

Bylaws
Of The
Legal Marketing Association - VIRGINIAS Chapter

ARTICLE I – NAME

The name of the organization shall be the “Legal Marketing Association – Virginias Chapter” (the “Chapter”).

ARTICLE II – PURPOSES

1. **Purposes.** The Chapter is organized for the purpose of promoting the interests of the Legal Marketing Association (“LMA”) within the geographic area covered by the Chapter as defined from time to time by LMA.
2. **Rules.** The following rules shall conclusively bind the Chapter and all persons acting for or on behalf of it:
 - 2.1 No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Chapter 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 herein.
 - 2.2 Upon the dissolution, merger, or other change in corporate status of the Chapter, the Chapter Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Chapter, transfer all assets of the Chapter to LMA or, in the event LMA previously has been dissolved, exclusively for the purposes of the Chapter in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Chapter Board of Directors shall determine.

ARTICLE III – REGISTERED OFFICE AND AGENT

The Chapter shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Chapter Board of Directors may from time to time determine.

ARTICLE IV – MEMBERS

1. **Membership.** The Chapter shall maintain the same categories of and criteria for membership as those established by LMA. Membership may be granted to any individual who (i) is interested in and agrees to support the purposes of the Chapter; (ii) agrees to abide by these bylaws and such other rules and regulations as the

Chapter may adopt; and (iii) shall be a Regular or Affiliate Member of LMA in good standing under criteria established by LMA. For purposes of these bylaws, Regular Members of the Chapter hereinafter shall be referred to as “Regular Members,” and Affiliate Members of the Chapter shall be referred to as “Affiliate Members.”

2. **Dual Membership.** Any individual who (i) resides or has a business office within the geographic area covered by the Chapter; (ii) applies for and meets the criteria for membership in a particular category of membership as determined by LMA; and (iii) agrees to abide by these bylaws and such other rules and regulations as the Chapter may adopt shall become a member of both the Chapter and LMA in the same category. In addition, membership in the Chapter may be granted to any LMA member in good standing who (i) resides or practices outside the geographic area covered by the Chapter; (ii) applies for Chapter membership; and (iii) meets the criteria for membership established by the Chapter.
3. **Rights and Duties.** Except as may otherwise be provided in these bylaws, only Regular Members may vote, hold office, chair and serve on committees, and attend meetings of the Chapter. Each Regular Member shall have one (1) vote on matters submitted to a vote of the membership. Affiliate Members may serve on committees and attend meetings of the Chapter, but shall not be entitled to vote, hold office, or chair committees.
4. **Resignation.** Any member who resides or practices outside the geographic area covered by the Chapter may resign from the Chapter at any time by giving written notice to LMA International Headquarters. Any member who resides or has a business office within the geographic area covered by the Chapter and resigns or changes membership categories in LMA shall resign or change Chapter membership to the same membership category to which he or she changed in LMA. Any members resigning from the Chapter shall continue to be responsible for all dues and other charges until the end of their membership year.
5. **Ethics and Discipline**

5.1 **Grounds for Discipline.** A member may be disciplined for any of the following reasons:

- 5.1.1 failure to comply with these bylaws, the LMA Bylaws and Code of Ethics, or any other rules or regulations of LMA or the Chapter;
- 5.1.2 unauthorized use of LMA's or the Chapter's name, logo, or other symbols on stationary, publications, advertisements, printed material or in any other manner; and
- 5.1.3 immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of LMA or the Chapter.

5.2 **Procedures.** Any disciplinary action taken against an LMA member shall be deemed to apply equally to such individual's membership in the Chapter.

6. **Automatic Termination.** Membership in the Chapter automatically shall be terminated whenever membership in LMA is terminated. In addition, the membership of any member who is in default of payment of LMA or Chapter dues or any other charges for a period of thirty (30) days from the date on which such dues or charges become payable, or otherwise becomes ineligible for membership, shall be terminated automatically, unless such termination is delayed by the LMA Board of Directors for nonpayment of LMA dues or by the Chapter Board for nonpayment of Chapter dues. Under special circumstances, the Chapter Board may waive the annual Chapter dues and/or other charges for any member.

ARTICLE V – DUES AND ASSESSMENTS

The initial and annual dues for members of the Chapter, and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Chapter Board of Directors in accordance with the policies and procedures of LMA.

ARTICLE VI- MEMBERSHIP MEETINGS

1. **Annual Meetings.** An Annual Meeting of the members for receiving reports, and for such other business as may properly come before the meeting, shall be held at such day, time, and place as may be determined by the Chapter Board of Directors.
2. **Special Meeting.** Special meetings of the members may be called at the request of the President or a majority of Directors, or at the written request of ten percent (10%) of the Regular Members of the Chapter. The time and place for holding special meetings shall be determined by the Chapter Board. Any Regular Member may suggest in writing items to be placed on the agenda for such meetings.
3. **Notice.** Notice of annual or special meetings of the members shall state the time, date and place of the meeting and shall be delivered to each Regular Member at his or her address as shown in the Chapter records not more than sixty (60) and not less than five (5) days prior to the date of such meeting
4. **Quorum.** Ten percent (10%) of the Regular Membership shall constitute a quorum for the transaction of business at any meeting of the members.
5. **Manner of Acting.** The act of a majority of the Regular Members present and voting at a meeting at which a quorum is present, in person or by proxy, shall be the act of the members, except where otherwise provided by law or these bylaws.
6. **Mail Vote.** Voting by mail transmitted by the postal service or electronically shall be permitted in lieu of a meeting for any item of business. A mail vote may be called (i) by the Chapter Board of Directors; or (ii) upon written request to the Secretary of at least ten percent (10%) of the Regular Members. The act of a majority of ten percent

(10%) or more Regular Members returning ballots by a date certain shall be an act of the members.

7. **Rules of Order.** Generally accepted parliamentary authorities may instruct the Chapter in all applicable situations insofar as they are not inconsistent with these bylaws or any rule or regulation of LMA or the Chapter.
8. **Reports to LMA.** The actions of the membership shall be reported to LMA within thirty (30) days of the action taken.

ARTICLE VII – CHAPTER BOARD OF DIRECTORS

1. **Authority and Responsibility.** The affairs of the Chapter shall be managed by the Chapter Board of Directors, which shall have supervision, control, and direction of the affairs of the Chapter; shall determine that the policies or changes therein are within the limits of these bylaws; and shall actively promote its purposes and have discretion in the disbursement of its funds. The Chapter Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

2. **Composition, Election and Term.**

- 2.1 The Chapter Board of Directors shall be comprised of the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and two (2) Regular Members-at-Large (each a “Director”).

- 2.2 No person may serve as a Director unless he or she has been a member of the Chapter and LMA for at least one year.

- 2.3 Regular Members-at-Large shall be Regular Members in good standing elected by the Regular Members for a one (1) year term. Each Regular Member-at-Large shall hold office until his or her successor is duly elected and takes office.

Two (2) Regular Members-at-Large shall be elected each year .

- 2.4 **Regular Members-at-Large shall:**

- 2.4.1 assist with the implementation of on-going Chapter Board and committee projects as necessary;

- 2.4.2 take responsibility for special tasks as assigned; and

- 2.4.3 perform all duties incident to the position of a Director.

- 2.5 The term of office for each Director shall begin on the first day of the calendar year following his or her election.

3. **Resignation and Removal.** Any Director may resign at any time by giving written notice to the President. In addition, any Director may be removed by a two-thirds

vote of Regular Members present and voting, in person or by proxy, whenever in their judgment the best interests of LMA or the Chapter would be served by such removal. Any Director who misses three (3) consecutive Chapter Board meetings shall automatically be removed from the Chapter Board; provided that in special circumstances, such removal may be waived by a majority vote of the Chapter Board of Directors.

4. **Vacancies.** If a vacancy on the Chapter Board of Directors occurs among one of its Regular Members-at-Large, the President, with the approval of the Chapter Board, may appoint a qualified successor from among the Regular Members to serve for the unexpired term, provided that the President shall not make any appointment which would result in the Chapter Board having more than two Directors employed by the same person or firm.
5. **Regular Meetings.** A meeting of the Chapter Board of Directors shall be held in conjunction with the Annual Meeting of the Chapter, and another Chapter Board meeting shall be held at least ninety (90) days preceding the Annual Meeting. The Chapter Board of Directors may provide by resolution the time, date, and place for the holding of additional regular meetings of the Chapter Board without other notice than such resolution.
6. **Special Meetings.** Special meetings of the Chapter Board may be called by or at the request of the President or upon the written request of a majority of the Directors.
7. **Notice.** Notice of any special meeting of the Chapter Board shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting; provided that notice of any special meeting to be held by telephone conference call or other electronic equipment may be given at least twenty-four (24) hours prior to the call. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
8. **Quorum.** A majority of Directors, including at least one (1) Regular Member-at-Large, shall constitute a quorum for the transaction of business at any meeting of the Chapter Board, provided that if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
9. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Chapter Board of Directors, except where otherwise provided by law, the Articles of Incorporation, or these bylaws.
10. **Telecommunications Conferences.** The Chapter Board of Directors, or any committee designated by the Chapter Board, may take any action permitted or authorized by these bylaws pursuant to meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in

a meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

11. **Action by Written Consent.** Any action which is required by law, the Articles of Incorporation or these bylaws to be taken at a meeting of the Chapter Board, or any other action which may be taken at a meeting of the Chapter Board, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be approved by all the Directors. Any such consent shall have the same force and effect as a unanimous vote of Directors at a duly called and constituted meeting of the Chapter Board.

ARTICLE VIII – OFFICERS

1. **Officers.** The Chapter officers shall be a President, President-Elect, Immediate Past President, Secretary, Treasurer and such other officers as may be determined by the Chapter Board of Directors.
2. **Composition, Election and Tenure.** The Chapter officers shall be Regular Members in good standing elected by the Regular Members for one (1)-year terms, and shall serve until their successors have been duly elected and qualified. No individual may hold more than one (1) office simultaneously. Any individual who has previously held an office is eligible for re-election to the same office after a one-year period has elapsed.
3. **Vacancies.** Should a vacancy in any Chapter office occur because of death, resignation, removal, disqualification or otherwise, the procedure for filling that vacancy shall be as follows:
 - 3.1 In the event of a vacancy in the office of President, the duties, powers and responsibilities of the President shall be assumed immediately by the President-Elect, who will serve the remaining term of office and the succeeding term.
 - 3.2 In the event of a vacancy in the office of President-Elect,
 - A. the Nominating Committee that served for the prior election shall nominate, and the Regular Members shall elect by special election, a qualified Regular Member to fill the vacancy for the remaining term and the succeeding term.
 - 3.3 In the event a vacancy occurs in the office of Immediate Past President, such vacancy shall be filled by the Penultimate Past President. In the event the Penultimate Past President is unwilling or unable to serve, the Chapter Board of Directors shall appoint another past president or other qualified member to fill the vacancy for the remainder of the term.
 - 3.4 In the event a vacancy occurs in the office of Secretary or Treasurer, such vacancy shall be filled as soon thereafter as practicable in the following manner:

- A. the Nominating Committee that served for the prior election shall nominate, and the Chapter Board of Directors shall appoint, a qualified member to fill the vacancy for the remainder of the term.
4. **President.** The President shall be the chief executive officer, and shall in general supervise and control the affairs, of the Chapter. The President may sign, with the Secretary or any other proper officer of the Chapter authorized by the Chapter Board of Directors, any deeds, mortgages, contracts, or other instruments which the Chapter Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Chapter Board of Directors or by these bylaws or by the statute to some other officer or agent of the Chapter. The President shall preside at all meetings of the Chapter and the Chapter Board of Directors; shall automatically succeed to the office of Immediate Past President at the end of the current Immediate Past President's term; except as otherwise provided in these bylaws, shall, with the approval of the Chapter Board, appoint the Chair of all committees and, in consultation with the Chair, make all committee appointments; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Chapter Board of Directors.
 5. **President-Elect.** The President-Elect shall, in the absence of the President, preside at all meetings of the Chapter and the Chapter Board of Directors; shall automatically succeed to the office of President at the end of the presiding President's term; and shall perform all duties incident to the office of President-Elect and such other duties as may be prescribed by the President or by the Chapter Board of Directors.
 6. **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Chapter Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; shall keep or cause to be kept an accurate census of the membership; and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Chapter Board of Directors.
 7. **Treasurer.** The Treasurer shall be responsible for all funds and securities of the Chapter; shall receive and give receipts for monies due and payable to the Chapter from any sources whatsoever, and shall deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to the Chapter Board of Directors at its regular meetings and to the Chapter membership at its Annual Meeting; and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Chapter Board of Directors.
 8. **Immediate Past President.** The Immediate Past President shall perform all duties incident to the office of Immediate Past President and such other duties as may be specified by the President or by the Chapter Board of Directors.

ARTICLE IX – COMMITTEES

1. Standing Committees

1.1 Executive Committee

1.1.1 Composition. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Treasurer, and Secretary.

1.1.2 Duties. The Executive Committee may exercise the authority of the Chapter Board in the management of the business and affairs of the Chapter between meetings of the Chapter Board, subject at all times to applicable law, the LMA and Chapter Articles of Incorporation and bylaws, and the rules and regulations adopted or promulgated by the Chapter Board. The Executive Committee will report to the Chapter Board any actions taken between Chapter Board meetings.

1.1.3 Quorum and Manner of Acting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two Executive Committee members.

1.2 Nominating Committee

1.2.1 Composition, Appointment and Term. The Nominating Committee shall consist of at least three (3) members, including the Chair of the Committee. The Penultimate Past President shall serve as Chair, and the Immediate Past President shall serve as a member of the Committee. In the event the Penultimate Past President is unable or unwilling to serve, the next most immediate past president shall serve as Chair. If neither the Penultimate Past President nor next most immediate past president is able or willing to serve, the Committee shall elect a Chair from among its members. The remaining Committee members shall be appointed by the President and approved by the Chapter Board. Each member shall serve a one-year term. Members may serve a second consecutive term, provided no more than two (2) members succeed themselves in any given year. Members of the Nominating Committee are not eligible to run for elected office or other elected Board position.

1.2.2 Duties. The Nominating Committee shall solicit and submit nominations in the following manner:

- (i) It shall solicit nominations for those officer positions where there is no automatic succession and shall submit to the Regular Members a list of qualified candidates to succeed those officers, as well as the platform proposals of those candidates.
- (ii) It shall solicit nominations for those Regular Members-at-Large whose terms shall expire at the end of the calendar year and shall submit to the Regular Members a list of qualified candidates to

succeed those Regular Members-at-Large, along with the platform proposals of those candidates.

- (iii) It shall nominate individuals to fill vacancies as set forth in Article VIII, Section 3 and to fill such other positions as the Chapter Board may determine.
- (iv) It shall not submit to the Regular Members a candidate or candidates if such submission would result in the Chapter Board having more than two Directors employed by the same person or firm.

1.3 Other Standing Committees. The Chapter Board may establish, by resolution, other standing committees to carry out the purposes of the Chapter. The resolution establishing such a committee shall set forth the committee's purpose and composition.

- 2. **Ad Hoc Committees.** The President may appoint such ad hoc committees as are necessary or appropriate to carry out the purposes of the Chapter. An ad hoc committee created by the President shall terminate with the expiration of the President's term of office. Ad hoc committees may be established for longer periods with the approval of the Chapter Board.
- 3. **Removal.** Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of Chapter would be served by such removal.
- 4. **Qualifications and Term of Office.** Each member of a committee shall be a member in good standing of the Chapter and shall serve until the end of the calendar year during which an appointment was made and until his or her successor is appointed, unless the committee shall sooner be terminated or the member ceases to qualify as a committee member.
- 5. **Quorum.** Unless otherwise provided in the resolution of the Chapter Board of Directors or President designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the committee.
- 6. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 7. **Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Chapter Board of Directors.

ARTICLE X – RELATIONSHIP WITH LMA

- 1. **Affiliation Agreement.** Each Chapter shall enter into an Affiliation Agreement with LMA, which Agreement will set forth, among other things, the relationship between

the parties, their rights and responsibilities with respect to one another, and the grounds upon which the Chapter's affiliation with LMA shall be terminated.

2. **Policies, Rules and Regulations.** The Chapter and its officers, directors, members, and employees shall abide by any and all policies, rules, and regulations that LMA may from time to time prescribe.
3. **Revocation.** LMA may revoke the charter of the Chapter at any time in accordance with the provisions of the LMA Bylaws and the terms of the Affiliation Agreement. In the event of such revocation, all funds and other assets of the Chapter (including records) must be returned to LMA or its designee in accordance with the terms of the Affiliation Agreement.

ARTICLE XI – LOCAL CITY GROUPS

1. **Formation.** The Chapter Board of Directors may establish City Groups of LMA whenever the Chapter and LMA Boards of Directors approve, subject to such requirements as to membership, organization, procedures and financial responsibility that the Boards of Directors may from time to time prescribe.
2. **Organization.** Each City Group shall be managed by policies and procedures adopted in such form and manner as approved by the Chapter Board.
3. **Membership.** City Group members must be members of the Chapter and LMA.
4. **Representation.** No City Group shall use the name, logo, or other marks of the Chapter or LMA in any manner whatsoever unless duly authorized to do so by the LMA Board of Directors. No City Group shall publicly take a position on behalf of the Chapter or LMA except as authorized by the LMA Board of Directors.
5. **Meetings.** Each City Group may hold such meetings as it deems appropriate.
6. **Maintenance and Reorganization.** The Chapter Board may reorganize and/or disband a City Group at any time and in any manner as the Chapter Board believes to be in the best interests of the Chapter and LMA; provided the LMA Board of Directors has previously approved such action.
7. **Relationship with Chapter.** A City Group shall be considered part of the Chapter, such that (i) all funds collected by a City Group, including, without limitation, dues, sponsorships, and activity fees, shall be the property of the Chapter; and (ii) any and all liabilities of the City Group shall be a liability of the Chapter.

ARTICLE XII – CONTRACTS, CHECKS, DEPOSITS AND BONDING

1. **Contracts.** The Chapter Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

2. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Chapter Board of Directors. In the absence of such determination by the Chapter Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Chapter.
3. **Deposits.** All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Chapter Board of Directors may select.
4. **Bonding.** The Chapter Board of Directors may provide for the bonding of such officers and employees of the Chapter as it may from time to time determine.

ARTICLE XIII – BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Chapter Board of Directors and any committees having the authority of the Chapter Board.

ARTICLE XIV – FISCAL YEAR

The fiscal year of the Chapter shall be identical to the fiscal year of LMA.

ARTICLE XV – WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Illinois or under the provisions of the Articles of Incorporation or by bylaws of the Chapter, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI – COMPENSATION

Neither Directors nor officers of the Chapter shall receive salaries or other compensation for their services as Directors, but the Chapter Board of Directors may, by resolution, authorize the reimbursement of expenses of attendance of Directors for each regular and special meeting of the Chapter Board; provided that nothing herein contained shall be construed to preclude any Director or officer from serving the Chapter in any other capacity and receiving reasonable compensation therefor.

ARTICLE XVII – INDEMNIFICATION

The Chapter shall indemnify all officers, directors, committee members, employees, and agents of the Chapter to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Chapter Board of Directors.

ARTICLE XVIII – AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Regular Members voting in person or by proxy at any meeting of the members provided that the substance of the alteration, amendment, repeal or adoption has been submitted in writing to the membership at least thirty (30) days prior to the date by which the same is to be considered, and further provided that no such alteration, amendment, repeal or adoption is made without first obtaining the express written consent of the LMA Board of Directors.

ARTICLE XIX – USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Adopted December __, 2011