

## **Article IV. Board Of Governors**

1. **§ 1. Powers and Duties.** The powers of the state bar shall be exercised by the board of governors. The board shall have general charge of the administration of the affairs of the state bar and it shall diligently and vigilantly formulate such policies and do such things as and when in its judgment may be necessary and proper for the accomplishment of the objects and purposes of the state bar.

The board may establish, and may combine and terminate, standing, administrative and special committees as it may deem advisable, and may vest in and delegate to such committees such of its jurisdiction, functions, powers and authority as it may deem proper. Such committees may be composed of its own members or of members of the state bar. The members of such committees shall hold office at the pleasure of the board.

The board may establish, and may combine and terminate, sections of the state bar, and may establish foundations and special funds for the furtherance of the objects and purposes of the state bar and receive contributions to such foundations and special funds from members and others.

The board may promulgate, and may amend and revoke, rules and regulations for the transaction of its business, for the procedure in meetings of members of the state bar, for the procedure and reports of committees and sections, and for the general administrative conduct of the state bar.

The board shall fix salaries and provide for the payment thereof and of other necessary expenses of the state bar. It shall cause proper books of account to be kept, have them audited at least annually, and have presented to each annual meeting a statement of the receipts and expenditures of the state bar.

The enumeration above and elsewhere in these bylaws of particular powers or duties of the board, or of officers or committees, shall not be deemed to imply any denial of, or any restriction or limitation upon, the general and plenary powers of the board to govern and administer the state bar and to exercise all its powers.

**§ 2. Membership.** The Board of Governors shall consist of 25 members as follows:

- (a) The president; president-elect, vice-president;
- (b) The retiring president for the first year of his retirement;
- (c) One governor from each of the state bar districts herein established;
- (d) The chairman of the Young Lawyers Section;
- (e) One black lawyer elected by the method described herein; and
- (f) Three additional governors from district 8.

**§ 3. Election and Term.** In the year 1951, an election shall be conducted for governors in all the state bar districts, for terms as follows:

- (a) One member each from state bar districts 1, 2, 3, 4 and 5 for a term of one year;
- (b) One member each from state bar districts 6, 7, 8, 9 and 10 for a term of two years; and,
- (c) One member each from state bar districts 11, 12, 13, 14, 15 and 16 for a term of three years.

In each year thereafter except for the year 1977, governors shall be elected, each for three-year terms, from the state bar districts in which vacancies occur in that year by reason of the expiration of the term of office of a governor theretofore elected. No governor who has served three years shall be eligible to succeed himself.

Three additional governors shall be elected from district 8 in the manner described in this paragraph. In each of the years 1985 and 1986, one governor shall be elected from district 8, and each governor so elected shall serve until the conclusion of the 1987 annual meeting. In 1987, and each third year thereafter, three governors shall be elected from district 8, and each governor so elected shall serve a three-year term, serving until the conclusion of the annual meeting three years hence. No governor who has served three successive years shall be eligible to succeed himself. The procedures described in this paragraph shall not affect the election of a governor from district 8 as described in subsection (b) above.

In any year in which there is more than one office to fill in the same district, those voting shall be entitled to vote for as many candidates as the number of positions to be filled. All such candidates shall run at large.

The term of office of each governor shall commence at the conclusion of the annual meeting next succeeding his election, and he shall hold office until his successor is elected and qualified. Assuming that it is not possible for the first additional district 8 governor to take office at the conclusion of the 1985 annual meeting, that governor shall take office as soon as he is elected and qualified, and shall serve until the conclusion of the 1987 annual meeting. The election for this district 8 governor shall be conducted in accordance with Article IV, Section 7 of these By-Laws. The governor so elected shall not be eligible to succeed himself.

**§ 4. State Bar Districts.** For the purpose of election of governors, the State is divided into state bar districts as follows:

- (a) State bar district no. '1: Brooke, Hancock and Ohio counties.
- (b) State bar district no. 2: Marshall, Pleasants, Tyler and Wetzel counties.
- (c) State bar district no. 3: Calhoun, Gilmer, Ritchie, Wirt and Wood counties.
- (d) State bar district no. 4: Clay, Jackson, Mason, Putnam and Roane counties.
- (e) State bar district no. 5: Cabell and Wayne counties.
- (f) State bar district no. 6: McDowell and Mingo counties.
- (g) State bar district no. 7: Boone, Lincoln and Logan counties.

- (h) State bar district no. 8: Kanawha County.
- (i) State bar district no. 9: Raleigh and Wyoming counties.
- (j) State bar district no. 10: Mercer, Monroe and Summers counties.
- (k) State bar district no. 11: Fayette, Greenbrier and Nicholas counties.
- (l) State bar district no. 12: Braxton, Pendleton, Pocahontas, Randolph, Upshur and Webster counties.
- (m) State bar district no. 13: Doddridge, Harrison and Lewis counties.
- (n) State bar district no. 14: Marion and Monongalia counties.
- (o) State bar district no. 15: Barbour, Preston, Taylor and Tucker counties.
- (p) State bar district no. 16: Berkeley, Grant, Hampshire, Hardy, Jefferson, Mineral and Morgan counties.

**§ 5. Governors.** A governor shall have his principal office for the practice of the law in the state bar district which he represents, and his removal thereof from such district shall forthwith terminate his governorship. A governor shall be an active member of the state bar in good standing, and his loss of that status in any manner shall forthwith terminate his governorship.

**§ 6. Nomination of Governors.** Nomination for the office of governor shall be by written petition signed by not less than ten members of the bar in the district where such nominee has his office, except that where there are fewer than ninety members in such district, the signatures of ten percent of the members shall be sufficient. No member shall sign more than one nominating petition in any year. If in any year the secretary does not receive within the time fixed by the board, from any state bar district for which a governor is to be elected in that year, a petition nominating an eligible person for governor, the president shall appoint a committee from the board, and that committee shall nominate at least two eligible persons.

**§ 7. Election of Governors.** Each governor shall be elected by a secret mail vote of the active members of the state bar having their principal offices for the practice of the law in the state bar district in question. Such elections shall be conducted and canvassed, and any tie votes determined by lot, in accordance with such rules and regulations as the board may promulgate from time to time. In every such election the ballots shall be returned to the clerk of the supreme court of appeals and remain in his custody until canvassed.

**§ 8. Vacancies; Removals.** Vacancies in the office of governor shall be filled by the board for the unexpired term. If any governor be determined by the board to have become incapacitated from performing his duties as governor, or if any governor be absent from any two consecutive meetings of the board, without cause deemed adequate by the board, he may be removed by the board.

**§ 9. Meetings; Quorum.** The board may meet at any place in the State of West Virginia. The board shall meet on the day preceding the opening day of each annual meeting, and shall meet

immediately following the adjournment of each annual meeting. The president may call other meetings of the board. Upon written request of five governors the president or the secretary shall within five days hereafter call a meeting of the board. Attendance at and participation in any such meeting by means of conference telephone or similar electronic communications equipment by which all persons participating in the meeting can hear and speak to each other is expressly permitted.

One third of the membership of the board shall constitute a quorum of the board. Members of the board shall be considered present at a meeting if they attend in person or by means of conference telephone or other electronic communications equipment as permitted in the previous paragraph.

**§ 10. Election of a Black Lawyer to the Board of Governors.** Beginning in the year 1985, a black lawyer will be elected by black lawyers to serve a three-year term on the board of governors. In order to identify black lawyers desiring to vote for such black lawyer position, the secretary shall in 1985, and each third year thereafter, invite such lawyers to register their interest.

Nominating and voting procedures shall be timed, to the extent possible, to coincide with the nomination and election of district representatives on the board of governors.

Beginning in 1985, and each third year thereafter, the president or secretary shall write to all black lawyers who have so registered, inviting those lawyers to submit nominations for the black lawyer position on the board of governors. A ballot will be prepared listing all of the nominees, and that ballot will be distributed to all black lawyers who have so registered, and who are active members in good standing and who have their principal office for the practice of law in the State of West Virginia, each of whom shall have one vote. Ballots will be counted and verified in the same manner as ballots for district governor, and the candidate receiving the highest number of votes shall be elected for a three-year term, commencing at the conclusion of the following annual meeting. No lawyer may serve more than one consecutive three-year term as the black lawyer representative on the board of governors.