

**BY-LAWS OF THE**  
**PRINCE WILLIAM COUNTY BAR ASSOCIATION**

As Amended through December 18, 2009

**ARTICLE I**

**NAME OF THE CORPORATION**

**SECTION 1.** The Corporation shall be known as the Prince William County Bar Association and shall be herein referred to as the Association.

**ARTICLE II**

**OBJECTS**

**SECTION 1.** The object and business of the Association is:

- A. to strive to improve the professional competence of its members and other lawyers in the area through educational means;
- B. to facilitate the administration of justice;
- C. to cultivate the science of jurisprudence;
- D. to promote legal reform;
- E. to preserve high standards of integrity, dignity, honor and courtesy among members of the legal profession;
- F. to establish and maintain liaison and cooperative effort with the Virginia State Bar, the Virginia Bar Association, the American Bar Association, the Virginia Trial Lawyers Association, the American Trial Lawyers Association, other County Bar Associations within the Commonwealth of Virginia, and any other Association or group representing attorneys or the interest of attorneys;

G. to cultivate the spirit of collegiality and good fellowship among the members;

H. to provide public service to the community and improve the image of attorneys and the legal profession;

I. to maintain and operate a law library for the benefit of its members, the judiciary, local government bodies and staff, the Legal Aid Society, and the general public, under such rules and regulations as the Association may, from time to time prescribe;

J. to do all things necessary and appropriate for the proper and/or not prohibited by law or the Code of Professional Responsibility;

K. to do all acts as a corporation, specifically permitted by law and/or not prohibited by law or the Code of Professional Responsibility.

### **ARTICLE III**

#### **MEMBERSHIP**

**SECTION 1.** Regular members. Any lawyer who is a member of the Virginia State Bar, in good standing, who is lawfully licensed to practice law and 1) maintains a *bona fide* office for that purpose within the area encompassed by the jurisdiction of the Circuit Court of Prince William County, or 2) who is employed as a lawyer by a Federal or State Government or any of its political subdivisions, or any private organization within the area encompassed by the jurisdiction of the Circuit Court of Prince William County, or 3) maintains a substantial portion of his or her practice at the time of application within the 31<sup>st</sup> Judicial Circuit, or 4) maintains his or her residence within the 31<sup>st</sup> Judicial Circuit; whose application for membership is sponsored by two members in good standing of this

Association and is approved by a majority vote of the Board of Directors may become a Regular Member of the Association by paying the initial fee and current year's dues.

**SECTION 2. Honorary Members.** The judges and retired judges of the Circuit Court and the full-time and retired judges of the General District Court and Juvenile and Domestic Relations District Court, within the area encompassed by the jurisdiction of the Circuit Court of Prince William County, the General District Court of Prince William County and the Juvenile and Domestic Relations District Court of Prince William County and other such persons as the members of the Association may from time to time designate, shall be Honorary Members. Honorary Members shall not be required to pay dues and shall not have the right to vote.

**SECTION 3. Associate Members.** Any retired attorney who is a regular member of this Association or any retired or active attorney from any other jurisdiction may apply for Associate Member status in this Association. Such application shall be sponsored by two Regular Members in good standing of this Association and approved by a majority vote of the Board of Directors. Associate Members shall pay dues in the same amount as Regular Members, but shall not have the right to vote.

**SECTION 4. Student Members.** Any full-or part-time student of an accredited law school may apply for Student Member status in this Association. Such application shall be sponsored by one Regular Member in good standing of this Association and approved by a majority vote of the Board of Directors. Student members shall pay annual dues in the amount of \$25.00, but shall not have the right to vote.

## **ARTICLE IV**

### **DIRECTORS**

**SECTION 1.** Directors. The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer of the Association, the Association's elected representative to the Virginia State Bar Council, and four (4) Directors to be elected from the membership at large. At the annual meeting in 1998, the Membership shall elect four (4) Directors, one to a term of one year, one to a term of two years, one to a term of three years, and one to a term of four years, with the positions to be assigned in accordance with votes received, candidates receiving the highest votes being placed in longer terms. Thereafter, the Membership shall annually elect to a four (4) year term a successor to the Director whose term has expired. In the event of a vacancy in one of the at large Directors' positions during a term, a replacement shall be elected to fill the unexpired term at a special meeting called for that purpose.

**SECTION 2.** The President of the Association shall be the Chairman of the Board of Directors and the Secretary of the Association shall be the Secretary of the Board.

**SECTION 3.** The Board shall have all powers needed to manage the affairs of the Association not reserved to the Membership by these Bylaws, including, without limitation, the authority to expend funds on behalf of the Association.

## **ARTICLE V**

### **OFFICERS**

**SECTION 1.** The Officers of the Association shall be a President, President-Elect, Secretary and Treasurer. No person may serve as an Officer of the Association who is not a Regular Member in good standing.

**SECTION 2.** The duties of these officers shall be such as are usually imposed upon such officers and such duties as may be specifically prescribed by these By-Laws.

**SECTION 3.** All Officers of the Association shall be elected for a term of one year.

**SECTION 4.** Election of Officers shall be held at the annual meeting each year and the Officers shall immediately upon election assume their respective duties.

**SECTION 5.** In the event of a vacancy in the Office of President or President-Elect, the Members shall elect a replacement to fill the unexpired term. Any other vacancy shall be filled by the Board of Directors.

**SECTION 6.** The President shall preside at all meetings of the Association and shall be responsible for the orderly conduct of business of the Association,

**SECTION 7.** The President-Elect shall become President upon the termination of the President's term of office. In the absence of the President, the President-Elect shall perform the duties of the President. The President-Elect shall further assist the President in the performance of Association business and perform such other duties as shall be delegated by the President.

**SECTION 8.** The duties of the Secretary shall include the following:

- A. Keeping and maintaining minutes of all meetings;
- B. Maintaining records of correspondence; and
- C. Establishing a quorum at all meetings where a vote is taken.

Minutes of each meeting shall be recorded by the Secretary, signed by him or her, sent to the President and signed by the President when approved at the next following meeting. They shall be kept in a master file and transmitted to the new Secretary each calendar year or maintained in an office established by the Association. The Secretary

shall also maintain a master file of all Association correspondence. Copies of all outgoing correspondence shall be furnished to the Secretary for inclusion in this file. All written committee reports and other paperwork involving the Association business shall be included in this file which shall be transmitted at the conclusion of each calendar year from the old to the new Secretary or maintained in an office established by the Association. An Officer shall not keep Association business in personal files.

**SECTION 9.** The Treasurer shall collect and deposit to the credit of the Prince William County Bar Association, all funds of the Association. The Treasurer shall, upon direction of the Association, pay all bills and sign all checks. The Treasurer shall report the financial status of the Association at all regular meetings and at each meeting at which such report is requested by a majority vote of the members present and voting, and the Treasurer shall provide any and all financial information as requested by the person or firm selected to file tax returns or other financial reports on behalf of the Association. The Treasurer's account shall be audited in December upon election of a new Treasurer, by the Budget and Audit Committee.

## **ARTICLE VI**

### **COMMITTEES**

**SECTION 1.** The Association shall have the following standing committees, in addition to others described in these Bylaws:

1. Budget & Audit Committees;
2. Public Relations Committee;
3. Continuing Legal Education ("CLE") Committee;
4. Entertainment Committee;
5. Judicial Liaison Committee;

6. Professionalism Committee;
7. Library Committee;
8. Criminal Law Committee;
9. Pro-Bono Committee;
10. Nominating Committee;
11. Legislative Affairs Committee;
12. Family Law Committee;
13. Community Outreach Committee; and
14. Membership and Mentoring Committee

**SECTION 2.** The President shall appoint such other Committees as deemed necessary to properly conduct the business of this Association.

**SECTION 3.** Unless otherwise specified in these Bylaws, the President shall appoint members and chairpersons of the committees. The terms of chairpersons shall be coterminous with the term of the President who appointed them.

**SECTION 4.** The Association shall have a Judicial Screening Committee which shall consist of five (5) members. At the annual meeting in 1997, the Membership shall elect five (5) new members, one to a term of one year, one to a term of two years, one to a term of three years, one to a term of four years, and one to a term of five years, with positions to be assigned in accordance with votes received, candidates receiving the highest votes being placed in the longer terms. Thereafter, the Membership shall annually elect to a five (5) year term a successor to the Committee member whose term has expired. In case any committee member ceases to serve for any reason, the Association Membership shall elect a successor to fill the remainder of his or her term. In the event any committee member is actively seeking appointment to or being considered by the legislature for a

judicial vacancy within the 31<sup>st</sup> Judicial Circuit, that committee member shall cease serving on the Judicial Screening Committee and shall immediately resign the position for the remainder of his or her term. Upon resignation, the President shall convene a special meeting of the Board of Directors for the purpose of appointing an interim Committee Member. At the first regularly scheduled meeting of the Bar Association following resignation of a committee member, after notice pursuant to these by-laws, the Membership shall elect a replacement Committee Member. The Judicial Screening Committee shall have the duties and functions provided in Article IX of these Bylaws.

**SECTION 5.** The Association shall have a Judicial Evaluation Committee, as set forth in Article X below.

## **ARTICLE VII**

### **MEETINGS AND VOTING**

**SECTION 1.** Annual Meeting . The Annual Meeting of the Association shall be held on the first Friday in January or other date as determined by the Board.

**SECTION 2.** Other regular meetings. The Association shall meet at least quarterly, or more often, as determined by the Board.

**SECTION 3.** Special meetings. The Association may have special meetings from time to time, as the need arises. The President shall give notice of special meetings, reasonable under the circumstances, to the members.

**SECTION 4.** Notices. Whenever these Bylaws provide for notice to the Membership of any proposed meeting or action, such notice shall be effective, if given in writing within the time specified, by first class mail to the office address supplied by the member to the Association, by placing the notice in the box or file folder assigned to the member by the Prince William County Circuit, General District, or Juvenile and Domestic

Relations District Court, by publication in the Association's newsletter, by facsimile transmission to a member's office at the number the member has provided to the Association, by posting to the official Prince William County Bar Association listserv, directly to the email address(s) of record, or by any mode of communication deemed reasonably likely to provide notice to the membership at large.

**SECTION 5. Quorum and Voting.** Attendance by ten percent (10%) of the members entitled to vote shall constitute a quorum at any meeting of the Association, except in the case of an amendment to the By-Laws or the Articles of Incorporation, in which case a quorum shall consist of twenty percent (20%) of the members entitled to vote. **VOTING BY PROXY SHALL NOT BE ALLOWED ON ANY QUESTION.**

**SECTION 6. Voting.** Only members in good standing whose dues are fully paid may vote.

**SECTION 7. Conduct of the Meeting.** The President shall preside over all meetings of the Association. If the President is not present, the President-Elect, the Secretary or the Treasurer shall preside, in that order. If none of such officers are present, a chairman shall be elected by the meeting. The Secretary of the Association shall act as Secretary of all meetings when present, except when he or she is presiding, the Secretary shall appoint a Temporary Secretary. If the Secretary is not present, the presiding officer shall appoint a Secretary of the Meeting. The President or chairman of the meeting may appoint one or more inspectors of the election to determine the qualifications of voters and the results of ballots.

**SECTION 8.** Order of Business. At each regular and special meeting of this Association, except for those meetings called for social purposes only, the order of business shall be as follows:

1. Establish a quorum;
2. Reading and approval of the minutes of the preceding meeting;
3. Report of the Treasurer and approval;
4. Election, if any;
5. Reports of Committees and Bar Council Representatives;
6. Unfinished business;
7. New business;
8. Speaker, if any; and
9. Adjournment.

This order of business may be altered by a majority vote of the members present, at any regular or special meeting of the association.

**SECTION 9.** Robert's Rule of Order to govern. Meetings of the Association shall be governed by parliamentary rules of procedure as set out in the latest published edition of Robert's Rules of Order.

## ARTICLE VIII

### DUES

**SECTION 1.** The Annual Dues shall be as follows:

For members who have been admitted To practice for three years or less:	One Hundred Dollars (\$100.00)
For Members over the age of sixty (60) And who are no longer substantially Engaged in the practice of law:	Seventy-five Dollars (\$75.00)
For Student Members	Twenty-five Dollars (\$25.00)
For all other regular and Associate members:	One Hundred Fifty Dollars (\$150.00)

**SECTION 2.** A member delinquent in the payment of dues or penalties shall be deemed to be not in good standing and shall have no vote in the affairs of the Association. A member whose dues and/or penalties are delinquent for two or more years shall be removed from the rolls of the Association and may be readmitted only after payment of any admission fee and the current year's dues and a favorable vote from the Board of Directors. In case of such forfeiture of membership, notices shall be sent to the former member, a copy being retained by the Association, that he or she will be removed from the rolls of the Association, specifying the reason therefore. Failure of the member to correct the reason upon which the forfeiture of membership is based within ten (10) days of mailing the notice will result in termination without further action by the Association. Partial payments of delinquent dues shall be applied first to the oldest delinquency.

## **ARTICLE IX**

### **JUDICIAL SELECTION**

**SECTION 1.** Judicial Screening Committee. There shall be a Judicial Screening Committee as stated herein. All members selected must execute an oath prior to and as a condition of serving, to keep all proceedings of the Committee confidential except as the By-Laws provide otherwise.

**SECTION 2.** Duties of the Committee.

A. When a vacancy in a judicial office exists or is anticipated by the President, the Committee shall receive any and all applications and may search out potentially qualified persons to be considered. All persons who ask and consent to consideration shall be interviewed by the Committee, the members present shall vote and determine into which category each person shall be placed. A vote of a majority of the Committee members shall be required for nomination as “qualified”. Immediately after such a selection, the Committee shall notify the membership of the Association of those names nominated as “qualified” and included in that notification shall be a brief biographical summary of such persons nominated. In addition, thorough biographical information shall be available in the Law Library as soon as possible in advance of the meeting of the Association at which the recommendations of the Committee shall be considered, and this information shall be available at the Association meeting.

B. Classification of potential candidates shall be in one of the following categories:

- 1) A lawyer is generally NOT QUALIFIED if he or she fits any of the following criteria:
  - a. inexperience in the courtroom;
  - b. disregard for legal or judicial ethics;
  - c. unsuitable temperament for service on the bench;
  - d. poor health or other disabling physical or mental infirmity; and/or
  - e. inappropriate financial, legal or personal circumstances which would adversely affect the candidate's ability to serve or which demean the judicial office.

In addition, the Committee may find that the Candidate has not demonstrated the overall requisite qualifications deemed appropriate for judgeship.

- 2) A lawyer is generally QUALIFIED if he or she fits the following criteria:
  - a. adequate legal ability;
  - b. sufficient trial experience;
  - c. good moral character; and
  - d. judicious temperament.

**SECTION 3.** Nominations. At the regular or special meeting of the Association at which the recommendation of persons to fill such judicial office or offices is to be considered, the Committee shall place in nomination the names of the person or persons who have been selected as “qualified”. Persons whose names have not been previously submitted to the Judicial Selection Committee may not be nominated from the floor. In the event that any Member of the Association wishes to question a Committee determination that a person is “not qualified”, the Committee shall disclose to the Association Members present at the meeting the reasons for their determination. Further, upon request, the Committee shall provide biographical information to the members of the Association at such meeting about said person. In addition, biographical information and the reasons for the action of the Committee shall be made available to the Chief Judge of the Circuit Court of Prince William County, to any and all members of the General Assembly, and to the governor upon request for such information for a period of six (6) months from the time that the Committee has taken such action.

**SECTION 4.** Voting. The vote taken by the Association is designed to name an “endorsed candidate of the Association,” a “first alternate candidate of the Association,” and a “second alternate candidate of the Association” for each anticipated vacancy or newly created position. The vote of the Association on a pending judicial vacancy shall be held alternately at the Judicial Center and the County Administrative Center, unless otherwise determined by the Board of Directors. However, in no event shall the vote be held outside of the 31<sup>st</sup> Judicial Circuit. All persons nominated by the Committee shall be voted upon and the Candidates of the Association shall be selected in the following manner:

A. The members present shall vote for one of the nominees or shall vote for “none of the above” and the vote tally shall be announced. The person receiving the lowest number of votes and any other person not receiving at least twenty percent (20%) of the votes cast shall be dropped from the ballot for the next round of voting. This procedure will be repeated until one candidate receives a majority of the votes of members present and voting. This person then shall be designated the endorsed Candidate of the Prince William County Bar Association.

B. The members present shall thereafter vote on all nominees, with the exception of the person previously endorsed, in the manner set forth in Paragraph A above. The first person to receive the majority of votes of members present and voting as a result of this procedure shall then be designated the First Alternate Candidate of the Prince William County Bar Association.

C. The members present shall thereafter vote on all nominees, with the exception of the persons previously endorsed, in the manner set forth in Paragraph A above. The first person to receive the majority of votes of members present and voting as a result of this procedure shall then be designated as the Second Alternate Candidate of the Prince William County Bar Association.

**SECTION 5.** Recording votes. The outcome of the voting, not including the actual number of votes cast, for any one candidate, the names of the persons as endorsed, their designation by the Committee, and all biographical information relating to them shall be forwarded to the Chief Judge of the Circuit Court of Prince William County, to all persons representing Prince William County, and the Cities of Manassas and Manassas Park in the General Assembly, and to the Governor of Virginia.

**SECTION 6.** Promotion of the Candidates. The President shall designate a special committee of the Association which shall be responsible for meeting with appropriate members of the General Assembly, appearing before its committees, and otherwise taking reasonable measures to promote the Association's decision.

## **ARTICLE X**

### **AMENDMENT OF THE BY-LAWS OR ARTICLES OF INCORPORATION**

**SECTION 1.** Amendment of the By-Laws or Articles of Incorporation. The By-Laws or Articles of Incorporation of the Association may be amended by a majority vote of the members present and voting following not less than ten (10) days nor more than sixty (60) days written notice of the proposed amendment to the By-Laws or Articles of Incorporation.