

BYLAWS OF THE
SENIOR LAWYERS SECTION
OF THE VIRGINIA STATE BAR
Approved by Council October 24, 2025

ARTICLE I

Name and Purpose

1. Name - The name of this Section is the Senior Lawyers Section of the Virginia State Bar (VSB).

2. Purpose - This Section was established in 1987 as the Senior Lawyers Conference “to uphold the honor of the profession of law, to apply the knowledge and experience of the profession to the promotion of the public good, to encourage cordial discourse and interaction among the members of the Virginia State Bar (VSB), and to pursue its Mission and Goals as follows:

The SLC shall serve the interests of senior lawyers and promote the welfare of seniors generally. In serving the interests of senior lawyers the SLC will plan and present programs and activities and produce publications of interest to senior lawyers, and coordinate activities for senior lawyers by, for, and with state and local bar associations. To promote the welfare of seniors generally, the SLC will study issues of concern to seniors, prepare and present programs and publications designed to explore and develop such issues, advocate appropriately on behalf of such issues and cooperate with other entities interested in such matters.”

As of July 1, 2025, the Conference has been converted to a Section of the VSB, and membership is now open to all members of the VSB. While the Section will continue to adhere to the goals and purposes expressed above, its activities will include all members of the Bar and also will promote mentoring and *pro bono* activities.

ARTICLE II

Membership and Dues

1. Eligibility - Any member of the VSB is eligible for membership; any lawyer eligible to practice before the highest court of any state of the United States or the District of Columbia who is not a member of the VSB is eligible for non-voting membership; and any full-time law student enrolled in a law school in any state 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 Section 2 of this Article.

2. Dues - To further the work of this Section and except as provided herein, all members must annually pay dues to the VSB. Individuals who are Emeritus or Judicial class members of the VSB or are full-time law students are exempt from the requirement to pay dues. New members defined as individuals who join the Section during the last quarter of the fiscal year (April 1-June 30) do not have to pay dues until the start of the next fiscal year. Dues amounts will be set by the Section's Board of Governors (Board) during the December budget process.

ARTICLE III

Board of Governors

1. Number and Eligibility - There will be a Board of no more than 24 Section members-at-large, inclusive of the officers as provided for in Article IV. In addition, there may be up to 3 Honorary Section members appointed by the Board. These will be non-voting members whose positions will be reviewed and reappointed each year.

Officers whose terms have expired may continue on the Board until their term as an officer expires. Any such officer must be counted in the total Board members. In no instance will an officer remain on the Board more than three years after the expiration of the final three-year term. Members of the Board must be nominated and elected as

provided in Section 3 of this Article. Section members are ineligible for Board membership if the member completed a prior three-year term and three years have not elapsed since completion of that term. The Board may appoint additional non-voting, non-member representatives to participate in Board discussions. Such non-members must be reviewed and re-appointed each year.

2. Term - Members of the Board must be elected at the Section's Annual Meeting which must be held before or during the VSB Annual Meeting, for a term of three years, beginning July 1 following 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 for officers as stated in Article II, Section 1. A member is eligible for reappointment to the Board after the lapse of at least one three-year term following the expiration of the previous term. At the expiration of the initial term of any member appointed for less than a three-year term, such member is eligible for immediate reappointment to the Board for two additional consecutive three-year terms.

3. Nomination and Election - At least sixty days before the Section's Annual Meeting, the Chair must appoint a nominating committee of at least five Section members, with no more than two members of the Board. The nominating committee must meet at least thirty days before the Section's Annual Meeting (i) to review any vacancies on the Board resulting from resignations or expiring terms and (ii) to recommend a slate for appointments to the Board and for election as officers including Secretary, Vice-Chair, and Chair. Three members of the nominating committee constitute a quorum. If less than a quorum is present, the Chair of this Section must appoint additional members to the nominating committee sufficiently to constitute a quorum. The Nominating Committee must submit a report to the Board with its proposed slate prior to the Section's Annual Meeting. The proposed slate must be voted upon by the Section membership at the Section's Annual Meeting. Additional nominations may be made from the floor of the Section's Annual Meeting by any voting member. Quorum is a majority of Section members present at the Section's Annual Meeting.

4. Declaration of Vacancy - If any member of the Board (i) fails to attend three 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 Section 5 of this Article.

5. Vacancies - The Board, during the interim between the Section's Annual Meetings, may fill board member or officer vacancies on the Board. Members of the Board so selected will serve the full unexpired term and officers appointed to fill a vacancy will serve until the next succeeding June 30 and shall be eligible for re-election as provided in Section 3 of this Article.

6. Committees - The Chair of the Board may appoint committees or subcommittees from 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. Such subcommittees should be reaffirmed and reappointed each year.

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 which entail the payment of more money during any fiscal year than the amount which had previously been appropriated to this 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 volunteers for specific functions that support the work of the Section. Appointments must be reviewed annually.

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 must be elected according to Article III, Section 3 for the term beginning July 1 after such election and ending on June 30 of the next succeeding year.

2. Chair - The Chair presides at all meetings of this Section and of the Board. The Chair shall plan and supervise the activities of the Section, subject to the directions of the Board, and shall appoint the Chairs and members of all committees of the Section. 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 act as pertain to this office.

3. Vice-Chair - The Vice-Chair must perform all duties assigned him by the Chair of the Board. Upon the death, resignation, or during the absence of the Chair, the Vice-Chair must perform the duties of the Chair. The Vice-Chair must perform the duties of the Chair only until the Chair is able to fulfill the duties of the office.

4. Secretary – In cooperation with VSB staff, the Secretary must keep an accurate record of the proceedings of the Section and the Board thereof, and perform such duties assigned him by the Chair of the Board. The VSB staff section liaison is the custodian of all reports, minutes, documents, and other properties of this Section. Any original documents subject to FOIA requirements shall reside with the VSB.

5. Immediate Past Chair – The Immediate Past Chair shall consult with and assist all the officers of the Section in the work of the Section and to the extent requested.

6. Presiding Member - In the absence of the Chair or the Vice-Chair at any regular or special meetings of this 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
Executive Committee

The Officers shall constitute the Executive Committee. Additional members of the Board of Governors may be elected to the Executive Committee by the Board of Governors. Between meetings of the Board of Governors, the Executive Committee shall have the authority to act for the Board. The Secretary shall promptly advise each member of the Board of Governors of any action taken by the Executive Committee.

ARTICLE VI
Meetings of the Section

1. Annual Meeting of Section - The Section's Annual Meeting must be held before or during the VSB Annual Meeting. Meetings may be conducted in-person, virtual, or hybrid as designated by the Chair and communicated by the Secretary in advance of the meeting.

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

3. Quorum and Voting of Section - Such members of this 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 members present. All meetings of this Section will be open, unless specifically changed by a motion passed by a majority of those present.

ARTICLE VII

Meetings of the Board of Governors

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

2. Special Meetings of Board - Special meetings 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, virtual, or hybrid as designated by the Chair and communicated in advance of the meeting,

3. Quorum and Voting of Board - A majority of the Board constitute a quorum, and all binding action of the Board must be approved by a majority vote of the Board members present either physically or virtually or voting by proxy. Any individual receiving compensation in any form for the work of the Section is prohibited from voting on Board business. All voting at meetings 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 (i) their absence is for sufficient cause and (ii) 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. Submitted Propositions - The Chair of this Section sets the agenda for all meetings. Any member of the Section or the Board may submit an agenda item or proposition to the Chair for inclusion on the agenda.

ARTICLE VIII

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. Compensation – At no point will any Board member receive compensation from the VSB for duties affiliated with the activities of the Section. The Board must annually approve requests for compensation based on a submitted proposal for scope of work and cost of said work if necessary to perform the duties of the Section. Any individual receiving such compensation may not be a member of the Board. The individual receiving compensation is required to provide an invoice for payment which includes an accounting of duties and hours worked and an annual report by the end of the fiscal year totaling cost and duties. Any person receiving compensation who fails to submit the annual report will be ineligible to serve in that role in the subsequent fiscal year.

4. Action of Section - Before any new program of this Section becomes the action of the VSB, it must be approved by the VSB Executive Director. Any resolution adopted by this Section must be reported by the Chair to the VSB Executive Director for the VSB's action thereon prior to distribution.

ARTICLE VIII

Rules of Procedure

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

ARTICLE IX

Effectiveness and Amendment of Bylaws

1. Amendment - Any bylaw amendments must be approved by a majority of the Board, the Section members, and the VSB Council.

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