

2 ARTICLES OF INCORPORATION

Note: LGA's Articles of Incorporation were most recently amended in October 2004 (effective March 2005, to make changes pursuant to a complete revision undertaken by the board, including a new member category of retired members); amended September 2005 (to change the Attorney General's Office from active to associate member and change the Virginia Association of Counties and Virginia Municipal League from associate to active members); amended March 2012 (effective August 2012, to create a new office of secretary and change the former office of secretary-treasurer to that of treasurer); and restated effective January 2013 (to create a new classification of judicial member), and amended April 2018 to recategorize the retiree membership as an individual membership.

All of the above changes to the Articles of Incorporation were filed with the State Corporation Commission (SCC).

See [Archives, Chapter 2](#)

[SCC Documents: Certificate of Restatement, Articles, January 16, 2013 and SCC Certificate of Amendment, Articles, March 1, 2005](#)

AMENDED ARTICLES OF INCORPORATION OF THE LOCAL GOVERNMENT ATTORNEYS OF VIRGINIA, INC. EFFECTIVE APRIL 19, 2018

The undersigned corporation, pursuant to title 13.1, chapter 10, Article 10 of the Code of Virginia, 1950, as amended, hereby executes the following articles of amendment and restatement and sets forth:

Name: Article I

The name of the corporation is Local Government Attorneys of Virginia, Inc.

Purposes: Article II

This corporation is organized for the purposes of:

- a. promoting the continuing education of local government attorneys in matters of common interest;
- b. furnishing information to local government attorneys in order to enable them better to perform their functions;
- c. providing a forum through which its membership may from time to time meet and exchange ideas and professional experiences of importance to Virginia local government attorneys;
- d. initiating, supporting, or opposing, as conditions dictate, both legislation and litigation which, in the judgment of this corporation, are of significance to Virginia local governments, which activities shall not constitute a substantial part of the activities of the corporation;
- e. exercising all powers which are within the province of this corporation, organized and functioning as a nonstock, nonprofit corporation under the laws of the Commonwealth of Virginia.

Members: Article III

P & P: January 2017 Edition
Chapter 2 Articles of Incorporation

The members of the corporation shall be of the following classifications: (a) active, (b) associate, (c) judicial, and (d) retired. Only representatives of active members shall have the right to vote or hold office, and only if such active member is an independent dues-paying entity.

- a. **Active Members:** (1) the cities, counties, towns, and schools districts of the Commonwealth, which shall be represented by their civil legal counsel, by whatever title, including but not limited to city attorneys, county attorneys, town attorneys, commonwealth's attorneys, and their respective deputies and assistants officially employed; and (2) the Virginia Municipal League and the Virginia Association of Counties, which shall be represented by their respective civil legal counsel. The decision of the member shall be controlling as to the identity of its civil legal counsel. *[amended by vote of the membership on September 15, 2005]*
- b. **Associate Members:** The Commonwealth of Virginia, which shall be represented by the Office of the Attorney General; other legal or regional governmental entities created pursuant to the constitution or the statutes of the Commonwealth; and departments of local governments, or entities concerned with one or more facets of municipal law, who shall be represented by their attorneys who act as civil legal counsel to such entities or departments and who are officially employed by said entities or departments as chief legal counsel; or attorneys who engage in a practice specializing in one or more facets of municipal law. *[amended by vote of the membership on September 15, 2005]*
- c. **Individual Members:** An attorney who was formerly engaged or employed on a sustained basis to represent one or more cities, counties, or towns, who wishes to maintain an affiliation with the LGA, and, if employed, whose employer, business, firm, agency, or practice is not eligible to be an active or associate member. Individual members shall pay discounted membership dues in an amount set by the board of directors. The LGA board of directors may, on a case-by-case basis, allow a person who does not meet this definition to maintain an individual membership *[amended by vote of the membership April 2018]*
- d. **Judicial Members:** Judges of a state or federal court in the Commonwealth of Virginia. Judicial members may not serve on the board of directors, participate in the LGA ListServ, or have access to members-only password-protected portions of the website. *[amended by vote of the membership effective January 2013]*

Board of Directors: Article IV

The board of directors shall consist of thirteen (13) active members of the corporation, who shall serve without compensation. The board of directors shall include three categories of members: (1) a president, vice-president, treasurer, and secretary; *[amended by vote of membership March 2012, effective August 2012]*; (2) eight (8) directors on and after said date, each elected from the active membership at large who shall be referred to as the "directors at-large"; and (3) the immediate past president. The board of directors will, if reasonably possible, include at least one (1) county attorney, one (1) city attorney, and one (1) town attorney. Following the expiration of the initial terms set forth in the prior iteration of the Articles, the officers shall be elected at the annual meeting to serve one-year terms; the directors at-large shall be elected at the annual meeting to serve two-year terms; and the immediate past president shall serve a one-year term.

The annual meeting shall be held concurrent with the Spring Conference, at a date and place established by the board of directors. No person shall serve as director at-large for more than two consecutive two-year terms.

Perpetual Duration: Article V

The period of duration of the corporation shall be perpetual.

Corporate Structure/Dissolution: Article VI

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 195486 (or the corresponding provision of any future United States Internal Revenue Law).
- b. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of the future United States Internal Revenue Law), as the board of directors shall determine, except that those gifts which are received by the corporation subject to conditions subsequent may, in the event of dissolution of the corporation, be delivered in accordance with those conditions. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city in which the principal office of the corporation 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.

Indemnification: Article VII

- a. To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or as hereafter amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation for monetary damages.
- b. To the full extent at the time permitted and in the manner then prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the Corporation shall defend and indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer.
- c. The board of directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to defend and indemnify any person not specified in Section b of this Article who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, up to the same extent as if such person were specified as one to whom indemnification is granted in Section b.
- d. The provisions of this Article shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then-pending or subsequent proceedings that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal.
- e. Reference herein to directors, officers, employees, or agents shall include (i) former directors, officers, employees or agents, (ii) persons who serve or have served at the request of the

P & P: January 2017 Edition
Chapter 2 Articles of Incorporation

Corporation as trustees, directors, officers, employees, or agents of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, and (iii) in each such case, their respective heirs, estates, executors, and administrators.

- f. Any defense and indemnification pursuant to this Article shall be made first from the proceeds of Directors' and Officers' Liability or other similar insurance, if any, maintained by the Corporation and thereafter from the Corporation.

Amendments to the Articles of Incorporation: Article VIII

The Articles of Incorporation of the corporation may be amended at any annual meeting or special meeting called for that purpose, by a two-thirds (2/3) vote of the active members present, provided that a written notice of the proposed amendment(s) shall have been given to the active membership no later than twenty-five (25) days nor more than sixty (60) days in advance of the date of said meeting.

(signature)

Lola Rodriguez Perkins, Secretary
Local Government Attorneys of Virginia, Inc.

Effective April 19, 2018

* * * * *