

**BYLAWS
OF
WINCHESTER-FREDERICK COUNTY
BAR ASSOCIATION**

ARTICLE I. NAME

The name of this association shall be Winchester-Frederick County Bar Association.

ARTICLE II. PURPOSES

The purposes of this Association shall be to provide a medium for the exchange of ideas and information; to take an active interest in local, state and national affairs of a legal nature; to promote the high standards of the legal profession; to promote the general welfare of the members of the Association; to promote a better understanding of the legal profession by the general public; to cooperate with other societies, associations and agencies for a better understanding of the legal profession; to participate in the affairs of the City of Winchester and Frederick County and the State of Virginia; to ensure the orderly and fair administration of justice; and to promote good fellowship among the members of the bar.

ARTICLE III. MEMBERSHIP

There shall be three (3) classes of membership in this Association: Active, Associate and Honorary.

SECTION 1. An Active member shall be one who is: (a) regularly engaged in the practice of law as a profession or otherwise employed on a full-time basis in the City of Winchester or Frederick County, Virginia; (b) an active member of the Virginia State Bar; (c) admitted to practice before the Supreme Court of Virginia; and (d) current in the payment of dues of the Association.

SECTION 2. An Associate member shall be either an individual entitled to practice law before the highest court of any State or the District of Columbia who either lives or is employed in Winchester or Frederick County or any other active member of the Virginia State Bar regardless of place of employment or residence who, in either case, pays the dues of the Association.

SECTION 3. An Honorary member shall be each active and retired Judge of the Twenty-Sixth Judicial Circuit Court, General District Courts and Juvenile and Domestic Relations District Courts of the City of Winchester or Frederick County, Virginia, and such other honorary members as may be specifically approved by the membership from time to time. Honorary members shall not be subject to the payment of dues of the Association.

SECTION 4. Membership in this Association is wholly the right of the individual member holding it and is not to be construed in any instance as being owned or controlled by any firm or partnership.

SECTION 5. Associate and Honorary members shall have all the privileges of the Association except those of voting, holding office, and except as otherwise herein expressly limited to Active members of the Association.

SECTION 6. A Life member shall be each member of the Winchester-Frederick County Bar Association who has been an Active member for 50 years. Life members shall not be subject to the payment of dues of the Association. Life Members shall have all of the privileges of the Association that Active members have.

ARTICLE IV. OFFICERS

The officers of this Association shall be a President, a President-Elect, a Treasurer, a Secretary, and a Board Member-at-Large, all of whom shall perform the duties usually appertaining to the respective offices.

SECTION 1. The term of office for all officers of this Association shall be from July 1 to the following June 30 or until their respective successors are elected or appointed, as the case may be, and qualified.

SECTION 2. Officers and the Board Member-at-Large shall be elected annually at the meeting designated by the Executive Committee between the months of February and May of each year, and no officer shall succeed himself/herself in the office for more than two terms to which he/she shall be elected; notwithstanding, the President and President-Elect shall only serve one term in each respective office.

SECTION 3. The Nominating Committee shall report to the President prior to the designated annual meeting for the election of officers its recommendations for officers for the ensuing year. Additional nominations for any of the officers may be made by any Active member from the floor at the designated meeting.

SECTION 4. The President shall preside at all meetings of the Association.

SECTION 5. During the absence or inability or refusal of the President to perform his/her duties, the President-Elect shall assume his/her powers and duties for all purposes.

SECTION 6. During the absence or inability or refusal of the President-Elect, Secretary, Treasurer or Board Member-at-Large to perform his/her duties, the powers and duties of such office shall be exercised and performed by an Active member of the Association appointed by the President.

ARTICLE V. MANAGEMENT

SECTION 1. The Management of the Association shall be by an Executive Committee consisting of the Officers and the immediate past president of the Association.

SECTION 2. The Executive Committee shall have all the powers ordinarily appertaining to a Board of Directors.

ARTICLE VI. COMMITTEES

SECTION 1. The following standing committees shall be appointed to serve a term coincident to the term of the President: Social Committee and Nominating Committee. The Social Committee and Nominating Committee shall have a designated Chairman who shall be appointed by the President and serve the same term.

SECTION 2. The Bench Bar Committee shall be a standing committee of the Association and shall be established and maintained as follows:

- A. The Bench Bar Committee shall consist of eight (8) members who shall serve for two (2) year terms. The Executive Committee of the Bar shall appoint the members of the initial Bench Bar Committee no later than July 30th of every year with the first slate consisting of four (4) members serving two-year terms and four (4) members serving one-year terms. In no event shall Committee members serve consecutive terms except for those committee members originally appointed to serve the one-year terms who may be reappointed to serve an additional two-year term.

- B. The composition of the Committee shall include the following:
 - (1) An attorney who has practiced less than five (5) years;
 - (2) An attorney who regularly practices in the area of criminal prosecution;
 - (3) An attorney who regularly practices in the area of criminal defense;
 - (4) An attorney who regularly practices in the area of family law; and
 - (5) The remaining four (4) members shall be selected to further reflect the practice areas and the demographic diversity of the attorneys who are members of the Winchester-Frederick County Bar Association.

- C. The President shall appoint the Chairperson who shall be a current member of the Executive Committee.

- D. The duties of the Bench Bar Committee shall be:
 - (1) To serve as the liaison for communication between the bench and the bar;
 - (2) To address in a meaningful and professional manner issues concerning the relationship between the bench and the bar in order to preserve the efficient and fair functioning of the judicial process;
 - (3) To coordinate regular and periodic bench-bar conferences; and
 - (4) To carry out all other functions related to bench-bar relations that enhance the quality of the legal practice in the Winchester-Frederick County area.

ARTICLE VII. MEETINGS

SECTION 1. An annual meeting of the Association for the election of officers and such other business as may come before the Association shall be held between the months of February and May, inclusive, of each year on the date selected and designated by the Executive Committee.

SECTION 2. There shall be, including the annual meeting, quarterly meetings of the Association to be held at the date, time and place determined by the Executive Committee.

SECTION 3. Special meetings may be called at any time by order of the President, the Executive Committee or by written request of three Active members of the Association.

SECTION 4. The Secretary shall notify all members in writing, not less than seven (7) days prior to the date of any annual, regular or special meeting of the Association.

SECTION 5. Meetings of the Executive Committee shall be at such time and place as shall be designated by the President. Due notice of such meeting shall be given by the Secretary to each member of the Executive Committee prior to the date of the meeting.

SECTION 6. One-third of the Active members of the Association personally present or by proxy shall constitute a quorum for any meeting of the Association.

SECTION 7. Any Active member of the Association may execute a written proxy designating another Active member of the Association. Any written proxy must be delivered to the Secretary of the Association before the commencement of the meeting. Proxies shall be for a specific meeting and may be limited or unlimited. An Active member of the Association present at the meeting may not hold more than one proxy.

ARTICLE VIII. DUES

SECTION 1. The annual dues shall be fixed by the Executive Committee of the Association.

SECTION 2. If annual dues are not paid by any member on or before January 1 of each year, or if later, 60 days following the date of mailing of the bill for such dues, the Treasurer shall notify such member in writing that his/her name shall be dropped from the list of the Association if the member's dues are not paid in full within 30 days of said notice.

ARTICLE IX. GRIEVANCES

SECTION 1. Any member of the Association may be suspended or expelled by two-thirds vote of the Active members present, in person or by proxy, at any meeting of the Association, after notice of hearing, for misconduct, and all interest in the property of the Association of an expelled member or otherwise ceasing to be a member shall vest in the Association.

SECTION 2. The Association adopts the Canons of Professional Ethics adopted and promulgated by the Supreme Court of Virginia and all amendments thereto.

ARTICLE X. AMENDMENTS

Amendments to these Bylaws may be made at any regular or special meeting of the Association, by two-thirds vote of the Active members present in person or by proxy, provided reasonable notice of the proposed Amendment has been given in the call of the meeting.

ARTICLE XI. EFFECTIVE DATE

These Bylaws shall go into immediate effect upon their adoption.

The undersigned Secretary of the Winchester-Frederick County Bar Association does hereby certify that these Amended and Restated Bylaws were duly adopted by the members of the Association at a duly called meeting of the Association held for such purpose at Winchester, Virginia, the 5th day of June, 1998.