

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.