

VIRGINIA CHAPTER  
NATIONAL ASSOCIATION OF WOMEN JUDGES  
BYLAWS\*

ARTICLE I – NAME

The Name of this organization shall be the Virginia Association of Women Judges (VAWJ). This organization shall be a chapter of the National Association of Women Judges.

ARTICLE II – PURPOSES

The organization is organized and operated for charitable and educational purposes under 501(c)(3) of the Internal Revenue Code, including the following specific educational and charitable purposes:

- (1) To analyze, compile, publish and distribute educational materials to enable women judges to become more proficient in their profession;
- (2) To assist, conduct or sponsor educational conferences, forums and seminars for the benefit of judges and other interested parties;
- (3) To study and educate the general public about the number of women judges, the processes by which judges are selected, nominated, elected or confirmed and the barriers which interfere with women's full participation in this process;
- (4) In order that the judiciary may more accurately reflect the role of women in a democratic society, to encourage the selection of additional women judges by compiling accurate information on judicial candidates and potential candidates and by cooperating with private and governmental organizations concerned with judicial selection;
- (5) To educate the general public and policy makers to the importance of selecting judges who reflect the ideals of a democratic society and accordingly are not members of clubs or associations which invidiously discriminate on the basis of sex, race, religion, national origin, age, socio-economic status or sexual orientation;
- (6) To educate and sensitize all judges to a broad range of social, economic, psychological and emotional factors influencing women who are affected by the court system;
- (7) To do all things necessary and proper to accomplish the foregoing purposes.

---

\* These Bylaws were made final at the annual VAWJ meeting in Virginia Beach on August 14, 2001.

## ARTICLE III – MEMBERSHIP

### Section 1. Voting Members

Any person admitted to the practice of law in the Commonwealth of Virginia who is in good standing and who holds a judicial position or who is in good standing and holds a quasi-judicial position requiring admission to such practice is eligible for voting membership upon written application and timely payment of dues.

Voting members shall be entitled to hold office and to vote in the conduct of the business of the organization.

### Section 2. Associate Members

Any person who holds a judicial position and is not admitted to the practice of law or any person who holds a quasi-judicial position which does not require admission to the practice of law is eligible for associate membership. Associate members shall enjoy all of the privileges of voting members except that they shall not vote nor hold office. They shall have no voice in the management of the organization.

### Section 3. Honorary Members

Honorary members are those individuals who may be elected to honorary membership in the VAWJ at any regular meeting of the membership in recognition of outstanding service on a national or international level, either to the judicial system or the VAWJ. A two-thirds affirmative vote of the voting members present at any such meeting is a prerequisite to election to honorary membership.

Honorary members shall enjoy all the privileges of voting members except that they shall not vote nor hold office. They shall have no voice in the management of the organization. Such members shall receive meeting notices or other organization mailings only upon request. They shall be free of all initiation fees, dues and/or other assessments.

### Section 4. Life Members

Any voting member, in good standing, upon making a significant one-time contribution of an amount determined by the Board of Directors, is eligible for Life membership in the organization. Life Members shall enjoy all the privileges of voting members including being eligible to hold office and to vote in the conduct of the business of the organization. They shall be free to all initiation fees, dues and/or other assessments upon payment of the Life member contribution

### Section 5. Sustaining Members

Any voting member, in good standing, upon making a significant yearly contribution of an amount determined by the Board of Directors, is eligible for sustaining membership in the organization.

Section 6. Amicus Judicii

Any person who is interested in and supports the purposes of the organization and who is not otherwise eligible for membership, may be admitted to membership as an amicus judicii upon written application and payment of such dues as shall be determined by the Board of Directors in accordance with Article IV.

Amici judicii shall enjoy all the privileges of voting members except that they shall not vote nor hold office. They shall have no voice in the management of the organization. Such members shall receive meeting notices or other organization mailings only upon request.

Section 7. Retired Members

Any member, upon termination of service by retirement, may be admitted to membership as a retired member upon written application and payment of such dues as shall be determined by the Board of Directors in accordance with Article IV. Retired members shall have no voice in the management of the organization. In the event that the retired member remains available for recall or reappointment on temporary assignment and provided the member does not engage in the practice of law for compensation, the member may retain voting membership in accordance with Article III 1.

Section 8. Subscribers

Any person or organization who is not otherwise eligible for membership but who wishes to receive copies of the organization's mailings may become a subscriber and be entitled to all such mailings by paying an annual fee to be determined by the Board of Directors.

Section 9. Non-Voting Members

All non-voting members as provided hereinabove shall have the right to participate fully in standing and ad hoc committees of the organization. However, non-voting members may not serve on the organization's Executive Committee.

**ARTICLE IV – DUES**

Dues for each category of membership and for subscribers, as set forth in Article II, shall be in such amount per year as set by two-thirds vote of the Board of Directors. Dues shall be for a term commencing January 1 and ending December 31.

**ARTICLE V – MEETINGS AND OTHER MISCELLANEOUS PROVISIONS**

Section 1.

There shall be one (1) general membership meeting annually (herein referred to as the "Annual Meeting"). The time and place for that meeting shall be determined by the Board of Directors.

Section 2.

Special meetings may be called by the Board of Directors or upon written request to the Board of Directors signed by ten (10) voting members of the organization. In addition, the various committees may set meetings at their convenience.

Section 3.

Written notice stating the place, day, and time of the Annual Meeting shall be mailed to each member in good standing by or at the direction of the Board of Directors or one of its officers. Notices shall be mailed or sent by e-mail to the addresses of members appearing on the records of the organization not less than thirty (30) days before the date of any meeting.

Notices of committee meetings will be sent to the members of the committee at the addresses provided. Others wishing to be placed on the mailing list for various committees will also be notified. Notices of committee meetings shall be mailed or sent by e-mail to committee members fifteen (15) days before the date of any such meeting. The purpose or purposes for which a special meeting is called shall be stated in the notice.

Section 4.

A quorum for the purpose of transacting any business at an Annual Meeting shall consist of twenty percent (20%) plus one (1) of the voting members in good standing attending the meeting.

Section 5.

Proxy voting will not be allowed at membership meetings, except that members registered for and attending the membership meeting who are required to leave early may vote early, if allowed by rules adopted for the conduct of the meeting.

Section 6.

Members of the Board or members of committees may participate in Board or committee meetings through use of conference telephone or similar communications equipment.

Section 7.

Every member of the Board of Directors, may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board is entitled.

## ARTICLE VI – BOARD OF DIRECTORS

### Section 1.

The Board of Directors shall consist of the officers of the organization and the immediate Past President, not to exceed a total of twenty-one members. All directors must be voting members in good standing of this organization.

(a) The officers shall assume office as directors at the end of the Annual Meeting at which they become an officer of the organization. Officers shall serve as directors for a term of two (2) years or until the election and installation of their successors. The past president shall serve as a director for a term of two (2) years.

Vacancies in the Officer and Status Directors shall be filled by appointment by a majority vote of the Board of Directors, and the person or persons appointed to fill the vacancy shall serve until the next meeting.

### Section 2.

(a) Meetings of the Board of Directors shall be held upon call of the President or upon the written request of 3 members of the Board of Directors. Members of the Board of Directors shall be notified of all meetings of the Board in writing, sent by mail or e-mail, or given to each member of the Board no less than ten (10) days prior to the meeting. All meetings of the Board of Directors shall be open to members of the organization.

(b) Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if all the members of the Board of committee consent prior to or after the meeting in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

### Section 3.

A quorum shall consist of one-half plus one of the Directors.

### Section 4.

All action of the Board of Directors shall be by majority vote at a meeting at which a quorum is present except as otherwise required or permitted by the Articles of Incorporation or these bylaws.

### Section 5.

If any officer or member of the Board of Directors shall cease to be a member of the judiciary, by reason of retirement or failure of reelection or reappointment, she shall continue in her position with the organization to the next Annual Meeting.

### Section 6.

All corporate necessary powers shall be exercised by or under the authority of, and the business and affairs of this organization shall be controlled by, the Board of Directors.

## ARTICLE VII – OFFICERS

### Section 1.

Only voting members of the organization in good standing shall be eligible to hold office. The officers of the organization shall serve as directors and shall be a President, Vice-President, a Secretary and a Treasurer. The officers shall perform the duties prescribed by these Bylaws and such other duties as may be prescribed by the Board of Directors.

### Section 2.

The officers of the organization shall be elected by the general membership at the Annual Meeting.

They shall be elected in the following order: President, Vice-President, Secretary and Treasurer.

(a) The Nominating Committee shall present at least one (1) nominee for each officer's position. A nomination for each officer's position also may be submitted in writing to the Nominating Committee prior to the Annual Meeting. The list of nominees for each position designated by the Nominating Committee and by petition shall be circulated to the voting membership at least thirty (30) days prior to the Annual Meeting. Nominations for all officer positions may also be made by voting members from the floor at the Annual Meeting provided such nominees' names have previously been submitted to the Nominating Committee and the Nominating Committee has failed to endorse their candidacy.

(b) The election of officers shall be held at a general session of the Annual Meeting. The rules adopted for the conduct of business may provide for early voting by those members attending the annual membership meeting who are unable to remain for the election.

(c) The Nominating Committee shall be responsible for the conduct of elections at the Annual Meeting, which may, in the discretion of the Board of Directors, be conducted either by written ballot or voice vote.

(d) In each officer election, the person receiving the highest number of votes shall be declared the winner, unless the rules adopted for the conduct of business require a majority of the votes cast.

### Section 3.

A parliamentarian may be appointed by the President.

### Section 4.

Officers shall be inducted at the Annual Meeting. Officers shall hold office for two (2) years or until the election and installation of their successors, unless otherwise removed upon a vote of not less than fourteen (14) members of the Board of Directors. Officers may be removed with or without cause. Vacancies shall be filled by the Board of Directors.

## ARTICLE VIII – DUTIES OF OFFICERS

### Section 1.

The President shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors. The President shall be the principal executive officer of the organization and shall supervise and control all of the business and affairs of the organization. The President shall preside at all meetings of members and at all meetings of the Board of Directors. The President shall appoint chairpersons, vice chairpersons and members of all committees. The President shall be the spokesperson for the organization and principally responsible for dealing with the public, including the media. She shall act as liaison with the Conference Committee for the Annual Meeting held during her tenure. She shall supervise the standing committees.

### Section 2.

The Vice-President shall perform such duties as shall be delegated by the President or designated by the Board of Directors.

### Section 3.

The Secretary shall be responsible for all correspondence on behalf of the organization not otherwise within the duties of the other officers. The Secretary shall keep the minutes of the Board of Directors and the minutes of the meeting of the members, and shall serve as historian-archivist for the organization.

### Section 4.

The Treasurer shall perform all of the duties incident to the office of Treasurer. The Treasurer shall have custody of and be responsible for all funds and assets of the organization, and deposit all monies in the name of the organization in such depositories as may be designated by the Board of Directors. She shall also send notices for, collect and receive payments and maintain a correct list of the names and addresses of the members in good standing; shall submit an annual written financial report to the Secretary after the close of the fiscal year and shall report to the membership as to the current and previous fiscal year at the Annual Meeting.

## ARTICLE XI – COMMITTEES

### Section 1.

There shall be such standing and special committees as the Board of Directors may authorize, the members of which shall be appointed by the President, with the approval of the Board of Directors. These committees shall have the powers delegated to them by the Board of Directors.

### Section 2.

Nominating Committee. The nominating committee shall consist of members appointed by the President. The President shall designate the chair of the committee who shall report the committee's nominations in writing to the President. The nominating committee report shall be included in the notice sent to the membership advising them of the date, time and place of the membership election meeting. The nominating committee shall reflect the diversity of the

membership, taking into consideration such factors as geographical representation and representation of the various courts over which members preside. The committee shall also consider such diversity in relation to the making of its nominations. The President shall be an ex-officio member of the nominating committee.

Section 3.

Finance Committee. The finance committee shall consist of three members who shall audit the books of account of the Association and perform such other duties as may be delegated by the Board of Directors.

## ARTICLE XII – PARLIAMENTARY PROCEDURE

Section 1.

The Rules of the Parliamentary Procedure set forth in Robert's Rule of Order, as such rules may be revised from time to time shall govern the proceedings of this organization, subject to such special rules as may be adopted by this organization.

Section 2.

Notwithstanding anything to the contrary in these Bylaws, if a quorum is present at the time a meeting of members or Directors is convened, but thereafter and prior to adjournment so many of those present withdraw as to leave less than a quorum, a quorum shall nevertheless be deemed to be present and those remaining may continue to transact business until a majority of those remaining vote to adjourn; provided, however, that all action of members or Directors shall be by an affirmative vote of a majority (or such greater number as may be required by law, the Articles of Incorporation, or these Bylaws) of the minimum number of members or Directors necessary to constitute a quorum.

## ARTICLE XIII – AMENDMENT TO BYLAWS

Section 1.

Proposed amendments to or repeal of these Bylaws, or any part thereof, shall be mailed to each member in good standing thirty (30) days prior to the Annual Meeting at which such proposals shall be voted upon.

Section 2.

Except as otherwise provided for herein, these Bylaws, or any of them, may be amended or repealed or new Bylaws may be adopted, only at an Annual Meeting at which a quorum is present and by the vote of the majority of the members actually present at the Annual Meeting.



## ARTICLE XII – TAX CLAUSE

It is the intention of this Association at all times to qualify and remain as exempt from income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may from time to time be amended.

Accordingly, the Association shall not be conducted or operated for profit, and no part of the net earnings of the Association shall inure to the benefit of any member or private individual, nor shall any of such net earnings nor any of the property or assets of the Association be used other than for the purposes of the Association as aforesaid.

In the event of a liquidation, dissolution, termination or winding up of the Association, and after the payment of debts and liabilities, none of the property or assets of the Association shall be made available in any way to any private individual, corporation or other organization described in Section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be from time to time amended, in furtherance of the purposes of which the Association is created, subject to the order or the Supreme Court of the Commonwealth of Virginia, as provided by law.