

**BY-LAWS OF  
NATIONAL ASSOCIATION OF APPELLATE COURT ATTORNEYS, INC.**

*Article One*

*Purposes and Powers*

**Section 1.** The purpose for which the Corporation is organized is to conduct its affairs and activities exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). Subject to the ultimate authority of the Board of Directors, the Corporation's activities shall include, but not be limited to, promoting the professional development of appellate court attorneys and facilitating the exchange of information about state and federal appellate courts and procedures, by sponsoring and developing continuing legal education seminars and publications, promoting the use and enhanced visibility of appellate court attorneys, and examining and fostering discussions on proposals for improvement of the appellate courts.

**Section 2.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor will it participate in or intervene in any political campaign on behalf of any candidate for public office.

**Section 3.** The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

**Section 4.** The Corporation is organized to operate without profit. Assets of the Corporation shall be derived from membership dues, educational seminar fees, contributions, gifts, grants, or the operation of activities authorized by the Board of Directors, and such other sources as may be approved by the Board of Directors. The Corporation will not appropriate its surplus funds, if any, for purposes other than those qualified as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

**Section 5.** The Corporation may be dissolved at any time by recommendation of the Board of Directors approved by more than two-thirds (2/3) of the members in good standing.

In the event of dissolution, the assets of the Corporation shall be distributed under the direction of the Board of Directors to one or more organizations, foundations, or funds, organized and operated for charitable, educational, or scientific purposes consistent with the Corporation's activities set forth in Section 1, designated by the Board of Directors and qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

**Section 6.** The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 7.** The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 8.** The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 9.** The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 10.** The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## *Article Two*

### *Membership*

**Section 1. Eligibility.** There shall be two classes of membership of the Corporation: (1) Active—open to all attorneys eighteen (18) years of age or older who are employed by any state, federal, or territorial appellate court or court of last resort; (2) Emeritus—open to all attorneys eighteen (18) years of age or older who are retired from any state, federal or territorial court or court of last resort, or who, although not retired, no longer work for such a court and do not engage in the practice of law.

**Section 2. Application for Membership.** The application for membership shall state the name, address, title and court of the applicant. Accompanying the application, the prospective member shall submit dues payable for at least one year or request to invoice the dues.

**Section 3. Voting.** Each individual shall have one vote at any membership meeting at which the member is present. Proxy voting will not be permitted at any membership meeting or election. No member may vote whose dues are not paid for the current year.

**Section 4. Dues.** Annual dues shall be set by the Board of Directors. Membership shall extend for one year from the date of submission of an application for membership or renewal, whether the application or renewal is submitted with payment or a request for an invoice. The Board of Directors may authorize promotional membership offers for periods greater than or less than one year. Within sixty days of the expiration of an individual membership, the Treasurer or the Executive Director shall send to the member a statement of the dues required to renew membership for one year or for any other period that has been authorized by the Board of Directors.

**Section 5. Meetings.** *Regular Meetings:* The annual membership meeting shall be held in conjunction with the Corporation's annual educational seminar, the specific date and place to be designated by the Board of Directors with proper advance notice to the membership. Written notice of such meeting, with the tentative agenda, shall be posted by the Secretary at least thirty (30) days prior to the meeting. Notice of such meeting shall be deemed to have been duly given if delivered by hand, sent by certified or regular mail, postage prepaid, by overnight courier service, by telephone or by telecopy, or other written form of electronic communication consented to by the member to whom the notice is given, or by publication in a newsletter of the Corporation.

*Special Meetings:* Special membership meetings may be called by the President, or by a majority vote of the members of the Board, and shall be called by the Secretary upon the receipt of a petition signed by members having one twentieth of the votes entitled to be cast at such meeting. Written notice of such a meeting shall be posted by the Secretary at least thirty (30) days and not more than sixty (60) days prior to the date of the meeting, and the notice shall state the purpose of the meeting and no other business shall be transacted. Notice of such meetings may also be given in the same manner provided above for regular meetings.

*Quorum:* The quorum for membership meetings shall be twenty-five percent (25%) of the members holding votes entitled to be cast at such meeting.

**Section 6. Termination of Membership.** *Resignation:* Any member in good standing may resign from the Corporation upon written notice to the Secretary.

*Lapsing:* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the dues year; however, the Board may grant an additional thirty (30) days of grace to delinquent members in meritorious cases. In no case may a person be entitled to vote at any meeting whose dues are unpaid as of the date of the meeting.

***Article Three***  
***Directors and Officers***

**Section 1. Board of Directors.** The Board shall be composed of the President, Vice-President, Secretary, Treasurer, the immediate Past President and such other persons as shall be elected to the Board. The Board shall be composed of not fewer than three (3) and not more than eleven (11) persons in any given year, all of whom shall be active members as defined in Article 2, Section 1, except as otherwise provided in this section.

The President, Vice-President, and Secretary shall be elected for terms of one (1) year at the annual membership meeting and shall serve until their successors are duly elected.

The Treasurer shall be elected for terms of two (2) years at the annual membership meeting and shall serve until a successor is duly elected.

The other (i.e., non-Officer) Directors shall be elected for terms of two (2) years at the annual membership meeting and shall serve until their successors are duly elected. One-half of non-Officer Directors shall be elected in odd-numbered years, and one-half of the non-Officer Directors shall be elected in even-numbered years. One of the non-Officer Directors elected in odd-numbered years may be an emeritus member as defined in Article 2, Section 1. Each Director who has served two (2) consecutive terms of two (2) years shall be eligible for re-election only after having not served as a member of the Board of Directors for at least one (1) year. Any Officer or non-Officer Director who becomes an emeritus member after being elected may serve until the end of his or her elected term.

The Directors shall serve without compensation.

**Section 2. Officers.** The officers of the Corporation, consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the membership and its meetings, and the Board and its meetings. Any officer may hold more than one office; however, neither the Secretary nor the Treasurer may serve concurrently as the President.

The President shall preside at all meetings of the membership and of the Board and shall perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors.

The Vice-President shall exercise the authority of the President in his or her absence or inability to act and shall perform such other duties as may be assigned to him or her by the President or Board of Directors.

The Secretary shall be responsible for recording the minutes of the membership and Board meetings and maintaining such other records as may be required of him or her by the President or the Board. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their membership, notify officers and directors of their election to office, keep a roll of the members with their addresses, and carry out such other duties incident to his or her office as the President may request or the Board may assign.

The Treasurer shall collect and receive all monies due or belonging to the Corporation. The Treasurer shall deposit the same in a bank designated by the Board in the name of the Corporation. The Treasurer's books shall at all times be open to inspection by the Board. The Treasurer shall report to the Board at every meeting the condition of the Corporation's finances and every item of receipt or payment not before reported. At the annual membership meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. There shall be an annual audit of books as directed by the Board.

**Section 3. Elections.** The candidate receiving the greatest number of votes for each office shall be declared elected.

**Section 4. Meetings of the Board of Directors.** *Notice:* Meeting of the Board of Directors shall be held at times fixed by resolution of the Board or upon the call of the President or by the Secretary upon the receipt of a written request signed by at least three (3) members of the Board. Written notice of each such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting, or by electronic transmission of such notice to the Directors at least three (3) days before the meeting. Meetings may be held without notice if all of the Directors are present, or if those not present waive notice before or after the meeting. In the case of an emergency declared by either the President or the Secretary, a meeting may be held without notice when reasonable efforts have been made to contact all Board members and a quorum agree that notice is not required.

*Quorum:* A quorum for a meeting of the Board shall be a majority of the Board.

*Meeting:* Directors may participate in the meeting, or conduct the meeting, through the use of any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

**Section 5. Vacancies.** Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board. Vacancies in offices, except that of the President, for an unexpired term of three (3) months or less shall be filled in the discretion of the Board of Directors.

**Section 6. Removal.** Any Board member may be removed from the Board upon a majority vote of the membership at a properly noticed membership meeting. In the interim, the Board may remove a Board member upon a vote of 2/3 of the remaining Board members. That removal must be approved by a majority of the membership at the next membership meeting.

**Section 7. Indemnification of Directors and Officers.** To the fullest extent permitted by the laws of the Commonwealth of Virginia, including future amendments of those laws, the Corporation shall indemnify and hold harmless each and any director and officer of the Corporation against any and all claims, liabilities, and expenses (including but not limited to attorneys' fees and other expenses, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held a position as a director and/or officer or having allegedly taken or omitted to take any action in connection with any such position.

However, the foregoing indemnification provisions shall not apply to:

- a. any breach of such person's fiduciary duty to the Corporation;
- b. any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his/her conduct was unlawful;
- c. any transaction from which such person derived any improper personal benefit; and/or
- d. any act, omission, claim, or coverage expressly excluded under the terms of any applicable non-profit organization executive protection and employment practices liability insurance policy in effect at the pertinent time.

The foregoing indemnification provisions shall apply only to the extent that they are not inconsistent with, broader than, or in conflict with any applicable statute or non-profit organization executive protection and employment practices liability insurance policy in effect at the pertinent time. Where there is any conflict in the definition, coverage, duties, provisions, or responsibilities between the Bylaws and any applicable statute or insurance policy, the provisions of the applicable statute or insurance polic(ies) shall apply.

***Article Four***  
***Committees***

**Section 1.** The Board may each year appoint standing committees to advance the work of the Corporation in such matters as nomination of Directors, education, publication, membership, long range planning, seminar site selection, and others. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects. The President shall appoint the chair of each committee, who shall serve a term of one (1) year. Committee chairs can be re-appointed.

**Section 2.** Any committee appointment may be terminated by a majority vote of the full membership of the Board upon ten (10) days written notice to the appointee; and the Board may appoint successors to those appointees whose services have been terminated.

***Article Five***  
***General Provisions***

**Section 1. Calendar.** The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of October and end on the 30<sup>th</sup> day of September in each year.

**Section 2. Amendments.** The Articles of Incorporation may be amended, new By-Laws may be adopted or these By-Laws may be amended or repealed by a majority vote of the members at any meeting at which a quorum is present, provided ten (10) days written notice is given to the members of any proposed change.

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Melissa Wood, President

## *History*

**Adopted** July 8, 2006, by members of National Association of Appellate Court Attorneys, Inc.

**Amended** July 5, 2008: eliminating membership year defined as September 1 to August 31, providing for 12-month membership, and clarifying board's authority to make promotional membership offers.

Article Two, Section 2, previously provided: The application for membership shall state the name, address, title and court of the applicant. Accompanying the application, the prospective member shall submit dues payable for the current year or request to invoice the dues.

Article Two, Section 4, previously provided: Annual dues shall be set by the Board of Directors. Within sixty days of the end of the membership year, the Treasurer shall send to each member a statement of the member's dues for the ensuing year. The membership year shall begin on the 1<sup>st</sup> day of September and end on the 31<sup>st</sup> day of August in each year.

**Amended** July 10, 2020: permitting an emeritus member to serve in one of the Director positions that is filled in odd years; allowing a Board member who retires during his or her term to complete the term; and changing NAACA's fiscal year for bookkeeping purposes from the calendar year to October 1–September 30.

Article Three, Section 1, previously provided: The Board shall be composed of the President, Vice-President, Secretary, Treasurer, the immediate Past President and such other persons as shall be elected to the Board. The Board shall be composed of not less than three (3) and not more than eleven (11) persons in any given year, all of whom shall be active members.

The President, Vice-President, and Secretary shall be elected for terms of one (1) year at the annual membership meeting and shall serve until their successors are duly elected.

The Treasurer shall be elected for terms of two (2) years at the annual membership meeting and shall serve until a successor is duly elected.

The other (i.e., non-Officer) Directors shall be elected for terms of two (2) years at the annual membership meeting and shall serve until their successors are duly elected. One-half of non-Officer Directors shall be elected in odd-numbered years and one-half of the non-Officer Directors shall be elected in even-numbered years. Each Director who has served two (2) consecutive terms of two (2) years shall be eligible for re-election only after having not served as a member of the Board of Directors for at least one (1) year.

The Directors shall serve without compensation.

Article Five, Section 1, previously provided: The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.