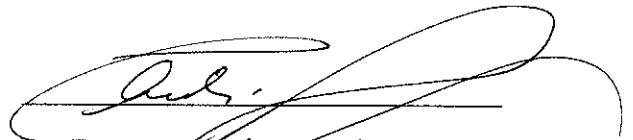

THE NORTHERN VIRGINIA BLACK
ATTORNEYS ASSOCIATION

BYLAWS

Effective December 1, 2009



Merritt Taylor

Kelli Budd

BY-LAWS

ARTICLE I -- Admission to membership

Section 1: Persons eligible for membership are:

- (1) Members of the Virginia State Bar;
- (2) Judicial members of the Virginia State bar or of other state bars who reside in Virginia;
- (3) Members of any recognized State Bar, who reside in Virginia;
- (4) Law professors;
- (5) Law students and
- (6) Law graduates, who reside in Virginia.

Section 2: To be admitted to membership:

(a) an application shall be submitted to the Membership Committee. The Membership Committee shall consist of the officers and the Membership Committee Chair. Membership of any new member shall be decided by a closed-door majority vote of the Committee members. Any deliberations of the Membership Committee shall be deemed confidential, and disclosure of Committee deliberations for a particular applicant shall only be had by a majority vote of the active membership at a regularly scheduled or special meeting. The Membership Committee shall make an introduction of the new members to the Organization's membership at the next regularly scheduled or special meeting.

(b) new applicants shall submit payment of current annual dues, pro rated as necessary, immediately upon being conferred membership in the Organization.

Section 3: There shall be four classes of membership: Active, Judicial, Associate and Honorary membership.

(a) Active membership - Any member of the Virginia State Bar or any other bar, who work or reside in Virginia, shall be eligible for active membership in NOVABAA,

(b) Judicial membership – Any judicial member of the Virginia State bar or of other state bars who resides in Virginia.

(c) Associate membership - Any member of the following classes shall be eligible for Associate Membership in NOVABAA;

- (1) Any law professor or law graduate not meeting the requirements for Active Membership.
- (2) Any law student or law graduate.

(d) Honorary membership -- Any person not meeting the requirements of Active or Associate membership but who indicates to the membership a desire to be a member and has demonstrated a commitment to the purpose of this Organization as set forth in the Organization's Constitution. Any such members shall be chosen on a case by case basis by the executive council.

Section 4: Active members in good standing shall be entitled to cast a single vote and to hold elective or appointive office,

Associate, Judicial and Honorary members shall be non-voting members and shall not hold elective office, but may hold appointive positions.

Section 5: Removal or disqualification of Members. A member of NOVABAA may be removed or disqualified from NOVABAA for cause.

"Cause" shall include, but not be limited to, the following acts or omissions:

- (a) Failure to abide by the Constitution and By-laws.
- (b) Suspension from the Virginia State Bar or any other state bar.
- (c) Any act inconsistent with the purpose and ideals of this Organization that discredits NOVABAA.
- (d) Removal of members shall be accomplished by following the procedures set forth in Article V, Section 6 ("Removal of Officers").

ARTICLE II - Dues and Assessments

Section 1: On an annual basis, the Executive Board shall recommend to the membership for approval at a regularly scheduled or special meeting an amount for dues for each membership class. In the event no recommendation is presented, the dues for the next fiscal year shall remain the same as the current year. Active members shall pay annual membership dues as approved by the Membership. Active members admitted to practice in any state (including the District of Columbia) for more than one year shall pay annual dues as approved by the Membership.

- (a) Such dues shall be payable to NOVABAA not later than December 1st of the preceding fiscal year. A late fee will be assessed after December 1st.
- (b) First time members joining after July 1st of any fiscal year shall pay ½ of the annual membership fee for that year.

Section 2: Any member may be declared not in good standing for non-payment of dues by the Treasurer. Any such member declared not in good standing may be returned to good standing upon recommendation of the Membership Committee, after payment of annual dues, and any late fees for the current fiscal year.

Section 3: Any member declared not in good standing due to nonpayment of dues shall be suspended from all rights and privileges of membership until such payment is made,

provided reasonable notice of such nonpayment of dues has been given to the affected member.

Section 4: Assessments.

If the Executive Committee determines that an assessment of funds separate and apart from the annual membership dues is needed to meet any membership approved obligation or need, it may request authorization from the membership at any regularly scheduled or any special meeting, to make an assessment of such funds from the membership; however, non-payment of any such assessment will not affect membership status.

ARTICLE III - Fiscal Year

Section 1: The fiscal year of NOVABAA shall be the calendar year.

Section 2: Dues shall become delinquent after December 1st of the preceding year, and if not paid by the next regularly scheduled meeting, after notice, the member may be declared not in good standing.

ARTICLE IV - Indebtedness

Except as otherwise specifically provided in the By-laws, no indebtedness other than necessary expenses to carry out the Organization's business shall be incurred by any member or officer for NOVABAA except with approval of the NOVABAA membership or the Executive Committee.

ARTICLE V - Officers

Section 1: The officers of this Organization shall consist of a President, Vice-President, Secretary, and Treasurer.

Section 2: Term of Office. All officers shall be elected at the last regularly scheduled meeting of the calendar year in which elections are to be held. The term of office shall be for two years and shall commence on first day of January in the year immediately following their election, and shall continue for two years at which time their successors take office.

Section 3: Election of Officers. Election of all officers shall occur every two years. All officers shall be elected by voice vote, or by secret ballot as may be decided upon by the membership at the last regularly scheduled meeting of the calendar year in which an election is held, by plurality vote of those members present. Voting must occur in person, there shall be no voting by proxy.

Only Active members in good standing may hold office, elective or appointive, NOVABAA.

Section 4: Duties.

- (a) President – shall have the authority to: (1) preside at meetings of the Organization and all meetings of the Executive Committee and shall be an ex-officio member of all committees, (2) appoint the members and chairpersons of the various standing and special committees that are established and fill vacancies as provided by these

By-Laws, (3) appoint persons, subject to approval of the Executive Committee, to fill vacancies on the Executive Committee pending further election if necessary, to provide a quorum for any business meeting and (4) appoint, before such meeting a member, of NOVABAA or some independent accounting firm to audit the accounts of the Treasurer for the current fiscal year and submit such reports to the membership, (5) set the schedule of meetings for the membership and for the Executive Committee, (6) shall be the official representative of NOVABAA to the Public at large, (7) prepare and submit to the successor president a turnover file, and (8) perform all duties incumbent upon the President of NOVABAA.

- (b) Vice-President - shall perform such duties as may be assigned by the President or the Executive Committee consistent with this Constitution and By-laws, shall fill in for the President as needed in the absence of the President at all internal and external meetings, and shall become President upon resignation or removal of the incumbent President until completion of the current term.
- (c) Secretary - (1) shall keep a typewritten record of all meetings of the Organization and of the Executive Committee, including Special Meetings, (2) preserve in a permanent file all records and papers of value to the Organization, including the Organization's Constitution and By-Laws, (3) keep a current roster of all NOVABAA members, (4) transfer records to his or her successor at the conclusion of his or her term of office, (5) with input from the President, prepare an agenda for each Executive Committee and other meetings of the Organization, (6) notify the membership of all meetings, (7) conduct the correspondence of NOVABAA, except as otherwise provided, and (8) perform such other duties as may be assigned by the President or Executive Committee consistent with the NOVABAA Constitution and its By-laws.
- (d) Treasurer - shall (1) via electronic transmission or other means, bill NOVABAA members for dues, no later than November 1st of each calendar year, (2) receive and hold all monies belonging to NOVABAA, (3) pay by check, signed by himself or herself, all bills upon receipt of authorization from the Executive Committee, (4) keep an itemized record of all receipts and expenditures and give a written report of the same at each meeting of the Executive Committee, (5) send delinquent members notice of nonpayment of dues, no later than January 15th following the due date (6) with assistance from the Membership chair of the Organization, maintain a current list of members in good standing, (7) maintain books and accounts which shall be open to inspection at any time by any officer or member of the Executive Committee, or other member of NOVABAA, (8) transfer all books, records, monies, etc., to the successor Treasurer as soon as practicable after the successor's election, and (9) at the first regularly scheduled meeting of the calendar year, present a financial report to the membership for the preceding fiscal year showing (a) all receipts and disbursements during such period, (b) all obligations outstanding at the end of such period, and (c) the current NOVABAA account balance.

Section 5: Vacancies. In the case of the absence or inability of the President to act, the Vice-President and then the Secretary, in this order, shall perform the duties of the President.

The Executive Committee shall approve all appointments of persons nominated by the President to fill vacancies occurring in any other office for the unexpired term.

Should an officer be incapable of discharging the duties of his or her office, the President shall nominate and the Executive Committee approve a replacement for the duration of the incapacity.

Section 6: Removal of Officers. An officer of NOVABAA may be removed from the office or position held for cause.

Procedure: On motion of any member of NOVABAA in good standing, the members of NOVABAA shall determine by three-fourths majority vote whether an officer is to be removed for cause. The Executive Committee in an Executive Committee meeting on motion of any member of the Executive Committee, shall be empowered to determine and remove a member of the executive Committee for cause by three-fourths vote. (There may be only one vote per person, regardless of the number of positions being held by that person). Upon such a vote, the President or Vice President shall so advise the officer of his or her removal in writing.

"Cause" shall include, but not be limited to, the following acts or omissions:

- (a) Consistent failure to discharge the responsibilities and duties of office as provided in the Constitution and By-laws.
- (b) Malfeasance which brings discredit on NOVABAA or materially operates to the prejudice of NOVABAA.
- (c) Suspension from the Virginia State Bar or any other state bar.
- (d) Consistent failure without excuse or notice to attend and/or participate in Executive Committee business meetings.
- (e) Any act inconsistent with the purpose and ideals of this Organization that discredits NOVABAA.

ARTICLE VI - Executive Committee

Section 1: Composition. There shall be an Executive Committee of this Organization which shall be comprised of all NOVABAA officers and the chairs of the standing committees. The President of NOVABAA shall serve as Chairman of the Executive Committee. The immediate past President of NOVABAA may be an ex-officio member.

Section 2: Duties. Between regularly scheduled meetings of this Organization the Executive Committee shall conduct the day-to-day affairs of the Organization.

Section 3: Meetings. The Executive Committee shall have regular meetings as may be scheduled by the President. Special meetings may be called at any time by the President, and must be called by the President upon written request of four (4) Executive Committee members.

Section 4: Quorum. A simple majority of the members of the Executive Committee shall constitute a quorum. In the absence of a quorum, at the President's discretion, the members present at any scheduled Executive Committee meeting may commence the meeting and conduct the business of the Organization, however, all official actions taken at such meeting shall be later ratified by a majority of the Executive Committee prior to such

official actions taking effect. Each member of the Executive Committee shall be provided notice of meetings of the Executive Committee.

Section 5: Removal. Provisions for the removal of Executive Committee members shall be the same as Article V, Section 6, for Removal of Officers.

ARTICLE VII -- Meetings

Section 1: Regular Meetings. Regular meetings of the Organization shall be held at least FOUR (4) times each year. The time and place of the meetings shall be determined by the President.

Section 2: Special Meetings. Special Meetings of NOVABAA may be called at any time by the President or the Executive Committee and shall further be called upon written request of twenty-five per cent (25%) of NOVABAA members in good standing. At special meetings, no business shall be transacted except that about which a prior notice has been given.

Section 3: Notice. Every member will be given notice of meetings of NOVABAA. Each notice of any meeting shall state the time and the place of the meeting, except that notice of special meetings shall additionally contain a brief and plain statement of the business to be transacted. The Secretary shall notify the membership in advance of all regular and special meetings.

Section 4: Quorum. The presence of at least TWO (2) officers, one of which shall be the President, and FOUR (4) other NOVABAA members at any meeting shall constitute a quorum at all business meetings. In the absence of a quorum, at the President's discretion, the members present at any scheduled meeting may commence the meeting and conduct the business of the Organization, however, all official actions taken at such meeting shall be presented to the membership prior to such official actions taking effect. There shall be no voting by proxy.

ARTICLE VIII - Committees

Section 1: There shall be committees of this Organization of two classes: Standing Committees and Special Committees.

Section 2: All committees shall be composed of a minimum of two members, including the Chairperson.

Section 3: There shall be Standing Committees of this Organization as follows:

- (a) The Membership Committee, which shall determine the eligibility of each applicant for membership and shall have powers and duties specified in this Constitution and By-laws.
- (b) Local and Specialty Bar Liaison Committee, which shall have charge of coordinating joint activities with the Fairfax bar Association.
- (c) Continuing Legal Education Committee, which shall have charge of investigating and developing NOVABAA sponsored seminars and CLEs as well as planning all CLEs.

- (d) Social Committee, which shall have charge of planning and executing all social events for NOVABAA including the annual Christmas reception and others.
- (e) Judicial Committee, which shall have charge of conducting NOVABAA's interviews of all prospective judicial nominees for the federal and state bench in Northern Virginia. The committee shall also take steps to identify, mentor, and develop potential judicial nominees from within the NOVABAA membership.
- (f) Colors of Justice Committee, which shall have charge of communicating and coordinating NOVABAA's with the annual Colors of Justice programs.
- (g) Black Law Students Association Liaison Committee, which shall have charge of communicating with and coordinating activities with Northern Virginia area Black Law Students Associations_
- (h) Community Service Committee, which shall be in charge of investigating and presenting potential community outreach projects to NOVABAA and be responsible for executing such projects.
- (i) Archives Committee, which shall collect, record and maintain information related to NOVABAA events and history.
- (j) Other such Standing Committees as may be designated by the President or the Executive Committee.

Section 4: There shall be Special Committees of this Organization as follows:

- (a) Nominations Committee, which shall have charge of preparing a slate of nominees for election to the officer and Executive Committee positions of the Organization.
- (b) Such other Administrative Committees as may be established by the President or Executive Committee.

Section 5: The Chairman and members of the Standing, Special and Administrative Committees shall be appointed by the President.

Section 6: The President of NOVABAA shall appoint the members of all existing Standing Committees as soon as practical upon taking office.

ARTICLE IX- Nominations to Elective Office

Section 1: All candidates for office shall give prior consent to their candidacy.

Section 2: The Nominations Committee shall announce nominees for elective office at least two weeks in advance of the date on which voting is to take place; Its report shall also be formally presented at a Regular or Special meeting following which additional nominations may be made by the membership.

ARTICLE X - Amendments

These By-laws may be amended at any regular or any special meeting of NOVABAA by a three-fourth vote of the members present at such meeting, provided that a copy of all amendments to be voted upon have been forwarded in writing via U.S. mail or other medium including electronic transmission, to each member of NOVABAA in good standing, at least thirty (30) days prior to the date of such meeting. Nothing in these Bylaws shall prevent members in good standing and in attendance at a meeting from modifying or making changes to the proposed amendments as deemed appropriate prior to a vote on such amendments. Proposed amendments may be submitted by majority vote of the members of the Executive Committee or by written request of three NOVABAA members.

ARTICLE XI - Parliamentary Procedure

The current edition of "Robert's Rules of Order" shall apply in all cases not provided for in the Constitution and By-laws of this Organization. NOVABAA may, by a majority vote of members in good standing, duly registered and present, adopt its own rules.

ARTICLE XII- Conflict of Interest Policy

The Organization, its Board, officers, employees, agents, and/or other representatives shall abide by the Conflict of Interest Policy attached hereto as **Exhibit 1**, which is thereby incorporated into these Bylaws by reference.

ARTICLE XIII- Dissolution

Section 1: The following provisions are hereby adopted for the purpose of governing the organization, operation and dissolution of NOVABAA:

- (a) No part of the net earnings of the Organization shall inure to the benefit of, or be distributable (whether upon dissolution or otherwise) to any individual, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in Article III hereof.
- (b) No substantial part of the activities of the Organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from the Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended (or the corresponding provisions of any future Federal income tax law); or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended (or the corresponding provision of any future Federal income tax law)

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- (d) Upon the dissolution of the Organization, the directors of the Organization shall, after payment of or due provision for all liabilities of the of the Organization, dispose of all of the assets of the Organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended (or any corresponding provision of any future Federal income tax law) and which is exempt from taxation under the Section 501 (a) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended (or any corresponding provisions of any future Federal income tax law) or to the Federal Government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes, as contemplated in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.