

**AMENDED AND RESTATED BY-LAWS
of
THE RICHMOND CHAPTER OF THE FEDERAL BAR ASSOCIATION**

ARTICLE I – NAME AND NATURE OF ORGANIZATION

The name of this organization is the “Richmond Chapter of the Federal Bar Association” (hereinafter “Chapter”). The Chapter includes persons admitted to the practice of law before the United States District Court for the Eastern District of Virginia, Richmond Division, or who elect to join the Chapter even if residing in another federal court district or division. The Chapter is chartered by the Federal Bar Association (hereinafter “Association”) as approved by the National Council of the Association, and the Chapter shall at all times comply with the requirements of the Association’s Constitution and By-Laws, as amended.

ARTICLE II – MISSION STATEMENT AND GENERAL OBJECTIVES

1. **Mission Statement.** The mission of the Chapter is, in accord with that of the Association, to strengthen the federal legal system and administration of justice by serving the interests and the needs of the federal practitioner, both public and private, the federal judiciary, and the public they serve.

2. **General Objectives.** The general objectives of the Chapter, consistent with those of the Association, are as follows:

a. To serve as the representative of the federal legal profession in central Virginia;

- b. To promote the sound administration of justice, and the integrity, quality and independence of the federal judiciary;
- c. To enhance the professional growth and development of members of the federal legal profession, and promote high standards of professional competence and ethical conduct, including through the provision of quality education programs;
- d. To promote the welfare of attorneys and judges in the federal legal profession, including advocacy in accordance with the mission of the Association and provision of meaningful services and benefits through membership in the Association;
- e. To support the members of the Chapter by, among other things, promoting professional and social interaction, notifying and educating members as to developments in their respective fields of interest, encouraging member involvement in activities of the Association, and providing opportunities for members to assume leadership roles; and,
- f. To promote diversity throughout the legal profession and the Association.

ARTICLE III – MEMBERSHIP AND DUES

1. **Active Membership.** Any person who is eligible for and maintains active membership in the Association and who is employed, resides or practices in the Commonwealth of Virginia, or who designates membership in the Chapter to the Association, shall be a member of the Chapter upon selection of the Chapter as such person's home chapter.

2. **Honorary Membership.** Any person eligible for honorary membership as provided in Article IV, Section 2 of the Constitution of the Association, who is employed, resides or practices in the Commonwealth of Virginia, may be elected to honorary membership in the Association by two-third's vote of the Chapter members present at any regularly called

meeting or, when required under Article IV of the Association's Constitution, by vote of the Board of Directors of the Association. Honorary members of the Association shall be exempt from payment of dues, but shall have full rights and privileges of membership.

3. **Associates.** Pursuant to Article IV, Section 3 of the Constitution of the Association, any person who is an associate of the Association, who is employed, resides or practices in the Commonwealth of Virginia, or who designates associate status in the Chapter as such person's home chapter, shall be an associate of the Chapter. An associate of the Chapter is not a member, and may not vote or hold any elective office in the Chapter. Without limitation, any law student actively enrolled in an accredited law school and not admitted to the practice of law before a federal court or a state court of record is eligible to become an associate of the Chapter.

4. **Dues.** Payment of annual dues to the Association shall be required from each member, other than honorary members, and from each associate of the Chapter, such dues to be paid by the member or associate directly to the Association upon receipt of an annual dues statement from the Association.

5. **Termination.** Any member or associate of the Chapter whose dues to the Association are unpaid shall be terminated as a member or associate of the Chapter when such person is suspended from the Association. In addition, any member who suffers disbarment or suspension from the active practice of law shall automatically be terminated as a member of the Chapter.

ARTICLE IV – DIRECTORS

1. **General Powers.** The Chapter shall have a Board of Directors which shall manage the business affairs of the Chapter and exercise all corporate powers by or on behalf of the Chapter.

2. **Election, Number and Term of Office.** The Board of Directors shall be comprised of not less than twelve (12) and no more than thirty-three (33) persons who are members of the Chapter, including the officers and the National Delegate. The directors shall be elected by vote of the members present and voting at the annual meeting of the Chapter. The directors shall be elected to staggered terms of three (3) years, with the three (3) director groups each containing approximately one-third of the total number of directors. A member appointed by the Board of Directors to serve the remaining period of a term to which another person was elected, may, at the conclusion of that partial term, stand for election for a full three-year term. Directors may serve multiple three-year terms, except that no director shall serve more than two (2) elected, non-consecutive three-year terms; provided, however, that such limitation shall not apply to an elected officer while in office, the Immediate Past President, and any honorary member.

3. **Young Lawyers Section Chair.** In addition to the persons described in Section 2 above, the Chair of the Chapter's Young lawyers Section shall serve as a director with full voting rights for a term concurrent with such person's term as Chair of the Young Lawyers Section.

4. **Removal, Vacancy.** Any director may be removed by the Board of Directors, at any time and for any reason, at a meeting called for that purpose. Three (3) consecutive absences from regularly scheduled Board meetings may be deemed a voluntary resignation from the Board by the absent director. Any vacancy on the Board of Directors caused by the death,

incapacity, resignation, removal or disqualification of a director may be filled by the Board by appointment of a member to complete the term of such former director.

5. **Conduct of Meetings.** At each meeting of the Board of Directors, the President, or in such person's absence the President-Elect, or in such person's absence the Vice President, or in such person's absence the Treasurer, or in such person's absence the Secretary, shall act as presiding officer of the meeting. In the absence of any of those elected officers, the directors may convene and elect a temporary chairman of the Board meeting for that meeting only.

6. **Special Meetings.** Special meetings of the Board of Directors may be called by the President, or by any three (3) or more directors, and shall be held at such time and place in the Richmond metropolitan area as the person or persons calling the meeting shall designate.

7. **Notice of Meetings.** No notice of regular meetings of the Board of Directors is required unless a change in the date or time occurs, in which event, written notice of such change shall be mailed to all directors in advance of such meeting. Notice of special meetings of the Board of Directors shall be given to each director by mail, messenger, facsimile, electronic mail or other means of written communication, or by telephoning such notice not less than seventy-two (72) hours before the special meeting. Any such notice shall set forth the time and place of the meeting and state the purpose for which it has been called. A director may waive any notice required by law or these By-Laws before or after the date and time stated in the notice and such waiver shall be equivalent to the giving of such notice. A director's attendance at or participation in a Board meeting waives any required notice of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to any action taken at the meeting.

8. **Quorum, Voting.** A majority of directors present and entitled to vote in accordance with these By-Laws shall constitute a quorum for the transaction of business at a meeting of the Board of Directors; provided, that (a) any sale, lease, exchange, mortgage or other disposition of all or substantially all of the Chapter's property other than in the usual and regular course of business, or (b) the dissolution of the Chapter, shall require the affirmative vote of at least two-thirds of the directors entitled to vote. A director may not vote by proxy. In addition to voting in person, a director may vote by mail, facsimile, electronic mail or other means when deemed necessary or appropriate by the Executive Committee or the presiding officer.

9. **Telephonic Meetings.** The President or other presiding officer may permit any or all directors to participate in a regular or special meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating at a meeting by this means is deemed to be present at the meeting.

10. **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if such action is approved by all members of the Board. The action shall be evidenced by one or more written consents, stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the written consent, unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of such consent.

ARTICLE V - OFFICERS

1. **Elected Officers.** The officers shall be elected by voting members of the Chapter at the annual meeting and shall include the following:

- a. President;
- b. President-Elect;
- c. Vice President;
- d. Secretary;
- e. Treasurer; and,
- f. National Delegate.

Each officer shall be a member of the Chapter and shall hold office for one (1) year or until a successor is duly elected. Any officer may be elected to serve multiple one-year terms.

2. **Duties of Officers.**

a. **President.** The President shall be the chief executive officer of the Chapter, shall perform such duties as required by the Constitution and By-Laws of the Association and these By-laws, and shall appoint standing or special committees as necessary and appropriate to the Chapter's business and the Association's committee structure. The President shall be a member of the National Council of the Association and shall attend its meetings.

b. **President-Elect.** The President-Elect shall perform such duties as delegated by the President. In the event of the absence or inability to act of the President, the President-Elect shall perform the duties of the President. The President-Elect shall automatically succeed to the office of the President upon the expiration of the incumbent President's term.

c. **Vice-President.** The Vice-President shall perform such duties as delegated by the President, and shall perform the duties of the President in the event of the absence or inability of the President or President-Elect to discharge the duties pertaining to that office.

d. **Secretary.** The Secretary shall furnish notice of election results to the Association and to the circuit officers, conduct the general correspondence of the Chapter and keep the circuit officers informed, give notice of all meetings of the Chapter to members and circuit officers, keep a record of the proceedings of the meetings of the Chapter keep a roster of the Chapter membership and officers, act as parliamentarian, and perform such other duties as properly pertained to this office.

e. **Treasurer.** The Treasurer shall collect and receive all monies due or payable to the Chapter, maintain Chapter deposits in such bank or banks as may be designated by the Board, make disbursements from such accounts only as authorized by two (2) officers of the Chapter or a vote of the Board of Directors, keep the Secretary informed of the standing of each member regarding payment of dues; and notify all members on or before October 1 of each year of the status of their dues for the ensuing year. The Treasurer shall further keep an itemized record of all monies received and disbursed, by or to whom paid and for what purpose, and shall submit to the Chapter membership, when requested at the end of the fiscal year, a report in writing summarizing the receipt and disbursements for the year. The Treasurer shall keep all books, vouchers and records available for audit, and shall perform such other duties as properly pertaining to the office.

f. **National Delegate.** The National Delegate shall represent the Chapter at all National Council meetings, and in the absence of the President, President-Elect or Vice-President, at other Bar association meetings.

3. **Election of Officers.** The election of officers for all elective offices shall be by secret ballot, or by voice vote if there is no objection, by vote of the members present and voting at the annual meeting of the Chapter. The officers elected shall commence their term of office on October 1 of each year, or at the conclusion of the annual meeting if after October 1, and shall hold office for one (1) year ending the following September 30 or at the conclusion of the annual meeting if after September 30.

4. **Removal, Vacancy.** An officer may be removed from an office for a delinquency in attendance, inefficiency, neglect of duty or for other cause upon a vote of three-fourths of the members of the Executive Committee present and voting at a special meeting called for that purpose. In the case of death, resignation or removal of the President, the President-Elect shall succeed to that office. In the case of the death, resignation or removal of any other officer, that vacancy will be filled by election by the general membership.

ARTICLE VI – COMMITTEES AND SECTIONS

1. **General.** There shall be three (3) standing committees of the Board of Directors, as follows: Executive Committee, Membership Committee and Governance Committee. In addition, the Board may constitute other special committees of the Board as needed or appropriate. The President shall appoint chairpersons of all standing and special committees for a term of one (1) year, except that the President shall serve as the Chair of the Executive

Committee. The President and President-Elect shall serve as *ex officio* members of each committee.

2. **Executive Committee.** The Executive Committee shall consist of the elective officers, the Immediate Past President of the Chapter, the Chair of Young Lawyers Section and chairs of standing committees. The Executive Committee shall meet on the call of the President or any two (2) of its members. The Executive Committee may perform such Chapter business, not requiring a vote of the membership, as shall be in the best interests of the Association and the Chapter.

3. **Membership Committee.** The Membership Committee shall be appointed by the President and shall be responsible for retaining and promoting Chapter membership, developing and implementing membership policies and procedures, communications with members regarding membership status, maintaining the Chapter's membership records, and communications with the Association on membership issues.

4. **Governance Committee.** The Governance Committee shall be appointed by the President and shall nominate candidates for election as directors and officers, such slate of candidates to be presented in writing to the members at least thirty (30) days in advance of the annual meeting at which the election of officers and directors is to occur. Nomination of candidates for elective offices or as directors of this Chapter may also be made by any member at such meeting. The Governance Committee shall further be responsible for governance issues relating to the Board of Directors, By-Law compliance and amendment, corporate structure issues, tax-exempt status and the like.

5. **Sections.** The Board of Directors may establish sections corresponding to specific areas of federal law practice so as to organize and support Chapter members interested

in that practice area. The Chapter shall have a Young Lawyers Section for members under the age of thirty-five (35) years, with a Chair and Vice-Chair to be appointed each year by the Board.

ARTICLE VII – MEMBERSHIP MEETINGS

1. **Meetings.** The annual meeting of the membership shall be held in September, or as soon thereafter as practicable, at such day, hour and place in the Richmond metropolitan area as the President may designate. Special meetings shall be held as called by the President, a majority of the members of the Executive Committee or a number of members equal to a quorum, at a time and place designated by the calling party.

2. **Notice of Meetings.** Notice of the time, date and place of all business meetings shall be mailed or otherwise given by the Secretary to each member in good standing at least five (5) days prior to such meeting, unless the nature of the meeting is such that shorter notice cannot be avoided. If a special meeting, the notice shall specify the nature of the business to be presented and no other business shall be conducted.

3. **Quorum.** Ten percent (10%) of the members in good standing shall constitute a quorum for the transaction of business of the Chapter.

4. **Rules of Order.** The Rules of Order shall consist of (in the order stated): (a) the Constitution and By-Laws of the Association and By-Laws of this Chapter; (b) any standing resolutions passed by this Chapter's membership; and (c) the most current available edition of Robert's Rules of Order, Revised.

ARTICLE VIII – PUBLIC POSITION TAKEN BY THE CHAPTER

The Chapter, in the name of the Association, may issue reports, make public announcements, and publicly advocate positions on issues of concern to the Chapter only with prior approval of the Association's National Council. Without such prior approval, the Chapter may make such a public position statement, but such statement must include a disclaimer stating that the position is that of the Chapter only, and not of the Association. In any event, if the Chapter takes any such action in its own name and not in the name of the Association, the Chapter shall report such action immediately to the Executive Committee of the National Council.

ARTICLE IX - MISCELLANEOUS

1. **Fiscal Year.** The fiscal year of the Chapter shall begin on October 1 each year.
2. **Amendment of By-Laws.** These By-Laws may be altered, amended or repealed, and new By-Laws adopted, by two-thirds of the members of this Chapter at a regular meeting if a quorum is present and the members have been given written notice of such proposed change not less than ten (10) days prior to the meeting at which such change is to be considered.
3. **Checks, Drafts, Withdrawals from Chapter Accounts.** Consistent with Article V, Section 2(e) above, all checks, drafts and other orders for payment of money out of the funds of the Chapter shall be signed on behalf of the Chapter only, in such manner as shall from time-to-time be determined by resolution of the Board of Directors or by the Executive Committee. No member shall make a check, draft or order payable to himself, herself or to any entity controlled by such person.

4. **Acceptance of Gifts.** Any gift or donation of real or personal property with a fair market value of \$5,000 or more shall be deemed to have been duly accepted only when approved by a vote of the Board of Directors. Gifts with a fair market value of less than \$5,000 shall be deemed to have been accepted when approved by the Executive Committee.

These Amended and Restated By-Laws of the Richmond Chapter of the Federal Bar Association have been approved and adopted by the members as of the 17th day of November, 2011.

RICHMOND CHAPTER OF THE
FEDERAL BAR ASSOCIATION

A handwritten signature in black ink, appearing to read "Carol A. [unclear]", written over a horizontal line.

President

#4007553 v5 088000.00069