

BYLAWS OF THE  
ADMINISTRATIVE LAW SECTION  
OF THE VIRGINIA STATE BAR

Approved by Council October 1992  
Amended by Council October 1995  
Amended by Council October 2004

ARTICLE I

Name and Jurisdiction

Section 1. The name of this Section shall be the Section on Administrative Law.

Section 2. The purposes of this Section are to sponsor programs and seminars on administrative law, to provide a forum where Section members can share research, source materials and experiences, and to concern itself with any and all questions and issues involving administrative law.

ARTICLE II

Membership

Section 1. Each member of this Section shall pay to the Treasurer of the Virginia State Bar an enrollment fee of fifteen dollars (\$15.00) [as approved April 1982] and send annual dues as shall be assessed by the Board of Governors. Any member of the Virginia State Bar, upon request to the Secretary of this Section, shall be enrolled as a member of this Section. Members so enrolled shall so constitute the membership of this Section.

10/2004

## ARTICLE III

### Officers

Section 1. The officers of this Section shall be a Chairman, Vice Chairman, and Secretary.

Section 2. There shall be a Board of Governors which shall originally consist of ten (10) members appointed by the President of the Virginia State Bar. Thereafter, the said Board of Governors shall consist of ten (10) members, to be elected as hereafter provided. The officers, the immediate past chair, and the newsletter editor of the Section who are not also serving terms, as elected members of the Board shall serve as full, voting members of the Board of Governors, Ex Officio. The Executive Director of the Virginia State Bar and the Chair of the counterpart section of the Virginia State Bar Association, or their duly designated representatives, may also be invited to serve as non-voting, Ex Officio members of the Board of Governors. [Amended by Council, October 1995]

Section 3. The Chairman, Vice Chairman, and Secretary shall be elected by the Board of Governors from among their number, at the original meeting of this Section, to hold office until the next Annual Meeting or until their successors shall have been elected and qualified. Thereafter, the said officers shall be elected at each Annual Meeting of this Section, to hold office for a term beginning July 1 of each year and ending on June 30 of the next succeeding year, or until their successors shall have been elected and qualified.

Section 4. At the Annual Meeting of this Section following the adoption of these bylaws by the original Board of Governors, the ten (10) members of the Board of Governors as set forth in Article III, Section 2, shall be elected by the membership of this Section. The President of the Virginia State Bar shall then forthwith designate two members of the Board of Governors to serve for a term of one year; two for two years; two for three years; two for four years; and two for five years. ("Year" as herein used meaning a term beginning July 1 after the Annual Meeting at which they shall have been elected and ending on June 30 of the succeeding first, second, third, fourth, or fifth year, respectively.) Thereafter, upon the expiration of each of these initial terms, members of the Board of Governors shall be elected at each Annual Meeting of the Section, for terms of four years, beginning July 1 following the Annual Meeting at which they have been elected and ending June 30 four years later.

At the Annual Meeting of this Section to be held in 1995, one member shall be elected to serve for a term of two years, beginning July 1, 1995, and ending on June 30, 1997, and three members shall be elected for terms of four years, beginning July 1, 1995, and ending on June 30, 1999. Thereafter, upon expiration of the term of each member of the Board of Governors, members of the Board of Governors shall be elected at a Section Annual Meeting at the annual National Regulatory Conference or at the Annual Meeting of the Virginia State Bar, as determined each year by the Board of Governors for terms of four years, beginning July 1 following their election and ending June 30 four years later. [Amended by Council, October 2004]

The terms for the officers, immediate past chair, and newsletter editor who are serving as Ex Officio members of the Board of Governors shall be for the year or years in which they serve in such positions. [Amended by Council, October 1995]

Section 5. No person shall be eligible for election as a member of the Board of Governors if he is then a member of the Board of Governors and has been such member continuously for a period of three years or more.

Section 6. If any member of the Board of Governors shall fail to attend two successive meetings of the Board without a reason sufficient to the Board, or if any member of the Board of Governors should resign or be declared incapacitated by the President of the Virginia State Bar, the office held by such member shall be automatically vacated.

#### ARTICLE IV

##### Nomination and Election of Officers

Section 1. Nomination - Not less than 60 days before the Annual Meeting, the Chairman shall appoint a nominating committee of at least three members, not less than two of whom shall be members of the Board of Governors. At the Annual Meeting of the Section, the nominating committee shall make, or cause to be made, a report to the Section of its nominations for any offices or Board seats held by members whose terms expire on the 30th day of June following the Annual Meeting of the Section [Amended by Council, October

2004], or for offices or Board seats which are then vacant. Two members of the nominating committee shall constitute a quorum, and if less than a quorum are present, the Chairman of the Section shall appoint new members sufficient to constitute a quorum. Other nominations may be made from the floor of the Section meeting.

Section 2. Elections - All elections shall be by voice vote unless otherwise ordered by a majority of members present and voting on a resolution duly adopted by the Section for a written ballot.

## ARTICLE V

### Duties of Officers

Section 1. Chairman - The Chairman shall preside at all meetings of the Section and of the Board of Governors. He shall formulate and present at each Annual Meeting of the Virginia State Bar a report of the work of the Section for the then past year. He shall perform such other duties and acts as usually pertain to his office.

Section 2. Vice Chairman - Upon the death, resignation, or during the disability of the Chairman, or upon his refusal to act, the Vice Chairman shall perform the duties of the Chairman for the remainder of the Chairman's term except in case of the Chairman's disability, and then only during so much of the term as the disability continues.

It shall also be the duty of the Vice Chairman to collect and organize all available information essential and important to the appointment of committees, and he shall further

perform all duties assigned to him by the Chairman of the Board of Governors.

Section 3. Secretary - The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, except money. He shall keep a true record of the proceedings of all meetings of the Section and of the Board of Governors, whether assembled or acting under submission. With the Chairman, he shall prepare a summary or digest of the proceedings of the Section at its Annual Meeting for publication in the Annual Report of the Virginia State Bar, after approval by the Executive Committee, or the Council, or a committee designated by either the Executive Committee or Council to give such approval. He, in conjunction with the Chairman, as authorized by the Board of Governors, shall attend generally to the business of the Section. He shall keep an accurate record of all monies appropriated to and expended for the use of the Section.

## ARTICLE VI

### Duties and Powers of the Board of Governors

Section 1. The Board of Governors shall have general supervision and control of the affairs of the Section subject to the provisions of the Rules for Integration of and bylaws of the Virginia State Bar. It shall especially authorize all commitments or contracts which shall entail the payment of money and shall authorize the expenditures of all monies appropriated for the use or benefit of the Section. It shall not authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the amount which shall have

been previously appropriated to the Section for such fiscal year.

Section 2. The Board of Governors may authorize the Chairman to appoint committees from Section members to perform such duties and exercise such powers as the Board of Governors shall direct, subject to the limitations of these bylaws and the bylaws of the Virginia State Bar.

Section 3. The Board of Governors, during the interim between Annual Meetings of the Section, may fill vacancies in its own membership and officers. Members of the Board of Governors and officers so selected shall serve until the June 30th following the close of the Annual Meeting following such election. Members elected at the Annual Meeting to fill vacancies shall serve for the unexpired term of the vacant position.

## ARTICLE VII

### Meetings

Section 1. The Annual Meeting of the Section shall be held at the annual National Regulatory Conference or at the Annual Meeting of the Virginia State Bar, as may be determined and arranged by the Board of Governors. **[Amended by Council, October 2004]**

Section 2. Special meetings of this Section may be called by the Chairman upon approval of a majority of the Board of Governors, at such time and place as the Chairman may determine. The members of the Section present at any meeting shall constitute a

quorum for the transaction of business.

Section 3. All binding actions of the Section shall be by a majority vote of the members present.

Section 4. Regular meetings of the Board of Governors of this Section shall be held on the call of the Chairman at least once in each quarter of the fiscal year of this Section, the exact time and place of the meeting to be designated by the Chairman.

Section 5. Special meetings of the Board of Governors shall be held as set by the Board of Governors at any meeting thereof; at the request of the majority of the Board of Governors; or at the call of the Chairman.

Section 6. A majority of the Board of Governors shall constitute a quorum and all binding action of the Board of Governors shall be by a majority vote of the whole Board.

Section 7. Members of the Board of Governors, when personally present at a meeting of the Board, shall vote in person, but when absent may communicate their vote, in writing or by telegram, upon any proposition to the Secretary and have it counted, with the same effect as if cast personally at such meeting. Members of the Board of Governors or any committee designated thereby may participate in any meeting of the Board or such committee using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation by such meeting shall constitute presence in person at such meeting.

Section 8. The Chairman of the Section may, and upon the request of any member of

the Board of Governors shall, submit or cause to be submitted in writing to each of the members of the Board of Governors any proposition upon which the Board may be authorized to act, and the members of the Board may vote upon such proposition or propositions so submitted by communicating their vote thereon in writing or with their respective signatures to the Secretary who shall record upon his minutes each proposition so submitted, when, how, at whose request same is submitted, and the vote of each member of the Board thereon and keep on file such written and signed votes. If the votes of a majority of the members of the Board so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Board.

Section 9. All voting at meetings of the Section and the Board of Governors, except as set forth in Article IV, Section 2, shall be open, unless specifically changed by a motion passed by a majority vote of those present.

Section 10. Administrative Law Seminars may be held at such times and places as the Board of Governors may determine.

## ARTICLE VIII

### Miscellaneous Provisions

Section 1. The fiscal year of the Section shall be the same as that of the Virginia State Bar.

Section 2. All bills incurred by the Section, before being forwarded to the Treasurer of

the Virginia State Bar for payment, shall be approved by the Chairman or the Secretary, or if the Board of Governors shall so direct, by both of them.

Section 3. No salary or compensation shall be paid to any officer or member of the Board of Governors for their services.

Section 4. Any action of this Section must be approved by the Council of the Virginia State Bar before the same becomes effective as the action of the Virginia State Bar. Any resolution adopted or action taken by this Section may on request of the Section be reported by the Chairman of the Section to any meeting of the Council of the Virginia State Bar for the Bar's action thereon.

Section 5. These bylaws shall become effective upon approval thereof by the Council upon recommendation of the Executive Committee of the Virginia State Bar and by the initial Board of Governors of this Section.

Section 6. All printing for the Section or for the Board of Governors or by committees of this Section shall be done under the supervision of the headquarters office of the Virginia State Bar.

#### ARTICLE IX

Except as otherwise provided in these bylaws, Robert's Rules of Order shall govern the procedure at meetings of this Section and its Board of Governors.

#### ARTICLE X

These bylaws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Board of Governors and provided, further, that no amendment so adopted shall become effective until approved by the Council upon recommendation of the Executive Committee of the Virginia State Bar.