

**THE NEWPORT NEWS BAR ASSOCIATION
BYLAWS**

ARTICLE I - NAME

The name of this organization shall be the Newport News Bar Association.

ARTICLE II – MEMBERSHIP CLASSES

The Association shall be composed of the following classes of members:

1. Active Members
2. Honorary Members
3. Associate Members

Section 1: Active Members

- A. All persons licensed by and in good standing with the Virginia State Bar, maintaining an office or residence in Newport News, Virginia, shall be eligible for active membership in the Association; provided, however, any person who was an active member for twenty (20) years or more, and who ceases to maintain an office or residence in Newport News, Virginia, may, at his or her option, continue his or her active membership in the Association.
- B. The Board of Directors may elect to active membership in the Association, any person thus qualified who shall apply therefor, as provided in Sub-Section C of this Article.
- C. Application for election to active membership in the Association shall be made by letter addressed to the Board of Directors and mailed to the Secretary. Said letter shall contain in it a statement that the applicant has read the Virginia Rules of Professional Conduct and a pledge that the applicant, if elected to membership, will abide by their provisions and the bylaws of the Association.
- D. Election to active membership shall be by affirmative vote of two-thirds of the Board of Directors.

Section 2: Honorary Members

- A. The judges of all federal and state courts located in the City of Newport News and a judge of any federal or state court who was an active member of the Newport News Bar Association at the time of his or her appointment to the judiciary shall automatically be honorary members of this Association.
- B. Any member in good standing and not in default in payment of dues who has retired from the active practice of law, or who is 70 years of age or older, or who is so physically incapacitated as to be unable to practice, may, upon application to the Board, be elected an honorary member by an affirmative vote of the Board of Directors. Nothing in this Section shall be construed to limit any person otherwise eligible from maintaining his or her status as an active member.
- C. All honorary members shall remain such during the pleasure of the Association and shall be entitled to all rights and privileges of the Association, except that of voting, but shall not be required to pay any dues.

Section 3: Associate Members

- A. All persons licensed by and in good standing with the Virginia State Bar, but ineligible to be an active member due to the lack of an office or residence located in Newport News, shall be eligible for associate membership.
- B. Any person who is licensed to practice law in any state, territory, or possession of the United States and who is also a member of the Armed Forces assigned to legal duties in the Cities of Newport News, Hampton, Poquoson, or Williamsburg, or the Counties of James City or York shall be eligible for associate membership.
- C. Persons who are qualified for associate membership shall make application for membership as provided in Article II, Section 1, Paragraph "C" hereof, and may be elected thereto by a two-thirds vote of the Board of Directors.
- D. Associate members shall be entitled to all privileges of this Association except that of voting.

ARTICLE III – MEETINGS OF THE MEMBERS

Section 1: Annual Meeting

The annual meeting of the Association shall be held in June. The day and time of the annual meeting shall be selected by the Board of Directors. Notice shall be provided to the members at least two (2) weeks in advance of the meeting.

Section 2: Regular Meetings

Regular meetings of the members shall be at such place and time as is designated by the Board of Directors. The Board of Directors may change the day of the regular meeting at its discretion. Notice of regular meetings shall be given to each member of the Association, regardless of class.

Section 3: Special Meetings

Special meetings of the members shall be held on call of the President or four (4) directors. Special meeting shall also be held on petition signed by fifty (50) active members in good standing of the Association submitted the President. Notice of any such special meeting, specifying its purpose, shall be given to each member of the Association, regardless of class.

Section 4: Notice of Regular and Special Meetings

Notice of annual, regular, and special meetings of the members may be given by any means authorized by applicable law, including, but not limited to, a writing delivered to the office or residence of the member by (i) U. S. mail, (ii) a commercial delivery service (e.g., UPS or FedEx), with delivery within two (2) business days of the notice being sent, (iii) fax, (iv) hand delivery (which may also be handed directly to the member), and (v) electronic mail; and oral notice given directly to the member (direct oral notice may be given in person or by phone).

ARTICLE IV - QUORUM AND VOTING

Section 1: Quorum

A quorum at a meeting of the membership shall consist of the lesser of one-tenth ($\frac{1}{10}$) of the active members in good standing or 30 active members in good

standing. When a matter is voted upon by the membership other than solely in person at a meeting (voting is permitted other than at a meeting or voting in addition to votes cast in person at a meeting is permitted), a majority of the active members in good standing must have voted. An active member in good standing is an active member who is not delinquent in the payment of his or her dues. Only active members in good standing shall be entitled to vote. The record date of the meeting shall be one week prior to the meeting, unless the notice of the meeting states a greater or lesser time, however, the record date shall never be greater than thirty (30) days prior to the meeting.

Section 2: Voting

Except as otherwise provided for in this Section, when a vote of the Association is warranted the same shall be taken at a membership meeting. The proposal to be voted upon shall pass if a majority of those present vote in favor of the same. At the discretion of the Board of Directors, voting shall be permissible by electronic mail, U.S. mail, fax and/or any combination thereof, in lieu of having a vote at a membership meeting. Voting by proxy shall not be and is not permitted under any circumstances.

ARTICLE V - FINANCE

Section 1: Dues

Each member of the Association shall be assessed annual dues on a fiscal year basis, with the fiscal year commencing July 1 of each year, and ending June 30 the following year. Dues for new members shall be prorated monthly as of the date of their admission to the Association.

Section 2: Amount of Dues

Any change in the amount of dues shall be recommended by the Board of Directors and shall take effect after written notice of the proposed change to the entire membership and upon the affirmative vote of a majority of those voting.

Section 3: Special Assessments

The membership can be subject to a special assessment recommended by the Board of Directors after written notice of the proposed special assessment to the entire membership and upon the affirmative vote of a majority of those voting.

Section 4: Collection of Dues and Special Assessments

The Treasurer of the Association shall be charged with the duty of collecting all dues and special assessments. Dues shall be due and payable on or before the first day of July of each year. At the discretion of the Board of Directors, a discount may be offered. The amount and other terms of the discount shall be determined by the Board of Directors. Special assessments are due within thirty days from the date of notice of the approval of the assessment by the membership.

Section 5: Expenditure of Funds

The Treasurer of the Association is delegated the authority to pay from the funds of the Association for any expenses carried in the approved budget for that year. No other expenditures shall be made without the approval of the Board of Directors.

Section 6: Depository

The Treasurer of the Association shall have the authority to deposit monies of the Association in any bank within the City of Newport News, Virginia, and in such checking or savings accounts as the Treasurer deems best. All such accounts shall be in the name of the Newport News Bar Association. Checks and withdrawal slips are subject to the signature of the Treasurer of the Association. Additional officers and/or directors of the Association may be authorized by resolution of the Board of Directors to be signatories on any such accounts.

ARTICLE VI - OFFICERS

Section 1: Officers

The officers of the Association shall be a President, President Elect, Secretary and Treasurer.

Section 2: Term and Removal

All officers shall serve for a term of one year beginning the first day of July immediately following their election, provided, however, that any officer or director may be removed for cause by a vote of three-fourths of the entire Board of Directors, but only after notice and a hearing.

Section 3: President

The President shall be a member of the Board of Directors, shall preside at all meetings of the members and of the Board of Directors, and have general supervision of the affairs of the Association, and shall keep all deeds, bonds, notes, contracts, and other instruments of the Association, unless otherwise ordered by the Board of Directors. Upon the completion of the President's term, he or she shall serve as the immediate past president. In order to so qualify, the President must complete his or her term of office as President.

Section 4: President Elect

In the absence of or vacation of office by the President, the President Elect shall exercise all of the powers and duties of his office.

Section 5: Secretary

The Secretary of the Association shall issue notice of all meetings, keep the minutes, books and records, and sign, with the President, all instruments requiring his signature unless otherwise directed by the Board of Directors. The Secretary shall likewise be a member of the Board of Directors.

Section 6: Treasurer

The Treasurer shall have custody of all funds and securities of the Association, shall deposit the same in the name of the Association in such bank as may be designated by the Board of Directors, shall sign all checks thereon, as well as all bonds, notes and other instruments unless the Board of Directors otherwise order, and shall be the general financial officer of the Association. The Treasurer shall be a member of the Board of Directors.

ARTICLE VII - DIRECTORS

Section 1: Composition

The management of the affairs of the Association shall be the responsibility of the Board of Directors which shall consist of the above mentioned officers and seven (7) Directors, of which the immediate past president shall be one. The immediate past president shall serve a term of one (1) year, or until a subsequent immediate past president becomes eligible to serve, whichever last occurs. The remaining six directors shall be elected for a term of three (3) years. Two directors shall be

elected each year. Each three-year term shall commence on the first day of July immediately following the election of the director.

Section 2: Qualification

Only active members in good standing shall be eligible to serve as officer or directors of the Association.

Section 3: Removal

Directors may be removed with or without cause upon a majority vote of all the active members in good standing, after notice and an opportunity to be heard.

Section 4: Vacancy

Vacancy of Officers and Directors occurring during the year shall be filled by the ballot of the Board, except the position of immediate past president, which shall remain vacant until the then current President qualifies as the immediate past president. The active member in good standing selected to fill a vacancy shall serve the unexpired portion of the term of the former Officer or Director he or she is replacing.

Section 5: Regular Meetings

Regular meetings of the Board may be held at such place and at such time as may be designated.

Section 6: Special Meetings

Special meetings of the Board may be held upon the call of the President or any three Directors. The notice of a special meeting of the Board shall include the purpose or purposes for which it is called.

Section 7: Notice

Notice of regular and special meetings of the Board of Directors may be given by any means authorized by applicable law, including, but not limited to, a writing delivered to the office or residence of the member by (i) U. S. mail, (ii) a commercial delivery service (e.g., UPS or FedEx), with delivery within two (2) business days of the notice being sent, (iii) fax, (iv) hand delivery (which may also be handed directly to the member), and (v) electronic mail; and oral notice

given directly to the member (direct oral notice may be given in person or by phone). Notice of a special meeting shall be given in such a manner that it can be reasonably anticipated that the notice will be received at least twenty-four (24) hours prior to the meeting.

Section 8: Quorum

A majority of the Directors shall constitute a quorum for the transaction of business, unless otherwise provided for herein.

ARTICLE VIII - ELECTIONS

Section 1: Time of Holding

The Officers and Directors of this Association shall be elected by ballot at the June meeting of the active membership.

Section 2: Nominating Committee

A minimum of two weeks prior to the April meeting, the President shall appoint a Nominating Committee, which Committee shall report to the President and the Secretary at least three (3) weeks prior to the May membership meeting a proposed slate of officers and directors for the upcoming year. Only active members in good standing may be nominated. The Secretary shall provide notice to the membership of the proposed slate of officers and directors no less than one (1) week prior to the May membership meeting.

Section 3: Additional Nominations and Voting for Officers and Directors

The recommendations of the Nominating Committee shall be presented at the May meeting. At the May meeting any active member in good standing may nominate any active member in good standing for any office to be filled, subject to the member so nominated being present at the meeting or having submitted a written statement indicating his or her willingness to serve. Upon a second and the affirmative vote of five additional active members in good standing who are present at the meeting, the person so nominated shall be placed upon the ballot. No other persons shall be placed upon the ballot or be eligible for election. The election shall be held at the June membership meeting. Notwithstanding the foregoing, the Board of Directors shall be permitted to supplement or substitute the method of voting as provided for in Section 2 of Article IV.

ARTICLE IX - COMMITTEES

The President shall appoint such committees as he or she deems necessary in order to conduct the business of the Association.

ARTICLE X – JUDICIAL ENDORSEMENTS

Judicial endorsements shall be governed by the “Rules of the Newport News Bar Association Judicial Screening Committee” as now in effect or as amended from time to time at the discretion of the Board of Directors.

ARTICLE XI – SUSPENSION AND EXPULSION

Dues and fees herein provided for shall be payable as stated. If such dues or any other indebtedness due from a member of the Association be not paid for the period of ninety days after they are due, such member shall be automatically dropped from membership in the Association and no member so dropped shall be reinstated to membership until such dues or other indebtedness shall have been paid. Notwithstanding the foregoing, the Board of Directors retains the power and authority to forgive debts owed to the Association, with or without conditions and/or terms, and regardless of the nature of the delinquency or default (i.e., delinquent dues or other indebtedness).

ARTICLE XII - AMENDMENT

These bylaws may be amended or repealed in whole or in part at any special or regular meeting of the active members of the Association provided that thirty (30) days notice of the proposed amendment or repeal shall be given in the call for such meeting and upon vote of a two-thirds majority of the members present and voting.

**Revised and approved
November 14, 2012**