsing Candidates for Judicial Office

- A. The judicial endorsement process of the Association may be initiated at the instance of the Executive Committee, or by a request of any three or more members, in writing, to the Executive Committee setting forth the vacancy and the legitimate interest of the Association in making an endorsement for such vacancy.
- B. The Association will provide notice to the membership that those persons seeking the endorsement of the Association for judicial office shall file a completed application with the Committee on Judicial Endorsements within the time prescribed in the notice.
- C. This Association may endorse any one or more candidates for election or appointment to any judicial office, or other office connected with the administration of justice. For each endorsement opportunity, the Executive Committee shall select a procedure, which, in the sole discretion of the Executive Committee will, under the circumstances, give members of the

Association the maximum opportunity to participate. Such procedures for the endorsement of candidates may include, but shall not be limited to, the following:

1. Polling by mail;
2. Polling at various locations;
3. Polling at one location;
4. A special called meeting.

D. The Executive Committee shall indicate in its notice of the endorsement proceedings the requirements for receiving an endorsement.

E. Funds of the Association shall not be used, directly or indirectly, to aid in securing the election or appointment of any person to any office, other than the expense of giving notice of a meeting or other election event, the administration of such meeting or event, and reporting the action thereof to the electing or appointing authority.

## ARTICLE XIII

### Indemnity

A. To the fullest extent that the Virginia law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors (herein members of the Executive Committee) or officers for breach of fiduciary duty, a director or officer of the Association shall not be liable to the Association or its members for monetary damages. Any amendment to or repeal of this Article XIII shall not adversely affect any right or protection of a director or officer of the Association for or with respect to any acts or omissions of such director or officer occurring before such amendment or repeal.

B. To the full extent permitted and in the manner prescribed by the Virginia Non-stock Corporation Act and any other applicable law, the Association shall indemnify a director or officer of the Association (and advance reasonable expenses) who is or was a party to any proceeding by reason of the fact that the party is or was such a director or officer or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against all liability incurred in the proceeding. The Executive Committee is hereby empowered by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

C. The Executive Committee is hereby empowered, by a majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in Section B of this Article XIII (and advance

reasonable expenses) who was or is a party to any proceeding, by reason of the fact that the party is or was an employee of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section B hereof.

D. The Association may purchase and maintain liability insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Executive Committee may determine, on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from that person's status as such, whether or not the Association would have power to indemnify against such liability under the provisions of this Article.

E. The provisions of this Article XIII shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article XIII shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

F. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

## ARTICLE XIV

### Amendments

These By-Laws may be amended by two-thirds (2/3) vote of the Active Members present at any meeting of the Association, provided that notice thereof be posted in the Association's Library not less than five (5) days prior to said meeting and written notice that amendments to the By-Laws are to be considered be given to all members at least two (2) days prior to said meeting.