

**VSb SENIOR LAWYERS CONFERENCE
BOARD OF GOVERNORS HYBRID MEETING**

Thursday, April 18, 2024, 11:00 a.m.

AGENDA

I. CALL TO ORDER

II. WELCOME TO BOARD MEMBERS AND GUESTS

III. APPROVAL OF REMOTE PARTICIPATION

IV. APPROVAL OF MINUTES – February 22, 2024, Barbara Anderson

V. FINANCIAL REPORT – Richard Gray

IV. CHAIR’S REPORT - Carter Younger

V. COMMITTEE REPORTS

1. Newsletter – Frank Brown
2. Programs on *Protecting Your & Your Clients’ Interests in the Event of Your Disability, Death, or other Disaster* – Carole Capsalis
3. Senior Virginians Handbook – Veronica Williams
4. Pro Bono Coordinator – Andrea Bridgeman
5. Senior Citizens Law Day Programs – Bruce Robinson
6. Litigation Section Liaison – Bruce Sams
7. Committee on Mentoring/Film Project – Peter Burnett/Carter Younger
8. By-Laws Committee – Gary Hancock

VI. NEW BUSINESS

1. *Nominations for Board Membership and Board Officers*
2. *By-Laws Changes Approval*
3. *“Successorship” Program Initiative*

VII. UPCOMING MEETINGS

Next meeting: June 1, 2024 @ 9:30AM – VSB Annual Meeting, Virginia Beach Hilton

VII. ADJOURNMENT

**VIRGINIA STATE BAR SENIOR LAWYERS CONFERENCE
BOARD OF GOVERNORS MEETING**

**Virtual Meeting via Microsoft TEAMS
February 22, 2024
MINUTES**

PRESENT BY MICROSOFT TEAMS: Carter Younger, Chair, Thomas Bell, Vice Chair, Barbara Anderson, Secretary, Richard Gray, Treasurer, Gary Hancock, Immediate Past Chair, Leonard Brown, Carole Capsalis, Hon. Joel Cunningham, Hon. James Gamble, Jon Huddleston, Nancy Reed, Bruce Sams, Rhysa South, Veronica Williams, Frank Brown, Bruce Robinson, Andrea Bridgeman, Tom Edmonds, Peter Burnett, and Maureen Stengel, VSB Staff.

PRESENT BY TELEPHONE: William Phillips

ABSENT: Phillip Anderson, Aubrey Rosser, Hon. Colin Gibb, Nancy Donner, VSB Staff Liaison.

CALL TO ORDER: Mr. Younger called the meeting to order at 11:03 am. A quorum was present for the meeting.

APPROVAL OF REMOTE PARTICIPATION: On motion duly made and seconded, the Board voted to approve remote participation for this meeting by Microsoft TEAMS.

APPROVAL OF MINUTES: The minutes of the Board Meeting on November 16, 2023, were circulated as part of the meeting materials. On motion duly made and seconded the Minutes were approved with one typographical correction, removing “is” from the first sentence of the report of the Committee on Mentoring/Film Project.

FINANCIAL REPORT: Mr. Gray reviewed the current financial report through November 2023 as provided by the VSB Fiscal Office distributed with the meeting materials. Mr. Gray noted that the bill for preparation of the video CLE was paid in the last quarter. All other expenses noted appear to be customary and appropriate. Upon motion duly made and seconded, the financial report was approved as presented.

CHAIR’S REPORT: Mr. Younger provided a detailed written report and circulated it as part of the materials for this meeting and to VSB Council.

NEWSLETTER: Mr. Brown filed a written report that was circulated prior to the meeting. He asked that members please consider writing articles for the Senior Lawyer News and asked that the Board watch for upcoming deadlines.

PROGRAMS ON PROTECTING YOUR CLIENT'S INTERESTS IN THE EVENT OF YOUR DISABILITY, DEATH, OR OTHER DISASTER: Carole Capsalis reported she is taking over managing the programs going forward and is working to update the materials.

SENIOR VIRGINIANS' HANDBOOK: Ms. Williams reported the content due date for creators is March 15. Andrea Bridgeman has worked to secure content creators and Rhysa South has agreed to assist with the editing. Ms. Williams hopes printed copies will be available for distribution in May as there are no remaining English versions to send out. There are still 100s of copies of the Spanish edition available, however.

PRO BONO: Ms. Bridgeman indicated efforts continue to reach out to Bar members to participate in *pro bono* activities. It is important that there be a roster of senior attorneys who will serve as mentors or consult with other attorneys who may want to take on *pro bono* cases and this should be a Senior Lawyers Conference initiative. The Pro Bono conference in the 2nd quarter should be a kickoff for *pro bono* efforts overall.

SENIOR LAW DAY: Mr. Robinson's report was included with the meeting materials and included the comprehensive Senior Law Day curriculum materials he prepared to assist local bars in conducting these programs.

LITIGATION SECTION LIAISON: Bruce Sams is receiving meeting notices and plans to attend.

COMMITTEE ON MENTORING/FILM PROJECT: Ms. Williams reported that the second hour of interviews with Tom Spahn, Cynthia Hudson, and Glenn Kirschner is now in the editing phase to add one hour to the entire program with hypotheticals and written materials. Distribution with MCLE credit should be ready soon with publicity on the VSB website. The committee also will coordinate with the Conference of Local and Specialty Bar Associations on publicity for the film and on-demand streaming capability for bar meeting content.

ANNUAL MEETING: Ms. Williams also reported on the upcoming CLE on Combatting Elder Abuse for the Annual Meeting presented jointly with the Criminal Law Section. Among the topics is financial exploitation and how that interrelates with the duties of caregivers, conservators, and other fiduciaries.

BYLAWS COMMITTEE: Gary Hancock, Tom Bell, Rhysa South, and Janet Van Cuyk from the VSB staff did most of the drafting of the revisions to bring the SLC bylaws into compliance with current operations, changes in technology, and to conform to the other section and conference bylaws. After a thorough review by the Board and discussion of some minimal corrections, and upon motion duly made and seconded, the Board approved the amended bylaws to be prepared for final publication.

NEW BUSINESS:

1. The Welcome Letter was discussed in the written Chair's Report.
2. The Nominations Committee consists of Tom Bell, Gary Hancock, Barbara Anderson, Richard Gray, and Vanessa Williams. Over the next few weeks, they will identify members whose terms are expiring and work to nominate individuals to join the Board and serve as officers.
3. The Chairman expressed his hope to get other senior lawyers involved in the work of the Committees of the Board, especially in mentoring.
4. The Chairman reviewed an alert he received about a hoax where individuals claim to be lawyers and warned the Board to be cautious about this.
5. Upcoming Meetings. The next meeting of the Board will be on April 18 and will be a hybrid meeting in Northern Virginia. Several Board Members offered conference facilities for this meeting.

ADJOURNMENT: The meeting was adjourned at 12:25 pm.

Respectfully Submitted,

A handwritten signature in blue ink, appearing to read "Barbara S. Anderson", with a horizontal line extending to the right.

Barbara S. Anderson, Secretary

ATTEST:

William Carter Younger, Chair



Virginia State Bar

Bank of America Building
1111 E. Main Street, Suite 700
Richmond, Virginia 23219-3565
Telephone: (804) 775-0500

TDD: (804) 775-0502

TO: Section Chairs
Craig E. Ellis, Esq.
Gary C. Hancock, Esq.
Alicia R. Johnson, Esq.
Luis A. Perez, Esq.

FROM: Crystal T. Hendrick *Crystal Hendrick*

SUBJECT: February 2024 Financial Report

DATE: April 1, 2024

The February 2024 financial report for your section is enclosed.

Do not hesitate to call me if you have any questions concerning your monthly financial report.
My direct line number is (804) 775-0523.

CTH/cdh

Enclosures

cc: Section Vice-Chairs
Matthew C. Perushek, Esq.
William C. Younger, Esq.
Candace A. Blydenburgh, Esq.
Dillina W. Stickley, Esq.
Section & Conference Liaisons

SENIOR LAWYERS CONFERENCE LEDGER
FISCAL YEAR 2024
85

| MONTH | DESCRIPTION | AMOUNT | BALANCE |
|--------------|---|---------------|----------------|
| July | Beginning Balance | | 43,700.00 |
| July | William Carter Younger | 164.34 | 43,535.66 |
| July | VISA - UPS Mailings - 6/17/23 | 18.00 | 43,517.66 |
| July | VISA - UPS Mailings - 7/1/23 | 18.00 | 43,499.66 |
| July | VISA - UPS Mailings - 7/8/23 | 9.39 | 43,490.27 |
| July | VISA - Amazon - 50 year mailing envelopes | 81.06 | 43,409.21 |
| | TOTAL FOR JULY | 290.79 | |
| August | SMS Postage for June | 48.01 | 43,361.20 |
| August | Gary C. Hancock | 535.72 | 42,825.48 |
| August | Andrea L. Bridgeman | 589.54 | 42,235.94 |
| August | Barbara S. Anderson | 556.25 | 41,679.69 |
| August | Thomas G. Bell Jr. | 562.94 | 41,116.75 |
| August | Thomas A. Edmonds | 450.62 | 40,666.13 |
| August | SMS Postage for July | 765.35 | 39,900.78 |
| August | VISA - UPS Mailings - 7/22/23 | 44.24 | 39,856.54 |
| August | VISA - UPS Mailings - 7/29/23 | 94.15 | 39,762.39 |
| August | VISA - UPS Mailings - 8/5/23 | 18.00 | 39,744.39 |
| | TOTAL FOR AUGUST | 3,664.82 | |
| September | SMS Postage for August | 13.44 | 39,730.95 |
| September | VISA - UPS Mailings - 8/26/23 | 58.50 | 39,672.45 |
| September | Hilton OceanFront - AM | 2,480.00 | 37,192.45 |
| | TOTAL FOR SEPTEMBER | 2,551.94 | |
| October | SMS Postage for September | 45.48 | 37,146.97 |
| October | Thomas G. Bell | 95.74 | 37,051.23 |
| October | Thomas G. Bell | 156.48 | 36,894.75 |
| October | Big Ocean - Civility and Professionalism Film Project | 9,925.00 | 26,969.75 |
| October | VISA - Apple Spice | 74.67 | 26,895.08 |
| October | VISA - UPS Mailings - 9/16/23 | 227.49 | 26,667.59 |
| October | VISA - UPS Mailings - 9/23/23 | 143.98 | 26,523.61 |
| October | VISA - UPS Mailings - 9/30/23 | 54.00 | 26,469.61 |
| | TOTAL FOR OCTOBER | 10,722.84 | |
| November | SMS Postage for October | 10.19 | 26,459.42 |
| November | VISA - UPS Mailings - 10/14/23 | 96.47 | 26,362.95 |
| November | VISA - UPS Mailings - 10/21/23 | 60.02 | 26,302.93 |
| November | VISA - UPS Mailings - 10/28/23 | 65.82 | 26,237.11 |

SENIOR LAWYERS CONFERENCE LEDGER
FISCAL YEAR 2024
85

| MONTH | DESCRIPTION | AMOUNT | BALANCE |
|--------------|--|---------------|----------------|
| November | VISA - UPS Mailings - 11/04/23 | 31.99 | 26,205.12 |
| | TOTAL FOR NOVEMBER | 264.49 | |
| December | Richard A. Gray | 159.10 | 26,046.02 |
| December | Andrea L. Bridgeman | 148.10 | 25,897.92 |
| December | SMS Postage for November | 17.54 | 25,880.38 |
| December | VISA - Homemades by Suzanne - Conference Lunch | 163.40 | 25,716.98 |
| December | VISA - UPS Mailings - 12/2/23 | 27.79 | 25,689.19 |
| December | VISA - UPS Mailings - 12/9/23 | 14.05 | 25,675.14 |
| December | VISA - UPS Mailings - 11/18/23 | 45.71 | 25,629.43 |
| December | VISA - UPS Mailings - 11/25/23 | 45.63 | 25,583.80 |
| | TOTAL FOR DECEMBER | 621.32 | |
| January | VISA - UPS Mailings - 1/06/24 | 13.92 | 25,569.88 |
| January | VISA - UPS Mailings - 1/13/24 | 82.06 | 25,487.82 |
| January | SMS Postage for December | 11.16 | 25,476.66 |
| | TOTAL FOR JANUARY | 107.14 | |
| February | SMS Postage for January | 16.82 | 25,459.84 |
| February | Big Ocean - Civility and Professionalism Film Projec | 3,062.50 | 22,397.34 |
| February | VISA - UPS Mailings 1/27/24 | 39.55 | 22,357.79 |
| February | VISA - UPS Mailings 2/3/24 | 25.70 | 22,332.09 |
| February | VISA - UPS Mailings 2/10/24 | 10.82 | 22,321.27 |
| | TOTAL FOR FEBRUARY | 3,155.39 | |



Commonwealth of Virginia February 2024 Senior Lawyers

Report ID: RGL035
 Layout ID: VGLR0035
 Period Ending: 2024-06-30

Run Date: March 27, 2024
 Run Time: 10:26:21 AM

Business Unit: 11700 Virginia State Bar

| Cost Center | Description | Budget | 2024-8 | Current Year Expenditures | (Over) Under Budget | % of Budget Remaining |
|-------------|----------------------------|-------------|------------|---------------------------|---------------------|-----------------------|
| 6103 | Grants | 0.00 | 0.00 | 9,925.00 | (9,925.00) | 0% |
| 6340 | Other Contractual Services | 0.00 | 0.00 | 58.50 | (58.50) | 0% |
| 6560 | Senior Lawyers Conf-Trav | 9,800.00 | 0.00 | 6,136.90 | 3,663.10 | 37% |
| 6580 | Senior Lawyers Conf-Print | 15,000.00 | 0.00 | 0.00 | 15,000.00 | 100% |
| 6600 | Senior Lawyers Conf-Comm | 10,000.00 | 3,079.32 | 3,990.49 | 6,009.51 | 60% |
| 6620 | Senior Lawyers Conf-Misc | 8,900.00 | 76.07 | 1,267.84 | 7,632.16 | 86% |
| | All Cost Centers | \$43,700.00 | \$3,155.39 | \$21,378.73 | \$22,321.27 | 51% |

VSF Senior Lawyers Conference

Chair's Report

April 18, 2024

This report is submitted to the Senior Lawyers Conference Governing Board for its hybrid meeting on April 18, 2024, at Offit Kurman, 8000 Towers Crescent Drive, Suite 1400, Tysons Corner, Virginia 22182.

Meetings and SLC Involvement.

On February 22 and 23, I attended the VSB Executive Committee and Bar Council Meetings in Richmond on February 23 and 24th in Richmond. I submitted a written report of the SLC's activities, a copy of which was provided to the SLC Governing Board with the materials for our February 22 virtual meeting, and made a brief oral presentation at the Bar Council Meeting.

On March 8, I attended the VSB Bar Leaders Institute, which was also attended by Tom Bell and Barbara Anderson. I spoke on behalf of the SLC on a panel with the Chairs of the Young Lawyers Conference, the Conference on Diversity, and the Conference of Local and Specialty Bars, along with the Executive Director of the VSB. The Panel was intended to provide Bar leaders with information about the programs and resources that are available to them and their organizations in carrying out their missions and programs. I provided the attendees with a two-page summary of the SLC's activities and resources, a copy of which is attached to this report.

"Civility and Professionalism" Film Project

The two-hour version of *Civility and Professionalism in a Successful Litigation Practice* has been approved for a full two hours of MCLE Ethics credit. It is now available on the VSB's website under the "Calendar" heading, "Free and Low-Cost Webinars" tab. It can be accessed directly with this link: <https://attendee.gotowebinar.com/register/9061625518650572119>.

Thanks and congratulations go to Kevin Kertscher, Glenn Kirschner, Cynthia Hudson, and Tom Spahn for their outstanding contributions to the second hour of the film. Kevin and Big Ocean Studios creatively edited the results from the January 29, 2024, filming session and combined them with the first hour to create the two-hour version of the film. Tom Spahn also provided 85 pages of written materials to support of application for MCLE Credit. The film may have broken the speed record for MCLE approval. Submission to the MCLE authorities was made on Wednesday afternoon, March 27, and approval was received on Monday morning, April 1, over the Easter holiday weekend! If interactive or other MCLE credit is sought for viewing the film at presentations rather than on the VSB website, however, separate credit approval must be obtained from the MCLE authorities.

Our next task will be to focus on publicity and marketing of the film to its potential viewers. Peter Burnett and I will be working with the VSB, the VLF, and other groups to get the word out. We are also investigating the cost of adding content to the film "trailer" to reflect the second hour content and the availability of MCLE credit.

Senior Lawyer News

I have submitted a report as SLC Chair for the upcoming issue of the "Senior Lawyer News." I believe Barbara Anderson is also submitting an article. Frank Brown continues his outstanding

service to the Bar as organizer, author, and editor-in-chief of this excellent newsletter, which reaches approximately 25,000 lawyers and judges.

Senior Virginians Handbook

Veronica Williams has been overseeing the 2024 updating of the Handbook, with assistance from Board member Andrea Bridgeman. To get the most up-to-date content, some deadlines for submitting sections for the 2024 edition have been extended. The printed English language Handbook has been in very high demand, and our supply is currently exhausted. We will not incur the expense of printing more copies of the English language Handbook until it has been fully updated, but the text is available on-line at the Conference's page on the VSB website. The Spanish language edition is available in print as well as on-line, and it will be updated along with the English language edition.

Pro Bono Initiatives

Pro Bono Chair Andrea Bridgeman has initiated a study group within the Board to explore how the Conference can best assist senior lawyers in contributing to pro bono work.

Revised SLC By-Laws

The By-Laws Committee chaired by Gary Hancock has refined the By-Laws amendments presented to the Governing Board at our February meeting. VSB Deputy Executive Director Janet Van Cuyk assisted the Committee in reviewing and improving the amendments. When finalized and approved by the Governing Board, the amendments will be submitted for approval by Bar Council.

VSB SLC 2024 Annual Meeting and fifty-Year Awards

The VSB's Annual Meeting was moved from its traditional mid-June dates to May 29-June 1, 2024, due to scheduling conflicts at the Virginia Beach hotels. The Senior Lawyers Conference Annual Meeting is scheduled for 9:30 AM, June 1, 2024, when we will elect new Board members and officers for the 2024-2025 term. Officer nominees are expected to include Thomas G. Bell, Jr. (Staunton) for Chair, Barbara S. Anderson (Alexandria) for Vice-Chair, Richard A. Gray (Oakton) for Secretary, and Veronica Williams (Newport News) for Treasurer.

On Saturday, June 1, 2024, 560 lawyers will be recognized with 50-year awards. At the 2023 Annual Meeting, 375 lawyers received 50-year awards.

VSB Annual Meeting CLE Program on Elder Abuse

Thanks to the efforts of Veronica Williams, the SLC and the VSB Criminal Law Section are co-sponsoring an important CLE seminar at the VSB Annual Meeting, "*Combating Elder Abuse and Vulnerable Adult Exploitation in Virginia.*" The seminar will discuss the growing threats to senior citizens and vulnerable adults from financial scams, physical injury and other forms of abuse and mistreatment. The program will feature presentations by Veronica and other experts in elder law and estate planning, as well as prosecutors of elder abuse cases.

Respectfully submitted,

W. Carter Younger
SLC Governing Board Chair

VSB Senior Lawyers Conference

March 8, 2024

The Senior Lawyers Conference is committed to serving the interests of senior lawyers and senior Virginians. Virginia State Bar members in good standing automatically become members of the Senior Lawyers Conference when they reach 55 years of age. There is no additional cost or dues requirement. The Senior Lawyers Conference has almost 25,000 members. The Conference's Governing Board comprises 24 experienced lawyers and judges representing a full range of practices and geographic areas in the Commonwealth. Both active and retired practitioners and judges are involved in the Conference. Lawyers interested in membership on the Governing Board or participating in the activities of its Committees may contact the Governing Board Chair or the Nominating Committee Chair, Thomas G. Bell (tbell@timberlakesmith.com)(who is also the current Vice-Chair of the Board).

The Senior Lawyers Conference has several activities and resources of potential interest to Local and Specialty Bar Leaders. Below are several of those activities, and the email addresses by which the leaders of those activities may be contacted.

- The "Senior Lawyer News" newsletter is published online annually under the leadership of Frank O. Brown, Jr. (lawinorder@aol.com). The Newsletter includes articles of interest to members, updates on conference activities and upcoming events, and remembrances of deceased distinguished lawyers and judges. The Newsletter reaches approximately 25,000 lawyers and judges, and is a potential vehicle for communicating upcoming events sponsored by Bar Leaders.
- The "Senior Virginians Handbook" is produced in English and Spanish, in print and online forms. It is intended to provide plain language information about legal topics of particular interest to senior citizens and provides contact information for resources that are available to assist them. The Handbook is distributed to pro bono providers, senior citizen centers, libraries, local bar associations, and law firms that request them. Veronica Williams (veronica@virginialifecareplanning.com) is the editor-in-chief. Veronica is currently overseeing the 2024 updating of the Handbook. A new print edition is planned. The current English language version is available on-line only. The Spanish language version is available in print as well as on-line. Bar Leaders interested in Handbook as a possible resource for programs aimed at older Virginians are encouraged to contact Veronica.
- Senior Virginians Law Day Programs are held throughout Virginia under the auspices of local bar associations and Bar leaders. Their purpose is "to educate Virginia Seniors, care givers, community servants, and stakeholders concerning the planning and preparation for the uncertainties and challenges of aging, particularly the legal and business aspects of the aging process." Bruce Robinson (bruce.robinson@gmail.com) chairs this effort on behalf of the Senior Lawyers Conference and assists with planning and identifying content for these programs. Copies of the Senior Virginians Handbook are made available at the programs and are very popular with participants. Bruce has created a step-by-step guide to presenting a Senior Law Program, and a list of curriculum modules on topics such as Life and Estate Planning; Safety; Property Matters; Third Party Assistance; Federal, State and Local Benefits; Care Facilities; and Final Arrangements. A sample agenda from a Prince Edward County Bar Senior Law Day program is also available. Bruce offers these documents, as well as his personal advice, to lawyers and Bar organizations interested in presenting these popular programs.

- Pro Bono Committee Chair Andrea Bridgeman (bridgemanesq@gmail.com) is available to assist lawyers who are looking to become involved in pro bono work. She is knowledgeable about the Emeritus Membership program of the Virginia State Bar for senior lawyers who are interested in transitioning from active practice to pro bono representation.

- For more than two decades “*Protecting Your and Your Clients’ Interests in the Event of Your Disability, Death, or Other Disaster*” programs have been presented statewide under the leadership of Frank O. Brown, Jr. These have been presented as a CLE Ethics program to local bar associations on this topic. This program has been presented as a one hour, one and one-half hour, or two-hour program, with full ethics credit. This program has been presented at least once in Abingdon, Alexandria, Arlington, Big Stone Gap, Boydton, Covington, Charlottesville, Danville, Fairfax, Farmville, Fredericksburg, Gloucester, Harrisonburg, Hanover County, Henrico, Irvington, Keysville, Leesburg, Luray, Manassas, Mclean, Melfa, Norfolk, Richmond, Roanoke, Salem, Smyth County, Stratford Hall, Virginia Beach, Warsaw, Williamsburg, Winchester, and several additional times in many of these locations. Carole Capsalis (ccapsalis@beankinney.com) has assumed leadership of these valuable programs. Carole is available to help lawyers and Bar organizations in planning these programs.

- *Civility and Professionalism in a Successful Litigation Practice* is a film produced by the VSB under the direction of the Conference’s Mentorship Committee, with financial support from the Conference, the VSB Litigation Section and the Virginia Law Foundation. It is designed as a mentoring session by distinguished judges and trial lawyers on the practical benefits of civil and professional conduct in handling cases for clients and in building and maintaining a successful practice. The Virginia State Bar offers the film on-line at no cost: <https://youtu.be/6os5bMt22Gs?si=OFiDfCjKSYS0Wc3>. There is also a “trailer”, which provides a three-minute preview of the film and can be accessed at [VSB Civility and Professionalism Trailer](#).

The film is intended to be shown to interested lawyers, law students and other groups for educational purposes, although in its current form it does not provide MCLE credit. For example, the film can serve as a basis for a presentation for new lawyers by a judge or experienced litigator regarding the benefits of combining civility and professionalism with zealous advocacy. A two-hour version of the film is in production, which is intended to be eligible for MCLE Ethics credit. This version will feature an additional hour-long discussion of hypotheticals exploring the practical challenges of dealing with the intersection, and sometimes conflict, of the Rules of Ethics with the non-mandatory Standards of Professionalism and civility. More information about the film can be obtained from project co-chairs Peter Burnett (peterb@burnettwilliams.com) and Carter Younger (wcarteryounger@gmail.com).

The VSB Staff Liaison to the Senior Lawyers Conference, Nancy Donner (ndonner@vsb.org) is also available to answer questions about the above and other resources the Senior Lawyers Conference offers to Bar Leaders.

W. Carter Younger
SLC Governing Board Chair
wcarteryounger@gmail.com
+1 (804) 347-2168

To: SLC Board of Governors From: Frank O. Brown, Jr.
April 18, 2024

Virginia Lawyer Magazine

The June 2025 Issue of the Virginia Lawyer magazine will be the next Senior Lawyers Conference Dedicated Issue. The deadline for having articles to Frank O. Brown, Jr., Newsletter Editor, is March 26, 2025. If you are willing and able to write an article for this issue, please call Frank O. Brown, Jr. on 804-673-7545. Our Chair at that time will write the SLC Chair's column for this issue.

Senior Lawyer News - Website Newsletters

Volume 32, Issue 1, of the Senior Lawyer News, will be published as an online issue in May 2024 (2024 Annual Meeting Edition) (Please note that the dates for the VSB Annual Meeting in Virginia Beach have been changed to May 29, 2024 - June 1, 2024). Periodically, we publish Remembrances of deceased distinguished lawyers or judges whose personal and professional qualities are inspirational to members of the legal profession and the public. Remembrances and articles on other subjects of interest written by the following will be included in this issue). The newsletter will be published online on April 24, 2024.

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|---------------------------------|--|
| W. Carter Younger | From the SLC Chair |
| Barbara S. Anderson | Some Thoughts on the Future of Lawyers in Virginia |
| Maryse C. Allen | Key Divorce Issues in the Golden Years |
| Virginia State Bar | List of 50 Year Award Honorees |
| Rev. Laura Dervishian Inscoe | Remembrance of Ernest Herbert Dervishian Recipient of the Medal of Honor In World War II |
| Jon Huddleston | Remembrance of William L. Schmidt |
| James W. Korman | Remembrance of David Bowen Kinney |
| Bruce E. Robinson | Remembrance of The Honorable Irvin Douglas Sugg, Sr. |
| William T. Wilson | Remembrance of George James Kostel |
| Frank O. Brown, Jr. | Fentanyl Crisis in the Commonwealth Of Virginia |

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|---|---|
| Sharon D. Nelson John W. Simek, and Michael C. Maschke | Great Law Firm Security Without Breaking The Bank |
| Leonard C. Heath, Jr. | Professionalism and the Symbiotic Relationship Between Civility And Well-Being |
| Carole H. Capsalis and Frank O. Brown, Jr. | ETHICS: Protecting Your and Your Clients' Interests in the Event of Your Disability, Death, or Other Disaster |
| Hon. Joel C. Cunningham | The Opioid Tsunami |
| Frank DeGaetani | DARS - Who We Are, What We Do, and How We Help Virginia's Senior Citizens and Senior Lawyers |
| Evan H. Farr | Scammers Are More Sophisticated Than Ever - Be Vigilant About the New AI Voice Scam |
| Federal Trade Commission | Anatomy of an Imposter Scam |
| Internal Revenue Service | Warning About "New Client" Scam and Spearfishing |

In addition to the foregoing articles and Remembrances, the following public service announcements (PSA) will be included in the newsletter:

"Your Rights to Free Annual Credit Reports"; "Virginia Judges & Lawyers Assistance Program"; "TIES" (Transfer Into Emeritus Status); "Virginia Lawyer Referral Service".

Volunteers are also needed to write articles for future issues of The Senior Lawyer News on other subjects of interest. The deadline for having articles to Frank O. Brown, Jr., Newsletter Editor, is May 1, 2025. If you are willing and able to write an article about subjects of interest, please call Frank O. Brown, Jr. on 804-673-7545.

Free Legal Research for Members on VSB Web Site

VSB members have free legal research on the VSB web site by registering and establishing a password. Fastcase is the provider. Fastcase is provided free to all VSB members, though the service

ordinarily costs \$995 per year or \$95 per month for subscribers. Beginning in September 2020, Fastcase began the transition to its newly built legal research platform. Those with questions may contact Fastcase customer support at 1-866-773-2782 (8:00 a.m. - 9:00 p.m. EST) or, you may email support@fastcase.com.

Fastcase offers ongoing training and you can find the dates and sign up for them at www.Fastcase.com/blog/free-fastcase-webinars/.

Listed below are a few of the features in the Fastcase interface:

Briefs, Pleadings, Motions, and Orders

Users can now access hundreds of millions of: Briefs, Pleadings, Motions, and Orders provided by Docket Alarm (a Fastcase company). Now Fastcase users can access Docket Alarm's 400+ million documents (for an additional fee as an optional add-on).

Ground-up Redesign of User Interface.

Users have given a lot of feedback about Fastcase's user interface. This most recent release provides a full re-design of the entire interface. The biggest improvement: Fastcase now looks great on all screens - from 27" retina monitors down to the smallest phone.

Authority Check

Finding a case's status - or documents that cite to a statute or court rule - just became easier with the newly re-designed Authority Check. Simply click on a document's flag to see other documents that cite to it. Fastcase has separated the algorithmically determined Negative Treatment, making it quicker and easier to determine a document's authority and status.

Please Note The SLC Website Address at www.vsb.org then under Conferences, then under Senior Lawyers Conference. As of February 1, 2024, the Senior Lawyers Conference has 24,626 members; by contrast, the Young Lawyers Conference has 6,937 members.

The Senior Lawyers Conference website contains a wealth of access to practice materials and links to other sites of interest to seniors and senior lawyers. Also included are back issues of the SLC Senior Lawyer News newsletter and back issues of the Senior Lawyers Conference Dedicated Issues of the Virginia Lawyer magazine. Please take out your cell phone, tablet, or other electronic device, and take a look at our website.

Virginia State Bar Senior Lawyers Conference

Nominating Committee Report

The Senior Lawyers Conference Nominating Committee has met and approved nominations for the year beginning July 1, 2024.

There are seven positions available for a two-year term on the Board of Governors. We have received agreement to serve from three lawyers (biographical information attached):

1. Eugene M. Elliott, Jr. of Roanoke
2. Edward L. Weiner of Fairfax
3. John E. Whitfield of Staunton

We are actively seeking a nominee from Southwest Virginia since we currently lack a member from that area. We hope to supplement this report with an individual from that region. We are also continuing to search for lawyers to fill our remaining vacancies and will continue that effort.

The Honorable Colin Robert Gibb is completing his second term on the Board. He has agreed to continue as an Honorary Member. We nominate him for that position.

Carole H. Capsalis is completing a term which fills a vacancy. We nominate her for a first full two-year term.

Rhysa G. South and is completing her first full term. We nominate her for a second full term. The Honorable Joel C. Cunningham has declined a second term.

We nominate Veronica E. Williams to serve as Treasurer. When elected we will need to find someone to fill her one-year unexpired term. Veronica is on the nominating committee but did not participate or vote in her section.

Respectfully Submitted.

Thomas G. Bell, Jr., Chair

Gary C. Hancock

Barbara S. Anderson

Richard A. Gray

Veronica E. Williams

March __, 2024

Virginia State Bar Senior Lawyers Conference

Supplemental Nominating Committee Report

Thanks to the extraordinary efforts of Veronica Williams, we now have five lawyers who have agreed to serve on our Board, in addition to the three nominated earlier. We had four regular openings and a fifth created by our nomination of Veronica as Treasurer. The nominees are:

1. Stephen D. Lentz of Virginia Beach
2. Mark Matney of Williamsburg
3. Martin Wegbreit of Richmond
4. Hon. Deanis L. Simmons of Smyth County
5. Lynn L. Robinson of Richmond

Biographical information on each nominee is attached.

My previous report failed to include nominations for officers. For the year beginning July 1, we nominate the following:

Barbara S. Anderson, Vice Chair

Richard A. Gray, Secretary

Veronica E. Williams, Treasurer.

The By-Laws provide that as Vice-Chair, Thomas G. Bell, Jr. becomes Chair at the adjournment of the Annual Meeting and W. Carter Younger becomes Immediate Past Chair.

Respectfully Submitted.

Thomas G. Bell, Jr., Chair

Gary C. Hancock

Barbara S. Anderson

Richard A. Gray

Veronica E. Williams

April 5, 2024

Senior Lawyers Conference A Conference of the Virginia State Bar

Bylaws

ARTICLE 1: NAME AND PURPOSE

§ **1.1 Name:** This Conference will be known as "the Senior Lawyers Conference" and will be referred to here as the "SLC" or the "Conference."

§ **1.2 Purposes:** The purpose of The SLC is 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 the VSB's and SLC's missions and goals as follows:

The SLC will serve the particular interests of senior lawyers and promote the welfare of seniors generally. In serving the interests of senior lawyers, the SLC will (i) plan and present programs and activities and produce publications of interest to senior lawyers and (ii) coordinate activities for senior lawyers by, for, and with state and local bar associations.

In serving to promote the welfare of seniors generally, the SLC will (i) study issues of concern to seniors, (ii) prepare and present programs and publications designed to explore and develop such issues, (iii) advocate appropriately on behalf of such issues, and (iv) cooperate with other entities interested in such matters.

ARTICLE 2: MEMBERSHIP

§ **2.1 Members:** The membership of the SLC consists of members of the VSB in good standing who are 55 years old or older. All persons who meet these qualifications are automatically 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 automatically ceases to be a member of the SLC.

ARTICLE 3: CONFERENCE MEETINGS

§ **3.1 Annual Meeting:** There will be an Annual Meeting of the members of the SLC during the Annual Meeting of the VSB (the Annual Meeting of the Conference).

§ **3.2 Special Meetings:** The SLC may hold other meetings of its membership during the year. Prior to such meetings, the Chair of the Board of Governors (the Chair) will give reasonable notice of the meeting (a special meeting of the Conference).

§ 3.3 Quorum: The members of the SLC present at any meeting of the membership constitute a quorum for the transaction of business. Action by a majority vote of the members present is binding on the SLC.

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

§ 3.5 Parliamentary Authority: Robert's Rules of Order, as most recently published, is the parliamentary authority governing meetings of the Conference in parliamentary situations not covered by these Bylaws, unless, at a particular meeting, a majority of the members present direct otherwise.

ARTICLE 4: BOARD OF GOVERNORS

§ 4.1 Powers and Functions:

(a) The Board of Governors is vested with the powers and duties necessary for the administration of the activities of the Conference, subject to the applicable Rules of the Supreme Court of Virginia and the bylaws of the VSB. The Board of Governors is required to prepare and recommend an annual budget for the Conference to the VSB Standing Committee on Budget and Finance. The Board of Governors may 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.

(b) 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 will 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 becomes 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.

(c) Between meetings of the Conference membership, the Board of Governors has the authority to perform the functions that the membership might perform, except that the Board of Governors may not exercise the right of the membership to amend the Bylaws.

§ 4.2 Composition: The Board of Governors will have a total of twenty-four (24) voting member and will be composed of the following individuals:

(a) Nineteen (19) 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.

(b) The five (5) officers as provided for in Article 5.

(c) No more than three (3) honorary Board of Governor members, elected by the members of the Conference, to serve without a vote. The Conference will encourage and solicit members of the active and retired judiciary for these positions. Honorary Board members will not be counted in the total composition of the Board of Governors enumerated in § 4.2.

§ 4.3 Terms:

The term of office of a member-at-large and of an honorary member is two (2) years beginning with the adjournment of the Annual Meeting of the Conference during which the member is elected. No member-at-large or an honorary member may serve more than two (2) consecutive terms, except a member appointed to fill an unexpired term is eligible to serve two additional full terms. The Board of Governors may, by resolution, provide for staggered terms of its members. Any officer, whose two consecutive terms have expired, may continue on the Board of Governors until the end of their term in office. In no instance may an officer remain on the Board of Governors more than five years after the expiration of their final term as a member-at-large, plus any unexpired term.

The Chair of the Board may appoint Conference members to committees or subcommittees to perform such duties and exercise such non-voting powers as the Board directs, subject to the limitations of these bylaws and the bylaws of the VSB. Such subcommittees should be reaffirmed and reappointed each year.

§ 4.4 Meetings:

(a) The Board of Governors will 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 will, in accordance with the requirements provided herein, call meetings of the Board of Governors between the Board of Governor's annual meetings. The Chair will give to the members of the Board of Governors at least ten (10) days' notice of the date, time, place, and purpose of all meetings.

(b) At each meeting of the Board of Governors, three (3) voting members of the Board of Governors in attendance constitutes a quorum for the transaction of business. The vote of a majority of members present, either physically or through electronic communication means, constitutes the act of the Board of Governors.

(c) No member may vote by absentee or proxy.

§ 4.5 Compensation: No salary or compensation for services for the Conference may be paid to or by any officer, member of the Board of Governors, or member of any committee, except as 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 is automatically vacated, 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 member-at-large. A person named

to fill a vacancy will serve for the remainder of the unexpired term and will be eligible for re-election as set forth in § 4.3.

ARTICLE 5: OFFICERS

§ 5.1 Officers: The officers of the Conference are the Chair, Vice-Chair, Secretary, Treasurer, and Immediate Past Chair of the Board of Governors.

§ 5.2 Chair: The Chair will:

- (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. Members of any such committees are required to be members of the Conference but are not required to be members of the Board of Governors;
- (d) Keep the Board of Governors informed of all activities of the Conference and implement its decisions;
- (e) Serve as the Conference representative on the VSB Council;
- (f) Prepare a summary of the Conference's proceedings and work during the immediate past year for publication in the Annual Report of the VSB; and
- (g) 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 Vice-Chair: The Vice-Chair will aid the Chair in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request. The Vice-Chair will preside at meetings of the Conference and the Board of Governors in the absence of the Chair and will 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 Vice-Chair will perform the duties of the Chair for the remainder of the Chair's term or disability.

§ 5.4 Secretary: The Secretary will consult with and assist all the officers of the Conference in their work in the manner and to the extent requested. The Secretary serves as the liaison between the Conference and the VSB 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, in collaboration with the VSB, will 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 will appoint a member of the Board of Governors to perform the duties of the Secretary at that meeting.

§ 5.5 Treasurer: The Treasurer will, in collaboration with the VSB, (i) prepare a proposed budget for presentation to the Board of Governors in time to have the budget approved by the Board of Governors and submitted to the VSB in a timely manner for consideration during the VSB's budget development process and (ii) report to the Board of Governors, at each meeting, the status of the financial conditions of the Conference.

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

§ 5.7 Executive Committee: The Officers 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 has the authority to act for the Board of Governors. The Secretary will promptly advise each member of the Board of Governors of any action taken by the Executive Committee.

§ 5.8 Terms:

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

(b) The Vice-Chair becomes the Chair upon the adjournment of the next Annual Meeting of the VSB. The Vice-Chair also succeeds to the office of Chair upon the occurrence of a vacancy in that office.

(c) The Immediate Past Chair will serve a one-year term beginning upon termination of the term as Chair.

§ 5.9 Vacancies: If any officer fails to attend three (3) successive meetings of the Board of Governors, his or her office is automatically vacated, unless the absence is excused by the Chair or by action of the Board of Governors for good cause shown. Any vacancy, occurring between Annual Meetings of the Conference, in the office of Chair will be filled by the Vice-Chair; and any vacancy in the office of Vice-Chair, Secretary, or Treasurer may be filled by the Board of Governors. Officers who fill a vacant, unexpired office will serve until the next Annual Meeting of the Conference and may thereafter serve a full term as such officer.

**ARTICLE 6: NOMINATION AND ELECTION
OF OFFICERS AND BOARD MEMBERS**

§ 6.1 Nominating Committee: In January of each year, the Chair will appoint a nominating committee composed of at least five (5) members of the Board of Governors. The Chair will promptly announce the names and addresses of the members of the Nominating Committee in a publication sent to Conference members. If a vacancy occurs 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 on the Board of Governors, to be filled by election as provided by these Bylaws. The Nominating Committee is required to confirm that the nominee agrees to be nominated. The Nominating Committee will submit a report with the identity of each nominee

and a brief statement of the nominees' activities in the Conference and in the legal profession to the Chair no later than ~~ninety-sixty~~ (9060) 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 will publish, in a publication of the Conference, the names of all nominees for officers and Board of Governors seats.

§ 6.3 Election: Elections for the Board of Governors will be held at during the Annual Meeting of the Conference. The date, time, and place of the meeting will be published in the official program of the Annual Meeting of the VSB. Each contested position will be voted upon separately. Election to such positions is by a majority of the votes of all members of the Conference present and voting, and a run-off election will be held between two leading candidates if a majority vote is not initially obtained. In run-off elections, those nominees receiving the highest number of votes will be elected to fill all vacancies on the Board of Governors. The Board of Governors, so elected, will elect from its membership the officers of the Conference as enumerated in Article 5.

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 is first approved by the Board of Governors. Notice of an intention to amend these Bylaws is required to be given to the membership no later than thirty (30) days prior to the opening of the Annual Meeting of the VSB. Amendments become effective upon adoption by the members and approval by the VSB Council.

Notes:

Bylaws were first approved in February 1987 and amended in February and October 1990, October 1991, October 2000, and April 2001.

§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.

Senior Lawyers Conference A Conference of the Virginia State Bar

Bylaws

ARTICLE 1: NAME AND PURPOSE

§ **1.1 Name:** This Conference will be known as "the Senior Lawyers Conference" and will be referred to here as the "SLC" or the "Conference."

§ **1.2 Purposes:** The purpose of The SLC is 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 the VSB's and SLC's missions and goals as follows:

The SLC will serve the particular interests of senior lawyers and promote the welfare of seniors generally. In serving the interests of senior lawyers, the SLC will (i) plan and present programs and activities and produce publications of interest to senior lawyers and (ii) coordinate activities for senior lawyers by, for, and with state and local bar associations.

In serving to promote the welfare of seniors generally, the SLC will (i) study issues of concern to seniors, (ii) prepare and present programs and publications designed to explore and develop such issues, (iii) advocate appropriately on behalf of such issues, and (iv) cooperate with other entities interested in such matters.

ARTICLE 2: MEMBERSHIP

§ **2.1 Members:** The membership of the SLC consists of members of the VSB in good standing who are 55 years old or older. All persons who meet these qualifications are automatically 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 automatically ceases to be a member of the SLC.

ARTICLE 3: CONFERENCE MEETINGS

§ **3.1 Annual Meeting:** There will be an Annual Meeting of the members of the SLC during the Annual Meeting of the VSB (the Annual Meeting of the Conference).

§ **3.2 Special Meetings:** The SLC may hold other meetings of its membership during the year. Prior to such meetings, the Chair of the Board of Governors (the Chair) will give reasonable notice of the meeting (a special meeting of the Conference).

§ 3.3 Quorum: The members of the SLC present at any meeting of the membership constitute a quorum for the transaction of business. Action by a majority vote of the members present is binding on the SLC.

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

§ 3.5 Parliamentary Authority: Robert's Rules of Order, as most recently published, is the parliamentary authority governing meetings of the Conference in parliamentary situations not covered by these Bylaws, unless, at a particular meeting, a majority of the members present direct otherwise.

ARTICLE 4: BOARD OF GOVERNORS

§ 4.1 Powers and Functions:

(a) The Board of Governors is vested with the powers and duties necessary for the administration of the activities of the Conference, subject to the applicable Rules of the Supreme Court of Virginia and the bylaws of the VSB. The Board of Governors is required to prepare and recommend an annual budget for the Conference to the VSB Standing Committee on Budget and Finance. The Board of Governors may 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.

(b) 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 will 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 becomes 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.

(c) Between meetings of the Conference membership, the Board of Governors has the authority to perform the functions that the membership might perform, except that the Board of Governors may not exercise the right of the membership to amend the Bylaws.

§ 4.2 Composition: The Board of Governors will have a total of twenty-four (24) voting member and will be composed of the following individuals:

(a) Nineteen (19) 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.

(b) The five (5) officers as provided for in Article 5.

(c) No more than three (3) honorary Board of Governor members, elected by the members of the Conference, to serve without a vote. The Conference will encourage and solicit members of the active and retired judiciary for these positions. Honorary Board members will not be counted in the total composition of the Board of Governors enumerated in § 4.2.

§ 4.3 Terms:

The term of office of a member-at-large and of an honorary member is two (2) years beginning with the adjournment of the Annual Meeting of the Conference during which the member is elected. No member-at-large or an honorary member may serve more than two (2) consecutive terms, except a member appointed to fill an unexpired term is eligible to serve two additional full terms. The Board of Governors may, by resolution, provide for staggered terms of its members. Any officer, whose two consecutive terms have expired, may continue on the Board of Governors until the end of their term in office. In no instance may an officer remain on the Board of Governors more than five years after the expiration of their final term as a member-at-large plus any unexpired term.

The Chair of the Board may appoint Conference members to committees or subcommittees to perform such duties and exercise such non-voting powers as the Board directs, subject to the limitations of these bylaws and the bylaws of the VSB. Such subcommittees should be reaffirmed and reappointed each year.

§ 4.4 Meetings:

(a) The Board of Governors will 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 will, in accordance with the requirements provided herein, call meetings of the Board of Governors between the Board of Governor's annual meetings. The Chair will give to the members of the Board of Governors at least ten (10) days' notice of the date, time, place, and purpose of all meetings.

(b) At each meeting of the Board of Governors, three (3) voting members of the Board of Governors in attendance constitutes a quorum for the transaction of business. The vote of a majority of members present, either physically or through electronic communication means, constitutes the act of the Board of Governors.

(c) No member may vote by absentee or proxy.

§ 4.5 Compensation: No salary or compensation for services for the Conference may be paid to or by any officer, member of the Board of Governors, or member of any committee, except as 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 is automatically vacated, 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 member-at-large. A person named

to fill a vacancy will serve for the remainder of the unexpired term and will be eligible for re-election as set forth in § 4.3.

ARTICLE 5: OFFICERS

§ 5.1 Officers: The officers of the Conference are the Chair, Vice-Chair, Secretary, Treasurer, and Immediate Past Chair of the Board of Governors.

§ 5.2 Chair: The Chair will:

- (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. Members of any such committees are required to be members of the Conference but are not required to be members of the Board of Governors;
- (d) Keep the Board of Governors informed of all activities of the Conference and implement its decisions;
- (e) Serve as the Conference representative on the VSB Council;
- (f) Prepare a summary of the Conference's proceedings and work during the immediate past year for publication in the Annual Report of the VSB; and
- (g) 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 Vice-Chair: The Vice-Chair will aid the Chair in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request. The Vice-Chair will preside at meetings of the Conference and the Board of Governors in the absence of the Chair and will 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 Vice-Chair will perform the duties of the Chair for the remainder of the Chair's term or disability.

§ 5.4 Secretary: The Secretary will consult with and assist all the officers of the Conference in their work in the manner and to the extent requested. The Secretary serves as the liaison between the Conference and the VSB 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, in collaboration with the VSB, will 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 will appoint a member of the Board of Governors to perform the duties of the Secretary at that meeting.

§ 5.5 Treasurer: The Treasurer will, in collaboration with the VSB, (i) prepare a proposed budget for presentation to the Board of Governors in time to have the budget approved by the Board of Governors and submitted to the VSB in a timely manner for consideration during the VSB's budget development process and (ii) report to the Board of Governors, at each meeting, the status of the financial conditions of the Conference.

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

§ 5.7 Executive Committee: The Officers 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 has the authority to act for the Board of Governors. The Secretary will promptly advise each member of the Board of Governors of any action taken by the Executive Committee.

§ 5.8 Terms:

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

(b) The Vice-Chair becomes the Chair upon the adjournment of the next Annual Meeting of the VSB. The Vice-Chair also succeeds to the office of Chair upon the occurrence of a vacancy in that office.

(c) The Immediate Past Chair will serve a one-year term beginning upon termination of the term as Chair.

§ 5.9 Vacancies: If any officer fails to attend three (3) successive meetings of the Board of Governors, his or her office is automatically vacated, unless the absence is excused by the Chair or by action of the Board of Governors for good cause shown. Any vacancy, occurring between Annual Meetings of the Conference, in the office of Chair will be filled by the Vice-Chair; and any vacancy in the office of Vice-Chair, Secretary, or Treasurer may be filled by the Board of Governors. Officers who fill a vacant, unexpired office will serve until the next Annual Meeting of the Conference and may thereafter serve a full term as such officer.

**ARTICLE 6: NOMINATION AND ELECTION
OF OFFICERS AND BOARD MEMBERS**

§ 6.1 Nominating Committee: In January of each year, the Chair will appoint a nominating committee composed of at least five (5) members of the Board of Governors. The Chair will promptly announce the names and addresses of the members of the Nominating Committee in a publication sent to Conference members. If a vacancy occurs 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 on the Board of Governors, to be filled by election as provided by these Bylaws. The Nominating Committee is required to confirm that the nominee agrees to be nominated. The Nominating Committee will submit a report with the identity of each nominee

and a brief statement of the nominees' activities in the Conference and in the legal profession to the Chair no later than sixty (60) 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 will publish, in a publication of the Conference, the names of all nominees for officers and Board of Governors seats.

§ 6.3 Election: Elections for the Board of Governors will be held at during the Annual Meeting of the Conference. The date, time, and place of the meeting will be published in the official program of the Annual Meeting of the VSB. Each contested position will be voted upon separately. Election to such positions is by a majority of the votes of all members of the Conference present and voting, and a run-off election will be held between two leading candidates if a majority vote is not initially obtained. In run-off elections, those nominees receiving the highest number of votes will be elected to fill all vacancies on the Board of Governors. The Board of Governors, so elected, will elect from its membership the officers of the Conference as enumerated in Article 5.

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 is first approved by the Board of Governors. Notice of an intention to amend these Bylaws is required to be given to the membership no later than thirty (30) days prior to the opening of the Annual Meeting of the VSB. Amendments become effective upon adoption by the members and approval by the VSB Council.

Notes:

Bylaws were first approved in February 1987 and amended in February and October 1990, October 1991, October 2000, and April 2001.

§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.