

BYLAWS OF THE
SECTION ON THE EDUCATION OF LAWYERS IN VIRGINIA
OF THE VIRGINIA STATE BAR
Approved by Council October 1992
Amended by Council June 1995
Amended by Council June 2025

ARTICLE I

Name and Purpose

1. Name - The name of this Section is the Section on the Education of Lawyers of the Virginia State Bar (“VSB”).

2. Purpose - This Section was established in 1992 to:

Further the objectives of, and promote active participation in, the Virginia State Bar;

Provide opportunities for the exchange of ideas and information and promote constructive action on legal education issues;

Provide a vehicle for continuing dialogue and communication on legal education issues among the academic community, the judiciary, and the practicing bar in Virginia;

Sponsor projects of special interest and relevance to the members of the Section and the Virginia State Bar regarding the education and training of lawyers from their entry into law school and throughout their careers;

Foster unity among members of the Section by providing a forum where Section members can share research, source materials, and experiences;

Conduct programs, publish and distribute educational and professional

materials, and undertake other activities that will enhance cooperation and interaction among the law schools, the bench and the practicing bar in Virginia.

ARTICLE II

Membership and Dues

1. Eligibility – There are two categories of Section membership: voting and non-voting. Any member of the VSB, any person holding a faculty appointment at any of the ABA-approved law schools in Virginia, and any currently serving dean of any such law school is eligible for voting membership. Any lawyer eligible to practice before the highest court of any state or territory of the United States or the District of Columbia who is not a member of the VSB is eligible for non-voting membership. Any full-time law student enrolled in a law school in any state or territory of the United States or the District of Columbia is eligible for non-voting membership. Members of each category continue to be eligible for membership if they retain their membership criteria and pay the annual dues as specified in Article II, Paragraph 2.

2. Dues - To further the work of this Section and except as provided herein, all Section members must annually pay Section dues to the VSB. Individuals who are Emeritus or Judicial class members of the VSB or who are full-time law students are exempt from the requirement to pay Section dues. New members (defined as individuals who join the Section during the last quarter of the fiscal year) are not required to pay dues until the start of the following fiscal year. Dues amounts will be set by the Section's Board of Governors during the annual budget process.

ARTICLE III

Board of Governors

1. Number and Eligibility - There will be a Board of Governors ("Board") for the Section comprising no more than 18 voting Section members, inclusive of the officers as

provided for in Article IV, plus the currently serving dean of each ABA-approved law school in Virginia. Each dean may designate, on an annual basis, a faculty representative to serve on the dean's behalf, provided that such designee is a voting member of the Section.

2. Term - Members of the Board will hold office for a term of three years, beginning on the first day of the month following the date of the Annual Meeting at which they have been elected and ending June 30 three years later. Board members may serve no more than two consecutive three-year terms, except that an officer whose final term as a Board member has expired may continue on the Board until their term as an officer expires; such officers must be included in the total number of Board members as stated in Article III, Paragraph 1. No such officer may remain on the Board more than three years after the expiration of their final term as a Board member.

A Board member who has served two consecutive terms is not eligible for further service on the Board until three years have lapsed from the expiration of the second term. Any Board member appointed for less than a three-year term is eligible to serve two additional consecutive three-year terms.

3. Nomination and Election – Board members and officers must be elected at the Section's Annual Meeting, which must be held before or during the VSB's Annual Meeting. At least sixty days before the Section's Annual Meeting, the Chair must appoint a nominating committee of at least five Section members, no more than three members of which may be members of the Board. The nominating committee must meet at least thirty days before the Section's Annual Meeting (i) to determine the number of vacancies on the Board resulting from resignations or expiring terms and (ii) to recommend a slate for election to the Board and a slate for election as officers, to include the positions of Secretary, Vice Chair, and Chair. Three members of the nominating committee constitutes a quorum. The nominating committee must submit a report to the Board with its proposed slates prior to the Section's Annual Meeting.

The individuals on the proposed slates, plus any additional nominations made from the floor by any voting member at the Section's Annual Meeting, constitute the candidates for election. Such voting members of the Section as may be present at the Section's Annual Meeting constitutes a quorum, and any candidate will be deemed elected to the Board or to an officer position if approved by majority vote.

4. Declaration of Vacancy - If any member of the Board (i) fails to attend two successive meetings of the Board without notice or sufficient cause reported to the Secretary or the VSB staff; (ii) resigns from the Board; or (iii) is not in good standing with the VSB due to disciplinary reasons, the membership of said person on the Board and any office held by such person must be declared vacant by the Chair of the Section and filled as provided for in Paragraph 5 of this Article.

5. Vacancies - The Board may fill any Board member or officer vacancies that arise between the Section's Annual Meetings. Members of the Board thus selected will serve the remainder of the unexpired term of the Board member that was replaced and officers thus selected will serve until the next succeeding June 30.

6. Committees - The Chair of the Board may create ad hoc committees or subcommittees and may appoint members to such committees or subcommittees from among Section members, to perform such duties and exercise such powers as the Board directs, subject to the limitations of these Bylaws and the Bylaws of the VSB. No such committee or subcommittee may continue in operation for more than one year without reaffirmation and reappointment by the Chair.

7. Duties and Powers - The Board has general supervision and control of the affairs of this Section, subject to the provisions of the Rules of the Supreme Court of Virginia and the Bylaws of the VSB. The Board may not authorize commitments or contracts that entail the payment of more money during any fiscal year than the amount previously appropriated to the Section for the fiscal year. Only VSB staff may authorize financial commitments or enter into contracts on behalf of the VSB.

8. Special Appointments – The Chair may designate non–Section member individuals to perform specific functions that support the work of the Section or to participate in Board discussions. Such appointments may not continue beyond one year without reaffirmation and reappointment by the Chair and do not confer membership in the Section or on the Board.

ARTICLE IV

Officers

1. Officers - The officers of this Section are: (i) the Chair, (ii) the Vice Chair, (iii) the Immediate Past Chair, and (iv) the Secretary. All officers, except for the Immediate Past Chair, must be elected according to Article III, Paragraph 3, for a term beginning on the first day of the month following the date of the Annual Meeting at which they have been elected and ending on June 30 of the following year.

2. Chair - The Chair presides at all meetings of the Section and of the Board. At the conclusion of the year, the Chair must prepare a summary of the Section’s proceedings and work during the immediate past year for publication in the Annual Report of the VSB. The Chair must perform such other duties and acts as pertain to this office.

3. Vice Chair - The Vice Chair must perform all duties assigned by the Chair of the Board. Upon the death or resignation of the Chair, the Vice Chair must perform the duties of the Chair until a new Chair is duly appointed. During the absence of the Chair, the Vice Chair must perform the duties of the Chair until the Chair is able to fulfill the duties of the office.

4. Immediate Past Chair – The Immediate Past Chair serves *ex officio* for a term of one year and advises the Chair as requested. The Immediate Past Chair has no further duties except those assigned by the Chair.

5. Secretary – In cooperation with VSB staff, the Secretary must keep an accurate record of the proceedings of any meetings of the Board or of the Section and perform

such duties assigned by the Chair. The VSB staff section liaison is the custodian of all reports, minutes, documents, and other property of the Section. Any original documents shall reside with the VSB and any responses to requests for these documents pursuant to FOIA or other laws or regulations shall be made by the VSB.

6. Presiding Member - In the absence of the Chair or the Vice Chair at any regular or special meeting of the Section or the Board, any member of the Board chosen by a majority of the Board members present and voting may preside at such meeting.

ARTICLE V

Meetings of the Section

1. Annual Meeting of Section - The Section must have one Annual Meeting per fiscal year, which must be held before or during the VSB Annual Meeting. The Annual Meeting may be conducted in person, virtually, or in a hybrid format as designated by the Chair and communicated by the Secretary to all voting Section members in advance of the meeting.

2. Special Meetings of Section - Special meetings of the Section may be called by the Chair, upon approval by a majority of the Board. Special meetings may be conducted in person, virtually, or in a hybrid format as designated by the Chair and communicated to the membership in advance of the meeting.

3. Quorum and Voting of Section - Such voting members of the Section as may be present at any meeting constitutes a quorum for the transaction of business. All binding actions of the Section must be approved by a majority vote of the Section members present.

4. Action of Section – All programs and resolutions adopted by the Section require approval by the VSB and must be reported by the Chair to the VSB Executive Director for the VSB's action thereon prior to communication of such programs and resolutions to the public.

5. Open Meetings - All meetings of the Section will be open, unless specifically closed pursuant to a motion passed by a majority of those present.

ARTICLE VI

Meetings of the Board of Governors

1. Regular Meetings of Board - Regular meetings of the Board must be held at least three times each fiscal year and shall be scheduled by the Chair. Meetings may be conducted in person, virtually, or in a hybrid format as designated by the Chair and communicated in advance of the meeting.

2. Special Meetings of Board - Special meetings of the Board may be held at the request of the majority of the Board or at the call of the Chair. Meetings may be conducted in person, virtually, or in a hybrid format as designated by the Chair and communicated in advance of the meeting.

3. Quorum and Voting of Board - A majority of the Board constitutes a quorum for any meeting of the Board. All binding actions of the Board must be approved by a majority vote of the Board members present either physically or virtually or voting by proxy. All voting at any meeting of the Board will be open, unless specifically changed by a motion passed by a majority of those present.

4. Absentee Voting - Members of the Board, when present at a meeting of the Board, in person or virtually, must be permitted to vote. Absent members may vote by proxy if their vote is communicated to the Secretary, in writing, in advance of the meeting where the vote will be taken. Any proxy vote will have the same effect as if cast by the member in person.

5. Board Meeting Agendas - The Chair of the Board sets the agenda for all Board meetings. Any member of the Section or the Board may submit an agenda item or proposal to the Chair for inclusion on the agenda. If the Chair declines to include the item on the agenda, the item will be presented to the Board, which will decide by majority vote

whether to include the item on the agenda,

ARTICLE VII

Miscellaneous

1. Fiscal Year - The fiscal year of this Section is the same as that of the VSB.
2. Bills - All costs incurred by this Section, before being forwarded to the VSB finance office for payment, must be approved by the Chair and/or the VSB staff section liaison.
3. Conflicts of Interest – No Board member will receive compensation for any duties performed as a Board member, although a Board member may receive reasonable reimbursement for expenses incurred in connection with Board duties. No individual or representative of a company that receives compensation for any services performed for or on behalf of the Section may be a member of the Board or vote on any matter before the Board or the Section. A Board member who perceives that they, or an immediate family member, has a conflict of interest regarding any matter before the Board or the Section must immediately disclose such conflict to the Chair, who will take appropriate steps with regard to the conflict.

ARTICLE VIII

Rules of Procedure

Except as otherwise provided in these Bylaws, Robert's Rules of Order govern the procedure at meetings of the Section and the Board.

ARTICLE IX

Amendment and Effective Date of Bylaws

1. Amendment - Any amendment of the Bylaws must be approved by a majority of the Board, a majority of the Section members voting on the amendment, and a majority

of the VSB Council.

2. Effective Date - These Bylaws, and any amendments, become effective upon approval by the VSB Council.