

G. to operate a legal referral service for the benefit of the general public;

H. to cultivate the spirit of collegiality among the members;

I. to review and endorse candidates who seek the Association's endorsement for judicial appointments in Alexandria;

J. to conduct any and all lawful affairs for the proper operation of a voluntary Bar Association.

## ARTICLE 111.

### **MEMBERS AND MEETING OF MEMBERS**

1. Membership. The Association shall have members who shall be divided into five (5) classes designated respectively, "active," "associate," "honorary," "emeritus," and "student." A description of the five (5) classes of membership is as follows:

A. Active Members. Any member of the Virginia State Bar in good standing, who is lawfully licensed to practice law in Virginia who is engaged in the practice of law in Virginia, who maintains his or her bona fide office for that purpose within the City of Alexandria or who certifies that a significant portion of their practice is before the Alexandria Courts, or who resides within the City of Alexandria and whose application for membership is sponsored by two (2) members in good standing of this Association.

B. Associate Members. Any member of any State or Federal Bar in good standing who does not qualify for active membership may become an Associate Member upon being approved in the same manner provided for Active Members. Associate Members shall have all rights and privileges of Active Members except the right to vote.

C. Honorary Members. The Judges of the Circuit Court of the City of Alexandria, the Judges of the General District Court and the Juvenile and Domestic Relations District Court of the City of Alexandria, the Clerk of the Circuit Court of the City of Alexandria, and such other persons as the Board of Directors may from time to time designate, shall be Honorary Members. Honorary Members shall not have the right to vote. Honorary Members shall not be required to pay dues.

D. Emeritus Members. Any member or former member of the Alexandria Bar Association who is 65 years of age or older and who has retired from the active practice of law may become an Emeritus Member. Upon a satisfactory showing that an application meets the criteria set out above, the membership committee shall approve the application and inform the Board of Directors and the Executive Director of the Association of the applicant's status as Emeritus Member. Emeritus Members shall have

all rights and privileges of Active Members except the right to vote. Emeritus Members shall pay a reduced dues schedule fixed by the Board of Directors each year.

E. Student Members. Any person currently enrolled in an accredited law school, or any person studying (reading) law, or any person having completed the required curriculum at an accredited law school, but not yet having passed the Bar, may become a Student Member upon being sponsored by two (2) members of this Association. Student Members shall have all rights and privileges of Active Members except the right to vote.

2. Rights of Members. The right of an Active Member to vote and all such member's right, title and interest in or to the Association shall cease on the termination of membership and are subject to all of the provisions of these by-laws relating to membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Association.

3. Resignation of Members. Any member may resign from the Association by delivering a written resignation to the President or Secretary of the Association.

4. Meetings. There shall normally be ten (10) regular meetings or social gatherings of the Association in each year, on the third Thursday in September, October, November, December, January, February, March, April, May and June which may be changed by the Board of Directors. The May meeting shall be the Annual Meeting. If the regular meeting day of any meeting should fall on a legal holiday, the meeting shall be held on the first Thursday thereafter that is not a holiday. Regular meetings are defined as meetings during which Association business is transacted.

5. Notice of Regular Meetings. Notice of the date, place, hour and purpose or purposes of the regular meetings or social gatherings shall be served, either personally or by mail, no less than ten (10) nor more than fifty (50) days before the meeting upon each person who appears upon the books of the Association as a member. If mailed, such notice shall be directed to the member's address as it appears on the books of the Association, unless the member shall have filed with the Secretary of the Association a written request that notices intended for the member be mailed to some other address. In this case the notice shall be mailed to the address designated in such request. Notice of the meeting may be sent in the Association's monthly newsletter.

6. Special Meetings. Special meetings of the members, other than those regulated by statute, may be called at any time by the President or President-Elect, or by the Board of Directors and must be called by the President or Secretary on receipt of the written request of twenty (20) members of the Association.

7. Notice of Special Meetings. Notice of a special meeting stating the time, place, and purpose or purposes thereof shall be served personally or by mail upon each member not less than ten (10) nor more than fifty (50) days before such meeting. If mailed, such notice shall be directed to each member's address as it appears on the books or records of

the Association unless the member shall have filed with the Secretary of the Association written request that notices intended for the member shall be mailed to some other address. In this case the notice shall be mailed to the address designated in such request. At such special meeting no business shall be transacted except as such shall be specified in the call thereof

8. Quorum. At any meeting of members of the Association the presence of at least ten percent (10%) of the active members in good standing and entitled to vote shall be necessary to constitute a quorum to transact business except as otherwise provided by law, or by these bylaws. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person, without notice other than by announcement at the meeting and without further notice to any absent member. At any continued meeting at which a quorum shall be present, any business may be transacted at the meeting as originally noticed.

9. Voting. At every meeting of members, each member entitled to vote shall vote in person. Each member entitled to vote shall be entitled to one (1) vote. There shall be no voting by proxy and no cumulative voting. The election of Officers and Directors shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person. Only Active members in good standing may vote at such meetings.

10. Rules of Order. Meetings of the Association at which business is transacted shall be governed by parliamentary rules as set forth in Robert's Rules of Order, unless otherwise specified herein.

11. Order of Business. At each Annual meeting of the Association, the order of business shall be as follows:

- (a) Report of Treasurer
- (b) Elections, if any
- (c) Old Business
- (d) New Business

This order of business shall also apply to any regular meeting at which business of the Association is transacted.

12. Waiver of Notice. Whenever, under the provisions of any law or under the provisions of the Articles of Incorporation or bylaws of this Association, the Association or the Board of Directors or any Committee thereof is authorized to take any action after notice to the members of the Association or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing

by the person or persons entitled to such notice or entitled to participate in the action to be taken or by such person's attorney thereunto authorized.

13. Annual Dues. The annual dues for each class of members shall be set each year by the Board of Directors and shall be payable on or before July 1st of each year. The membership year shall be concurrent with the fiscal year.

14. Proration of Dues. Members admitted to membership after January 1, but before June 30, shall pay half the amount of the full dues set for that year.

15. Delinquent Members. A member who is still delinquent ten (10) days after the first delinquent dues notice is sent out shall be deemed not in good standing and shall have no vote. A member whose dues are delinquent for more than six (6) months may be dropped from membership upon majority vote of the Board of Directors. To be reinstated, the member must pay the delinquent dues. However, a membership will not be forfeited as aforesaid until the member has been mailed at least two (2) invoices for the delinquent dues.

16. Compensation and Expenses. Members, Officers, and Directors shall not receive any compensation for their services to the Association. This is not to preclude reimbursement for expenses approved by the Board of Directors. The Board of Directors shall also have power in its discretion to contract for and pay to members rendering unusual or special services to the Association special compensation to the value of such services.

## ARTICLE IV.

### DIRECTORS

1. Number and Election of Directors. The affairs of the Association shall be conducted by the Board of Directors of the Association. The number of Directors constituting the Board of Directors shall be nine (9), five (5) of whom shall be President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer, and four (4) of whom shall be Directors at Large and elected as hereinafter set forth. At each Annual Meeting, an election shall take place with respect to the directorships at large which expire during the year of said meeting and the Directors at Large shall be nominated and elected in the same manner as the Officers of the Association are elected. The term of any Director elected at any such meeting shall be two (2) years. No person may serve as a Director of the Association who is not an Active Member of the Association in good standing.

2. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.