

**Senior Lawyers Conference
A Conference of the Virginia State Bar.**

Bylaws

ARTICLE 1: NAME AND PURPOSE

§1.1 NAME: This Conference shall be known as "the Senior Lawyers Conference" and shall be referred to here as the "SLC" or the "Conference."

§1.2 PURPOSES: The purpose of The SLC shall be to uphold the honor of the profession of law, to apply the knowledge and experience of the profession to the promotion of the public good, to encourage cordial discourse and interaction among the members of the Virginia State Bar (VSB), and to pursue its Mission and Goals as follows:

The SLC shall serve the particular interests of senior lawyers and promote the welfare of seniors generally. In serving the interests of senior lawyers the SLC will plan and present programs and activities and produce publications of interest to senior lawyers, and coordinate activities for senior lawyers by, for, and with state and local bar associations. To promote the welfare of seniors generally, the SLC will study issues of concern to seniors, prepare and present programs and publications designed to explore and develop such issues, advocate appropriately on behalf of such issues and cooperate with other entities interested in such matters.

ARTICLE 2: MEMBERSHIP

§2.1 MEMBERS: The membership of the SLC shall consist of members of the VSB in good standing who are 55 years old or older.

No application for or acceptance of membership shall be necessary, as all persons who meet the membership qualifications shall automatically be members of the SLC.

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

§2.3 TERMINATION OF MEMBERSHIP: Any member of the SLC who is not in good standing with the VSB shall automatically cease to be a member of the SLC.

ARTICLE 3: CONFERENCE MEETINGS

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

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

§3.3 QUORUM: The members of the SLC present at any 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 SLC.

§3.4 AGENDA: The agenda of the Annual Meeting of the Conference shall include the election of officers and members 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 and organize into appropriate organizational structures and such 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 and organize them into appropriate 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 might perform, except that the Board of Governors may not exercise the right of the membership to amend the 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) Twenty-four (24) members-at-large, elected to the Board of Governors by the membership of the Conference, with a reasonable consideration to having representation of as many judicial circuits as possible on the Board, except that the initial Board of Governors shall be named by the President of the VSB.

(b) Honorary Board of Governor 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.

(c) The immediate past Chair of the Board shall serve as an ex officio member without a vote.

§4.3 TERMS: The term of office of a member-at-large and of an honorary member is two (2) Conference 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 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 Board of Governors may by resolution provide for staggered terms of its members.

§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 five (5) 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 a majority of the voting members of the Board of Governors, three (3) voting members of the Board of Governors in attendance shall constitute a quorum for the transaction of business. The vote of a majority of members present, either physically or through electronic communication means shall be the act of the Board of Governors. ¹

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

(d) 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

§4.4 (b) of the Senior Lawyers Bylaws was amended at the Virginia State Bar Annual Meeting on Saturday, June 17, 2023 at the Business Meeting of the Senior Lawyers Board.

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, 1st and 2nd Vice-Chairs, Secretary, Treasurer, and Immediate Past-Chair of the Board of Governors.

§5.2 CHAIR: The Chair shall:

- (a) Preside at all meetings of the members 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.

§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 VICE-CHAIRS: The 1st Vice-Chair shall aid the Chair in the performance of the latter's responsibilities in the manner and to the extent the Chair or the Board of Governors may request. The 1st Vice-Chair shall preside at meetings of the Conference and Board of Governors in the absence of the Chair and Chair Elect. The 2nd Vice-Chair shall assume these duties in the absence of the 1st Vice-Chair.

§5.5 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.

§5.6 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.

§5.7 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.

§5.8 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. The Secretary shall promptly advise each member of the Board of Governors of any action taken by the Executive Committee.

§5.9 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.

§5.10 TERMS:

- (a) The term of office of the Chair, Chair-Elect, Vice-Chairs, Secretary, and Treasurer of the Board of Governors is one 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.

§5.11 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 Vice-Chair, 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 at least five (5) members of the Board of Governors. The Chair shall promptly announce the names and addresses of the members of the Nominating Committee in a publication sent to Conference members. 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 in a publication of the Conference the names of all nominees for elective offices and Board of Governors seats.

§6.3 ELECTION: The initial Board of Governors shall be named by the VSB president with half of the board members serving one-year terms and the remainder serving two-year terms. The Conference officers shall be elected from the initial Board of Governors' membership. All subsequent elections 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. Elections for contested positions shall be by written ballot. Each contested position shall be voted upon 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 so elected shall 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.