

**BYLAWS OF
LEWIS F. POWVELL, JR. AMERICAN INN OF COURT
RICHMOND, VIRGINIA**

ARTICLE I

GENERAL

Section 1. Purpose.

The purposes of The Lewis F. Powell, Jr. American Inn of Court ("the Inn") are set forth in its Organizational Charter issued by the American Inns of Court Foundation ("the Foundation").

Section 2. Principal Location.

The Inn shall be located in the City of Richmond, Commonwealth of Virginia.

ARTICLE II

ORGANIZATION

Section 1. The Executive Committee.

A. The Executive Committee shall consist of the officers, the Immediate Past President, the chairs of the standing committees provided for in these Bylaws, and four at large members elected by the voting members. The four at large members shall be divided into two classes such that the persons in one class shall be elected to hold office for a one-year term expiring on June 30 of the first full fiscal year of the Inn following the adoption of these Bylaws, and the other class of such persons shall be elected to hold office for a two-year term expiring on June 30 of the second full fiscal year of the Inn after the adoption of these Bylaws. The successors to each such class of Executive Committee members shall be elected to hold office for a term of two years.

B. Vacancies on the Executive Committee caused by the resignation, removal, expiration of term, or for any other cause, of an officer, standing committee chair or at large member shall be filled by the officers for the remainder of the unexpired term; however, the term of such vacant position shall not count against the new officer, chair and/or at large member for self-succession purposes.

C. Members of the Executive Committee shall be eligible to succeed themselves for an additional two-year term. Any member whose term has expired shall continue in office notwithstanding such expiration until his or her successor shall have been duly elected.

D. The duties of the Executive Committee and its members are set forth in the Organizational Charter of the Inn.

Section 2. The Officers.

The officers of the Inn shall be a President, a *Vice President*, a Counselor and a Secretary/Treasurer. The Officers shall serve a two-year term and may succeed themselves only once. The officers shall be elected by the voting members.

Section 3. Committees.

The following standing committees shall be established: Membership Committee, Program Committee, Social Committee, and Communications Committee. Among such other duties as may be assigned by the Executive Committee, the duties of each committee shall be as follows:

Membership Committee — The Membership Committee shall (a) solicit and review applications and make recommendations to the Executive Committee for membership in the Inn, and (b) maintain records of attendance and oversee attendance in accordance with Article IV, Section 2 of these Bylaws.

Program Committee — The Program Committee shall (a) assign members to Pupillage Groups, (b) oversee and approve program topics, and (c) be responsible for submitting programs for Continuing Legal Education credit.

Social Committee — The Social Committee shall be responsible for scheduling, arranging and collecting monies for approved social functions of the Inn within parameters set forth by the Executive Committee.

Communications Committee — The Communications Committee shall (a) distribute news, announcements and other information among members of the Inn and to the Foundation, (b) submit program reports to the Foundation, (c) prepare articles for *The Bench*er newsletter, and (d) maintain communications with local law schools, other legal organizations and the local community in order to advise interested persons of Inn activities.

The officers shall appoint chairs of the committees, who shall serve two-year terms, or as otherwise directed by the Executive Committee, and may succeed themselves only once.

Audit Committee-- The Audit Committee of the Lewis F. Powell, Jr., American Inn of Court (“the Inn”) (the “Audit Committee”) is responsible for supervising the organization’s financial reporting process, internal financial controls and auditors with a view to ensure the transparency, accuracy, integrity and quality of financial reporting. The Committee is also responsible for providing, upon request by the President, the Treasurer or the Executive Committee, a direct channel of communication to any accountants, tax advisors or independent auditors.

Organization of the Audit Committee.

The Committee shall be a standing committee consisting of at least three members, and may include up to five members, and shall report directly to the President. The members of the Committee shall be appointed by the President and approved by the Executive Committee. One At-Large Board Member, appointed by the President, shall serve as Chair of the Committee. Any past or present Secretary/Treasurer is not eligible to serve on the Committee in any capacity. For the initial committee, one member shall serve a one-year term and two members shall serve a two-year term. Thereafter, members shall serve two-year terms.

Duties of the Audit Committee –the specific duties of the Committee include the following:

- (a) Review and audit of the Inn’s financial and tax records. The Audit Committee shall be responsible for conducting a biannual audit of the Inn’s financial records, including its tax records, and ensuring the accuracy, integrity and quality of financial reporting.
- (b) Provision of Recommendations. The Audit Committee will provide any recommendations to the Treasurer, and, when needed, to the entire Executive Committee, regarding financial reporting processes and whether better practices can be utilized.
- (c) Coordination with any Executive Committee Selected Auditor. If the Executive Committee decides to hire an independent auditor, then the Audit Committee will (i) Communicate with the organization’s auditor regarding the organization’s financial reporting, (ii) Review, in advance of final issue of the annual financial report, matters relating to the auditor’s annual work, and, (iii) Review the results of the auditor’s annual work.
- (d) Report to the Executive Committee. To report any audits or results of the Audit Committee to the Executive Committee no later than the first day of September following an audit year.

The Executive Committee may establish ad hoc committees, from time to time, from

among the active members of the Inn, and may also, from time to time, change or discontinue such committees. Committees may create ad hoc sub-committees, as appropriate.

Section 4. Pupillage Groups.

All active members shall be assigned to a Pupillage Group by the Program Committee and as approved by the Executive Committee. Each Pupillage Group shall be chaired by a Master of the Bench appointed by the Executive Committee. Masters of the Bench shall be reassigned to a new Pupillage Group every two years.

ARTICLE III

MEMBERSHIP

Section 1. Active Members.

The Foundation recognizes four classifications of members in an American Inn of Court, as follows:

Masters of the Bench (Benchers) — Lawyers with at least ten years of experience, judges and law professors;

Barristers — Lawyers with five to ten years of experience; **Associates** — Lawyers with zero to five years of experience; and, **Pupils** — Third-year law students.

Membership in the Inn shall consist of Masters of the Bench (Benchers), Barristers and Associates. Pupils may participate in all activities of the Inn, but shall not be entitled to vote. Associates shall serve a term of two years, running from July 1 through June 30, or as otherwise directed by the Executive Committee, and shall not be entitled to vote.

Section 2. Inactive Members.

The Executive Committee may confer Emeritus and/or Honorary Master of the Bench memberships as set forth in the Organizational Charter of the Inn, and may grant a leave of absence upon application of an active member on terms approved by the Executive Committee.

ARTICLE IV

MEETINGS AND ATTENDANCE

Section 1. Meetings.

Meetings shall be held at least six times per year at such times as the Executive Committee may determine. The Inn shall endeavor to have at least one social event per year wherein members may invite guests.

Section 2. Attendance.

Each active member will be allowed three unexcused absences from the monthly meetings in a year. The Membership Committee shall monitor attendance at meetings and shall submit the names of those who have three unexcused absences to the Executive Committee. The non-participating member will be contacted by the Membership Chair in order to determine if he/she wishes to remain in the Inn. In the event another unexcused absence occurs in the same year, that member will be dropped from the rolls and all dues will be forfeited.

ARTICLE V

VOTING AND ELECTIONS

Section 1. Voting Members.

With the exception of Emeritus and/or Honorary Masters of the Bench, or any member on approved leave of absence, each Benchers and Barrister shall be entitled to one vote on all matters submitted to them. A majority of voting members shall constitute a quorum for the transaction of business. Every act done or decision made by a majority in attendance at a meeting shall be regarded as the act of all the voting members. In addition to voting at a meeting, the voting members may make valid decisions by voting by mail, facsimile, electronic mail, or other means when deemed necessary or appropriate by the Executive Committee or the President.

Section 2. Executive Committee.

Each member of the Executive Committee shall be entitled to one vote on all matters submitted to the Executive Committee. In the event of a tie, the President shall have an additional vote to break the tie and decide the issue. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the members in attendance at the meeting called for that purpose shall be regarded as the act of the entire Executive Committee.

Section 3. Elections.

The nomination and election of the officers of the Inn and at large members of the Executive Committee shall occur during the months of June or July at a meeting of the voting members. The officers shall nominate, and submit to the Executive Committee for approval, a slate of officers and at large Executive Committee members for consideration by the voting members.

ARTICLE VI

FISCAL MATTERS

Section 1. Fiscal Year.

The fiscal year of the Inn shall be the same as the fiscal year of the Foundation, from July 1 to June 30 of each year.

Section 2. Dues.

Dues shall be set consistent with the Organizational Charter of the Inn and shall be levied by the Treasurer during the months of August and September of each year. Failure to pay assessments and dues prior to the third meeting of the Inn year, and after reasonable notice, may be considered by the Executive Committee as grounds to terminate membership of the person in default.

Section 3. Expenses.

The Inn shall pay expenses in accordance with *The Leadership Handbook* published by the Foundation. The Executive Committee shall be authorized to reimburse expenses relating to business of the Inn, including, without limitation, payment to defray the cost of one or more members to attend the National Conference of the Foundation.

ARTICLE VII

ADOPTION AND AMENDMENTS

Section 1. Adoption.

These Bylaws shall be adopted by the Inn upon approval by a majority of the voting members and after being submitted to and approved, in writing, by the Board of Trustees of the Foundation. The voting members may make valid decisions regarding such adoption by voting by mail, facsimile, electronic mail, or other means when deemed necessary or appropriate by the Executive Committee or the President.

Section 2. Amendments.

Amendments to these Bylaws may be made by a majority of the voting members and must be submitted to and approved, in writing, by the Board of Trustees of the Foundation. The voting members may make valid decisions regarding such amendments by voting by mail, facsimile, electronic mail, or other means when deemed necessary or appropriate by the Executive Committee or the President.

Approved as of the _____ day of _____, 2004.

President

143286

Amendments:

Effective October 27, 2009, the Bylaws were amended as to Art VII, §3 to establish a standing Audit Committee. On September 24, 2009, the Executive Committee of the Lewis F. Powell, Jr., American Inn of Court convened and considered the motion. By unanimous vote, the Executive Committee approved the proposed bylaw amendment. By e-mail dated September 25, 2009 to all Inn members, the Inn was given formal notice of the proposed bylaw amendment with an attached a copy of the proposed amendment and the motion to amend. At the Inn's general meeting on October 6, 2009, the motion to amend was presented to our membership. Upon a voice vote, the Inn unanimously approved the motion to amend.

Revised Summer 2013