

Amended and Restated Bylaws of the Virginia Women Attorneys Association

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The mission of VWAA is to assist women attorneys in developing their professional practice and achieving their potential, to bring about changes in the law, and to affect public policy for the benefit of the women of the Commonwealth of Virginia.

ARTICLE I

Membership

Section 1. Membership.

Membership in VWAA shall consist of Regular, Associate, Retired, Judicial, and Honorary Members established at the time of membership application or renewal.

A. Regular Membership. Regular Members shall be individuals who have paid dues for the fiscal year and who are either (1) Virginia State Bar members or (2) accredited law school graduates or individuals reading and studying the law in an attorney's office, who are entitled to take a bar exam in any state and who are Virginia residents. Regular Members may hold office and vote on the Association's affairs in person or by proxy.

B. Associate Membership. Associate Members shall be individuals who have paid dues for the fiscal year and who are active law students attending accredited law schools, who are current law readers in Virginia, or who are licensed to practice in another jurisdiction. Associate Members may not hold office or vote on the Association's affairs.

C. Retired Membership. Retired Members shall be individuals who have paid dues for the fiscal year, are at least 70 years old, are not engaged in a full-time legal practice, who reside in Virginia and who have attained retired or emeritus status with the Virginia State Bar Association or an equivalent status with another jurisdiction within the United States. Retired Members may hold office and vote on all the Association's affairs in person or by proxy.

D. Judicial Members. Judicial Members shall be active or retired full-time members of Virginia judicial or quasi-judicial bodies. Judicial Members shall not

pay dues, may not hold office or vote on the Association's affairs, and are not parties to any of the Association's views, opinions or recommendations.

E. Honorary Members. By unanimous vote of the Board, Honorary Members shall be elected to membership. Honorary Members shall not pay dues, may not hold office or vote on the Association's affairs and are not parties to any of the Association's views, opinions or recommendations.

Section 2. Voting Rights. Only current dues-paying Regular and Retired Members may vote on the Association's affairs.

Section 3. Dues. The amount of dues shall be set by the Board of Directors annually for the following fiscal year. Dues shall be payable in advance by July 1 of each year. Dues received on or after April 1 shall be credited to the next fiscal year with all applicable membership rights vested upon dues receipt.

Section 4. Termination of Membership. Membership shall be terminated by written resignation, non-payment of dues, disbarment or two-thirds vote of the Board. Such Board vote may be by electronic means without meeting notice requirements.

Section 5. Fiscal Year. The fiscal year shall be July 1 through June 30 of each year.

ARTICLE II

Membership Meetings

Section 1. Time and Place. The Association's Annual Meeting shall be held in June of each year. Special meetings may be held at the President's discretion. Membership meetings may take place in person, virtually, or in a "hybrid" format.

Section 2. Meeting Notices. The Secretary or the Executive Director shall circulate meeting notices by electronic mail to each member's current electronic mail address documented in the Association's membership records or by regular mail, at the discretion of the Secretary or Executive Director. Meeting notices shall be circulated between sixty (60) to ten (10) days before the meeting date, except for meetings involving amendments to the Articles of Incorporation or the Bylaws, which must be noticed no fewer than twenty-five (25) days prior to the meeting. The required notice of meeting shall be deemed given on the day first sent. Reminder notices may be sent, as a courtesy.

Section 3. Quorum and Voting. A quorum shall be 10% of the Regular and Retired Members. All written proxies shall be counted to constitute a quorum. Once a quorum has been established, it remains for the entire meeting. Affirmative vote by the majority of members present and proxies shall constitute an action of the membership, unless specifically stated otherwise in these Bylaws.

Section 4. Proxy Voting. All proxy votes shall be written, signed, and submitted to the Secretary or Executive Director in accord with instructions provided with the meeting notice. Proxies may be signed electronically. No more than one proxy shall be submitted per member voting by proxy. A proxy may be general or specific, according to the written instructions of the member giving the proxy.

Section 5. Conduct of Business. The latest edition of Robert's Rules of Order shall govern all proceedings of the Association meetings, unless in conflict with these Bylaws.

Section 6. Order of Business. At the Annual Meeting and at other Association meetings, if applicable, the order of business may be as follows:

- A. Special program;
- B. Business meeting;
 - 1. Approval of the last meeting minutes;
 - 2. President's Report;
 - 3. Secretary and Treasurer Reports;
 - 4. Standing Committee Reports;
 - 5. Special Committee Reports;
 - 6. General Business; and
 - 7. Election of officers and board of directors at Annual Meetings.

ARTICLE III

Board of Directors

Section 1. Number. The Board shall consist of the five officers enumerated in Article IV, Ex-officio Board Members described in Section 3 below, the Chapter and Regional Representatives described in Section 4 below, and up to fifteen additional At-Large Board Members described in Section 5 below.

Section 2. Powers. The Board of Directors shall be the Association's governing body. The Board shall have the power to give directions to all officers and

committees, to act for the Association, to manage its affairs, and to make appropriations of its funds. By budgeting for specific discretionary funding, the Board may delegate the authority to authorize specific expenditures to Committees, Officers, and an Executive Director. In matters not specifically reserved for the Board under the Articles of Incorporation or Bylaws, the Board may delegate to Committees, Officers, and an Executive Director the authority to act for the Association and to manage its affairs as it deems necessary or reasonable to carry out the business of the Association.

Section 3. Ex-officio Board Members. Past officers, other than the Immediate Past President, may serve as Ex-officio Board Members. Ex-officio Board Members may not vote on the Association's affairs and are not considered in the determination of a quorum. Ex-officio Board Member service requires acceptance within thirty (30) days of receiving the President's request to serve in such capacity. Nothing in this section shall prevent a past officer from serving on the Board in a capacity different from the prior officer position.

Section 4. Chapter and Regional Representatives.

A. Chapter Representatives. The Regular and Retired Members of each chapter shall elect a chapter president annually. Each chapter president shall serve on the Board as a voting representative of the chapter. Should the chapter president be unable to serve, decline to serve, or resign, the Regular and Retired Members of the chapter shall elect a designee to serve on the Board in lieu of the chapter president.

B. Regional Representatives. Where there are no organized chapters, the Board may identify regions entitled to regional representation. A representative residing or working in each of such regions shall be elected by the Association membership at the Annual Meeting to serve as a voting representative of the region in lieu of a chapter president.

Section 5. At-Large Board Members. The Nominating Committee shall identify representatives from the membership to serve as At-Large Board Members. Any Board Member, who is not an Officer, a Chapter President, a Regional Representative, or an Ex-officio Board Member, is an At-Large Board Member. A majority of the Board shall appoint a successor to serve the balance of the term of any At-Large Board Member who resigns or is otherwise unable to serve, bearing in mind equitable geographic distribution. Such appointment may occur as an action without a meeting as described in Article III, Section 12, provided all

then current Board Members are given not less than five (5) business days to consider and discuss such action.

Section 6. Terms and Election. Officers, Regional Representatives, and At-Large Board Members shall be elected by the Membership at the Annual Meeting. Proxy ballots may be counted in the election of Board Members. The term of each Board Member shall begin on July 1st following the election at the Annual Meeting and shall end the next June 30th.

Section 7. Meetings. The Board of Directors shall meet at least quarterly. Any Board Member may be present and participate by use of any means that permits full interaction with all participants. Upon reasonable notice, special Board meetings may be called at the President's discretion or by the Secretary upon written request of three (3) Board Members. Board meetings shall be open to any Association member requesting to attend, except when the Board enters into executive session.

Section 8. Notice of Regular Meetings. The Secretary or the Executive Director shall circulate meeting notices by electronic mail to Board Members, including Ex-officio Board Members, at their current electronic mail addresses documented in the Association's membership records or by regular mail, at the discretion of the Secretary or Executive Director. Meeting notices shall be circulated no more than fifty (50) nor fewer than ten (10) days before the meeting date. Notice may be given fewer than ten (10) days before the date of the meeting in the event the meeting takes place in accordance with a pre-established meeting schedule. The required notice of meeting shall be deemed given on the day first sent. Reminder notices may be sent, as a courtesy.

Section 9. Quorum and Voting. Forty percent (40%) of the Board Members shall constitute a quorum for the transaction of business. Any Board Member who participates in the meeting via virtual means shall be counted toward the quorum. Once a quorum has been established, it remains for the entire meeting. Affirmative vote by a majority of the members present and proxies shall constitute an action of the membership, unless specifically stated otherwise.

Section 10. Compensation. Members of the Board of Directors shall serve without compensation but may be reimbursed for out-of-pocket expenses upon Board approval.

Section 11. Removal of Board Members. Any Board Member may be removed for cause at any time if the majority of the voting Board Members, in their

absolute discretion, shall consider that such removal is in the best interests of the Association. Cause shall include, without limitation, absence at fifty percent (50%) of the Board meetings without justification during one term. Removal from the Board during one term shall disqualify that member from serving on the Board the following year.

Section 12. Action Without Meeting. Each action to be taken at a Board meeting may be taken without a meeting if the Board vote on the action is unanimous, unless stated otherwise in these Bylaws. The action shall be evidenced by written consents, which are included in the minutes or filed with the Association records reflecting the action taken and which are signed, either before or after the action taken, by one hundred percent of the Board Members. Action taken under this Section is effective when the last Board Member signs and dates the consent, except for consents with specific effective dates constituting the effective date. Any such consent may be accomplished by one or more electronic transmissions as defined in Virginia Code §13.1-803, as amended, and may be executed in counterparts, all of which shall be taken together as a single original consent. A consent signed under this section has the effect of action taken at a meeting of the Board and may be described as such in any document.

ARTICLE IV

Officers

Section 1. Officers and Election. The officers of the Association shall be President, President-Elect, Secretary, Treasurer, and Immediate Past President, who shall collectively constitute the Executive Committee.

A. Election. At the Annual Meeting, Association Members shall elect all officers for one-year terms, except as provided in Sections 3 and 6 below. Proxy voting applies to the election of officers. The term of each officer shall be from July 1 until June 30.

B. Compensation. Officers shall serve without compensation. The Association's annual budget may include a discretionary fund for officers' ordinary and necessary out-of-pocket expenses, the reimbursement of which must be approved by the President.

Section 2. President. The President shall preside at all Association and Board meetings and shall perform all duties ordinarily incident to the office of President.

The President shall generally supervise the management of the affairs of the Association, in conjunction with an Executive Director. The President shall appoint the members and the chairs of all committees, except as otherwise provided herein.

For Board-approved expenditures, including those in the approved budget or approved by special vote, the President is authorized to sign contracts up to \$5,000. For expenditures without advance Board approval or in excess of \$5,000, the President is authorized to sign contracts that have been reviewed and approved by a majority vote of the Board, such review and vote may be conducted by electronic means without meeting notice requirements.

The President shall have the power to authorize expenditures not to exceed the amount budgeted from the discretionary fund established under Section 1(B) of this Article.

Section 3. President-Elect. The President-Elect shall act as President in the absence of the President, shall serve as parliamentarian, and shall perform such other duties as the President assigns, including serving on the Nominating Committee. The President-Elect shall automatically accede to the office of President.

Section 4. Secretary. The Secretary is the custodian of the Association's records. The Secretary, in conjunction with the Executive Director, shall oversee the taking of minutes of Association meetings, sending out notices, and maintaining a list of current dues-paying members. The Secretary is a member of the Membership Committee.

Section 5. Treasurer. The Treasurer is the holder of the Association's financial records and overseer of its daily financial affairs, in conjunction with the Executive Director. The Treasurer is responsible for all receipts, disbursements, and records of Association funds as approved by the Board or the President. In conjunction with the Executive Director, the Treasurer shall obtain Board approval of an annual budget, receive and maintain chapter treasurer reports, execute all appropriate tax documents, submit the annual State Corporation Commission report, prepare documents for the annual audit, submit treasurer's reports at each Board meeting, and submit an annual report of the Association's financial position at the Annual Meeting, to include (a) all receipts and disbursements for the fiscal year and (b) all obligations outstanding at the end of the fiscal year. The Treasurer is authorized to pay all budget items approved by the Board. For Board approved expenditures, including those in the approved budget or approved by

special Board vote, the Treasurer is authorized to sign contracts up to \$2,000. The Treasurer is authorized to sign contracts in excess of \$2,000 after the contract has been reviewed and approved by a majority vote of the Board, such review and vote may be conducted by email without meeting notice requirements.

Section 6. Immediate Past President. After completing a one-year term on June 30th of each year, the President shall automatically accede to the office of Immediate Past President. The Immediate Past President shall serve as chair of the Nominating Committee.

Section 7. Vacancies. Should any officer resign or be unable to serve, a majority of the Board of Directors may appoint a successor to serve the balance of the term of office. Such appointment may occur as an action without a meeting as described in Article III, Section 12, provided all then current Board Members are given not less than five (5) business days to consider and discuss such action.

Section 8. Removal of Officers. Officers may be removed for cause if the Board, in its absolute discretion and by a two-thirds majority vote, considers that such removal is in the best interests of the Association. Cause shall include, without limitation, absence from fifty percent of the Board meetings without justification during one term. Removal from the Board during one term shall disqualify that member from serving on the Board the following year.

ARTICLE V

Committees

Section 1. Program Committee. The Program Committee's purpose shall be the education and training of women attorneys to improve and develop their capabilities and to instruct the public on subjects relating to the role of women attorneys in their communities. The Program Committee shall consist of at least three subcommittees: Conference, Annual Meeting, and Continuing Legal Education. The President shall appoint a Board Member to chair the Program Committee, a chair of each of the subcommittees, and additional Association members to serve as appropriate. The Executive Director shall work with the Program Committee and each of its Subcommittees to accomplish their purposes.

The Conference Subcommittee shall plan the Biennial Conference, including fundraising, venue location, speaker programs and meals. The Annual Meeting Subcommittee shall plan the educational program for the annual meeting, venue location and fundraising. The Continuing Legal Education Subcommittee shall

manage all CLE requirements and approvals for programs offered by the Association and its chapters. The Program Committee may plan additional educational seminars for the membership or for the general public as approved by the Board of Directors.

Section 2. Judiciary Committee. The Judiciary Committee's purpose shall be gathering, organizing and disseminating information on potential judicial candidates and encouraging women attorneys to seek careers in the judiciary. The President shall appoint a Board Member as the chair of the Judiciary Committee. The Judiciary Committee Chair shall oversee and serve as a resource to chapters on the confidential judicial review process established in the Association's "Rules of the VWAA Statewide Judiciary Committee and Chapter Judicial Review Committees," as amended from time to time. For Virginia appellate and federal court openings, the Judiciary Committee Chair shall solicit members for and appoint judicial review committees. For vacancies in the local circuit and district courts, the chapters shall solicit Association members for and appoint judicial review committees. The Judiciary Committee Chair shall oversee distribution to the Board of all judicial review letters prepared on behalf of the Association to obtain a majority vote prior to dissemination of the review letters. This judicial review process may be conducted by any means that permits full interaction with all participants.

Section 3. The Communications Committee. The Communications Committee's purpose is communication of information to the membership, including the publication of a newsletter in electronic format, managing social media, publication of "Lex Claudia" and all other publications approved by the Board, and oversight of the Association's website. The President shall appoint a Board Member as chair of the Communications Committee and may appoint additional Association members to the Committee to serve as appropriate. The Executive Director shall assist with managing dissemination of information to the membership and maintaining the social media sites and website.

Section 4. Governance Committee. The Governance Committee shall have as its purpose strategic planning and revision of the Association's bylaws, policies, procedures, and Leadership Guide. The President shall appoint a Board Member as the chair of the Governance Committee and may appoint additional Association members to the Committee to serve as appropriate. The Governance Committee shall meet on the call of its chair as the need arises.

Section 5. Membership Committee. The Membership Committee's purpose is encouraging, managing, and increasing the membership of the Association. In

conjunction with the Executive Director, the Membership Committee shall maintain the membership records and databases, including a current list of dues-paying members. The Membership Committee shall assist with establishing new chapters, work with each chapter to encourage new membership, and contact law schools and those who have recently been admitted to the Virginia State Bar about the Association. The President shall appoint a Board Member as the chair of the Membership Committee and additional Association members to serve as appropriate. The Secretary shall serve on the Committee. The Membership Committee shall meet on the call of its chair as the need arises.

Section 6. Legislative Committee. The Legislative Committee's purpose shall be monitoring legislation in the Virginia General Assembly, and reporting newly enacted legislation to membership, which may be of interest to the Association. The Committee may survey the membership from time-to-time and may also notify the membership of pending legislation which may be of interest to the Association. The President shall appoint a Board Member as Chair of the Legislative Committee and may appoint additional Association members to serve as appropriate. The Committee shall meet on the call of its Chair as the need arises and shall not express the official view of the Association without receiving prior approval of the Board of Directors or the Executive Committee.

Section 7. Nominating Committee. The Nominating Committee shall have as its purpose the recommendation of members (1) for positions on the Board of Directors or as officers of the Association and (2) for appointments to outside organizations, as requested by the President. The Immediate Past President shall chair the Nominating Committee and the President-elect shall serve on the Committee. For Board and Officer nominations, the President shall appoint at least three (3) additional members, taking into account geographic diversity, to serve on the Committee. No Association member shall serve on the Nominating Committee in excess of three (3) consecutive years.

Section 8. Finance Committee. The Finance Committee, in conjunction with the Executive Director, shall have as its purpose preparation of the fiscal year budget, the review of chapter quarterly reports, preparation of annual tax reports and other tax documents, and on-going review of the Association's annual budget as approved by the Board of Directors. The Treasurer shall chair the Finance Committee, and the President may appoint additional members to serve as needed. Upon approval by the Board, the Finance Committee shall oversee an annual audit, which shall be conducted by members other than the Treasurer and immediate past Treasurer.

Section 9. Diversity Committee. The purpose of the Diversity Committee is to establish programs to improve the status of women and particularly women of color in the legal profession. This purpose includes establishing and maintaining regular “You Be The Judge” and “Meet ‘N Greet Your Legislators” programs at the chapter level, promoting non-profit and for-profit board memberships for women attorneys and creating other such programs designed to promote women in the practice of law. The President shall appoint a Board Member as chair of the Diversity Committee and may appoint additional Association members to serve as needed.

Section 10. Special Committees. The President may appoint special committees and define their duties. Special committees shall automatically cease to exist at the end of the term of office of the appointing President, unless continued by the new President.

Section 11. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Immediate Past-President, Secretary, and Treasurer.

ARTICLE VI

Chapters

Section 1. New Chapters. The Board may permit the formation of chapters upon petition by interested prospective members residing or practicing law in a locality not already represented by an existing Association chapter. Each new chapter shall commence with submission to the Membership Committee chair ten (10) membership applications and dues payments.

Section 2. Chapter Requirements. Each chapter shall operate under Chapter Guidelines prescribed by the Board, which maintains the sole authority to revise said Guidelines. The Membership Committee Chair or Executive Director shall distribute a copy of the Chapter Guidelines to the incoming Chapter Presidents within fifteen (15) days of notice of a change in Chapter Presidents.

- A. Each chapter shall maintain 10 or more members;
- B. Each chapter shall have a President, Vice President/President-Elect, Treasurer, and Secretary;
- C. Each chapter shall meet at least quarterly;
- D. Each chapter shall hold an annual meeting no later than May 31 of each year for the purpose of electing officers required under this Section for the

next fiscal year;

E. Each chapter shall report to the Secretary of the Association or the Executive Director the names and contact information of any officer elected under this Section by at least one week before the Association's Annual Meeting;

F. Each chapter treasurer shall submit quarterly financial reports, year-end reports and annual audit reports to the VWAA Treasurer;

G. Each chapter president shall submit an annual report of the activities of the chapter by June 1 of each year; and

H. Each chapter shall be formed and operated in a manner not inconsistent with the mission of the Association.

ARTICLE VII

Executive Director

Section 1. Job Functions. The Association may employ an Executive Director or Executive Director agency to fulfill the administrative needs of the Association. Any reference to "Executive Director" in these Bylaws includes an Executive Director agency. The Executive Director's functions may include the following:

A. Financial duties may include managing financial and accounting functions, including assisting with preparing the annual budget, preparing documents for tax filings, maintaining accounts on Quickbooks, following up on chapter treasurer reports, and evaluating vendors for services beneficial to the Association.

B. Membership functions may include processing applications and maintaining membership lists, assisting with establishing new chapters, collecting dues, contacting former members, and contacting law schools.

C. Programming assistance may include arranging for venues and food services, coordinating logistics, managing attendee registration, speaker coordination, marketing, on-site management, obtaining sponsorships, and processing documents for CLE approval.

D. Communication duties may include disseminating information to the membership through social media and listservs, assisting with publication of newsletters and journals, and managing the social media sites and website.

E. For meetings, the Executive Director may assist the Officers and Committees with meeting logistics, maintaining Association documents, minute-taking, distribution of notices and meeting documents, and following up on execution of Board and Committee decisions.

Section 2. Compensation. The Executive Director shall be compensated pursuant to the Board’s approval of terms of an at-will employment agreement set forth in an offer letter signed by the President. If the Board engages an agency to perform Executive Director responsibilities, the Board shall approve a reasonable contract for such services, provided that the expenditure for such services has been approved by the Board and included in or consistent with the relevant Annual Budget.

ARTICLE VIII

Indemnification

Section 1. Authorization. The Association may indemnify an individual who so qualifies per the provisions of Virginia Code section 13.1-876 or successor section, and may indemnify officers, directors and other persons designated by the Board of Directors, in its sole discretion, as otherwise authorized by law.

ARTICLE IX

Adoption and Amendments

Section 1. Adoption. These Bylaws shall take effect upon two-thirds of the members present and voting at the initial annual meeting of the membership.

Section 2. Amendments. These Bylaws may be amended by a two-thirds vote of the members present and voting, after a quorum is met, at any annual meeting or at any special meeting called for the purpose, the notice of which has included an announcement of the substance of the proposed amendment.

Approved: June 1995

Revised: June 2002

Amended: June 2009

Amended: June 2013

Amended: June 2014

Amended: June 2015

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Amended: June 2019
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