

BYLAWS, VSB DIVERSITY CONFERENCE

ARTICLE 1: NAME AND PURPOSE

§1.1 NAME: This Conference shall be known as "the Diversity Conference" and shall be referred to herein as the "DC" or the "Conference."

§1.2 MISSION: The DC shall (1) foster and encourage diversity in the admission to the bar and advancement in the legal profession and the judiciary; (2) serve as a catalyst for creating leadership and bar service opportunities in the legal profession in Virginia; and (3) work to ensure that the legal system is responsive to the legal needs of the people of Virginia.

§1.3 GOALS: The DC shall have the following goals:

- (a) Encouraging aspiration to a legal career among diverse individuals;
- (b) Enhancing access to a law-school education for diverse individuals and promoting their success;
- (c) Promoting and maintaining the quality of legal services in Virginia;
- (d) Promoting and assisting the advancement in the legal profession of diverse individuals;
- (e) Fostering diversity at all levels of the judiciary;
- (f) Enhancing participation by lawyers of diversity in the governance and activities of the Virginia State Bar ("VSB") and other organized bar groups; and
- (g) Providing a forum to assist the legal profession and judiciary in understanding and addressing the legal needs of Virginia's diverse population.

ARTICLE 2: MEMBERSHIP

§2.1 MEMBERS:

- (a) Any local or specialty bar association in Virginia may become a member of the DC upon request in writing to the Executive Director of the VSB, supplying the names, addresses, phone numbers and email addresses of its president and any other officers or staff;
- (b) Any ABA-accredited Virginia law school may become a member of the DC upon request in writing to the Executive Director of the VSB, supplying the names, addresses, phone numbers and email address of its Dean and, if a person other than the Dean, its duly designated representative to the DC;
- (c) Any individual in good standing with the VSB may become a member of the DC upon

request in writing to the Executive Director of the VSB, supplying his or her name, address, phone number and email address; and

(d) Any non-lawyer member of the Board of Governors appointed by the President of the VSB shall also be a member of the DC.

§2.2 DUES: No dues other than those required for VSB membership will be required.

§2.3 TERMINATION OF MEMBERSHIP: Any local or specialty bar association that has dissolved shall automatically cease to be a member of the DC. Any Virginia law school that no longer has ABA accreditation or that has dissolved shall automatically cease to be a member of the DC. Except for any non-lawyer member of the Board of Governors appointed by the President of the VSB, any individual member of the DC who is not in good standing with the VSB shall automatically cease to be a member of the DC.

ARTICLE 3: CONFERENCE MEETINGS

§3.1 ANNUAL MEETING: There shall be an Annual Meeting of the members of the DC during the Annual Meeting of the VSB.

§3.2 SPECIAL MEETINGS: The DC may hold other meetings of its membership during the year. Prior to such meetings, the Chair of the Board of Governors will give reasonable notice of said meeting.

§3.3 QUORUM: The members of the DC present at any duly called meeting of the membership shall constitute a quorum for the transaction of business. Action by a majority vote of the members present shall be binding on the DC.

§3.4 AGENDA: The agenda of the Annual Meeting of the Conference shall include the election of officers of the Board of Governors and such other matters as the Chair of the Board of Governors deems appropriate. The agenda of a special meeting of the Conference shall consist of those matters which the Chair of the Board of Governors deems appropriate and of which notice has been given.

§3.5 PARLIAMENTARY AUTHORITY: Robert's Rules of Order, as most recently published from time to time, shall be the parliamentary authority to govern meetings of the Conference in parliamentary situations not covered by these Bylaws, unless at a particular meeting the members present direct otherwise.

ARTICLE 4: BOARD OF GOVERNORS

§4.1 POWERS AND FUNCTIONS:

(a) The Board of Governors shall be vested with the powers and duties necessary for the administration of the activities of the Conference, subject to the provisions of the rules of integration and the bylaws of the VSB.

The Board of Governors shall prepare and recommend an annual budget for the

Conference to the VSB Standing Committee on Budget and Finance. The Board of Governors shall not authorize commitments, contracts or expenditures which entail the payment during a fiscal year of more money than the funds available in the approved budget of the Conference for such fiscal year.

The Board of Governors is authorized to establish such organizational structures and committees as it deems necessary or advisable to carry out its purposes. The Conference shall establish an appropriate chain of responsibility for any organizational structures and committees that it may create. No action of a Conference committee or other organizational entity shall be effective until approved by the Board of Governors. The authority to establish committees into organizational structures may be delegated by the Board of Governors to the Chair.

(b) Between meetings of the membership, the Board of Governors shall have authority to perform the functions that the membership of the Conference may perform, except that the Board of Governors may not exercise the right of the membership to amend these Bylaws or to elect officers or members of the Board of Governors other than to fill vacancies in those positions. The Board of Governors shall report at each meeting of the membership, or more frequently as it may deem appropriate, any significant actions taken.

The Chair of the Board of Governors shall serve as the Conference representative on the VSB Council.

§4.2 COMPOSITION: The Board of Governors shall be composed of the following individuals:

(a) Twelve (12) members-at-large, elected to the Board of Governors by the membership of the Conference, with reasonable consideration being given to representation of as many groups of diversity as practicable on the Board of Governors, except that the initial Board of Governors shall be appointed by the President of the VSB;

(b) Three (3) members-at-large, appointed to the Board of Governors by the President of the VSB, of which at least one member shall be a non-lawyer; and

(c) Honorary members, not to exceed three (3) in number, elected by the members of the Conference, to serve without a vote. The Conference shall encourage and solicit members of the active and retired judiciary for these positions. The initial honorary members shall be appointed by the President of the VSB.

§4.3 TERMS: The term of office of a member-at-large and of an honorary member is three (3) VSB years beginning with the adjournment of the annual meeting of the Conference held at the Annual Meeting of the VSB during which the member is elected. A member-at-large or an honorary member may be re-elected, but no member-at-large shall serve more than two (2) consecutive three (3) year terms except that an officer elected pursuant to Article 6 shall serve to complete the officer's term of office. Service during the completion of a partial or unexpired term shall not count in determining term limitation. The terms of the Board of Governors shall be staggered. For purposes hereof, "VSB year" shall mean a year beginning on the date on which the President of the VSB begins office.

§4.4 MEETINGS:

(a) The Board of Governors shall hold an annual meeting each year at the time and place of the Annual Meeting of the VSB. The Chair may, and upon request of three (3) members of the Board of Governors shall, call special meetings of the Board of Governors between Annual Meetings. The Chair shall give to the members of the Board of Governors at least ten (10) days' notice of the date, time, place and purpose of a special meeting.

(b) At each meeting of the Board of Governors, three (3) voting members of the Board of Governors shall constitute a quorum for the transaction of business. The vote of a majority of voting members present, either physically or by electronic participation, shall be the act of the Board of Governors.

(c) At any meeting of any organizational structure or committee established by the Board of Governors or the Chair pursuant to the powers set forth in section 4.1 of these Bylaws, one (1) member shall constitute a quorum of said organizational structure or committee for the transaction of business.

(d) There shall be neither absentee nor proxy voting.

(e) If, as determined by the Chair, a meeting of the Board of Governors is not feasible, the Chair may, and upon the written request of five (5) members of the Board of Governors shall, submit to the members of the Board of Governors for resolution any item(s) upon which the Board of Governors is required or may be authorized to act.

§4.5 COMPENSATION: No salary or compensation for services in that capacity shall be paid to or by any officer, member of the Board of Governors, or member of any committee, except as may be specifically authorized by the VSB.

§4.6 VACANCIES: If any voting member of the Board of Governors fails to attend three (3) successive meetings of the Board of Governors, that member's seat on the Board of Governors shall be vacated automatically, unless the absence is excused by the Chair. Between Annual Meetings of the Conference, the Board of Governors may fill any vacancy in the position of a Board member-at-large. A person named to fill a vacancy shall serve for the remainder of the unexpired term and shall be eligible for re-election as set forth in §4.3.

ARTICLE 5: OFFICERS

§5.1 OFFICERS: The officers of the Conference shall be the Chair, Chair-Elect, Secretary, Treasurer, and Immediate Past Chair of the Board of Governors.

§5.2 CHAIR: The Chair shall:

(a) Preside at all meetings of the membership of the Conference and the Board of Governors;

(b) Plan and supervise the activities of the Conference during his or her term, subject to the directions and approval by the Board of Governors;

- (c) Appoint the chairs and members of all committees of the Conference;
- (d) Keep the Board of Governors informed of all activities of the Conference and implement its decisions; and
- (e) Perform such other duties and acts as usually pertain to the office of Chair or as may be designated by the Board of Governors.
- (f) Only lawyer members of the Conference in good standing with the VSB are eligible to serve as Chair or Chair-Elect of the Conference. Non-lawyer members and honorary members are not eligible to serve as Chair or Chair-Elect of the Conference.

§5.3 CHAIR-ELECT: The Chair-Elect shall aid the Chair in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request. The Chair-Elect shall preside at meetings of the Conference and the Board of Governors in the absence of the Chair and shall perform such duties and have such powers as usually pertain to that office as may be designated by the Chair. In case of death, resignation, or disability of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability.

§5.4 SECRETARY: The Secretary shall consult with and assist all the officers of the Conference in their work in the manner and to the extent requested. The Secretary shall be the liaison between the Conference and the VSB staff with respect to the retention and maintenance of books, records, papers, documents and information in any form and other property pertaining to the work of the Conference. The Secretary shall keep a true copy of the proceedings of all meetings of the Conference, the Board of Governors and the Executive Committee. If the Secretary is absent from a meeting, the Chair shall appoint a member of the Board of Governors to perform the duties of the Secretary at that meeting.

§5.5 TREASURER: The Treasurer shall:

- (a) Keep an accurate record of all income and expenditures of the Conference;
- (b) Monitor all accounts, reports, and other documents relating to Conference funds, revenues, and expenditures and endeavor to make certain that all such accounts, reports, and other documents are accurate and correct;
- (c) Advise the officers and the Board of Governors concerning the effect of any proposed action by the officers, Board of Governors or Conference which in his or her judgment would have a significant impact on the financial condition of the Conference;
- (d) Prepare a proposed budget for presentation to the Board of Governors in time to have the budget approved by the board and submitted to the VSB in a timely manner for consideration during the VSB's budget development process;
- (e) Submit to the membership at the Annual Meeting and as requested by the Chair, a report on the financial affairs and condition of the Conference; and

(f) Prepare such other recommendations and special reports on the financial affairs of the Conference as may be requested by the Chair.

§5.6 IMMEDIATE PAST CHAIR: The Immediate Past Chair shall consult with and assist all the officers of the Conference in the work of the Conference in the manner and to the extent requested.

§5.7 OTHER OFFICIALS: The Board of Governors may appoint such other officials as it deems necessary to carry out the business and affairs of the Conference. Such officials so appointed shall serve at the pleasure of the Board of Governors.

§5.8 EXECUTIVE COMMITTEE: The Officers shall constitute the Executive Committee. Additional members of the Board of Governors may be elected to the Executive Committee by the Board of Governors. Between meetings of the Board of Governors, the Executive Committee shall have the authority to act for the Board. The Secretary shall promptly advise each member of the Board of Governors of any action taken by the Executive Committee.

§5.9 TERMS:

(a) The term of office of the Chair, Chair-Elect, Secretary, Treasurer and Immediate Past Chair of the Board of Governors is one (1) VSB year beginning with the adjournment of the Annual Meeting during which such officer is elected.

(b) The Chair-Elect becomes the Chair upon the adjournment of the next Annual Meeting of the VSB. The Chair-Elect also succeeds to the office of Chair upon the occurrence of a vacancy in that office and is eligible to serve the ensuing full term as Chair. A person who has served as Chair or Chair-Elect is not again eligible to hold either office.

§5.10 VACANCIES: If any officer fails to attend three (3) successive meetings of the Board of Governors, his or her office shall be automatically vacated, unless the absence is excused by the Chair or by action of the Board of Governors for good cause shown. Any vacancy in the office of Secretary or Treasurer occurring between Annual Meetings of the Conference may be filled by the Board of Governors. Officers so selected shall serve until the next Annual Meeting of the Conference.

ARTICLE 6: NOMINATION AND ELECTION OF OFFICERS AND BOARD MEMBERS

§6.1 NOMINATING COMMITTEE: In January of each year, the Chair shall appoint a nominating committee composed of the Chair, the Immediate Past Chair and three (3) at-large members from the Board of Governors selected by the Chair. The Chair shall promptly publish the names and addresses of the members of the Nominating Committee. If a vacancy should occur in the membership of the Nominating Committee, the Chair may appoint a member to fill that vacancy. One or more candidates may be nominated by the Nominating Committee for each position to be filled by election as provided by these Bylaws. The Nominating Committee shall determine that the nominee agrees to be nominated. The Nominating Committee shall report the identity of each nominee and shall include a brief

statement of the nominees' activities in the Conference and in the legal profession. The Nominating Committee shall submit its report to the Chair no later than ninety (90) days prior to the opening of the Annual Meeting of the VSB.

§6.2 PUBLICATION OF NAMES OF NOMINEES: Not later than thirty (30) days prior to the opening of the Annual Meeting of the VSB, the Chair shall publish the names of all nominees for elected offices and Board of Governors seats.

§6.3 ELECTION:

(a) Initial composition of Board of Governors: The initial Board of Governors shall be named by the President of the VSB with one-third (1/3) of the members designated as serving one (1) VSB-year term, one-third (1/3) designated as serving two (2) VSB-year terms and one-third (1/3) designated as serving three (3) VSB-year terms. The Conference officers shall be elected by the Board of Governors from its membership.

(b) Subsequent elections of Board of Governors: All subsequent elections of the Board of Governors shall be held at a business session of the Conference during the Annual Meeting. The date, time and place of the meeting shall be published in the official program of the Annual Meeting of the VSB. In addition to the slate of nominees proposed by the Nominating Committee, nominations may be made and seconded from the floor. Elections for contested positions shall be by a show of hands. Each contested position shall be voted separately. Election to such positions shall be by a majority of the votes cast, and a run-off election to choose between two leading candidates shall be held if a majority vote is not initially obtained. Those nominees receiving the highest number of votes shall be elected to fill all vacancies on the Board of Governors. The Board of Governors shall then elect from its membership the officers of the Conference.

ARTICLE 7: AMENDMENTS

These Bylaws may be amended at any Annual Meeting of the Conference by a majority vote of all members of the Conference present and voting, providing such proposed amendment shall first have been approved by the Board of Governors. Notice of an intention to amend these Bylaws must be given to the membership no later than sixty (60) days prior to the opening of the Annual Meeting of the VSB. Amendments shall become effective upon adoption by the members and approval by the VSB Council.