

REVISED BYLAWS  
OF  
VIRGINIA TRIAL LAWYERS ASSOCIATION  
Revised March 30, 2017

**ARTICLE I. NAME**

The name of this association is Virginia Trial Lawyers Association.

**ARTICLE II. OBJECTS AND PURPOSES**

Section 1. This association is a nonprofit, nonstock corporation organized under the provisions of the Virginia Nonstock Corporation Act. Va. Code Sec. 13.1-801 et seq.

Section 2. This organization is formed to foster continuing legal education and scholarship and to promote and increase the trial and appellate skills and knowledge of the members of the Bar of the Commonwealth of Virginia through the means of seminars and meetings and cooperation with educational institutions and associations, and to do all things necessary to uphold and maintain the traditionally high standard of the legal profession and the administration of justice in the Commonwealth of Virginia.

Section 3. The powers and limitations of this association are as provided by the laws of the Commonwealth of Virginia and as enumerated in Paragraph 3 and Paragraph 9 of the Articles of Incorporation but within those limitations which are in furtherance of the exempt purpose set forth in Section 501 (c) (6) of the Internal Revenue Code of 1954 and any regulations thereunder.

**ARTICLE III. MEMBERSHIP**

Section 1. Members.

A. Active Members. Any person who is licensed to practice law in the Commonwealth of Virginia and is a member in good standing of the Virginia State Bar shall be eligible to become an active member of this association. Active members shall have the right to vote and to hold office. In order to vote and participate in the business affairs of the association or to be elected to

office, a lawyer must be a member of the association in good standing with current dues paid prior to the date of the annual election of Governors.

B. Sustaining and Patron Members. Active members who pay dues for a year in an amount greater than normal dues shall, dependent on the amount they pay, as determined by the Board, be known as Sustaining or Patron member and shall be so designated in any published list of the members of this association. Such members shall be entitled to all the rights and privileges of other active members.

C. Life Members. The Board may at its discretion from time to time set an amount of dues which if paid by a regular active member shall thereupon entitle them to life membership in this association. Life members shall not be required to pay dues but shall be entitled to all the rights and privileges of other active members.

D. Honorary Members. Any person may be elected an honorary member of this association by the unanimous vote of all members of the Board of Governors present at any meeting of the Board. Honorary members shall not be required to pay dues nor shall they be eligible to vote or to hold any office in this association and, therefore, shall not by virtue of their membership be deemed parties to any views, opinions or recommendations made or expressed by this association.

E. Associate Members. Any person who is not licensed to practice law in the Commonwealth of Virginia but is licensed to practice law in some other state or country shall be eligible to become an associate member of this association. The procedure for becoming an associate member shall be the same as for an active member, but an associate member shall not be eligible to vote or to hold any office in this association. The dues for associate membership shall be determined by the Board.

F. Student Members. Any person may be elected a student member of this association under procedures as adopted from time to time by the Board. Student members shall not be eligible to vote or to hold any office in this association.

G. Allied Members. Any person who is employed as a legal assistant or paralegal by an attorney member in good standing shall be eligible to become an allied member of this association. Allied members shall not be eligible to vote or to hold office in the association. The dues for allied members shall be

determined by the Board.

Section 2. Application for Membership. All applications for membership in the association shall be submitted to the association office.

Section 3. Transfer of Membership. A certificate of membership may be issued to each member. Membership shall be non-assignable and non-transferable.

Section 4. Removal. Any member who shall suffer disbarment or suspension from the active practice of law shall automatically be removed as a member due to such incapacity and disqualification.

#### **ARTICLE IV. DUES**

The annual dues shall be set from year to year by the Board of Governors. Annual dues shall be payable on January 1 or otherwise as determined by resolution of the Board. Members in arrears on dues for 45 calendar days shall not receive Association benefits and membership shall be terminated. Such members may thereafter be reinstated upon application filed and proper dues paid.

#### **ARTICLE V. FISCAL YEAR**

The fiscal year shall be the year commencing January 1 and ending December 31, or such other dates as the Board of Governors may designate.

#### **ARTICLE VI. ANNUAL MEETINGS AND SEMINAR – REGIONAL MEETINGS**

Section 1. There shall be an annual convention and business meeting of the association, the time and place of which shall be fixed by the Board of Governors. There may be such interim meetings, regional conferences or seminars as shall be determined by the Board of Governors, or their designated agents. Any action permitted to be taken by the association at a meeting may also be taken by mail or email/electronic ballot upon 10 days written notice of the proposed action mailed or emailed to each member and upon receipt by the Executive Director of sufficient number of affirmative written votes required to take the proposed action. Members holding at least five percent of the votes entitled to be cast shall constitute a quorum. Members may not vote by proxy.

Section 2. An annual meeting of the Board of Governors shall be held in conjunction with the annual meeting of the membership. Special meetings of the Board of Governors may be called by the President or by a majority of the members of the Board upon at least 10 days written notice of the purpose, time and place of such meetings mailed or emailed to each member of the Board. Any action permitted to be taken by the Board at a special meeting may also be taken by mail or email/electronic ballot upon 10 days written notice of the proposed action mailed or emailed to each member of the Board and upon receipt by the Executive Director of a sufficient number of affirmative written votes required to take the proposed action. One-third of the number of Governors entitled to vote in accordance with these Bylaws shall constitute a quorum for the transaction of business. Governors may not vote by proxy.

## **ARTICLE VII. BOARD OF GOVERNORS, OFFICERS**

Section 1. Management of Association. The affairs of the association shall be managed by a board of directors known as the "Board of Governors." Governors shall be active members of the Association.

Section 2. Board of Governors. The Board of Governors shall consist of the following:

A. Past Presidents of this Association and its predecessor, the unincorporated association known as Virginia Trial Lawyers Association. The Past Presidents of VTLA shall continue to be Board members, unless they notify the Executive Director that they choose to be inactive for the ensuing year. "Inactive" means no vote, and thus presence or absence from meetings shall not be considered in the determination of the quorum. Inactive Board members shall not receive Board materials and information for any period during which they remain inactive.

B. The President

C. The President-Elect

D. Four (4) Vice Presidents

E. Governors, as follows:

1) Governors, elected from the Districts which are set forth on Schedule A of these Bylaws, which Schedule A is incorporated and

made a part of these Bylaws, as follows:

- a. The number of District Governors to be elected from each District shall be determined as follows:
  - i. One (1) District Governor for each District consisting of 1-249 VTLA members;
  - ii. Two (2) District Governors for each District consisting of 250-499 VTLA members;
  - iii. Three (3) District Governors for each District consisting of greater than 499 VTLA members.

The number of District Governors to be elected from a District shall not increase or decrease unless the number of VTLA members in a District falls within one of the ranges listed in Article VII, Section 2(E)(1)(a) for two consecutive fiscal years, as defined in Article V.

2) Additional Governors, which number shall not exceed sixteen (16), selected at-large.

F. The Chairman of each section created under Article X

1) In addition to their Chairs, the Young Trial Lawyers Section and the Women's Caucus shall be represented by their immediate Past Chairs and their Chairs-elect.

G. Treasurer

H. Parliamentarian

I. The Executive Director, serving as an ex-officio member and other such ex-officio members as may be elected or appointed by the Board of Governors or President. Ex-officio members may not vote or be counted for a quorum.

Section 3. Officers of the Association. The officers of this Association shall be:

- A. The President
- B. The President-Elect
- C. Four (4) Vice Presidents
- D. The Treasurer
- E. The Parliamentarian

All officers shall have such powers and duties as prescribed in these Bylaws or by resolution of the Board of Governors.

Section 4. Election of Board Members and Officers.

A. Nominations

1) The President shall appoint a Nominating Committee composed of the President, the President-Elect, and at least seven (7) Past Presidents.

2) The Nominating Committee shall submit nominations for the following positions:

a. Officers

- i. The President-Elect
- ii. Four (4) Vice-Presidents
- iii. Treasurer
- iv. Parliamentarian

b. Other Board Members

- i. The Governors, selected at-large

3) The Nominating Committee shall file its nominations in writing with the Executive Director at least twenty-one (21) days prior to the Annual Meeting, and the Executive Director shall promptly publish the list of nominations to the membership in advance of the Annual Meeting.

4) Nominations for the Governors selected at-large may be made from the floor at the time of the election by the membership at the Annual Meeting, and nominations for the positions elected by the Board may be made from the floor at the Board meeting at the time of the election; provided that the names of such nominees and the positions for which they are nominated have been submitted in writing to the Executive Director at least ten (10) days prior to the annual meeting. The names of persons nominated under the provisions of this Article shall be posted at the Annual Meeting prior to the respective elections.

5) Beginning at the 2018 Annual Meeting, any Governor at-large who

has completed four (4) consecutive one-year terms shall be ineligible for reelection for a period of one year. If more than four Governors at-large would otherwise lose eligibility in a single year, only the four Governors at-large with the longest consecutive years of service shall lose eligibility for reelection, with the others retaining eligibility for reelection that term.

## B. Election

### 1) Officers

The Officers of the Association, except the President, shall be elected by the Board at its first meeting following the Annual Meeting. The President shall assume office as provided in Article VII, Section 7.

### 2) Other Board Members

a. The Governors selected at-large shall be elected by the membership at the Annual Meeting.

b. The Governors from the districts shall be elected by the following process:

- i. A notice of the election of Governors from the districts, together with petition forms, shall be given to all members by December 1 by inclusion in an Association publication of general circulation to the membership, or by other means.
- ii. Any member desiring to be on the ballot shall file a completed petition, with the signatures of at least three (3) members of the Association, in the Association offices by delivery or email to the office at least eighty-five (85) days prior to the Annual Meeting, or by a mailing post-marked at least eighty-five (85) days prior to the Annual Meeting.
- iii. Members shall be eligible to serve from the district in which their principal office is located.
- iv. Separate ballots shall be prepared for each district, to include all persons who qualified pursuant to paragraph ii, above, and shall be mailed or emailed to each member in the district at least sixty-five (65) days prior to the Annual

Meeting. The mailing shall be a separate mailing for the sole purpose of the ballot, and shall include a return envelope. A member shall be entitled to vote in the district of the member's mailing address on file with the Association. Electronic voting may be substituted for mail ballot at the discretion of the Board of Governors.

- v. Completed ballots shall be delivered to the Association offices at least fifty (50) days prior to the Annual Meeting, or mailed to the Association offices by mailing post-marked at least fifty (50) days prior to the Annual Meeting.
- vi. Ballots shall be promptly tabulated, and announcement of those elected promptly made to the membership.
- vii. In a District with one (1) District Governor, the person receiving the most votes shall be elected. In a District with two (2) District Governors, the person(s) receiving the first and second most votes shall be elected. In a District with three (3) District Governors, the person(s) receiving the first, second and third most votes shall be elected.
- viii. In the event of a tie, where the winner is not determined by the withdrawal of all but one tying candidate, the names of the tying candidates shall be placed on the ballot for election by the membership present and voting at the Annual Meeting.
- ix. If a district fails to elect a Governor, a Governor for the district shall be nominated by the Nominating Committee and elected by the members of the Association present and voting at the Annual Meeting.
- x. If the date for filing or delivery of a petition or ballot falls on a Saturday, Sunday, or holiday, the next business day shall be the applicable filing or delivery date.

**Section 5. Terms of Office.** The term of office of the President, the President-Elect, the Vice-Presidents, the Treasurer, the Parliamentarian, the Governors, and the Section Chairmen, shall be one (1) year, or until their successor is elected.

Section 6. Vacancies. A vacancy in any Board position or any office, other than President, shall be filled for the remainder of the term by the Board.

Section 7. How President Assumes Office. The President-Elect shall assume the office of President automatically upon the conclusion of the predecessor's term or upon the vacancy of the office of President. The President's term of office shall be deemed to be concluded when the gavel of office is presented to the new President at the Banquet held in conjunction with the Annual Meeting, but if no Banquet is held, upon adjournment of the last official function of the Convention held in conjunction with the Annual Meeting.

Section 8. Compensation and Expense. No elected, appointed or ex-officio member of the Board of Governors except for the Executive Director shall be entitled to or shall receive any compensation for attendance at meetings of the Board of Governors or for other services rendered to this association as director or members of the committee of the Board, except that the necessary expenses of the President, and President-Elect, incurred on behalf of this association may be paid from the funds of the association. The necessary expenses of the Executive Director and staff shall be paid from the funds of the Association.

Section 9. The President. The President shall preside at all meetings and shall appoint such committees as deemed advisable or as the President may be directed to appoint by the Board of Governors. In the absence of the President, the President-Elect shall preside and in the absence of both such officers any member of the Board of Governors elected chairman at the meeting of the Board shall preside at such meeting.

The President, the President-Elect and the Executive Director shall be ex-officio members of all committees.

Section 10. The President-Elect. The President-Elect shall preside at any meeting of the association or the Board of Governors in the absence of the President and shall otherwise perform the duties of the President at such meetings. The President-Elect shall also perform such other duties as may be properly required by the President or the Board of Governors.

Section 11. The Executive Director. The Board shall appoint an Executive Director when financial and other conditions warrant and shall determine that individual's compensation and duties. The Executive Director shall be the chief executive officer of the association and shall perform the duties of secretary to the Board, responsible for recording minutes of the Board of Governors meetings and Executive Council

meetings, which shall be open for inspection by any member of the association. The Executive Director shall also perform other such duties as may be properly required by the President and the Board of Governors.

Section 12. The Treasurer. The Treasurer shall be responsible for the overseeing of and collection of all dues and funds of the association and shall oversee the keeping of a true and correct account of all receipts and disbursements, banking all funds of the association in the name of the association. A financial report shall be submitted at every regular meeting and at any special meeting as required by the President.

Section 13. The Parliamentarian. The Parliamentarian shall assist at all meetings of the Board and the association and rule on all issues of parliamentary procedure of law, but any such ruling may be rejected by two-thirds vote of the majority of those members of the Board or the association present at the meeting. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 14. Removal of Officers. Any officer who shall suffer disbarment or suspension from the active practice of law shall automatically be removed as an officer due to such incapacity and disqualification, Any one or more of the officers may be removed either with or without cause at any time by a vote of two-thirds of the members of the Board present at any special meeting called for that purpose.

## **ARTICLE VIII. EXECUTIVE COUNCIL**

Executive Council shall consist of the President, the President Elect, the Immediate Past President, the Treasurer, the four Vice-Presidents and the Parliamentarian. The Executive Director shall serve as an ex-officio member.

Executive Council shall have the power to make decisions concerning the administration of the Association. Whenever the Board has not set Association policy on a matter, or Association policy is unclear, or the Executive Council believes that Association policy should be changed, then it shall make recommendations to the Board for appropriate action. The Executive Council shall hold meetings as called by the President. The Executive Director of the Association shall act as Secretary during these meetings, and shall prepare minutes of each meeting to be submitted to the Board of Governors.

## **ARTICLE IX. COMMITTEES**

Standing, special and ad hoc committees, composed of members of this association but with each committee containing at least two members of the Board of Governors, may be appointed by the President or by resolution duly approved by a majority of the members of the Board of Governors in office. Such committees shall have the powers conferred upon them by statute unless limited by the President or the Board of Governors. The President or the Board of Governors shall also have the power to dissolve or change the membership in any committee.

## **ARTICLE X. SECTIONS**

Section 1. Sections may be established, abolished and amalgamated by the Board of Governors. All Section members must be members in good standing of the association.

Section 2. By-Laws adopted by the Sections must be approved by the Board of Governors and may be amended by the Board from time to time. In no event shall such Section By-Laws be inconsistent with the By-Laws and Articles of Incorporation of this association.

Section 3. Upon the establishment of a Section, the President of the association shall appoint a Chair and a Vice-Chair. Each Section established shall then hold a business meeting in conjunction with the following Annual Meeting of the association. At that meeting, in addition to conducting other business of the Section, it shall elect a Chair and Vice-Chair from its membership, as well as such other officers as its By-Laws require.

Section 4. With the approval of the Board of Governors, each Section may establish dues for Section membership.

Section 5. No Section shall express the official view of the association without receiving prior approval of the Board of Governors or the Executive Council.

Section 6. The Board of Governors may adopt additional rules and regulations governing the structure and operation of Sections.

Section 7. The following Sections shall be established:

- A. Criminal
- B. Domestic Relations
- C. Workers' Compensation
- D. Employment/Civil Rights
- E. Products' Liability
- F. Social Security Disability
- G. Commercial Litigation
- H. Consumer
- I. Professional Liability
- J. Consumer Bankruptcy
- K. Long Term Care Litigation
- L. Appellate Practice
- M. Young Trial Lawyers
  - 1. Members of the association 35 years of age and under may be enrolled as members of the Section. This Section shall have the purposes of increasing the trial and appellate skills of younger lawyers by means of educational programs, and to do all things necessary to uphold and maintain the high standards of the legal profession and the administration of justice in the Commonwealth.
- N. Women's Caucus
  - 1. The Women's Caucus shall consist of all women attorneys who are members in good standing in the Association. The Caucus shall have the purposes of increasing the leadership role of women within the Association, furthering VTLA's educational goals, mentoring women attorneys, providing its members with a professional and social support network within the Association, expanding the membership of VTLA and doing all things necessary to uphold and maintain the high standards of the legal profession and the administration of justice in the Commonwealth.

**ARTICLE XI. CODE OF ETHICS**

The Virginia Rules of Professional Conduct are hereby adopted as the Code of Ethics of this Association.

## **ARTICLE XII. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1. Contracts. The Board of Governors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Governors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Governors.

Section 4. Deposits. All funds of the corporation otherwise not employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Governors may select.

## **ARTICLE XIII. GENERAL PROVISIONS**

Section 1. Indemnification Against Liability. The association shall indemnify and hold harmless the directors, officers, employees and agents of this association with respect to performance of all duties as directors, officers, employees and agents of the association to the maximum permitted under applicable law.

Section 2. Amendments. The bylaws of this association may be altered, amended or rescinded and new bylaws may be adopted by the Board of Governors upon affirmative vote of two-thirds of the members of the Board of Governors upon at least 30 days written notice prior to the meeting at which the proposed alterations, amendments, rescissions or new bylaws are to be considered for adoption.

Section 3. Resolutions Proposed for Adoption at the Annual Membership Meeting. All resolutions proposed and motions for action to be taken by the membership at its annual meeting must first be presented to the Board of Governors for their consideration and recommendations.

These bylaws were unanimously adopted by the Board of Governors at the December 13,1986, the April 9,1987, the June 20,1987, the March 30,1989, the September 16,1989, the September 15,1990, the April 11,1991, the June 15, 1991, the April 2,1992 the June 20,1992, the December 12, 1992, the September 17,1994, the March 28,1996, the December 14,1996, the April 3,1997, the June 21,1997, the June 20,1998, the September 12,1998, the December 12, 1998, the October 15,1999, the September 23, 2000, the June 16, 2000, the September 14, 2003, the June 21, 2008, the September 20, 2014, and the March 30, 2017 meetings.

Valerie O'Brien  
Executive Director & Secretary