

9. Rules of Order. All meetings of the Board of Directors shall be governed by parliamentary rules as set forth in Robert's Rules of Order, unless otherwise specified herein.

10. Power. All the corporate powers, except such as are otherwise provided for in these bylaws and in the laws of the Commonwealth of Virginia, shall be and are hereby vested in the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, to officers or to the Executive Director of the Association such powers as they may see fit.

11. Specific Duties. In addition to general management of the affairs of the Association, the Board of Directors shall present in writing at least fourteen (14) days prior to the first regular meeting of each fiscal year, a report, showing in appropriate detail the following:

(a) the assets and liabilities, including the trust funds, of the Association as of June 30 of the prior fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the prior fiscal year;

(c) the revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the prior fiscal year;

(d) the expenses or disbursements of the Association, both general and restricted purposes, during the prior fiscal year;

(e) the number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the prior fiscal year, a statement of the place where the names and addressees of the current members may be found. The annual report of the Board of Directors shall be filed with the minutes of the proceedings of the first regular meeting of members in each fiscal year.

ARTICLE V.

OFFICERS

1. Number and Election. The officers of the Association shall be the President, the President-Elect, the Secretary, the Treasurer and such other officers with such powers and duties not inconsistent with these bylaws as may be created and determined by the Board of Directors.

2. Nomination. Election. Term of Office and Qualifications. All officers shall be elected by the Active members for a term of one (1) year, (except for the President, which office shall be automatically held by the person elected President-Elect for the prior year), and no person shall be President for more than one (1) consecutive term. No person may serve as an Officer of the Association who is not an Active Member in good standing. The officers shall be installed at the meeting at which they are elected.

Voting shall be conducted by secret, written ballot by the Bar, in person at the Annual Meeting in May, by Ballot Box or by Absentee Ballot as described herein. After the report of the Nominations Committee, nominations for officers may be made from the floor at the regular meeting of the Association called for that purpose to be held in April. Regardless of anything in these bylaws implying otherwise, voting for officers and directors shall occur as follows:

(a) Ballot Box Voting: Voting will be conducted by Ballot Box on the day of the Annual meeting in the Bar Association office. Members and those eligible to vote in the election may vote in the Bar Association office. Members voting by Ballot Box may be required to produce identification revealing that they qualify to vote in the election. Eligible members of the Bar will be given a ballot by the Proctor to be deposited in the Ballot Box. The Ballot Box shall be available up until the time stated for the meeting in the notice. The Ballot Box shall be delivered to the Annual Meeting for tally. Votes cast in the Ballot Box will only be counted on the first ballot.

(b) Absentee Ballots: Any person qualified to participate in the voting process may tender an Absentee Ballot provided the member cannot attend the meeting; because

1. Court appearance: member cannot leave Court to vote in Law Library prior to the meeting. Member must state name of Court and name of the case pending.
2. The member is out of town and unable to appear at the meeting at the appointed time.
3. The member is ill, sick or otherwise unable to attend.
4. Other personal emergency.

The member tendering an Absentee Ballot must arrange for the ballot to be at the Annual Meeting at the time of polling and must attach a separate statement/certificate, The wording of which shall be as follows: "I, _____ (name of member) hereby certify that this Absentee Ballot is not employed merely to avoid attending the meeting and is not offered for personal convenience. I cannot attend the meeting because _____ (state reason)". Absentee Ballots will be counted on each ballot taken. Members tendering an Absentee Ballot will not be allowed to vote at the meeting.

3. Vacancies. A vacancy in the office of President shall be filled by the President-Elect, whose successor shall be elected as provided in Article IV, Section 3 (c). In case any office of the Association, other than the President or President-Elect, becomes vacant for any cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of members next succeeding and until the election and qualification of such officer's successor.

4. President. The President shall preside at all meetings of members and of the Board of Directors. The President shall have and exercise general charge and supervision

of the affairs of the Association and shall do and perform such other duties as may be assigned by the Board of Directors.

5. President-Elect. At the request of the President, or in the event of the President's absence or disability, the President-Elect shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by the law the President-Elect shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors.

6. Secretary . The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Association at which association business is transacted. The Secretary shall keep a record containing the names, alphabetically arranged, of all persons who are members of the Association, showing their addresses, and such book shall be open for inspection as prescribed in law. The secretary may sign with the President or the President-Elect, in the name and on behalf of the Association, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, the Secretary may affix the seal of the Association. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be required by the Board of Directors. Upon being succeeded in office, the Secretary shall turn over all Association records and correspondence to the successor Secretary. The Secretary may delegate any duties set forth herein to the Executive Director.

7. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of duty, in such sum and with such sureties as the Board of Directors may require. When necessary or proper the Treasurer may endorse on behalf of the Association for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, the Treasurer shall sign all checks of the Association and promissory notes issued by the Association, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these bylaws to some other officer or agent of the Association. The Treasurer shall enter regularly on the books of the Association to be kept by the Treasurer for the purpose, full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Association, and the Treasurer shall exhibit such books at all reasonable times to any Director or member on application at the offices of the Association and shall report at each meeting as required herein all receipts and disbursements since the preceding meeting. At the first regular meeting of each fiscal year the Treasurer shall submit a report of all receipts and disbursements for the preceding

year. The Treasurer shall, in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors. The Treasurer may delegate with the approval of a majority of the members of the Board of Directors, any duties to the Executive Director, including the power to sign checks.

8. Removal. Any officer other than the President and the President-Elect may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular meeting or special meeting called for that purpose, for nonfeasance, or malfeasance, or misfeasance, for conduct detrimental to the interest of the Association, or for refusal to render reasonable assistance in carrying out its purposes. Any such officer proposed to be removed shall be entitled to at least fourteen (14) days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and heard by the Board of Directors at such meeting. The President and the President-Elect may be removed by the procedures set forth in Article X of the bylaws.

ARTICLE VI.

STAFF

1. Agents and Representatives. The Board of Directors may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

2. Executive Director and Other Employees. The Board of Directors shall employ an Executive Director who shall perform all acts and duties consistent with these bylaws and to the extent authorized by law. The Board may employ other persons as necessary, including a coordinator to manage the Lawyer Referral Service. The salaries of the Executive Director and other employees shall be decided by the Board of Directors and shall be reviewed annually. The Board of Directors may dismiss any employee by a majority vote of the entire Board. The President shall have the primary responsibility for hiring, supervising and terminating the Executive Director, Lawyer Referral Service Coordinator and any other employees with the understanding that the President should consult with the Board of Directors in making such decisions whenever practicable.