

**BYLAWS OF  
THE  
LOCAL GOVERNMENT ATTORNEYS OF VIRGINIA, INC.**

**I. Meetings, Quorum, and Order of Business**

*Roberts Rules of Order*, newly revised, shall govern the proceedings of all meetings of the corporation unless such Rules of Order conflict with specific provisions of these bylaws. Failure to adhere strictly to Roberts Rules of Order shall not invalidate any action of the board of directors or the corporation.

Notices sent to members of the corporation or to members of the board of directors shall be given as nearly as practical at the same time and by the same means to all such members. Any such notice shall be addressed to the member via contact information last provided to LGA.

**A. Meetings of the Board of Directors**

The board of directors (as described in the Articles of Incorporation) shall meet upon the call of the president or upon request of four directors. The board of directors shall have the right to convene in executive session on majority vote.

Board members may attend meetings via telephonic or other electronic means. A quorum of the board of directors shall consist of seven (7) of its members. The act of a majority of directors at a board of directors meeting at which a quorum is present shall be an act of the board of directors.

If a vote is needed on a matter that must be resolved before the next scheduled meeting, the secretary, at the request of a board member or LGA staff, may undertake a vote of the board of directors by telephone conference call or other electronic means, and the vote cast shall be valid as an act of the board of directors upon certification by the secretary that all board members were requested to participate in the vote. Only those matters identified by the secretary as requiring a vote via a telephone or other type of electronic means can be voted upon. The results of a telephonic or otherwise electronic vote shall be recorded in the minutes of the next scheduled meeting.

**B. Annual Meetings**

Annual meetings of the corporation shall be concurrent with the Spring Conference, and held at such time and place as the board of directors may determine and advise. The members of the board of directors shall be elected to two-year terms from the active membership at the annual meeting of the corporation. The directors so elected shall assume office on September 1 and the two-year terms shall commence on that date.

Notice of the annual meeting of the corporation will be given no less than 25 nor more than 60 days before the meeting date, and may be given in the *Bill of Particulars* or such other written form to the active members as the board of directors may authorize. Twenty (20) active members or one-half plus one of the active membership, whichever is less, shall constitute a quorum of active members for transaction of the business of the corporation and for voting.

The order of business at the annual meeting shall be as follows:

1. Address of the president
2. Election of officers
3. Such other business included in the notice of the meeting

**C. Special Meetings**

Special meetings of the corporation may be called on due notice of the purposes of the meeting by the board of directors, by the president, or by petition of twenty (20) active

members. The business transacted at special meetings called by the president or by petition of the membership of the corporation shall be limited to the purposes set forth in the notice. Twenty (20) active members or one-half plus one of the active membership, whichever is less, shall constitute a quorum of active members for transaction of the business at a special meeting of the corporation. Notice for a special meeting shall be in writing and given within the same manner and time as specified above for annual meetings.

The order of business at a special meeting of the corporation shall be as follows:

1. Address of the president or a representative of the members who called for the special meeting
2. Such business included in the notice of the meeting

## **II. Board of Directors—Vacancies**

- A.** Notwithstanding any term limitations, officers and directors of the corporation who have not vacated their positions shall continue to serve in those capacities until persons elected to fill those positions assume office.
- B.** The board of directors is authorized to fill any vacancies on the board of directors, including the replacement of an officer, which may occur between annual meetings. A person who is appointed to fill an unexpired term as a director is still eligible to serve two additional full consecutive terms of office. A person who is appointed to fill an unexpired term as an officer is still eligible to serve an additional full term of office.
- C.** If vacancies on the board of directors prevent the board from obtaining a quorum of the board, the remaining directors may fill the vacancy or vacancies by the affirmative vote of a majority of the directors remaining in office.

## **III. Officers and Their Duties**

- A.** The officers of the corporation shall be one president, one vice-president, one treasurer, and one secretary, to be elected to one-year terms from the active membership at the annual meeting of the corporation. The officers so elected, and the immediate past president, shall assume office on September 1 and their one-year terms of office shall commence on that date. No person shall hold more than one office, and no person shall hold any one office for more than two consecutive terms.
- B.** The president shall act as chair of the board of directors and perform the duties usually incident to the office of the president.
- C.** The vice-president, in the absence of or at the request of the president, may assume any of the president's duties. If the president is unable to perform the duties of the office, they devolve upon the vice-president. The vice-president also serves as chair of the LGA's finance committee.
- D.** The treasurer shall act as treasurer of the board of directors and shall be responsible for the duties usually incident to that office. The treasurer shall have the responsibility for collecting the dues and assessments.
- E.** The secretary shall act as secretary of the board of directors and shall be responsible for the duties usually incident to that office. The secretary shall have the responsibility for ensuring that a full and complete record of the proceedings of all meetings is kept, and that from time to time the records are bound and preserved.
- F.** The board of directors may appoint an administrative director and fix the conditions of employment and tenure. The duties of the appointee shall be those prescribed by the board of directors of the corporation. The executive director need not be a member of the corporation, but may be assigned the duties of assistant secretary and/or assistant treasurer.

**IV. Committees**

Standing committees shall be so designated by the board of directors. Ad hoc committees may be created by the president or the board of directors. Committee members shall be determined by procedures established from time to time by the board of directors. The president shall not serve as chair of any standing or ad hoc committee.

By January 30th of each year, the board of directors shall appoint a chair and four (4) additional members to serve as a nominating committee, which shall consist of at least one county attorney, one city attorney, one town attorney. The board of directors shall attempt to achieve regional balance of the nominating committee to the extent practicable. In addition to the five (5) voting members so appointed, the president shall serve as an ex officio, non-voting member of the nominating committee.

**V. Reports of Committees**

Interim or special reports shall be submitted by committees as necessary or required by the president. No committee report shall be deemed to be the official position of the corporation until such report has been approved by the board of directors.

**VI. Dues**

Dues and fees shall be established from time to time by the board of directors.

**VII. Office**

The office of this corporation shall be located at such place as the board of directors shall prescribe.

**VIII. Amendments to the Bylaws**

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

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(Signature)  
Roderick B. Williams, Secretary  
Local Government Attorneys of Virginia, Inc.

Approved April 27, 2017

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