

BYLAWS OF THE
CORPORATE COUNSEL SECTION
VIRGINIA STATE BAR

Approved by Council October 1989
Amended by Council June 1992
Amended by Council October 2000
Amended by Council October 2009

ARTICLE I

Name and Purpose

Section 1. Name - The name of this organization shall be the Corporate Counsel Section of the Virginia State Bar.

Section 2. Purposes - The purposes of this organization are:

- To promote active participation of house counsel in affairs of the Virginia State Bar.
- To enhance communication between the Virginia State Bar and house counsel.
- To provide a means by which house counsel may more readily express their views to the Bar on issues and matters which affect house counsel.
- To enhance the flow of information, promote education, and foster unity between members of the Section by providing a forum where Section members can share research, source materials, experiences and methods of operation.
- To coordinate with other VSB sections and conferences, as well as other in-house counsel organizations and Local Bar Associations when practical, on the sponsorship of programs and projects of special interest to members of the Section. (As amended by Council, October 2009.)

ARTICLE II

Membership and Dues

Section 1. Eligibility - Any person who is a member of the Virginia State Bar shall be eligible for membership in the Section. Any person who is not a member of the Virginia State Bar, but is a member of the bar and is in good standing with the highest court of any state or the highest court in the District of Columbia, including those admitted or registered to Corporate Counsel Rule 1A:5, shall be eligible for associate membership in the Section. An Associate Member shall be a non-voting and non-office holding member of this section. (As amended by Council, October 2009.)

Section 2. Dues - To further the work of the Section, each member shall pay to the Treasurer of the Virginia State Bar annual dues of \$20.00 as approved by the Board of Governors of the Section and the Council of the Virginia State Bar. New members enrolled during the last quarter of the fiscal year shall have dues waived until the next fiscal year.

Section 3. Meetings - The annual meeting of this Section shall be held during the annual meeting of the Virginia State Bar, in the same city or place, with such programs and order of business as may be arranged by the Board of Governors. Special meetings of this Section may be called by the Chair upon approval of a majority of the Board of Governors, at such time and place as the Board of Governors may determine. The secretary shall give notice to the members of the time and place of all meetings. The members of this Section present at any meeting shall constitute a quorum for the transaction of business, and all binding actions of this Section shall be by a majority vote of the

members present.

ARTICLE III

Board of Governors

Section 1. Number and Eligibility - There shall be a Board of Governors of this Section which shall consist of twelve (12) members. In addition, any elected officers, and the immediately past chair of the Section, who are not also serving terms as elected members of the Board as provided in Article IV § 1 herein, shall serve *ex officio*, thus varying the total membership of the Board of Governors from as few as twelve (12) to as many as sixteen (16). (As amended by Council, October 2009). The initial Board of Governors shall be appointed by the President of the Virginia State Bar, and shall serve until the first annual meeting of this Section, at which time the Board of Governors shall be elected by the membership. Except as provided in Section 2, below, no person will be eligible for election to the Board of Governors if he/ she previously has been elected to two consecutive three-year terms on the Board of Governors, but reelection is permitted when at least one year has elapsed since that person has served on said Board.(As amended by Council, October 2000)

Section 2. Ex Officio Members - The officers and the immediate past chair 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*. (As amended by Council, October 2000)

Section 3. Term - The appointed Board of Governors shall serve as the nominating committee at the initial annual membership meeting. Four (4) members of the Board of Governors shall be nominated and elected to serve for one (1) year; four (4) members for two (2) years and four (4)

members for three (3) years. "Years" designates a term beginning July 1 after the annual meeting and ending June 30 of the succeeding year. Thereafter, upon expiration of each of these initial terms, members of the Board of Governors shall be nominated and elected at each annual meeting of this Section for terms of three (3) years, beginning July 1 following the annual meeting at which they have been elected and ending June 30 three years later. Nominations at the initial annual meeting of the membership may be made from the floor at this Section meeting. The Board term of Section officers and the immediately past chair who serve as Board members ex officio shall be for the year in which they serve in such positions. (As amended by Council, June 1992). The terms for any officers and immediate past chair who are serving as ex officio members of the Board of Governors will be for the year in which they serve such positions. (As amended by Council, October 2000)

Section 4. Nominations - After the initial annual meeting and not less than sixty (60) days before each subsequent meeting, the Chair shall appoint a nominating committee of at least three (3) members, not more than two of whom may be members of the Board of Governors. Not less than five days prior to the annual meeting, the nominating committee will make and report to the Board nominations for any vacancies on the Board of Governors resulting from resignations or other reasons, and for positions held by members of the Board of Governors whose terms expire on the 30th day of June following the annual meeting. (As amended by Council, October 2000) Two members of the nominating committee shall constitute a quorum, and, if less than a quorum is present, the Chair of this Section shall appoint new members sufficient to constitute a quorum. Other nominations may be made from the floor of this Section meeting.

Section 5. Election - All elections shall be voice vote unless otherwise ordered by resolution duly adopted by this Section at the annual meeting at which the election is held.

Section 6. Duties and Powers - The Board of Governors shall have general supervision and control of the affairs of this Section, subject to the provisions of the Rules for Integration of the Virginia State Bar and the bylaws of the latter. 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 this 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 this Section for such fiscal year.

Section 7. Meetings - Regular meetings of the Board of Governors of this Section shall be held upon the call of the Chair at least three times in each fiscal year of this Section, exact time and place of the meeting to be designated by the Chair and the Secretary to give notice to each member of the Board. (As amended by Council, October 2009.) Special meetings of the Board of Governors shall be held at the request of the majority of the Board of Governors or at the call of the Chair, and the Secretary shall give notice to the members of the Board. A majority of the Board shall constitute a quorum, and all binding actions of the Board shall be by majority vote. Absent members may communicate their vote in writing or by electronic communication to the Secretary and have it counted with the same effect as if it was cast personally. (As amended by Council, October 2000)

Section 8. Vacancies - The Board of Governors, during the interim between annual meetings of this Section, may fill vacancies in its membership. Members of the Board of Governors and officers so selected will complete the unexpired term created by the vacancy or will serve until their successors have been elected and qualified. (As amended by Council, October 2000)

Section 9. Committees - The Board of Governors may designate committees and appoint the membership from Section members, to perform such duties and exercise such powers as the Board of Governors shall direct, subject to these bylaws and the bylaws of the Virginia State Bar. Members of the Virginia State Bar who are not Section members may be appointed to a committee so long as the majority of that committee's membership is comprised of Section members. (As amended by Council, October 2009.)

Section 10. Declaration of Vacancies - If any member of the Board of Governors fails to participate, in person or by telephone, in two successive meetings of the Board without a reason sufficient to a majority of the Board, or if any member of the Board of Governors resigns or is declared incapacitated by the President of the Virginia State Bar, the membership of that person on the Board of Governors, and in any office that is held by such person, shall be deemed vacant, and said vacancy will be filled as provided for in Section 8 hereinabove. (As amended by Council , October 2000)

ARTICLE IV

Officers

Section 1. Nominations and Elections - The Board of Governors shall meet immediately following the annual Section meeting and shall elect from among their number a Chair, Vice-Chair, and Secretary to hold office for a term beginning July 1 of each year and ending June 30 of the next succeeding year, or until their successors have been elected and qualified. If the term of a Board member elected to serve as an officer of the Board of Governors is to expire on June 30 immediately following the annual

meeting of the Section, the elected officer will serve as an *Ex Officio* member of the Board of Governors for the year in which he/ she serves in this position, in accordance with Article II, Section 2 and 3 of these bylaws. (As amended by council, October 2000)

Section 2. Chair - The Chair shall preside at all meetings of this Section and of the Board of Governors. The Chair shall formulate and present at each annual meeting of the Virginia State Bar a report of the work of this Section for the immediate past year. The Chair shall perform such other duties and acts as usually pertain to his/ her office. (As amended by Council, October 2009.)

Section 3. Vice-Chair - Upon the death, resignation, or during the absence or disability of the Chair, or upon his/ her refusal to act, the Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term except in the case of the Chair's disability, in which event he shall perform the duties of the Chair only so long as the disability continues.

Section 4. Secretary - The Secretary shall be the custodian of all books, papers, documents, and other property of this Section, except money. The Secretary shall give notice of all meetings of this Section and of the Board of Governors and shall keep a true record of the proceedings. The Secretary shall assist the Chair in preparing a summary or digest of the proceedings of this Section at its annual meeting for publication in the Annual Report of the Virginia State Bar, after approval by the Executive Committee or Council of the Virginia State Bar, or a committee designated by either. (As amended by Council, October 2009.)

Section 5. Vacancies - The Board of Governors shall fill any vacancy that may occur in the office of Chair, Vice-Chair, or Secretary.

ARTICLE V

Miscellaneous

Section 1. Fiscal Year - The fiscal year of this section shall be the same as that of the Virginia State Bar.

Section 2. Expenses - All expenses incurred by this Section, before being forwarded to the Treasurer of the Virginia State Bar for payment, shall be approved by the Chair or the Secretary, or if the Board of Governors shall so direct, by both of them.

Section 3. Compensation - No salary or compensation shall be paid to any officer or member of the Board of Governors.

Section 4. Action of Section - Before any action of this Section becomes the action of the Virginia State Bar, it must be approved by the Council of the Virginia State Bar. Any resolution adopted or action taken by this Section may, on request of this Section, be reported to the Chair of this Section to any meeting of the Council of the Virginia State Bar for the bar's action thereon.

Section 5. Printing - All printing for this 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 VI

Procedure

Section 1. 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 VII

Effectiveness & Amendments of Bylaws

Section 1. Bylaws Effective - These bylaws shall become effective after approval by the Council upon recommendation of the Executive Committee of the Virginia State Bar and by this Section.

Section 2. Amendment - These bylaws may be amended at any annual meeting of this Section by a vote of a majority of the members of this Section present and voting, provided such 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 Council upon the recommendation of the Executive Committee of the Virginia State Bar.