

Amended and Restated

Bylaws of the Virginia Women Attorneys Association

The mission of VWAA is to assist women attorneys in developing their professional practice and achieving their potential, to bring about changes in the law, and to affect public policy for the benefit of the women of the Commonwealth of Virginia.

ARTICLE I

Section 1. Membership.

Membership in VWAA shall consist of Regular, Associate, Retired, Judicial and Honorary members.

- A. **Regular Membership.** Any person shall be eligible for regular membership (a) who is a graduate of an accredited law school or who has, by reading and studying the law in an attorney's office, been entitled to take a bar exam in any state and who resides in the Commonwealth of Virginia or (b) who has been admitted to membership in the Virginia State Bar and (c) who has paid dues for the fiscal year. Regular members shall be entitled to hold office and vote on all affairs of the Association in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact.
- B. **Associate Membership.** Any person shall be eligible for associate membership (a) who is an active law student or is attending an accredited law school, or (b) who is a current law reader in the Commonwealth of Virginia and (c) who has paid dues for the fiscal year. Associate members shall possess all rights and privileges of a regular member except that the associate member shall not hold office or have a vote in any affairs of the Association.
- C. **Retired Membership.** Any person shall be eligible for retired membership (a) who is a graduate of an accredited law school or who has, by reading and studying the law in an attorney's office, been entitled to take a bar exam in any state and who resides in the Commonwealth of Virginia or (b) who has been admitted to membership in the Virginia State Bar, (c) who has paid dues for the fiscal year, and (d) who, upon attaining the age of 70 or more, is no longer engaged in the legal profession on a full-time basis. Retired members shall be entitled to hold office and vote on all affairs of the association in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact.

- D. **Judicial Members.** Any person who is an active or retired full-time member of the judicial or quasi-judicial bodies in Virginia is eligible to become a non-voting individual member of this Association, is not eligible to hold any office in this association, and, therefore, shall not by virtue of their membership be deemed parties to any views, opinions or recommendations made or expressed by this association.
- E. **Honorary Members.** Any person may be elected to be an honorary member of this association by the unanimous vote of all members of the Board of Directors present at any meeting of the Board. Honorary members shall not be required to pay dues nor shall they be eligible to vote or to hold any office in the Association and, therefore, shall not by virtue of their membership be deemed parties to any views, opinions or recommendations made or expressed by this association.
- F. **Applications.** Prospective members may make application for membership by submitting an application form together with the applicable annual dues in accordance with a process to be determined by the Board of Directors.

Section 2. Voting Rights. Only dues-paying regular and retired members shall have the right to vote on every issue to come before all meetings of the membership.

Section 3. Dues. The amount of dues shall be set by the Board of Directors annually after a review of the Association's financial position. Such dues shall be payable in advance by the first day of the fiscal year. Dues received on or after April 1 shall be credited to the next fiscal year.

Section 4. Termination of Membership. Membership may be terminated by written resignation, non-payment of dues, or disbarment.

Section 5. Fiscal Year. The fiscal year shall be July 1 through June 30 of each year.

ARTICLE II

Meetings of the Membership

Section 1. Time and Place. The annual meeting of the Association shall be held in June of each year. Special meetings may be held on call of the Board President.

Section 2. Notice of Meetings. Notice of all meetings shall be given by the Secretary or by the President-Elect for the annual meeting, to each member by mail or by electronic mail to the most current electronic mail address submitted by the member to the VWAA as maintained by the

VWAA Board of Directors no more than sixty (60) nor fewer than ten (10) days before the date of the meeting. For any meeting in which the members will consider amendments to the articles of incorporation or to the Bylaws, notice must be sent no fewer than twenty-five (25) days prior to the meeting.

Section 3. Quorum. At all meetings, a quorum shall be 10% of the Regular Membership. All written proxies granted to a regular VWAA member shall be counted to constitute a quorum. Once a quorum has been established, it obtains for the entire meeting.

Section 4. Proxy Voting. Proxy voting shall be permitted. All proxies shall be in writing and signed. No person shall submit more than one proxy for him or herself, although one person may vote as many proxies as authorized by persons submitting proxies. A proxy may be general or specific, according to the written instructions of the member giving the proxy. A proxy may be granted only to a regular VWAA member.

Section 5. Conduct of Business. The latest edition of Robert's Rules of Order shall govern all proceedings of the meetings of the Association unless in conflict with these Bylaws.

Section 6. Order of Business. At the annual meeting and at other meetings of the Association so far as the presiding officer or chairman may deem the same applicable, the order of business may be as follows:

- A. Education session;
- B. Business meeting;
 - 1. Reading of the minutes of the last meeting;
 - 2. Report of the President;
 - 3. Reports of the Secretary and Treasurer;
 - 4. Reports of standing committees;
 - 5. Reports of special committees;
 - 6. General Business; and
 - 7. Election of officers and board of directors.

ARTICLE III

Section 1. Offices and Election. The officers of the Association shall be President, President-Elect, Secretary, Treasurer, and Immediate Past President, who shall collectively constitute the Executive Committee.

- A. All officers shall be elected by the members for one-year terms at an annual meeting of the membership, except as provided in Sections 3 and 6 below. Mailed ballots may be counted in the election of officers. The term of each officer shall begin on July 1 after election and shall continue until June 30 or until each respective successor takes office, whichever is later.
- B. Officers shall serve without compensation however, a discretionary fund shall be established for ordinary and necessary out-of-pocket expenses incurred by the officers in an amount approved and budgeted annually by the Board of Directors.

Section 2. President. The President shall preside at all meetings of the Association and the Board, and shall perform all duties ordinarily incident to the office of President and shall recommend to the Board such action as he or she deems proper. The President shall generally supervise the management of the affairs of the Association. The President or his or her designee shall appoint the members of, designate the chair or co-chairs of and fill vacancies in all committees, except as otherwise provided herein.

For expenditures previously approved by the Board, the President is authorized to sign contracts up to \$2,000. For expenditures previously approved by the Board, the President is authorized to sign contracts in excess of \$2,000 after the contract has been reviewed and approved by a majority vote of the Executive Committee.

The President shall have the power to authorize expenditures not to exceed the amount budgeted from the discretionary fund established under Section 1 of this Article.

Section 3. President-Elect. The President-Elect shall act as President in the absence of the President and shall also serve as parliamentarian and shall perform such other duties as may be assigned by the President, including serving on the Nominating Committee. The President-Elect shall automatically accede to the office of President.

Section 4. Secretary. The Secretary shall keep minutes of all meetings, send out notices, maintain a list of current dues-paying members, and be custodian of correspondence files. The Secretary is a member of the Membership Committee in accordance with Article VI, Section 5.

Section 5. Treasurer. The Treasurer shall be responsible for all receipts and disbursements of Association funds, and shall deposit, receive and disburse its money in a manner approved by the Board or the President. She or he shall submit at each annual meeting of the Association a suitably classified, written annual report of the financial position of the Association including (a) all receipts and disbursements during such period and (b) all obligations outstanding at the end of the period with any comments as to current and prospective financial position that she or he may deem necessary or informative. The Treasurer is authorized to pay all budget items approved annually by the Board of Directors. The Treasurer is also authorized to execute on behalf of the Association its annual federal income tax return and any related documents.

Section 6. Immediate Past President. After completing a one-year term on June 30th of each year, the President shall automatically accede to the office of Immediate Past President.

Section 7. Vacancies. In the event any officer shall resign or otherwise be unable to serve, a majority of the Board of Directors may appoint a successor to serve the balance of the term of office.

Section 8. Removal of Officers. Any officer may be removed for cause at any time if the Board of Directors, in its absolute discretion and by a two-thirds majority vote, shall consider that such removal is in the best interests of the Association. Cause shall include, without limitation, the failure to attend two Board meetings without justification during one term. Removal from the Board during one term shall disqualify that member from serving on the Board the following year.

ARTICLE IV

Board of Directors

Section 1. Number and Powers. The Board of Directors shall be the governing body of the Association. The Board shall have the power to give directions to all officers and committees, to act for the Association, to manage its affairs and to make appropriations of its funds. The Board shall consist of the five officers enumerated in Article III and designated the Executive Committee, the chapter and regional representatives enumerated in Section 3 below, and up to fifteen additional at-large members.

Section 2. Ex Officio Members. Past Presidents, other than the Immediate Past President who serves as an officer, may serve as ex officio members of the Board. As ex officio members of the Board, they do not have the right to vote and their presence at or absence from meetings shall not

be considered in the determination of the quorum. To serve as an ex officio member of the Board, the Past President must respond affirmatively within thirty (30) days after inquiry regarding her status. Nothing in this section shall prevent a past president from serving on the Board in another capacity.

Section 3. Chapter and Regional Representatives. The regular members of each chapter shall elect a chapter president annually, and such president shall serve on the Board of Directors as a voting representative of the chapter. Should the chapter president decline to serve on the Board of Directors, the regular members of the chapter shall elect a designee to serve on the Board of Directors in lieu of the chapter president. In regions in which there are no organized chapters, the Board of Directors may delineate regional boundaries to create regions entitled to regional representation. A representative residing or working in each of such regions shall be elected by the regular membership at the annual meeting to serve on the Board of Directors as a voting representative of the region.

Section 3. Terms and Election. Each at-large director shall be elected by the membership at the Annual Meeting. Mail-in and proxy ballots may be counted in the election of directors at the Annual Meeting. The term of each director shall begin on July 1st following election at the Annual Meeting of the Association and shall end the next June 30th.

Section 4. Vacancies. In the event any Director shall resign or otherwise be unable to serve, a majority of the Board of Directors shall appoint a successor to serve the balance of the term of office bearing in mind equitable geographic distribution.

Section 5. Meetings. The Board of Directors shall meet at least semi-annually at a time and place to be determined by the President. Provided such equipment is reasonably available, any director may be present and participate at such meeting by use of any means by which the other members can hear each other. Upon reasonable notice, special meetings of the Board of Directors may be called by the President at her discretion or by the Secretary upon written request of three (3) directors. The meetings of the Board of Directors shall be open to any member of the Association who may wish to attend, except when the Board enters into executive session.

Section 6. Notice of Meetings. Notice of all regular meetings shall be given by the Secretary to each officer and director by mail no more than fifty (50) nor fewer than ten (10) days before the date of the meeting. Notice may be given by regular mail, electronic mail, facsimile, or by oral notice, including by telephone.

Section 7. Quorum. At all meetings of the Board of Directors, 40% of the officers, Chapter Presidents, and directors shall constitute a quorum for the transaction of business. Any board member who participates in the meeting via telephone shall be counted toward the quorum.

Section 8. Compensation. Members of the Board of Directors shall serve without compensation but may be reimbursed for out-of-pocket expenses upon approval by the Board.

Section 9. Removal of Directors. Any director may be removed for cause at any time if the majority of the regular membership, in its absolute discretion, shall consider that such removal is in the best interests of the Association. Cause shall include, without limitation, the failure to attend two Board meetings without justification during one term. Removal from the Board during one term shall disqualify that member from serving on the Board the following year.

Section 10. Action Without Meeting. Each action to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by one hundred percent of the total number of Directors either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided the consent states the date of execution by each director. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Any such consent may be accomplished by one or more electronic transmissions as defined in section 13.1-803 of the Code of Virginia, as amended and may be executed in counterparts, all of which shall all be taken together as a single original consent. A consent signed under this section has the effect of action taken at a meeting of the board of directors and may be described as such in any document.

ARTICLE V

Section 1: The VWAA Board of Directors may permit the formation of chapters upon petition by interested prospective members residing or practicing law in a locality not already represented by an existing VWAA chapter. Each Chapter shall operate under Chapter Guidelines prescribed by the VWAA Board of Directors, which maintains the sole authority to revise said Guidelines. It is the duty of the VWAA Board to distribute a copy of the Chapter Guidelines to the incoming Chapter Presidents within 15 days of the installation of the Chapter Presidents.

Section 2: Chapter Requirements

- A. Each Chapter shall maintain 10 or more members;
- B. Each Chapter shall have a President, Vice President/President-Elect, Treasurer and Secretary;
- C. Each Chapter shall meet at least quarterly;
- D. Each Chapter Treasurer shall submit quarterly financial reports to the VWAA Treasurer; and
- E. Each Chapter shall be formed and operated in a manner not inconsistent with the Mission of VWAA.

ARTICLE VI

Committees

Section 1. Program Committee. There shall be a Program Committee of the Association which has as its purpose the education and training of women attorneys for the purpose of improving and developing their capabilities and for the instruction of the public on subjects relating to the role of women attorneys in their communities. The Program Committee shall consist of at least three subcommittees: Conference, Annual Meeting, and Continuing Legal Education. The President shall appoint the chair of the Program Committee, a chair of each of the subcommittees, and additional members of the Association to serve as appropriate. The Annual Meeting Subcommittee shall plan the educational program for the annual meeting. The Program Committee may plan additional educational seminars for the membership or for the general public as approved by the Board of Directors.

Section 2. Judiciary Committee. The Judiciary Committee shall have as its purpose the gathering, organization and dissemination of information on potential candidates for judgeships and to encourage women attorneys to seek careers in the judiciary. The committee shall also be

responsible for the development of programs to train Association members on the judicial screening process.

- A. Subject to approval by a majority of the Board of Directors, the President shall appoint a member of the Association as the Chair of the Judiciary Committee. The President shall appoint to the Judiciary Committee not less than five (5) other members of the Association representing different geographical regions throughout the state.
- B. The Judiciary Committee may refer qualified candidates for judgeships to the Board of Directors for Association recommendation and endorsement. This Committee referral shall include, whenever possible, a personal interview by at least one (1) member of the Association, and shall include a review of the candidate's credentials conducted by at least one (1) member of the Association.
- C. When requested by the Board or any member of the Association, the Judiciary Committee shall provide information as to qualified candidate(s) for any judicial vacancies. The VWAA Board may request and consider the position of the local bar associations on any judicial candidate referred to the Board by the Judiciary Committee.
- D. The Board of Directors may recommend a referred candidate, or a list of referred candidates, upon a majority vote of the Directors present and voting at a regularly scheduled meeting of the Board of Directors; provided, however, that if delaying the vote on such recommendation and endorsement until the next regularly scheduled meeting of the Board would adversely affect the timeliness or effectiveness of such recommendation one of the following two methods of approval may be used:
 - 1) The Executive Committee is authorized to act on behalf of the Board. At least a majority of the Executive Committee must vote in favor of a recommendation and endorsement, regarding a judicial candidate, or list of candidates, in order to make the recommendation official; or
 - 2) The Board of Directors may act outside a regularly scheduled meeting, following Notice to all members of the Board of Directors, by at least a majority vote of all Directors. The VWAA President, or her designee, shall then provide the name of the candidate to the proper authorities and any other person or organization deemed appropriate.

Section 3. The Communications Committee. There shall be a Communications Committee which has as its purpose the communication of information to membership, including the publication of a

newsletter in electronic format and by means of social media, the publication of Lex Claudia and all other publications approved by the Board of Directors, and the oversight of the Association's website. The President shall appoint a chair of the Communications Committee. The President shall appoint not less than three (3) other members of the Association as members of the Committee. If the President appoints co-chairs, then the President may appoint two, rather than three, additional members.

Section 4. Bylaws Committee. The Bylaws Committee shall have as its purpose the continuing revision of the Association's Bylaws. The President shall appoint a member of the Board of Directors to be the chair of the Bylaws Committee and not less than three (3) other members of the Association. The Bylaws Committee shall meet on the call of its chair as the need arises. If the President appoints co-chairs, then the President may appoint two, rather than three, additional members.

Section 5. Membership Committee. The Membership Committee shall have as its purpose encouraging, managing, and increasing the membership of the Association. It shall maintain the membership records and a current list of dues-paying members, work with each Chapter to encourage new membership, and contact law schools and those who have recently been admitted to the Virginia State Bar about the Association. The President shall appoint a member of the Association to be the Chair of the Membership Committee, and not less than three (3) other members of the Association, which shall include the Board Secretary, to serve on the Committee. The Membership Committee shall meet on the call of its chair as the need arises. If the President appoints co-chairs, then the President may appoint two, rather than three, additional members.

Section 6. Legislative Committee. The Legislative Committee shall have as its purpose the monitoring of legislation in the Virginia General Assembly, the monitoring of recommendations of the Boyd-Graves Conference, the reporting to the Board of matters which may be of interest to the Association, and support of the policies approved by the membership or directed by the Board. Subject to approval by the Board of Directors, the President shall appoint a member of the Association to be the Chair of the Legislative Committee. The President shall appoint not less than three (3) other members of the Association to the Legislative Committee. If the President appoints co-chairs, then the President may appoint two, rather than three, additional members.

- A. The Legislative Committee shall meet on the call of its Chair as the need arises;
- B. The Legislative Committee shall not express the official view of the association without receiving prior approval of the Board of Directors or the Executive Committee.

Section 7. Nominating Committee. The Nominating Committee shall be a standing and on-going committee which shall have as its purpose the recommendation of members (1) for positions on the Board of Directors or as officers of the Association and (2) for appointments to outside organizations, as requested by the President. The Immediate Past President shall chair the Nominating Committee. The President shall appoint one member from each chapter and region and the President-elect to serve on the committee.

Section 8. Finance Committee. The Finance Committee shall have as its purpose the review of Chapter quarterly reports, preparation of annual tax reports and other tax documents, and on-going review of the Association's annual budget as approved by the Board of Directors. The Treasurer shall chair the Finance Committee and the President shall appoint not less than two (2) other members of the Association to serve on the Committee. The Finance Committee shall oversee an annual audit, which shall be conducted by members other than the Treasurer and immediate past Treasurer.

Section 9. Special Committees. The president may appoint special committees and define their duties. Special committees shall automatically cease to exist at the end of the term of office of the appointing president, unless continued by the new president.

Section 10. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Immediate Past-President, Secretary and Treasurer.

ARTICLE VII

Indemnification

Section 1. Authorization. The Association may indemnify an individual who so qualifies per the provisions of Virginia Code section 13.1-876 or successor section, and may indemnify officers, directors and other persons designated by the Board of Directors, in its sole discretion, as otherwise authorized by law.

ARTICLE VIII

Adoption and Amendments

Section 1. Adoption. These Bylaws shall take effect upon two-thirds of the members present and voting at the initial annual meeting of the membership.

Section 2. Amendments. These Bylaws may be amended by a two-thirds vote of the members present and voting at any annual meeting or at any special meeting called for the purpose, the notice of which has included an announcement of the substance of the proposed amendment.

Approved: June 1995

Revised: June 2002

Amended: June 2009

Amended: June 2013

Amended: June 2014

Amended: June 2015

Amended: June 2016

Amended: June, 2019

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