

BYLAWS OF THE
CONSTRUCTION LAW AND PUBLIC CONTRACTS SECTION
VIRGINIA STATE BAR

Approved by Council April 1979
Amended by Council February 1992
Amended by Council October 1994
Amended by Council October 1996
Amended by Council October 2001
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ARTICLE I

Name and Purpose

Section 1. Name - The name of this Section shall be the Construction Law and Public Contracts Section of the Virginia State Bar.

Section 2. Purposes - The purposes of this Section are to sponsor programs and seminars on construction law and public contracts law; develop and provide members with access to materials on construction and public contracts law; develop and nurture interest in the fields of construction and public contracts law to prospective and current members of the Section and the Virginia State Bar; and to provide a forum where Section members can network and share their experiences, research and knowledge.

ARTICLE II

Membership and Dues

Section 1. Categories - There shall be four categories of Section membership: Active, Judicial, Associate, and Law Student. Only Active members may vote or hold office.

Section 2. Eligibility - Any member in good standing of the Virginia State Bar shall be eligible for Active membership in the Section; any lawyer eligible to practice before the highest court of any state of the United States or the District of Columbia and not a member of the Virginia State Bar shall be eligible for Associate membership in the Section; and any law student not eligible for Active or Associate membership and enrolled in a law school in any state of the United States or the District of Columbia shall be eligible for Law Student membership in the Section. Judicial membership shall be open to any active or retired judge of the United States or the Commonwealth of Virginia. Upon request to the Secretary, members of each category shall be enrolled and shall continue as members so long as they retain their eligibility as aforesaid and pay the enrollment fee

and the annual dues specified in Section 3 of this Article.

Section 3. Dues - To further the work of the Section, each Active and Associate 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, the general Section membership, and the Council of the Virginia State Bar, pursuant to Article VII, Section 2 of these bylaws. There shall be no enrollment fee, dues, or other assessments required of Judicial and Law Student members. The Section may reduce its dues or raise its dues up to \$50.00 without further Council approval, pursuant to Article VII, Section 2 of these bylaws. Where such raise is voted at the Annual Meeting of the Section in June, it will not become effective until one year later. New members enrolled during the last quarter of the fiscal year shall have dues waived until the next fiscal year.

Section 4. 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 program 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 of the section who are not also serving terms as elected members of the Board shall serve as full, voting members of the Board, ex officio, thus varying the total membership of the Board of Governors from as little as twelve (12) to as many as sixteen (16). In addition to the foregoing, up to three judicial members and the immediate Past Chair may serve on the Board as non-voting, ex officio members who shall not be counted towards the "total membership" of the Board of Governors as described above. 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.

Section 2. 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. "Year" designates a term beginning July 1 after the annual meeting and ending June 30 of the succeeding year. Nominations at the initial annual meeting of the membership may be made from the floor at this Section meeting. 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. The Board term of section officers, who serve as Board members ex officio, shall be for the year in which they serve as a Section officer. The Board term of the ex officio judicial members shall be for one year. Board members shall be eligible for two successive three-year terms, but not thereafter until one year has elapsed since their prior service on the Board, either as a Board member or as an ex officio voting officer. Judicial ex officio Board members shall be eligible for three consecutive one-year terms, but not thereafter until one year has elapsed since their prior service.

Section 3. Nomination - 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 five (5) members, not more than two of whom may be members of the Board of Governors. The nominating committee shall report to the Section nominations for any offices held by members whose terms expire on the 30th day of June following the annual meeting, or for any offices which are then vacant. Three 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 4. Election - All elections shall be by viva voce unless otherwise ordered by resolution duly adopted by this Section at the annual meeting at which the election is held.

Section 5. 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 6. Meetings - Regular meetings of the Board of Governors of this Section shall be held upon the call of the Chair at least once in each quarter for the 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. 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 members of the Board present, in person or by telephone (collectively, present personally), for the meeting shall constitute a quorum, and all binding actions of the Board shall be by majority vote. Absent members may communicate their vote in writing by mail, facsimile or by electronic means to the Secretary and have the vote counted with the same effect as if the member were present personally, but in no event shall the vote so cast count toward a quorum of the meeting at which the vote is cast.

Section 7. 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 shall serve until the next succeeding June 30 or until their successors have been elected and qualified. Any person elected to fill a Board vacancy under this section shall remain eligible to serve two consecutive three-year terms thereafter, except that any person appointed to fill a judicial ex officio Board vacancy shall remain eligible to serve three consecutive one-year terms thereafter. Section 8. 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 limitations of these bylaws and the bylaws of the Virginia State Bar.

ARTICLE IV

Officers

Section 1. Nomination and Election - At its spring quarterly meeting, The Board of Governors shall elect a Chair, Vice-Chair, and Secretary, and may elect a Treasurer, 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 have been elected and qualified.

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.

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 absence or disability, in which event the Vice-Chair shall perform the duties of the Chair only so long as the absence or 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 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 the Council of the Virginia State Bar, or a committee designated by either.

Section 5. Treasurer. The Board of Governors may appoint a Treasurer who shall, in consultation with the Executive Director of the Bar, maintain the financial records of the Section and who shall provide such reports and records of the Section as may become necessary. The Treasurer shall have such other duties as the Chair or the Board of Governors may provide from time to time. Section 6. 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 by 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 & Amendment 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 the Council upon recommendation of the Executive Committee of the Virginia State Bar.

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