**PROPOSED AMENDMENTS TO VACDL BY-LAWS**

For presentation to the Board and proposed adoption at the Annual Meeting to be held on November 12, 2020.

ARTICLE III: MEMBERSHIP

1. Membership. The Association shall have classes of members that shall be designated respectively as "Regular", "Associate", "Student", "Sustaining", and "Special". All members shall be of professional competence, integrity and high moral character engaged actively in the defense of criminal cases. No part or full time Commonwealth Attorney, United States Attorney, their assistants or other prosecutors shall be members of the Association This restriction does not preclude membership to a part-time prosecutor appointed to be a "special prosecutor" on a limited, case by case basis. A description of the classes of membership is as follows:
2. Regular Members. Members of the Virginia State Bar in good standing who subscribe to the purposes of the VACDL and devote a substantial portion of their time to the practice of criminal defense shall qualify as Regular Members of this Association. Public Defenders and their assistants are eligible to become Regular Members.
3. Associate Members. Any member of a bar of any state or territory of the United States in good standing who subscribes to the purposes of the VACDL, but does not qualify for Regular Membership shall qualify as an Associate member. Associate members shall not have the right to vote, to serve as an Officer or Director of the VACDL, or the privilege of receiving referrals from the Lawyer Referral Service, but shall have all other rights, privileges, and responsibilities of Regular Membership. The responsibility of demonstrating membership in good standing of the bar of a state or territory of the United States may be satisfied by a photocopy of a current bar membership card, having an established expiration date, or a certificate of good standing issued not more than ninety (90) calendar days prior to the date of the membership application.
4. Student Members. Any non-lawyer who is (i) currently enrolled in and attending a school of law or (ii) who has graduated from a school of law within the prior year and is actively planning to take and is studying for the Virginia State Bar examination or (iii) who is currently enrolled in and pursuing a program of reading for the bar examination, approved in accordance with the rules of the Virginia State Bar, is eligible for Student Membership. Student members shall have such rights and the Board of Directors shall determine privileges from time to time.
5. Sustaining and Life Membership: Any regular member shall be confirmed as a sustaining or life member who, in lieu of the payment of the established regular

membership dues, pays dues to the VACDL in an amount established by the Board of Directors. A sustaining member may vote in all general membership matters and hold any office in the organization, and shall be a sustaining member for a period of ten (10) years. A life member may vote in all general membership matters and hold any office in the organization.

1. Ex-Officio Membership: Ex-Officio members shall have all of the rights and privileges of regular membership except that they shall not have any voting rights*, unless expressly provided for elsewhere in the by-laws*.
2. Special Membership: The Board of Directors shall determine on a case-by-case basis the qualification of special members. The Board of Directors shall determine voting rights of such members and their dues.
3. Rights of Members. All membership rights including the right to vote shall cease upon the termination of membership.
4. Voluntary Termination. Any member may resign from the VACDL by giving oral or written notice to the President, Secretary or other officer of VACDL.
5. Involuntary Termination. A member shall be deemed delinquent, and his or her membership terminated, when he or she has failed to pay any account owed to the VACDL within 120 days of first notice of the amount due. "Account" is defined as any dues, charges, assessments, or fees. The Board of Directors, at its discretion, may also involuntarily terminate the membership of any attorney who has been found to be in violation of the rules of professional conduct by the Virginia State Bar, or has violated VACDL rules regarding the use or dissemination of membership information.
6. Reinstatement. At any time after termination, a former member may apply for reinstatement by submitting an application as a new member and paying all back dues, charges, assessments, and fees.
7. Use of Membership Information. Access to VACDL membership information shall be limited to its members, and may not be used or disseminated for any commercial purpose which has not expressly been approved by a vote of the Board of Directors.

ARTICLE VI: DIRECTORS

1. Number and Election of Directors. The affairs of the VACDL shall be conducted by the Board of Directors of the VACDL. The number of Directors constituting the Board of Directors shall be no more than ~~twenty-two~~ *twenty-four*, (plus any ex-officio members), ~~one~~ *three* of whom shall be *the Current President, Current President-Elect, and* the Immediate Past-President, and ~~twenty-two~~ *twenty-one* of whom shall serve rotating three-year terms. Prior to each annual meeting, the appropriate number of Directors shall be elected by mail*, or electronic equivalent*, ballot to fill the vacancies created by the terms that are expiring. The term of office for Directors shall be January 1 through December 31 of each year. No Director may serve more than three consecutive three-year terms unless that person is elected to the office of President-Elect. Determination of the region or district of a member of the Board of Directors shall be based on that member's address as indicated on his or her Virginia state bar license. Any Director who is a member of the Board of Directors as of January 1, 2010 shall remain on the Board for the balance of his or her term, regardless of whether that member's Virginia state bar license address is in the re- designated region that he or she was elected to represent. Any member whose Congressional District is changed during the course of his or her term shall remain on the Board of Directors for the balance of that term, regardless of whether that member's Virginia bar license address is in the re-designated Congressional District.

The Board of Directors shall be determined by majority vote of the membership as follows:

* 1. One member from each of the eleven Virginia Congressional Districts. Only voting members from that Congressional District may vote for the director from the Congressional District;
  2. The Commonwealth of Virginia shall be divided into five (5) regions defined by judicial districts, and one (1) director shall be from each of the five (5) regions without regard to the Director's Congressional District;
     1. Region A - Northern Virginia, including Arlington, Alexandria, Fairfax and surrounding areas including the 17th (Arlington), 18th (Alexandria), 19th (Fairfax, Fairfax City), and 31st (Prince William, Manassas, Manassas Park) Judicial Districts.
     2. Region B - Northern Shenandoah Valley, including Front Royal, Staunton, Harrisonburg, Winchester, Loudon and Fauquier Counties, and surrounding areas, including the 16th (Charlottesville, Albemarle, Culpeper, Fluvanna, Goochland, Greene, Louisa, Madison, Orange), 20th (Loudoun and Fauquier), 25th ( Buena Vista, Covington, Lexington, Staunton, Waynesboro, Alleghany, Augusta, Bath, Botetourt, Craig, Highland and Rockbridge), and 26th, (Harrisonburg, Winchester, Clarke,

Frederick, Page, Shenandoah, Rockingham & Warren) Judicial Districts

* + 1. Region C - Central Virginia, including Richmond, Petersburg, Farmville, South Boston, and surrounding areas including the 10th, (Appomattox, Buckingham, Charlotte, Cumberland, Halifax, Lunenburg, Mecklenburg, Prince Edward), 11th, Petersburg, Amelia, Dinwiddie, Nottoway, Powhatan), 12th, (Colonial Heights, Chesterfield), 13th (Richmond), 14th (Henrico), and 15th (Fredericksburg, Caroline, Essex, Hanover, King George, Lancaster, Northumberland, Richmond, Spotsylvania, Stafford and Westmoreland) Judicial Districts.
    2. Region D - Tidewater Virginia, including Norfolk, Portsmouth, Newport News, Virginia Beach, and surrounding areas 1st (Chesapeake), 2nd (Virginia Beach, Accomack, Northampton), 3rd Portsmouth, 4th (Norfolk), 5th (Franklin, Suffolk), 6th, Emporia, Hopewell, Brunswick, Greensville, Prince George, Surry, Sussex), 7th (Newport News), 8th, (Hampton), 9th (Williamsburg, Charles City, Gloucester, James City, King & Queen, King William, Mathews, Middlesex, New Kent, York)

Judicial Districts

* + 1. Region E - Western Virginia, including Charlottesville, Martinsville, Roanoke, Lynchburg, Blacksburg and surrounding areas including the 16th (Charlottesville, Albemarle, Culpeper, Fluvanna, Goochland, Greene, Louisa, Madison, Orange), 21st, Martinsville, Henry, Patrick), 22nd (Danville, Franklin, Pittsylvania), 23rd, Roanoke, Salem, Roanoke County), 24th (Bedford, Lynchburg, Amherst, Bedford County, Campbell, Nelson), 27th (Galax, Radford, Bland, Carroll, Floyd, Giles, Grayson, Montgomery, Pulaski, Wythe), 28th (Bristol, Smyth, Washington), 29th (Buchanan, Dickerson, Russell, Tazewell), 30th (Norton, Lee, Scott, Wise) Judicial Districts
  1. Five (5) at large members of the Board without regard to Congressional District or Region.
  2. *The Current President of VACDL*
  3. *The Current President-Elect of VACDL*
  4. The Immediate Past-President of VACDL.
  5. The Executive Director of the Virginia Indigent Defense Commission*, or his or her designee upon notice to the Current President of VACDL*, shall also be a member of the Board as an ex-officio member*, with full voting rights as a regular member of the Board of Directors*.
  6. Staggered Terms: The three year terms of Directors shall be staggered to the extent possible so that approximately one-third of the Director seats became vacant each year. The Board of Directors may from time to time adjust terms at their expiration, but not during the terms of any Directors, to insure appropriate term rotation.

1. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.
2. (Repealed)
3. Involuntary Termination. Any Director who fails to attend in person, or by telephone conferencing, three consecutive Board meetings shall be automatically removed from office as such Director. Directors so removed shall be eligible for appointment to the vacancy created by their removal for good cause shown.
4. Vacancies.
   1. Except as hereinafter provided, any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the Directors then serving, although they be less than a quorum, by affirmative vote of the majority thereof.
   2. *Upon election to and assumption of the office of President-Elect, that member’s prior position on the Board of Directors shall be deemed as vacant and filled pursuant to the procedure set forth in Article VI, Paragraph 5(a) above*.
   3. If a vacancy occurs in the office of President-Elect, such a vacancy shall be filled by an election at a special meeting of the VACDL to be held as soon as possible upon proper notice after such vacancy occurs.
5. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called by the President on the written request of any five (5) Directors.
6. Meetings and Notice of Meetings. The Board of Directors shall hold at least four (4) meetings per calendar year, including the Directors' meeting at the annual meeting of VACDL. Notice of all Directors' meetings except as herein otherwise provided shall be given by mailing the same at least five (5) days or telegraphing or facsimile or email of the same at least three (3) days before the meeting to the usual business or residence address of each Director, but any Director may waive such notice. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Director's meeting. Directors who are unable to attend in person may participate and vote by telephone conference call, if conferencing facilities are available at the meeting place, and a non- attending Director makes the necessary arrangements at his or her expense. Three (3) days advance notice of intention to participate by telephone conference call in a Directors' meeting shall be given to the Secretary or Executive Director if possible.
7. Chairperson. At all meetings of the Board of Directors, the President, or, in the absence of the President, the President-Elect or Vice President, or the Executive Director or in their absence a chairperson chosen by the Directors, shall preside.
8. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.
9. Powers. All the corporate powers, except as are otherwise provided for in these bylaws and in the laws of the Commonwealth of Virginia, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number or to officers of the VACDL, such powers as they see fit.
10. Duties. The Board of Directors may conduct business by email at the discretion of the President; however, any actions taken thereby must be approved by at least a quorum of the Board. In addition to the general management of the affairs of the Association, the Board of Directors shall make available annually a verified financial report of the VACDL.

ARTICLE VIII: EXECUTIVE COMMITTEE

1. Purpose and Composition: The purpose of the Executive Committee shall be to conduct VACDL business during the interim period between Board of Directors meetings. The Executive Committee shall meet as necessary and may meet and vote by telephonic or other electronic transmission to manage the business of the VACDL. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past-President and ~~two (2)~~ *three (3)* Directors.
2. Board Representatives: The ~~two (2)~~ *three (3)* Directors who serve on the Executive Committee shall be selected by majority vote of the Board. They shall serve a term of one (1) year, and may not be elected to more than two (2) consecutive terms.