

WEST VIRGINIA STATE BAR RULES AND REGULATIONS

CHAPTER VIII. Rules Relating to Limited Liability Partnerships and Professional Limited Liability Companies.

1. Purpose. These rules establish the requirements for a law firm that wishes to operate as either a professional limited liability company or a limited liability partnership pursuant to Rule 5.7(b) of the West Virginia Rules of Professional Conduct. In addition to complying with these rules, law firms must also comply with Rule 5.7 and the statutory requirements for these entities as contained in the West Virginia Code.

2. Limited Liability Partnerships. Law firms wishing to become registered limited liability partnerships are not required to file any document with the West Virginia State Bar nor are such law firm required to register with the West Virginia State Bar.

3. Professional Limited Liability Companies. Any two or more persons wishing to practice law in the State of West Virginia in the form of a professional limited liability company shall file an application for prior approval with the West Virginia State Bar. A foreign professional limited liability company wishing to practice law in West Virginia must also file an application for prior approval with the West Virginia State Bar. Professional services shall not be rendered by any limited liability company until such time as the company's application has been approved by the West Virginia State Bar.

(a) An application for permission to form a West Virginia professional limited liability company shall be submitted to the West Virginia State Bar on forms provided for that purpose. Each application shall be accompanied by a fee of \$100 (one hundred dollars). The application shall include the following information:

1. The name and residence of each member along with the West Virginia State Bar ID number for each member. If a member is not licensed to practice law in the State of West Virginia, an appropriate certification from such jurisdiction or jurisdictions in which said member is licensed to practice law attesting to such member's good standing to practice law in said jurisdictions shall also be included in the application.

2. Two copies of the proposed Articles of Organization for the limited liability company.

3. The name and residence address for the manager or managers of the limited liability company.

4. A certificate of insurance that the company has complied with the statutory requirements for professional liability insurance or evidence of compliance with the statutory requirements for a fund for satisfaction of judgments against the limited liability company.

(b) Each application shall be signed under oath by the manager or managers of the limited liability company and shall also contain the name, address, telephone number and facsimile transmission number for the person designated by the applicant as the contact person with regard to any questions concerning the application.

(c) Upon receipt of a completed application, The West Virginia State Bar shall approve or disapprove the application within thirty (30) days; provided, however, that should the applicant fail to respond satisfactorily to any request for additional information or any request for clarification of the information submitted, the West Virginia State Bar may decline to approve or disapprove such application until a reasonable time after the applicant has complied satisfactorily with the request.

(d) If the West Virginia State Bar determines that the application is proper, it shall so notify the applicant in writing and shall certify to the West Virginia Secretary of State that the applicant has satisfactorily registered with the West Virginia State Bar. In the event that the West Virginia State Bar denies an application, it shall so notify the applicant in writing stating the reasons for the denial. Unless the application is withdrawn, the West Virginia State Bar shall also notify the West Virginia Secretary of State that the application has been denied.

(e) Foreign professional limited liability companies wishing to practice law in West Virginia must likewise submit an application to the West Virginia State Bar for prior approval to provide legal services in West Virginia. In addition to the requirements listed above, a foreign professional limited liability company shall also submit with its application a summary explanation of the procedures and policies which it has in place in order to prevent the unauthorized practice of law in West Virginia by any member, manager or employee of the limited liability company not licensed to practice in West Virginia. In that regard, a foreign professional limited liability company shall also designate one or more licensed West Virginia attorneys associated with the company who shall be responsible for compliance by the limited liability company with the West Virginia Rules of Professional Conduct. Such licensed West Virginia attorney shall certify in the application that to the best of his or her knowledge and belief, the foreign professional limited liability company is in compliance with the West Virginia Rules of Professional Conduct and has satisfactory policies and procedures in place to prevent the unauthorized practice of law in West Virginia by any person associated with the company.

(f) Each year by no later than July 1 on forms provided by the West Virginia State Bar, any professional limited liability company which has been approved to provide professional services in West Virginia shall file a renewal application with the West Virginia State Bar. The renewal application shall disclose all changes in the status of the limited liability company since the prior application or prior renewal application. The same fee shall accompany each renewal application as is required for an original application. If any renewal application discloses a basis upon which the State Bar determines that the authority to render professional services in West Virginia by such limited liability company should be revoked, the West Virginia State Bar shall so notify the renewal applicant in writing and upon receipt of said written notice, the applicant shall cease rendering professional services in West Virginia