

## EXHIBIT A

### PROPOSED ARTICLES OF AMENDMENT RESTATING THE ARTICLES OF INCORPORATION OF VIRGINIA TRIAL LAWYERS ASSOCIATION

On (December 10, 2016), in a meeting, the Board of Directors of the corporation found that the following proposed amendment and restatement of its articles of incorporation was in the best interests of the corporation and directed that it be submitted to a vote of the members having the right to vote on amendments.

1. Name. The name of the corporation is “Virginia Trial Lawyers Association.”
2. Duration. The period of its duration is perpetual.
3. Purposes. The purposes for which the corporation is organized are as follows:
  - A. To foster continuing legal education and scholarship and to promote and increase the trial and appellate skills and knowledge of the members of the Bar of the Commonwealth of Virginia through the means of seminars and meetings and cooperation with educational institutions and associations, and to do all things necessary to uphold and maintain the traditionally high standard of the legal profession and the administration of justice in the Commonwealth of Virginia.
  - B. To conduct any and all lawful affairs for which corporations may be incorporated under the Virginia Nonstock Corporation Act.
  - C. To have and exercise all the general powers accorded to similar corporations by the laws of the Commonwealth of Virginia as now existing or hereafter enacted.
4. Membership.
  - A. Active Members. Any person who is licensed to practice law in the Commonwealth of Virginia and is a member in good standing of the Virginia State Bar shall be eligible to become an active member of this association. Active members shall have the right to vote and to hold office. Voting shall be as set forth in the bylaws. In order to vote and

participate in the business affairs of the association or to be elected to office, a lawyer must be a member of the association in good standing with current dues paid prior to the date of the annual election to Governors.

B. The designation of such additional class or classes of membership and the qualifications and rights of the members of each class shall be set forth in the Bylaws.

5. Capitalization. The Corporation shall issue no capital stock.
6. Directors. Except for the initial Board of Directors, known as the “Board of Governors,” the Board of Governors shall be elected or appointed as provided in the Bylaws. The Board of Governors or President may elect or appoint ex officio members as provided in the Bylaws.
7. Board of Governors. The initial number of directors was 45 and this number may be increased or decreased from time to time as provided in the Bylaws.
8. Bylaws. Provisions for the regulation of the internal affairs of the Corporation, except as provided in these Articles, shall be determined and fixed by the Bylaws as adopted by the Board of Governors.
9. Prohibitions. At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary, or by operation of law, or any other provisions hereof.
  - (a) The Corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a Corporation described in Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, hereinafter referred to as the Code; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
  - (b) No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated for purposes that are not permitted by Section 501(c)(6) of the Code.

- (c) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
  - (d) At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Virginia, or any other jurisdiction where its activities are carried on.
  - (e) No compensation, loan or other payment shall be paid to any officer, board member, creator, or organizer of the Corporation, or substantial contributor to it, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation; and no part of the assets or net earnings, current or accumulated, of the Corporation shall ever be distributed to or divided among such person, or inure, be used for, accrue to or benefit any such person or private individual.
10. Dissolution. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provided for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific, or educational purposes or a primary purpose to promote social welfare or only for exempt purposes as described in Sections 501(c)(3) and (6) of the Code.
11. Amendments to Articles. These Articles may be amended from time to time as provided in the Code of Virginia, by a quorum requirement of five (5) percent of members entitled to vote.

On February 26, 2017, being not less than twenty-five (25) days nor more than sixty (60) days before the meeting of the members to act upon the proposed amendment, written notice of the meeting was given by mail to each member entitled to vote on the proposed amendment. The notice stated the place, day and hour of the meeting and the purpose or purposes for which it was called, and was accomplished by a copy of the proposed amendment.

On (March 31, 2017), a quorum being present a meeting of the members was held and the proposed amendment was adopted by receiving more than two thirds of the votes entitled to be cast by members present at the meeting.

Executed in the name of the corporation by its President of the Board of Governors and its Secretary who declare under the penalties of perjury that the facts stated herein are true.

Dated: (March 31, 2017).

VIRGINIA TRIAL LAWYERS ASSOCIATION

By \_\_\_\_\_  
President

and \_\_\_\_\_  
Secretary