

BYLAWS
OF
WILLIAMSBURG BAR ASSOCIATION
As amended 7/27/2022

**ARTICLE 1.
OFFICES**

The Association may have such offices as may be acceptable to the Active Members.

**ARTICLE 2.
MEMBERS**

A. The Association shall have three (3) classes of membership, as follows:

1. Active Members shall be those licensed attorneys whose primary source of earned income is from the practice of law and who reside in or have their office in the Ninth Judicial Circuit and who are current in the payment of the annual dues established pursuant to Article 4.
2. Judicial Members shall be those Judges of the Circuit Court, District Courts, or Juvenile and Domestic Relations Courts in the Ninth Judicial Circuit, and who are current in the payment of dues established pursuant to Article 4, and shall include any retired Judge from any of the described courts.
3. Associate Members shall include licensed and retired attorneys, law students, and non-lawyers who are currently employed as a paralegal, legal secretary, or law firm administrator by a lawyer, law office, governmental agency, or other entity who reside in or have an office in the Ninth Judicial Circuit, who are current in the payment of any dues established pursuant to Article 4 and who do not meet the qualifications of either an Active or Judicial Member.

B. The right to vote on any matter submitted to vote of the membership shall be restricted to those persons who qualify as Active Members at least ten (10) days prior to the day of taking of any vote. Further, an Active Member who is a member of another Bar Association within the Ninth Judicial Circuit and who is eligible to vote therein, shall be ineligible to vote on any judicial nomination if he or she has previously voted or intends to vote on the same issue in another Bar Association in the Ninth Judicial Circuit.

- C. Proxy votes shall be permitted on any issue so long as (i) they are in writing; (ii) they state the name of the Active Member granting the proxy; (iii) they contain a brief statement granting the proxy; (iv) they state the name of the Active Member to whom the proxy is granted; (v) they are dated and signed; (vi) they describe the issue[s] for which the proxy to vote is being granted and (vii) they are filed with the Secretary prior to any vote being taken.

ARTICLE 3.
MEETINGS OF MEMBERS

- A. There shall be an annual meeting of the members of the Association in May, June, or July of each year, as determined by the Board of Directors, upon ten (10) days written notice, which may be by regular mail, fax or email.
- B. Special meetings may be called by the President or the Secretary or by the President at the written request of five Active Members. Written notice stating the place, day and hour of any special meeting shall be sent not less than five (5) nor more than thirty (30) days before the date of the meeting, by regular mail, fax or email to each member who is current in the payment of dues pursuant to Article 4 at the time the notice is given.
- C. The Active Members present at any regular or special meeting shall constitute a quorum at any such meeting.
- D. Any written notice issued pursuant to these Bylaws shall be delivered by either (i) electronic mail to a member's last known electronic mail address; or (ii) by regular mail to a member's last known post office address; or (iii) by fax to a member's last known fax number.

ARTICLE 4.
DUES

- A. Members of the Association shall be required to pay annual dues fixed from time to time. The amount and date on which such dues are payable shall be fixed by the Board of Directors.
- B. The Board of Directors is authorized to exempt members of any classification and to establish varying dues and assessments based on the classes of membership.

ARTICLE 5.
OFFICERS

- A. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and Membership Coordinator, who shall be Active Members.
- B. The officers of the Association shall be elected each two years by the Active Members at the regular annual meeting and shall serve until their successors are elected.
- C. The President shall preside at all meetings. The President shall appoint all committees and shall be an ex-officio members of all committees.
- D. The Vice President shall perform all duties assigned by the President and shall act if the president is unavailable.
- E. The Secretary shall keep a record of the proceedings of all meetings, keep a roll of members, be responsible for all Association correspondence and shall give notice of all meetings.
- F. The Treasurer shall keep an accurate account of all monies received and expended.
- G. The Membership Coordinator shall keep a roster of all members and maintain a website for the Association.
- H. The offices of Secretary and Treasurer may be combined by the Board of Directors. The books of the Secretary and Treasurer shall be at all times subject to examination by the other officers.
- I. The term of office for each officer shall be two (2) years, or until their successors are elected, and no officer shall be eligible for re-election.
- J. A majority of the members of the Board of Directors, present at any Board meeting, may remove any Officer or other Board Member that has failed to attend ~~Board~~ three or more Board meetings in any twelve month period. A majority of the members of the Board of Directors, present at any Board meeting, may fill for the balance of the term of such removed Officer or other Board Member, the vacancy created by such removal.

ARTICLE 6.
BOARD OF DIRECTORS

- A. The normal affairs of the Association shall be managed by the Board of Directors consisting of the President, Vice President, Secretary, Treasurer, Immediate Past President, Membership Coordinator and up to four (4) at-large Active Members.

- B. Immediately following the annual meeting at which the Officers are elected, the Board of Directors shall hold an organizational meeting, at which the at-large members shall be appointed. The at-large members shall serve a two-year term and shall have the same voting privileges as the other members of the Board of Directors.

- C. The Board of Directors shall meet at such times as the President may direct and may establish such Committees from time to time as it deems necessary. The Secretary shall keep a record of all such meetings.

ARTICLE 7.
AMENDMENTS

These Bylaws may be altered, amended or repealed and amended or new Bylaws adopted by a majority of the Active Members present-provided at least thirty (30) days written notice is given of the intention to alter, amend or repeal and/or adopt amended or new Bylaws.

Adopted: July 27, 2022

Attested:



Adam R. Kinsman, President
Williamsburg Bar Association