



Staff Memorandum

HOUSE OF DELEGATES APRIL 5, 2003

REQUESTED ACTION: Approval of the report and recommendations by the Special Committee on Association Governance.

Attached is the report of the Special Committee on Association Governance. The Special Committee was formed in the summer of 2001 to study various aspects of the Association's governance and to make appropriate recommendations for improving the overall effectiveness and functioning of the Association, as well as the efficiency and operation of its constituent parts. Over the past eighteen months, the Special Committee has conducted a thorough study of numerous facets of the Association's governance structure and processes.

The Special Committee created subcommittees to conduct in-depth studies of a variety of issues relating to the House of Delegates, Executive Committee, Nominating Committee, leadership development, section and standing committee relations, communications, diversity, as well as options for other potential governance structures. After reviewing the subcommittee reports, and based on its further evaluation, the Special Committee developed a series of recommendations designed to enhance the governance of the NYSBA, improve communications both within and outside the Association, and expand opportunities for section officers, women, and those from racial and ethnic traditionally under-represented minority groups to rise to positions of leadership within the Association.

For ease of reference, the report has been divided into a number of subsections that address the following matters: Executive Committee (including its composition, the nominating process for members-at-large with section leadership experience, and terms); a proposed Committee on Leadership Development; diversity; minority representation in the House of Delegates; Nominating Committee; section representation in the House of Delegates; Executive Committee and House of Delegates meetings; terms of Association officers; communications; and other matters. The Special Committee's recommendations with respect to each item are set forth in bold type at the end of that report segment. For your convenience, all recommendations are then repeated in a single grouping at the conclusion of the report.

The report will be presented at the April 5, 2003 meeting by Special Committee Chair Dennis R. Baldwin.

New York State Bar Association

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March 12, 2003

To: Members of the House of Delegates
Section and Committee Chairs
Local Bar Leadership

Re: Report of Special Committee on Association Governance

Enclosed is the report and recommendations prepared by the Special Committee on Association Governance. This Special Committee was appointed by my predecessor, Steven Krane, in 2001 and over the past year and a half has been engaged in a detailed examination of our Association's governance structure. The group was asked "to study any and all aspects of New York State Bar Association governance and to make appropriate recommendations for improving the overall effectiveness and functioning of the organization and operation of its constituent parts."

The Special Committee has completed its review and the attached report reflects the product of those efforts. The report deals with a variety of governance matters and has been subdivided into subsections for your convenience. The report addresses the following topics: the Executive Committee, a proposed Committee on Leadership Development, diversity, minority representation in the House of Delegates, the Nominating Committee, section representation in the House of Delegates, meetings of the Executive Committee and House of Delegates, terms of Association officers, communications, and other matters. For ease of reference, the Special Committee has set forth its recommendations with respect to each section of the report at the end of that segment, and all the recommendations are then set forth in a group at the conclusion of the report.

The Special Committee presented an oral informational summary at the January 24, 2003 meeting of the House. At that time, Dennis Baldwin, who chairs the Special Committee, indicated that after his group made final revisions, the report would be ready for our spring meeting.

The report is scheduled for consideration and vote at the April 5, 2003 meeting of the House of Delegates. The Special Committee has devoted considerable time and effort to produce a thoughtful and comprehensive approach to enhancing our governance structure, improving our processes and making the Association more inclusive. I urge careful review of the report and recommendations to facilitate informed discussion at the upcoming House meeting.

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Should anyone desire additional copies of the report same may be obtained from John Williamson at Bar Headquarters in Albany (Tel. No. 518/487-5678). In addition, if individuals or groups wish to submit comments regarding any aspect of the proposals, they may be addressed to the Special Committee at NYSBA Headquarters, One Elk Street, Albany, New York 12207.

I commend the report for your review as I believe it presents suggestions that will not only strengthen the Association, but advance our ability to serve our members effectively. I look forward to the discussion at the April House meeting as we examine this opportunity for the Association to move forward in a positive and productive manner.

Regards.

A handwritten signature in cursive script that reads "Joanne Power Thayer". The signature is written in black ink and is positioned to the right of the "Regards." text.

NYSBA

Special Committee on Association Governance

Report and Recommendations to the Executive Committee on Matters of Association Governance

March 2003

The Committee is solely responsible for the contents of this report and the recommendations contained herein. Unless and until adopted in whole or in part by the Executive Committee or House of Delegates of the New York State Bar Association, no part of this report should be considered the official position of the Association.



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**REPORT AND RECOMMENDATIONS OF THE
SPECIAL COMMITTEE ON ASSOCIATION GOVERNANCE
March 2003**

INTRODUCTION

The Special Committee on Association Governance (the “Committee”) was appointed during the summer of 2001 by then Association President Steven C. Krane. We were given a broad charge (included as Appendix A to this report) that empowered us “to study any and all aspects of New York State Bar Association governance and to make appropriate recommendations for improving the overall effectiveness and functioning of the organization, as well as the efficiency, interaction and operation of its constituent parts.”

In essence, the Committee’s stated purpose was structured to permit an all-inclusive examination of the Association’s governance processes for purposes of recommending whatever improvements we might deem warranted. We were invited to make a thoughtful evaluation of all critical areas of Association governance. This we have endeavored to do, and the balance of this report is the product of our collective efforts.

The Committee was specifically invited, in its discretion, to explore issues such as the interrelationship between the House of Delegates and the Executive Committee, and the balance of power between the two bodies, as well as the interrelationship between the Sections and the Association, including the improvement of communications among the Sections and between the Sections and the Association, and whether Sections should have a uniform officer structure as well as uniform dates for officer changeovers. We were invited to examine the desirability of continuing to have a separate and independent Finance Committee as opposed to other structures, and of creating a Committee on the Scope and Correlation of Work of the Association. We were also asked to consider whether additional meetings of the Executive Committee were desirable each year.

We were encouraged to consider whether the Bylaws should be amended to mandate that the President-Elect be chosen from a specified geographical area each year according to a pre-

determined rotation. Our charge invited us to explore means for increasing diversity in the Association through initiatives such as expanding the House of Delegates and the Executive Committee to include more women and minorities.

We were also encouraged to explore how voluntary pro bono services by Association members might better be encouraged, perhaps through coordination at the Executive Committee level. Finally, we were given liberty to consider whether a governance structure entirely different from that currently in place should be adopted.

To accomplish this task, President Krane designated a seventeen-member Committee, whose names appear at the conclusion of this report, reflecting the diversity available in the Association. The members are drawn from all across the state and reflect diversity not only in terms of gender and race, but also in terms of practice setting and firm size. Our members include individuals with experience in the House of Delegates, Executive Committee, Finance Committee, and Nominating Committee, as well as in a variety of Section and committee leadership positions. Our members include former officers as well as current Association President Lorraine Power Tharp and Treasurer Kenneth G. Standard. Moreover, we had the able assistance of Michael E. Getnick as Executive Committee liaison, and staff liaison support provided by our Executive Director, Pat Bucklin, and Associate Director, John Williamson. In addition, during his term as President, and in spite of the demands of his duties, Steven Krane participated in several of our meetings and offered many constructive ideas to further our study, and now serves as a member of the Committee.

The ensuing sections of this report will discuss in detail the manner in which we approached our assignment, our analysis of the various issues, and the recommendations we developed to address concerns and achieve improvements going forward. For ease of reference, we have divided the report into a series of subsections, each addressing discrete areas of the governance structure or process. Where we have recommended improvements, those are set forth in each subsection. In addition, the recommendations are set forth in a group at the conclusion of the report.

We should emphasize that while we make several suggestions for change, we found the overall structure of the Association's governance to be sound and functioning in a generally

effective manner. Our suggestions, therefore, are geared towards improving what we have and making our system more responsive to the current needs of the Association and its members.

METHODOLOGY

Given the breadth of our mission, involving such a wide variety of issues and potential areas of inquiry, we first reflected on the overall goals any examination of our governance system should hope to achieve. While somewhat philosophical in its orientation, this discussion led to a consensus as to the beneficial purposes our study should fulfill, with specific recommendations to flow from those principles.

We saw a need for the Association to become more diverse in its broadest sense, thereby being enriched by the contributions of those who have been traditionally under-represented in the Association. By this statement, we do not mean to imply what has been perhaps the traditional meaning ascribed to diversity, that of including more women and minorities within the framework of the Association. Our view is more expansive and contemplates individuals in those groups not only being part of, but being able to advance in our organization to top positions of leadership. We also see diversity as including other traditionally under-represented groups in our ranks, such as government attorneys, so that the Association is not perceived as focusing almost exclusively on attorneys in private practice. As an organization, our goal should be for the Association to actively embrace all attorneys under one umbrella, regardless of their practice setting, gender, race, ethnicity, disability or other distinguishing characteristics. In this fashion, we will truly grow in stature as the statewide bar association for all attorneys. Our governance structure should support, and not serve to impede, this goal.

Closely paralleling this idea was our belief that the Association was not realizing the full value of the resources of our Sections. Specifically, we were concerned that many talented Section leaders were unable or felt uninvited to move beyond their own Sections into leadership positions within the Association. Through this limitation, we lose the benefit of the knowledge, expertise and commitment that Section leaders can bring to the larger arena of the Association. We felt it crucial for us to consider ways to promote the advancement of Section leaders in the Association so as to enhance our ability to better tap that rich talent pool.

We also saw a need to address overall representational issues so that the Association's governing bodies more closely reflect the current distribution of our resident members in the state and continue to do so in the future. We noted that the change in the composition of the Nominating Committee, brought about through Bylaws changes adopted in 1999, had been a constructive step in the right direction, but that concerns still remain regarding the structure of the Nominating Committee, evidenced by a proposal which surfaced in recent years that the office of President-Elect be rotated on a strict basis among the four judicial departments to promote assurance that the office would be held at appropriate intervals by individuals from the Association's major population areas of the state. Similarly, there was concern that the Executive Committee might benefit from a structure that would bring its membership more in line with the current distribution of the Association's population. We felt that to address these and related issues, we needed to go forward with a representational methodology that is both fair and workable.

We also viewed communication as another theme of critical importance for the Association's future. Again, we viewed this area from a broad perspective encompassing all facets of communication: the Association with its members; the Association with county, local, specialty and ethnic bar associations throughout the state; and with and among our Sections and committees. Our belief is that enhanced communication, particularly using the advanced technology currently at our disposal, is essential for our future as an organization. If we can take advantage of modern means of communication to keep each other informed at all levels, the Association should continue to thrive as we advance through the twenty-first century. Information, particularly that which is practice-oriented, will help our members become more effective in their chosen profession. The efficient exchange of information, both within the Association and with local and other bar associations, will enable us to better address issues of importance in an informed and timely manner and to be a more effective voice for New York's legal profession.

To evaluate these major themes, as well as the other specific items enunciated in our stated purpose, we formed six subcommittees to conduct in-depth studies of the various issues.

These were:

(a) A Subcommittee on the House of Delegates and the Executive Committee was charged with examining all issues pertaining to those two bodies, including the relationship

between the two, their composition, and whether seats should be added to either or both to enhance diversity in representation.

(b) A Subcommittee on Leadership Development considered the process by which the Association's future leaders are chosen so that quality and fairness can be assured. The subcommittee also evaluated means for encouraging highly qualified candidates to come forward, as well as providing opportunities for individuals to develop as future leaders of the Association. In addition, the subcommittee studied the difficult issues of modifying current term limits and the rotation of the presidency among the four departments. We should note that as our study progressed, we found a strong overlap on major issues being addressed by these first two subcommittees, so they were merged into a single group.

(c) A Subcommittee on Sections and Standing Committee Relations reviewed issues such as how to promote more regular and effective communications between the Association leadership and Sections and committees and among those groups. The subcommittee also considered whether the Association is losing talent at the leadership level because there is no ready means of progressing from Section and committee leadership to the House of Delegates and the Executive Committee. The subcommittee evaluated the current system for allocating delegates to Sections in the House of Delegates, the effect of present levels of Section autonomy on the Association, and the possible need for greater uniformity in the terms of Section officers.

(d) A Subcommittee on Communications examined issues relating to communication as a basis for promoting sound governance. The subcommittee explored concepts for providing a broader distribution of information to wider segments of the membership as well as to Sections and committees, and to county, local and other bar associations through modern methods as well as emphasizing information that is critical to recipients. The subcommittee also considered how liaison techniques with Sections and committees might be improved.

(e) A Subcommittee on Diversity studied how diversity might be increased at all levels of the Association and how the Association, Sections and committees might effectively be encouraged to place qualified women, minorities and other traditionally under-represented groups of attorneys in leadership positions. For purposes of this report, the terms "minority" or "minorities" refer to the following racial and ethnic traditionally under-represented groups identified by the National Association of Law Placement: (a) Hispanic/Latino; (b) Black/African American; (c) Asian/Pacific Islander; and (d) Native American/Alaskan.

(f) A Subcommittee on Other Governance Structures examined alternative governance approaches that the Association might consider. The subcommittee took an expansive view of

this topic and did considerable research into how the American Bar Association and other state bar associations structure and administer their operations.

The subcommittees devoted substantial effort to studying their respective areas of inquiry, exchanging e-mails, written materials, and convening by telephone conference. The full Committee met on twelve occasions. It discussed and refined the work of the subcommittees and ultimately developed the instant report. As part of our study, we reviewed prior reports by various Association committees, such as the Committee on Bylaws, addressing pertinent governance issues, as well as summaries from several Executive Committee strategic planning retreats. We also considered relevant materials gathered from other state bar associations and the American Bar Association. In addition, we evaluated extensive statistical data furnished by our staff.

We should note, as part of our process, that we did an outreach to the membership, via the NYSBA Web page and the State Bar News, to solicit any concerns or ideas on their part. We also contacted several past Presidents, Nominating Committee chairs, and retired Executive Director William J. Carroll to obtain their views which, in turn, were factored into our analysis of the issues.

The balance of this report reflects our analysis, conclusions and recommendations with respect to major governance issues. As noted in our prefatory remarks, we have divided our discussion into several topical areas to facilitate review. These areas are as follows: Executive Committee; Committee on Leadership Development; Diversity; Minority Representation in the House of Delegates; Nominating Committee; Section Representation in the House of Delegates; Executive Committee and House of Delegates Meetings; Terms of Association Officers; Communications; and Other Matters.

As indicated at the outset of this report, after careful analysis, we found the overall governance structure to be sound and functioning in a generally effective manner. However, like all systems of government, we found areas where improvements could be made, or where the passage of time and growth in the Association indicate a need for modifications to our governance. Thus, while we view our overall structure as solid, we believe that improvements

are warranted to make it stronger, more inclusive and more responsive to the needs of our members. It is in this spirit that we offer the following recommendations for your consideration.

ANALYSIS AND RECOMMENDATIONS

A. Executive Committee.

Under the Association Bylaws, the Executive Committee is charged with managing the “business, affairs and activities of the Association” between meetings of the House of Delegates, and with supervising the activities of the Association’s Sections and committees. The latter responsibilities are far reaching and include authority to promulgate rules in furtherance of this supervisory function and to approve affirmative legislative proposals developed by Sections and committees.

The Executive Committee consists of 24 members: four officers (President, President-Elect, Secretary, Treasurer); the immediate past President; 13 Vice-Presidents (one from each judicial district except the first, which has two), and six members-at-large (selected on a statewide basis, with a requirement that at least two be chosen from the first district). The members of the Executive Committee are selected by the Nominating Committee each year and are elected at the meeting of the House of Delegates held in conjunction with the Annual Meeting.

1. Composition. We believe that the Association would benefit from expanding the size of the Executive Committee to 30 members. This expansion would be designed to promote more diversity in its broadest sense as well as provide additional, meaningful opportunities for more members to serve the Association. Our proposed Executive Committee would be structured as follows: the five present and former officers (President, President-Elect, Secretary, Treasurer and immediate past President); 15 Vice-Presidents, with three to be selected from the first district, two from the tenth district, and one each from the remaining ten districts; and ten members-at-large.

a. Vice-Presidents

In essence, in terms of Vice-Presidents, we would be adding two to the current group, with one to come from the very heavily populated first district that comprises New York County and one from the tenth district, which is the second most populous in terms of resident

members. With a total of three Vice-Presidents from the first district and two from the tenth, this representation better reflects the current distribution of Association resident members in the state. In support of this point, attached as Appendix B is a chart reflecting attorney distribution among the various counties, districts and departments as of January 1, 2003. The two columns show total attorneys registered from each county and Association resident membership within each county. The year-end Association membership figure is the one which determines county bar representation in the House of Delegates. There is also a separate chart included in Appendix B which breaks down our membership by judicial department. The data on the charts show 21,276 members in New York County out of a total statewide Association resident membership of 53,412, or 39.8 percent. The tenth district contains 8,253 resident members, or 15.4 percent. For purposes of these calculations, we are excluding out-of-state members. Three of 15 Vice-Presidents in the first district would equate to 20 percent, which is below the ratio of members from New York County to the total resident membership. Similarly, two in the tenth would equal 13 percent which is somewhat below the member ratio for that district. However, we feel these additions would provide a reasonable increase in representation from both districts on the Executive Committee.

b. Members-at-large

In recommending that the number of members-at-large be increased from six to ten, we would urge that certain conditions be placed on their selection to ensure fair geographic distribution as well as promote greater diversity on the Association's Executive Committee. Currently, to be eligible, a person must be a member of the House of Delegates or a Section chair at the time of selection, or have held either position within the preceding three years. We would envision selection as follows:

Eight members-at-large would be chosen by the Nominating Committee. Current or recent House membership would remain unchanged as one criterion for eligibility. However, we recommend that at least four of the eight be selected from the first district with one of them required to be a current or former Section chair. In addition, we recommend that a further two members-at-large be current or former Section chairs. We recommend elimination of the present three-year window of eligibility applicable to former Section chairs so that all former Section chairs could be considered for the position. We believe this change would be beneficial as a key role of the Executive Committee is to exercise leadership on behalf of the Association. Many former Section chairs have demonstrated outstanding qualities of leadership and we feel it would be counterproductive for the Association to be deprived of their services simply because they

were precluded by a three-year time constraint. Demonstrated leadership is a timeless and valuable quality that should not be bound by a time limit. Moreover, as a practical matter, leadership of a Section can be time-consuming and an individual completing a term as Section chair may need two or three years to re-establish a law practice before being able to pursue a leadership role on the Executive Committee. Removal of the present time limit on the eligibility of former Section chairs would solve that problem completely. We should emphasize that while we would require only one member-at-large to be both a first district resident and a section leader, any individual selected as a member-at-large can fulfill both requirements for section leadership and first district location simultaneously. This ability to fulfill the criteria of former Section chair and first district location in a single nominee means that at least two of the at-large seats will be undesignated, assuring that the Nominating Committee has the flexibility to select individuals who have demonstrated leadership in some other capacity (e.g., a committee chair or local bar leader). The other two members-at-large would be appointed by the President from a pool of persons to be recommended by the proposed Committee on Leadership Development in consultation with the proposed Committee on Diversity, which will be discussed at length in ensuing segments of this report. The President would be encouraged to use these two appointments to promote gender, racial and ethnic diversity on the Executive Committee. After reviewing the proposed pool of appointees in any given year, the President would have the right to ask the Committee on Leadership Development for additional recommendations.

c. Other Considerations

We have one final point on the size of the Executive Committee. As we discussed the addition of positions to promote diversity and expanded opportunities for participation by Section leadership, we did have some concern that the size of the Executive Committee could become so large as to detract from the collegiality that presently exists on that body. We considered whether it would be helpful to combine Vice-Presidents from certain of the smaller districts into a single position so that one Vice-President might represent two districts. Thus, the total number of Vice-Presidents might be reduced by two or three, and the overall size of the Executive Committee would not change significantly from the current 24 despite the addition of two Vice-Presidents from the first district and four members-at-large.

We recognized, however, that there are a number of political and demographic factors that weigh in favor of having a minimum of one Vice-President from each district. We saw the benefit of each district having at least one Vice-President to represent the members of that

district and to bring to the Executive Committee the unique perspectives, problems or concerns of that area. Moreover, we also saw the advantage to the Association of a structure that fosters the development of potential future leaders at the local level. The county and local bar associations continue to be of prime importance in the development of a diverse leadership base for the future. Thus, we felt it unwise and counterproductive to diverge from an approach that has worked well for a number of years. We also believe that at 30 members, the Executive Committee's size will not be so large as to destroy the collegiality that has been such a vital component of that committee's success.

2. Nominating process regarding members-at-large with Section leadership experience. As noted above, each year the Nominating Committee would be asked to select eight members-at-large, three of whom have had experience as a Section chair. Since the Nominating Committee is structured primarily on a district basis, it is possible that the members may not be fully familiar with the activities and credentials of Section officers. Consequently, to aid the Nominating Committee in making these required nominations, the Committee on Leadership Development would be asked each year to identify current and former Section chairs with potential to serve on the Executive Committee and to recommend them to the Nominating Committee. The Sections themselves would also be encouraged to recommend qualified individuals directly to the Nominating Committee and to the Committee on Leadership Development. In making its nominations, the Nominating Committee would be required to take into consideration the persons recommended by the Committee on Leadership Development and the Sections. However, the Nominating Committee would not be bound by those recommendations and could select other current or former Section chairs deemed qualified to serve on the Executive Committee. The Nominating Committee would also be encouraged to take geographic balance into consideration in making its selections to promote a reasonable distribution of members-at-large among the various areas of the state.

As an alternative method, we considered a system whereby the three at-large members with Section leadership experience would be chosen by the Sections on a rotating basis. We are concerned, however, that depending on the specifics of the process, those selected might have insufficient experience with Association governance and the role of the Executive Committee in representing members from a variety of fields on a statewide basis. After due reflection, we felt it best to leave the final selection to the Nominating Committee, with the

benefit of recommendations from the proposed Committee on Leadership Development and the Sections themselves.

3. Terms. There are term limits applicable to Association offices. Presently, Vice-Presidents may serve no more than six consecutive one-year terms. Members-at-large may serve no more than three consecutive terms in that capacity. Further, a member of the Executive Committee may serve no more than six consecutive terms in the combined capacities of Vice-President and member-at-large. The Secretary may serve no more than four consecutive terms in that position. The Treasurer is limited to six consecutive terms in that office.

These term limits have been in place for a number of years, dating back to the 1980s. The intention underlying term limits was to promote rotation, particularly in the offices of Vice-President and member-at-large, thus providing expanded opportunities for service on the Executive Committee. These time limits were balanced against allowing individuals a reasonable time period on the Executive Committee in which to gain experience as either a Vice-President or member-at-large and to demonstrate the knowledge and leadership skills required of individuals seeking to become President-Elect.

Based on our analysis of the current term limits, we believe that the four-year limitation placed on the Secretary should remain unchanged. New duties in connection with diversity initiatives are being proposed below for the Secretary, and it would be disruptive to those efforts to shorten the eligibility period for that office. While the position of Treasurer demands a detailed level of knowledge regarding the financial affairs of the Association, we believe it would be fair and workable to shorten the maximum period of service to four years, making it consistent with the four year term limit applicable to the Secretary. Moreover, experience in recent years reflects that most Treasurers tend to serve less than the six years currently allowed.

We also believe that changes are in order for the terms of Vice-Presidents and members-at-large. To expand opportunities for service on the Executive Committee, we propose that the maximum number of consecutive terms that a Vice-President may serve be reduced from six to four. For the sake of consistency, we recommend that members-at-large be allowed to serve up to four consecutive terms instead of the current three. Additionally, individuals should

be permitted to serve no more than four consecutive terms in the combined capacities of Vice-President and member-at-large. By limiting the combined terms of Vice-President and member-at-large to four years instead of the current six, opportunities for participation on the Executive Committee will expand. Yet, four years will still allow those joining the Executive Committee to gain necessary knowledge as to the workings of that committee and, for those who are interested, to demonstrate leadership capabilities for higher office. As a matter of continuity, we recommend that the new, shorter limits be applied only to newly-elected members of the Executive Committee; incumbents in office at the time implementing Bylaws amendments take effect should be permitted to serve up to the current limit of six consecutive years. The shorter limits will apply to their successors.

In summary, we recommend:

1. *The total membership of the Executive Committee should be increased from 24 to 30 through the addition of two Vice-Presidents (for a total of 15) and four members-at-large (for a total of ten).*

2. *The two additional Vice-Presidents should be allocated one each to the first and tenth districts, so that three of the 15 shall be selected from the first district and two from the tenth.*

3. *The selection of the ten members-at-large should be as follows:*

a) *Eight members-at-large to be selected by the Nominating Committee each year, with at least four to come from the first district with one of them required to be a current or former Section chair, and a further two to be current or former Section chairs. While one member-at-large must be both from the first district and a Section chair, any other individual selected may fulfill both requirements simultaneously. Current or recent service as a House of Delegates member would be retained as a criterion. Also, in making its selections, the Nominating Committee should give due consideration to maintaining a reasonable geographic balance.*

b) *Two members-at-large to be appointed by the President from a pool of persons recommended by the Committee on Leadership Development in consultation with the Committee on Diversity. The President would be encouraged to use these two appointments to promote gender, racial and ethnic diversity on the Executive Committee. After reviewing the proposed pool, the President would be empowered to ask the Committee on Leadership Development for additional recommendations.*

4. *The maximum number of consecutive terms that a Vice-President may serve should be reduced from six to four.*

5. *Members-at-large should be allowed to serve up to four consecutive terms instead of the current three.*

6. *Individuals should be permitted to serve no more than four consecutive terms in the combined capacities of Vice-President and member-at-large instead of the present six.*

7. *The maximum number of consecutive terms that a Treasurer may serve in that capacity should be reduced from six to four.*

8. *The new, shorter term limits should apply only to newly-elected members of the Executive Committee. Incumbents in office at the time implementing Bylaws amendments take effect should be permitted to serve up to the current limit of six consecutive years.*

B. Committee on Leadership Development.

In the immediately preceding section, we referenced a new standing Committee on Leadership Development in connection with the nomination or appointment of individuals to serve on the Executive Committee. We would like to describe more fully the purposes, responsibilities and composition of the proposed committee to facilitate understanding of the benefits that it could bring to the Association.

There are several concepts that underlie our recommendation for establishment of such a committee. The first is to ensure the development of highly competent and qualified leaders for the Association. As our Association grows in size, as the issues we confront become more complex and varied, as the practice demands and pressures on our members intensify, and as technology and competition transform the legal profession as we know it, it becomes imperative that we have the best leaders possible if the Association is to successfully surmount these challenges.

At present, we have no formal mechanism for identifying or mentoring potential future leaders. Individuals may come forward through work with a Section or committee. Or, they may become known through activities or leadership with a local bar association, or perhaps through service in the House of Delegates. Talented individuals may also be recognized by members of the Nominating Committee. The Association has been blessed in the past with numerous outstanding leaders who have been identified through the above methods. In our view,

however, the presence of a committee to identify and mentor potential leaders could be of great benefit to the Association, particularly in an age where many people, including attorneys, are disinclined to join or become active in professional or civic organizations.

Earlier in the report, we alluded to the need to promote diversity in the Association and to expand opportunities for participation by former Section leaders if the Association is to take full advantage of the talent pool that is available. Again, no specific mechanism exists to accomplish these goals. We felt that the presence of a committee to identify, mentor and promote advancement of future leaders, including women, minorities, and Section leaders, could help address these issues. We also believe that a Committee on Leadership Development, by making suitable recommendations to the Nominating Committee for elective offices, or to the President for appointive positions, could render valuable assistance in ensuring the flow of diverse, highly qualified members to positions of Association leadership.

We envision the responsibilities of the Committee on Leadership Development as including the making of recommendations to the President of a pool of persons from whom the President shall make appointments to the Executive Committee and the Nominating Committee. (We have already presented our recommendation concerning two members-at-large of the Executive Committee to be appointed by the President and will describe in a subsequent section our thoughts concerning presidential appointments to the Nominating Committee.) As described above, we also see this committee as making recommendations to the Nominating Committee for nominations of members-at-large to the Executive Committee. Further, and critically important, the new committee should be charged with identifying, encouraging and mentoring future leaders of the Association and serving as a resource to help the President identify potential members of other committees and task forces. In this capacity, we envision the committee consulting with a host of entities including the New York State Conference of Bar Leaders and Section leadership. Finally, we see the Committee on Leadership Development as discharging a critical role in furthering the goals of achieving greater diversity among the leaders of the Association, including greater representation of former Section leaders among the leadership of the Association.

To pursue these purposes, we recommend that the Committee on Leadership Development consist of 12 members, who would serve staggered three-year terms, with no member serving more than two terms consecutively. The immediate past President would chair

the group, and the President-Elect would also be a member. The remaining ten members would be appointed by the President, with the goals of the committee in mind, as follows: three members from a pool of persons who have served as President during the past seven years, and seven members chosen from a pool consisting of current and former members of the Executive Committee and current and former Section and committee chairs.

To accomplish the staggered term feature, the President would be appointing each year three or four members, with one being drawn from the pool of past Presidents and either two or three, depending on the year, from the pool of current and former members of the Executive Committee and current and former Section and committee chairs. We also recommend that the staff liaison assigned to the committee be someone who is knowledgeable concerning the work of the Sections and committees and their leaders. This will aid the committee in making informed recommendations.

In discussing the role and functioning of the Committee on Leadership Development, we weighed whether the committee should be given the power to fill certain of the at-large positions on the Executive Committee in fulfillment of its role of promoting greater diversity. On balance, we felt this would concentrate too much power in the hands of a group whose fundamental purpose will be to identify, mentor and recommend potential leaders to the Association. For the Committee on Leadership Development to also possess the power of direct appointment would create a risk of politicizing the process which, in turn, could prove detrimental to the objectives we are seeking to accomplish. Rather, we prefer that the committee exercise an advisory and recommending role, with the selection of final nominees or appointees to remain in the hands of the Nominating Committee and the President.

In summary, we recommend:

1. The Association should establish a standing Committee on Leadership Development, consisting of 12 members who will serve staggered three-year terms, with no member to serve more than two consecutive terms. The immediate past President shall chair the group and the President-Elect shall be a member. The remaining ten members shall be appointed by the President, with the goals of the committee in mind, from the following groups: (a) three members from a pool consisting of persons who have served as President during the past seven years; and (b) seven members from a pool consisting of current and former members of the Executive Committee and current and former Section and committee

chairs. Each year the President shall appoint three or four members of the committee, with one being drawn from the pool of past presidents and either two or three, depending on the year, from the pool of current and former members of the Executive Committee and current and former Section and committee chairs. The committee should also have assigned to it a staff liaison who is knowledgeable concerning the work of the Sections and committees and their leaders.

2. *The responsibilities of the Committee on Leadership Development shall be to:*
 - (a) *identify, encourage and mentor future leaders of the Association;*
 - (b) *make recommendations to the President of a pool of persons from whom the President shall make appointments to the Executive Committee and the Nominating Committee;*
 - (c) *make recommendations to the Nominating Committee for nominations to the Executive Committee;*
 - (d) *serve as a resource to help the President identify potential members of other committees and task forces; and*
 - (e) *further the goals of: (i) greater diversity among the leaders of the Association; and (ii) greater representation of former Section leaders among the leadership of the Association.*

C. Diversity.

As noted in our prefatory remarks to this report, we believe one of the great strengths possessed by the Association is the diversity of our membership in terms of geographic distribution, area of practice, practice setting and firm size. In terms of gender, women constitute over one quarter of our membership. While we have, as an organization, made strides in increasing the number of women members and advancing them to positions of leadership, much remains to be done if the Association is to reflect fairly the growing number of women in the legal profession not only in terms of our general membership, but of equal, if not greater, importance, in the number of women who rise to positions of top leadership.

Similarly, while we can count more minority attorneys among our membership and in the House of Delegates than in earlier years, we are far from achieving levels of minority participation in which we can take pride. We must exert improved efforts if the Association is to become truly inclusive of members from all races, ethnic groups and other traditionally under-

represented groups. One of our strongest assets as a statewide association should be our diversity and we must take forceful and positive steps if we are to improve beyond our current situation.

Consistent with this concern, we applaud the action taken by the House of Delegates on June 22, 2002, in approving a report and recommendations presented by the Committee on Women in the Law with respect to gender equity in the legal profession. Several key initiatives emanated from that report, including recommendations to enhance resources for law offices on policy and procedures to promote gender equity and to advance the NYSBA's outreach to women and opportunities for their participation. To facilitate implementation of those objectives, a task force has been formed with representatives from Sections and relevant committees to create action plans that address concerns in the various work settings and fields of concentration.

We also commend the Business Law Section for adopting its own plan to enhance diversity within that Section. It is this type of initiative that will help to provide inspiration and guidance to the Association and to other Sections as we seek to advance diversity in an aggressive and decisive manner.

Building on those commendable efforts, and expanding the concepts they present to encompass all facets of diversity, we believe that the Association should have a concise, yet clear diversity policy. This policy should set forth our objectives with respect to diversity for all to see, and to serve as a reminder that in all our activities, and in the selection of our leaders at all levels, we embrace diversity as one of our cardinal principles.

In keeping with this philosophy, we offer the following diversity policy for adoption by the Association:

The New York State Bar Association is committed to fostering diversity in its membership, officers, staff, House of Delegates, Executive Committee, Sections, committees and their respective leaders. Diversity is an inclusive concept, encompassing gender, race, color, ethnic origin, religion, sexual orientation, age and disability.

We are a richer and more effective Association because of our diversity, as it increases our Association's strengths, capabilities and adaptability. Through increased diversity, our organization can more effectively address societal and member needs with the varied perspectives, experiences, knowledge, information and understanding inherent in a diverse membership.

We believe, however, that it is not enough merely to adopt a policy on diversity. No matter how lofty or well-intentioned are the phrases, words alone will not accomplish their stated purpose. To achieve actual progress will require the dedicated work of people throughout the Association. This will include our officers and leaders at all levels, our Sections and committees, and our staff, if we are to be successful. In this regard, we recognize that under our Bylaws, committees and Sections would be governed by the Association's diversity policy. As further reinforcement, we recommend that all Sections adopt a diversity policy that is consistent with the Association's policy.

Moreover, we do not feel it will suffice to solely charge busy officers, committee or Section chairs, or our staff with the general goal of promoting diversity. That can lead to efforts of differing quality, intensity and success, which has been the past experience of the Association. Rather, we believe it is critical to designate specific individuals and committees with primary responsibility for our Association's diversity initiatives and to measure and report on progress at periodic intervals as an incentive to ongoing efforts in this area.

We recommend, therefore, that a single individual be appointed as Diversity Chair for the Association. That person should be the Secretary of the Association. This will place responsibility at a high and visible level within the organization, thus emphasizing the organization's commitment to promoting diversity. Also, since the Secretary, under the Bylaws, is able to serve up to four consecutive one-year terms in that capacity, this will promote continuity of knowledge and effort when that individual functions as Diversity Chair. Further, since diversity coordination will be a stated duty of the office of Secretary, those assuming the office will be aware in advance of the responsibility they are about to undertake. In fact, the Nominating Committee will have the ability to query candidates for that office regarding their commitment to and plans for promoting diversity.

In Appendix C, we have set forth a proposed job description for the Diversity Chair. We view the responsibilities as working with the House of Delegates, Executive Committee, Sections and committees, staff, the Committee on Membership and a new standing Committee on Diversity to achieve the goals enunciated above in the proposed diversity policy. The Chair also would be charged with measuring the progress of diversity initiatives that are undertaken, and reporting that information at least annually to the Association's officers and members. The Chair would head a new standing Committee on Diversity, consisting of at least 15 members of the Association drawn from, among other sources, the ranks of current and former NYSBA officers, Section officers and committee chairs, as well as officers from various minority and women's bar groups and the New York State Conference of Bar Leaders. The Chair would work with the Sections and committees to encourage and assist them in committing to the diversity effort, as well as making presentations to Section leadership at the Annual Section Leadership Conference and other appropriate opportunities to encourage participation by the Sections in the implementation of the Association's diversity plans.

We recommend creating a Committee on Diversity within the Association as we strongly believe such a group is necessary to further the ends of inclusiveness. We considered whether the Diversity Chair could work with existing committees, such as the Committee on Women in the Law or the Committee on Minorities in the Profession. However, we felt that both groups were fully involved with their own projects and it would be unfair to impose a new and expanded agenda on either group. Also, it would place the burden on the groups most affected by the obstacles to progress in this area. We believe it is preferable to create a new committee charged with focusing on the development, monitoring and reporting of diversity initiatives. Such an approach will better serve the needs of the membership and the Association by having a single group charged with responsibility for this important area.

We visualize that a considerable portion of the work to be undertaken by the Diversity Chair and the Committee on Diversity will be concentrated at the Section level. Consistent with this purpose, we recommend that a diversity Chair be designated from each Section to promote coordination, communication of ideas and appropriate guidance to those entities.

We believe that the Diversity Chair and the Committee on Diversity should develop suitable goals and a timeline for their implementation. As with the American Bar Association's Goal IX, we contemplate at least annual reports being made and the development of statistics to keep everyone focused on the need for ongoing attention to this area and on the measurable progress that is being made.

In summary, we recommend:

1. *The Association should adopt a diversity policy as follows:*

The New York State Bar Association is committed to fostering diversity in its membership, officers, staff, House of Delegates, Executive Committee, Sections and committees and their respective leaders. Diversity is an inclusive concept, encompassing gender, race, color, ethnic origin, religion, sexual orientation, age and disability.

We are a richer and more effective Association because of our diversity, as it increases our Association's strengths, capabilities and adaptability. Through increased diversity, our organization can more effectively address societal and member needs with the varied perspectives, experiences, knowledge, information and understanding inherent in a diverse membership.

2. *The Secretary should be designated as Diversity Chair for the Association. The responsibilities of the Diversity Chair (set forth in full in Appendix C) include working with the House of Delegates, Executive Committee, Sections and committees, staff, the Committee on Membership and a new Committee on Diversity to achieve the goals enunciated in the Diversity Policy. The Diversity Chair should be charged with measuring the progress of diversity initiatives that are undertaken, and reporting that information at least annually to the Association's officers and members. The Diversity Chair would also head the new Committee on Diversity, and work with the Sections and committees to encourage and assist them in committing to the diversity effort. The Diversity Chair shall also make presentations to Section leadership to encourage participation by the Sections in the implementation of the Association's diversity*

policy, including the establishment of a diversity policy for each Section that is consistent with that of the Association, and the designation of a Diversity Chair for each Section.

3. *The Association should establish a standing Committee on Diversity consisting of 15 members of the Association to be drawn from, among other sources, the ranks of current and former NYSBA officers, Section officers and committee chairs, as well as officers from various minority and women's bar groups and the New York State Conference of Bar Leaders. Under the leadership of the Diversity Chair, the Committee on Diversity will be charged with focusing on the development and implementation of diversity initiatives for the Association.*

D. Minority representation in the House of Delegates.

Closely related to developing greater diversity in the Association, particularly at the leadership levels, is the presence of more minorities in the House of Delegates. Frequently, for individuals desiring to advance in the Association, their first active involvement is accomplished by becoming a member of the House of Delegates. In the House, they have an opportunity to become known and to demonstrate skills that can lead subsequently to their selection for service on the Executive Committee. However, there are comparatively few minority members in the House. Hence, the number of minority members available to participate in Association governance and to advance to higher office is small. Moreover, the Association Bylaws require prior House service as a prerequisite to serve as a Vice-President. Similarly, recent service in the House of Delegates or as a Section chair is required of someone seeking to become a member-at-large of the Executive Committee. Because of these House service requirements and the relatively small pool of minority members in the House, the likelihood of minorities advancing to the Executive Committee is substantially diminished.

Given this backdrop, we considered at length how diversity could be promoted on both the Executive Committee and House of Delegates. We discussed the waiving of the House service requirement and perhaps substituting leadership experience in another bar association as a criterion for the eligibility of minorities for designation to the Executive Committee. However, on balance, we felt that such a measure could be counterproductive. Participation in the House provides much in the way of worthwhile experience for future leaders of the Association and

gives them an understanding of the major policy issues confronting the Association. Of equal importance, individuals in the House become known to others so that they are a familiar quantity when they come under consideration for higher office. We believe it would not be wise to depart from the longstanding system developed under our Bylaws that the officers and other members of the Executive Committee have gained experience and exposure in the House of Delegates. In short, from a governance perspective, we saw no reason to shift from the time-proven process of having our leaders emerge from the House of Delegates where they have been schooled concerning our policies and procedures.

Rather, we saw as a better approach one where we could introduce added minorities to the House. This would not only add more minorities to our policy-making body, but would also expand their number in the pool from which our future leaders are drawn.

In furtherance of this concept, we recommend that 12 additional members be appointed to the House each year by the President. These individuals would be drawn from the racial and ethnic traditionally under-represented groups identified by the National Association of Law Placement. Those groups are: (a) Hispanic/Latino; (b) Black/African American; (c) Asian/Pacific Islander; and (d) Native American/Alaskan. The number of added minority members could be adjusted periodically to reflect changes in the percentage of minority students at United States law schools as computed by the National Association of Law Placement. We would suggest three years as an appropriate interval for making this adjustment.

To aid the President in the appointive process, the Committee on Diversity would be charged with making recommendations of qualified persons to the President. In making appointments, the President would not be bound by the Committee on Diversity's recommendations, but could consider other persons as well. Since the House of Delegates is essentially structured on a geographic basis in terms of its representation from the various counties, to parallel this approach the President would be encouraged, to the extent feasible, to make appointments that are geographically diverse. This would avoid having the minority appointees clustered in the same geographic area. Moreover, it is our belief that as the minority members become active in the House and demonstrate their leadership qualities, the county bar associations or Sections might select them to fill some of their delegate positions, or the Nominating Committee might see them as potential elected delegate candidates. In such a

manner, the number of minority members can expand in addition to the 12 designated seats to be filled by the President. We have recommended that the appointment of these minority delegates be made by the President rather than by the various minority bar organizations. This approach is premised on the fact that there are numerous minority bar groups in the state, and it could create difficulties in terms of designating which associations would be permitted to appoint delegates, particularly since there are some groups desirous of participating more closely with the NYSBA and others that are not so inclined. To avoid unnecessary difficulties, we felt the preferable approach would be to vest the appointing authority in the President, with guidance to be provided by the Committee on Diversity.

In summary, we recommend:

1. *Twelve additional members of the House of Delegates should be appointed each year by the President from the racial and ethnic traditionally under-represented minority groups identified by the National Association of Law Placement. Those groups are: (a) Hispanic/Latino; (b) Black/African American; (c) Asian/Pacific Islander; and (d) Native American/Alaskan. The number of additional minority members should be adjusted every three years to take into account changes in the percentage of minority students at United States law schools as computed by the National Association of Law Placement.*
2. *To assist the President in making the appointments, the Committee on Diversity will make recommendations of qualified persons to the President.*
3. *The President should be required, to the extent feasible, to make appointments that are geographically diverse.*

E. Nominating Committee.

The Nominating Committee currently consists of 37 members, plus alternates. Three of the members occupy at-large positions filled each year by the Nominating Committee, with one of the at-large members designated as chair of the Nominating Committee. The remaining 34 members are chosen at the district level by the Vice-President and elected delegates from each district after consultation with the members of the House of Delegates from that

district. The individuals so selected are reported by the Nominating Committee to the House of Delegates at the April meeting, with the House then formally electing those persons.

The 34 district representatives are chosen according to a formula which awards two members to each judicial district for up to the first 3,000 NYSBA resident members in that district, with the exception of the first district, which has three. The districts then receive one more member for each additional 3,000 resident members, or major fraction thereof. One of the members selected from each district must be a member of the House at the time of selection; the others must have been either a member of the House, Section officer or committee chair within two years of the time of selection.

This formula was put in place pursuant to Bylaws amendments adopted by the Association in January 1999. The number of district representatives selected under this formula remains fixed for a five-year period, at which point the representative entitlements are to be recalculated according to the above formula. This adjustment process is to be repeated at five-year intervals.

The foregoing change was prompted by a need to modify the previous structure of the Nominating Committee, which consisted of two representatives from each district, regardless of the number of NYSBA resident members in that district, plus the three at-large members. Under that approach, the more populous districts (the first, ninth and tenth), with only two representatives each, were under-represented on the Nominating Committee. The first had 39.8 percent of Association members, the ninth had 11.7 percent and the tenth had 15.4 percent. Thus, the view of the Committee on Bylaws, and of the House of Delegates in subscribing to a formula approach for awarding representatives, was to move to a Nominating Committee structure that would better reflect the distribution of NYSBA resident members among the districts. Under the formula adopted in 1999, the present allocation of district representatives is as follows:

<u>District</u>	<u>No. of Representatives</u>
1	9
2	2
3	2
4	2
5	2
6	2
7	2
8	2
9	3
10	4
11	2
12	<u>2</u>
	Total: 34

Under this distribution, the first district is entitled to nine of 34 district representatives, or 26 percent of the total. While this allocation was still short of mirroring the 39.8 percent of Association resident member population in the first district, it was felt that this was an improvement.

As part of our study, we evaluated the current structure of the Nominating Committee to determine if, in our judgment, further revisions were warranted. After careful reflection, we believe that, in the interest of fairness, the governance and nominating processes would benefit from a change to the formula for awarding district representatives to the Nominating Committee. Specifically, we recommend the adoption of a formula that would result

in an allocation of representatives that reflects more closely the distribution of NYSBA resident members among the various districts.

We believe the benefits of such an approach are twofold. First, a more representative allocation of the district members on the Nominating Committee is consistent with the “one person one vote” principle that underlies the approach taken to voting for elective offices in American democracy. It would provide each district a fair voice in Nominating Committee decisions more in accord with the size of the NYSBA resident membership from that district. Second, because the present allocation of representatives is disproportionate, there has been a strong movement in recent years to establish a strict rotation of the office of President-Elect among the judicial departments. We do not see a fixed rotational system for a key office as benefiting the Association over the long term because it might unduly limit choices under certain circumstances. Rather, we believe that a more proportionate distribution of district representatives on the Nominating Committee will obviate the need for such a measure as each district will then have a fair say in the process. It is our belief, based on prior experience, that our Nominating Committee will see the benefit to the Association of having our future Presidents continue to come from different geographic areas of the state.

In considering what formula to recommend, we examined several models before arriving at our choice, which appears as Appendix D to this report. Appendix D has been presented in chart form for ease of reference. Separate tables are presented for the current and proposed composition of the Nominating Committee. For each table, in a series of columns proceeding across the page, we show the district; the number of NYSBA resident members in that district; the percentage of the total membership that this figure constitutes; a column that sets forth the number of representatives for each district (below which appear figures for additional members of the Nominating Committee); and the final two columns which show the percentage that the number of representatives constitutes as a factor of the total judicial district representatives and then as a factor of the total membership on the committee.

Our proposed formula would award each district two members for up to the first 4,000 NYSBA resident members in the district (except the first district which would be awarded three), and one more member for each 1,550 additional members, or major fraction thereof. Thus, we retain the current minimum of at least two representatives from each district, so no

district will fall below its current level. To keep the Nominating Committee close to its current size, we did consider an approach that would have started each district with a single representative and then increased from that point based on population. We felt, however, that such a change might be perceived as tantamount to giving smaller districts a diminished voice in the nominating process. We viewed such a development as counterproductive and unnecessary. We concluded that each district should have at least two members on the Nominating Committee. While this will result in a larger Nominating Committee, we are persuaded the benefits far outweigh the potential logistical concerns that may accompany the administration of a larger body. Under our proposal, the district allocations would be as follows, based on January 1, 2003 membership figures:

<u>District</u>	<u>No. of Representatives</u>
1	14
2	2
3	2
4	2
5	2
6	2
7	2
8	2
9	3
10	5
11	2
12	<u>2</u>
Total:	40

While the total number of district representatives increases from 34 to 40, the number of representatives in any given district now more closely approximates the current distribution of NYSBA resident members among the districts.

In addition to the 40 district representatives, we propose that the Nominating Committee include an additional six members. Two of the six would be at-large members, one of whom would be the chair of the committee. These two positions are traditionally held by two former Presidents, one of whom serves as chair, and the second who will become chair the following year. We believe this arrangement has worked well in the past and should be retained. Remaining sensitive to the overall size of the Nominating Committee, we recommend elimination of the current third at-large position.

In our discussion of the Committee on Leadership Development, we referenced that committee as making recommendations to the President for appointees to both the Executive Committee and the Nominating Committee. In furtherance of the points discussed in that segment of the report, we recommend that another two of the six additional seats be filled by presidential appointment to promote diversity.

Similarly, drawing on prior discussions, we had concerns as to appropriate representation for the Sections on the Nominating Committee. We debated whether to require those districts with multiple representatives on the Nominating Committee to have at least some portion drawn from the Sections. However, we felt it would not be appropriate to graft a Section requirement on what is essentially a geographic approach. We believe that a better method lies in designating the final two additional seats on the Nominating Committee as ones to be filled by the President from the ranks of current Section chairs or those who have served in that capacity within the past two years, taking into consideration recommendations by the Committee on Leadership Development and the Sections themselves. This will give the Sections a specific and visible presence which will help to advance qualified Section leaders into other areas of valuable service to the Association.

We would retain unchanged the Bylaws requirements described above regarding current or recent House membership, or recent service as a Section officer or committee chair for the district representatives. We believe these are valuable criteria in terms of ensuring the presence of knowledgeable individuals on the Nominating Committee. With respect to the two presidential appointees and the two Section representatives, we believe that comparable standards should apply. By that we mean that those selected should have recent service, *i.e.*, within the past two years, as a House member, a Section officer or a committee chair. We would not require current House service for those positions. However, we believe that recent service in any of the above categories would provide assurance of a reasonable understanding of Association operations and governance.

During the course of our deliberations, concern was expressed by some members of the Committee that in recent years the nominating process has become too politicized. We believe it is beyond the purview of our study to intervene in the inner workings of the Nominating Committee. We do, however, wish to call attention to the Model Rules of the

Nominating Committee, which that body is free to adopt each year. In paragraph 5, committee members are discouraged from committing to a particular candidate in advance of the meeting at which the slate of nominees is selected. To mitigate against undue politicization, we respectfully urge adherence to this rule as a means of better assuring that the Association is given the best-qualified candidates for higher office.

We recommend the adoption of our proposed changes with respect to the Nominating Committee. We believe that the presence of an expanded group with representatives allocated as we have proposed will encourage a fairer, more representative process for the selection of the Association's leaders.

In summary, we recommend:

- 1. The composition of the Nominating Committee and the formula for awarding district representatives should be modified as set forth on the chart presented in Appendix D.*
- 2. Adoption of these modifications will result in a 46 member Nominating Committee, with representatives allocated as follows:*
 - a) each district will receive two members for up to the first 4,000 NYSBA resident members in the district, except the first district which shall have three, and one more member for each additional 1,550 members, or major fraction thereof.*
 - b) two at-large members to be selected by the Nominating Committee, with one of those members to be designated as chair for the ensuing Association year;*
 - c) two members to be appointed by the President in furtherance of achieving diversity; and*
 - d) two Section members, drawn from the ranks of current or recent Section officers within the past two years, to be appointed by the President, taking into consideration recommendations by the Committee on Leadership Development and the Sections themselves.*

3. *To mitigate against undue politicization and to better assure that the Association is given the best qualified candidates for higher office, we urge adherence to paragraph 5 of the Model Rules of the Nominating Committee wherein members of that committee are discouraged from committing to a particular candidate in advance of the meeting at which the slate of nominees is selected.*

F. Section Representation in the House of Delegates.

Under the Association Bylaws, Section entitlement to delegates to the House of Delegates is based on a simple formula. Each Section is entitled to one delegate, with Sections having over 3,000 members being awarded a second delegate. The Young Lawyers Section is entitled to four delegates under the Bylaws. Based on January 1, 2003 figures, this formula results in a total of 32 Section delegates in the House (four for the Young Lawyers Section, two each for Business Law, Family Law, Real Property Law, Torts, Insurance and Compensation Law, Trial Lawyers, and Trusts and Estates Law, and one each for the remaining 16 Sections). The Sections in the aggregate thus have 32 delegates as measured against a present total House membership of 238. This means that Section delegates constitute 13 percent of the House.

It should be pointed out that the total combined membership in the 23 Sections as of January 1, 2003, was 54,664. This figure includes individuals maintaining multiple Section memberships. If multiple memberships are eliminated, there are still 32,633 individual members participating in the Sections out of a total Association membership of some 70,000.

With only 13 percent of the delegate seats in the House, Section representation in that body does not compare favorably with the ratio of Section members to the overall Association membership. Note should also be made that when the House of Delegates was established some three decades ago, there were only 13 Sections. That number has nearly doubled since then, attesting to the growth and value of our Sections to the Association's members.

In comparison, county and local bar associations combined have 119 delegates to the House, or 50 percent of the total House membership of 238. Under the Association Bylaws, county bars are allotted delegates pursuant to the following formula: one delegate for 100 to 299 NYSBA members in the county; two delegates for 300-999 NYSBA members; and for 1,000 or

more NYSBA members in the county, three delegates will be awarded for the first 1,000 members, plus one delegate for each additional 1,000 members, or major fraction thereof. Under a longstanding Bylaws provision, The Association of the Bar of the City of New York and the New York County Lawyers' Association receive an equal number of delegates.

We have no problem with this formula, as it has served the Association well since the inception of the House of Delegates. There is a distinct incentive for those bars to have increased NYSBA members in their respective jurisdictions, and the associated growth in the number of delegates has helped make the House a strong and vibrant representative body. In addition, the size of bar delegations, particularly from the larger counties, permits continuity of delegates in the House for the four consecutive terms allowed under the Bylaws. This enables the delegates to become known and demonstrate their abilities and to then move on to other leadership positions such as elected delegate or the Executive Committee.

Sections, however, with only one or two delegates to the House, are not in a similar posture. Many of the Sections with only one delegate rotate the position each year to afford a greater opportunity for their members to serve in the House. This not only affects continuity of representation, but with a single year of service, it is difficult for a Section representative to gain the exposure and the opportunity to move up to higher office that accompanies longer tenure in the House. In turn, this impacts on the Executive Committee as that body may then be denied the opportunity for Section leaders to bring their diverse experience to that body.

We have addressed this issue, in part, in terms of our earlier recommendations to place current or recent Section leaders on both the Executive Committee and the Nominating Committee. However, we also believe that it is both appropriate and warranted to increase Section membership in the House of Delegates. The House will benefit from having the diverse views that Sections can bring to various issues based on their fields of practice. With added delegates, Section representatives in the House will gain continuity and experience, thus helping to develop a larger leadership pool for the future. Perhaps of equal importance, the Sections will gain a fairer share of the representation in the House commensurate with their membership figures and in recognition of the excellent work that they do for and on behalf of the Association. In this regard, our thought is akin to that underlying our recommendation to expand the

Nominating Committee to better reflect the distribution of Association members among the various districts, without unduly impacting on the other constituencies.

In developing a recommendation to expand Section representation, we recognize that the House, in the main, is structured on a geographic basis with its system of three elected delegates per district, Vice-Presidents from each district, and bar representation based on the distribution of NYSBA resident members among the counties. As noted earlier, this system has served us well for some three decades, and we do not believe that any fundamental change is warranted from this time-honored geographic approach.

We believe, however, that a revised formula can be introduced for the Sections that will provide a reasonable increase in delegates, without upsetting the geographic underpinnings of the House. We offer a more modest formula for the Sections than that applicable to the county bars as follows: Sections having 1500 or fewer members would receive one delegate; those with 1501 to 2000 members would receive two delegates; those with 2001 to 3500 members would receive three delegates; and those with over 3500 would receive four. The only

exception would be the Young Lawyers Section which would retain its four delegates. Using Section membership figures as of January 1, 2003, the delegate allocation under our proposed formula would be as follows:

<u>Section</u>	<u>Membership</u>	<u>Delegates</u>
Antitrust	558	1
Business Law	4,688	4
Commercial & Federal	1,989	2
Corporate Counsel	1,185	1
Criminal Justice	1,532	2
Entertainment	1,695	2
Elder	2,672	3
Environmental	1,318	1
Family	3,122	3
Food, Drug	266	1
General Practice	3,074	3
Health	1,152	1
International	1,976	2
Intellectual	1,936	2
Judicial	370	1
Labor/Employment	2,429	3
Municipal	1,097	1
Real Property	4,573	4
Tax	2,799	3
Torts, Insurance	4,196	4
Trial Lawyers	3,772	4
Trusts & Estates	4,826	4
Young Lawyers	3,439	4
	Total	56

Under the proposed formula, there would be an increase of 24 Section representatives for a total of 56. The House would grow from 238 to 276 members, including the 12 seats we discussed earlier to be added for diversity purposes and the two seats being allocated to the Chair of the New York delegation to the ABA House of Delegates and the New York representative on the ABA Board of Governors, as proposed later in our report. With 56 of 276 members, Sections would represent 20 percent of the total. With 119 members, county and local bar associations would still represent 43 percent of the House membership. Thus, our proposal provides the Sections with a reasonable increase in representation, with the accompanying benefit of allowing continuity for their delegates and providing them with greater opportunities to display leadership qualities and advance in the Association. At the same time, the traditional structure and the geographic orientation of the House are kept intact.

We recognize that our proposals to increase Section representation and to promote minority participation in the House of Delegates will increase the current House size by 36 members with a potential for added expansion in the future. We further realize that this may create an issue insofar as there is limited space available in the Great Hall at the Bar Center, where the House traditionally meets twice each year. We feel, however, that it is critical for the future growth and vitality of the Association and the role of the House that the proposed changes be made. Even if this expansion necessitates a change in the logistics and seating arrangements for House of Delegates meetings at the Bar Center, we believe any required modifications are well worth the effort to achieve the representational objectives and fairness we are advocating.

In summary, we recommend:

The formula for allocating Section delegates to the House of Delegates should be modified to award delegates as follows: for 1500 or fewer members, Sections would receive one delegate; for 1501 to 2000 members, they would receive two delegates; for 2001 to 3500 members, they would receive three delegates; and for 3500 or more members, they would receive four delegates. The Young Lawyers Section would retain its current allocation of four delegates.

G. Executive Committee and House of Delegates Meetings.

As part of our assignment, we examined the meetings held by the Executive Committee and House of Delegates to determine whether improvements might be recommended.

In terms of the number of meetings, the Bylaws mandate that the House of Delegates meet not less than four times annually. The Executive Committee does not have a specified minimum for its meetings. The committee meets at the call of the President, with the time and place to be fixed by the President. The Bylaws do stipulate that the Executive Committee conduct a meeting immediately prior to or in conjunction with any meeting of the House of Delegates. In recent years, the Executive Committee generally has held four in-person meetings to coincide with the four required House meetings. Depending on the issues to come before it, the Executive Committee, in some years, has conducted a fifth meeting to address those matters in a timely fashion. In addition, the committee also will meet by telephone conference, which is permitted by the Bylaws, to address matters as warranted by circumstances. The number of telephone meetings will vary from year to year, depending on circumstances, but as a

matter of past experience, the committee will utilize telephone conferences from two to five times per year.

With respect to meetings of the House, the experience of some of our members who have served as delegates in the past, as well as the nature of concerns related to us by other delegates, has been that a certain unevenness has existed in the agenda from meeting to meeting. By this we mean that some House agendas have contained numerous issues that have engendered excellent debate and have left the delegates feeling they have participated in a worthwhile session. On other occasions, House agendas have consisted primarily of informational reports and matters of perceived minimal importance. Sometimes, for whatever reason, reports may not be ready as anticipated, which can render a contemplated agenda weaker in terms of substantive items to consider. While interesting and perhaps preparatory to formal consideration at a subsequent meeting, such agendas have led some delegates to question whether their attendance was worth the effort.

That point gives rise to some concern. Our members graciously volunteer their valuable time to engage in committee and Section work and to serve in the House of Delegates. Anything that causes them to question the value of their participation and attendance at a meeting needs to be addressed. Otherwise, we risk members becoming disinterested and perhaps limiting their involvement.

With this concern in mind, we considered whether the Bylaws should be amended to reduce the required number of House meetings each year from four to three. This would allow the officers to still schedule and hold the traditional four meetings yearly, and would give them the flexibility to eliminate one meeting if there is a sense that there is a “weak” agenda in the offing and matters can be put over to what would be the next regular meeting date. However, if fewer meetings are held, the individual sessions would likely be longer, extending into the afternoon, rather than concluding at noontime, which has been the past practice thus making travel more inconvenient for the members. In addition, with only three meetings annually, we were troubled that the collegiality and the regular cycle of House activity could be impaired by the loss of a meeting. We felt it better to encourage the officers and staff to be creative in addressing the occasional weak agenda. We would further encourage the officers to schedule matters in a manner that will permit the preparation of agendas that are more even in terms of

content and ensure that sufficient substantive items are present on each meeting agenda to make House members feel that their attendance has served a worthwhile purpose.

Conversely, those who have served on the Executive Committee have often experienced the opposite. Because the Executive Committee addresses reports preliminary to their presentation to the House, and handles affirmative legislative proposals and other matters, that committee frequently faces a lengthy agenda. In such instances, it might prove beneficial to have more than the four in-person meetings that the Executive Committee presently holds each year. The ability to spread items over five meetings instead of four could lighten the agenda for any given meeting and allow more time for the discussion of individual matters.

We also note there is a considerable time gap between the Executive Committee meetings held in conjunction with the traditional June and November meetings of the House of Delegates. A fifth meeting of the Executive Committee could be inserted into this gap, which would result in a more even distribution of meetings throughout the year. We also observe that since the President sets the time and place of meetings of the Executive Committee, the fifth meeting could rotate throughout the state. This would give the Executive Committee a valuable opportunity to make its presence felt in different regions of the state and to promote better communication and other interaction with the local bars in those areas. Thus, we recommend that the Executive Committee consider adding a fifth meeting each year to distribute its workload and use the occasion to enhance the Association's presence in various areas of the state.

As part of our discussion of the meetings of our governing bodies, we considered the summer meeting of the House of Delegates in Cooperstown each year. We had heard concerns expressed over the years regarding costs and the limited availability of rooms on some occasions. However, we did note that holding a meeting in a more relaxed resort setting helps to promote collegiality among the House members, especially given the structure of the meeting and the activities that are available. In view of these considerations, we felt it would be counterproductive to recommend that a change be made at this time. We believe it would be more appropriate to leave this matter to the judgment of the officers and the House itself. We saw no basis from a governance standpoint for recommending any modification in this area.

In summary, we recommend:

1. Consideration should be given to increasing the number of meetings of the Executive Committee each year from four to five, with the additional meeting to be held in the interval between the traditional June and November meetings of the House of Delegates.

2. Consideration should be given to rotating the proposed fifth meeting of the Executive Committee among various regions of the state to enhance the Association's visibility and to promote better communication and other interaction with the local bar associations in those areas.

H. Terms of Association Officers.

1. Problems Under the Current Schedule

Currently, the terms of all officers of the Association, all members of the House of Delegates, committee chairs and some, but not all, Section officers commence on June 1 and end on the succeeding May 31. It has been suggested to the Committee that this schedule should be revised to enable the Association and Section leaders to make more effective use of their terms.

The problem created by the current schedule can perhaps best be viewed from its impact on the President of the Association. The President takes office on June 1, only three weeks before the June meeting of the Executive Committee and House of Delegates and only one month before the summer months, when vacation plans of many volunteer members limit the work of the Association. As a result, many presidential projects do not get underway until September of the President's term. The last Executive Committee and House of Delegates meetings during the term are traditionally held on the first weekend in April. While the work of the President continues for another two months, he or she technically no longer controls the agenda for the June meetings and therefore cannot count on any presidential projects being undertaken at that time.

Essentially, then, the core working period of a President's term under our present system is September through March, a period of only seven months. While elsewhere in this report we propose altering the schedule of certain Executive Committee meetings, and

recognize that the changes we propose could help alleviate the truncation effect of the current schedule, we believe that changing the commencement of the term of all Association and Section officers to February 1 would allow for far more effective use of the available time.

This would mean, in effect, that the Annual Meeting (which we do not propose be moved from its current late January time period) would be the capstone of the terms of the Association and Section officers, a concept that has been employed for many years in the American Bar Association, where the terms of new officers begin at the conclusion of the ABA Annual Meeting. The officers would then have five full months to initiate and undertake projects before the summer months, and another five months from September through January to complete their work.

We firmly believe that coordination and efficiency suggest that the terms of all officers of the Association, including Section officers and committee chairs, begin and end at the same time, instead of the patchwork quilt of officer terms currently in effect.

2. Proposed Changes

Accordingly, we propose the following changes to the Bylaws of the Association:

- Adopt amendments such that the terms of officers, Vice-Presidents, committee chairs, elected delegates, members-at-large of the Executive Committee and members of the House of Delegates commence on February 1 and end on the following January 31.
- Adopt amendments to require the bylaws of all Sections to contain a provision conforming to the Association change fixing a February 1 change-over date for officers.

Under the new schedule, the Nominating Committee of the Association would still meet to interview candidates and complete its deliberations during the fall of the year preceding the commencement of the officers' terms and would announce its proposed slate at the fall meeting of the House of Delegates. The officers would still formally be elected at the Annual Meeting in late January and would take office on the February 1 following the meeting.

This would also shorten somewhat the current 19 month period between the time the Nominating Committee chooses a candidate for President-Elect and the time that individual becomes President of the Association. The successful candidate would still have three months of transition time before becoming President-Elect, which should be more than sufficient given the requirements of that office, and 15 months before becoming President. For the same reasons, we do not believe that this shortening of time would pose a significant problem for the Association or the candidate in the event that members of the Association exercise their right under the Bylaws to nominate a competing candidate by petition, in which case the President-Elect would not be chosen until the Annual Meeting.

3. Transitional Considerations

We acknowledge that changing from a June 1 to a February 1 term in a single year would result in either an eight-month or a 20-month term for the affected officers. For example, assuming the Bylaws amendments became effective for the 2004-05 Association year, the term of officers could begin on June 1, 2004, and end on either January 31, 2005 (eight months) or January 31, 2006 (20 months). We do not believe that any prospective officers should be deprived of as much as one-third of their terms; hence, we rejected the former approach. We also rejected the second option, as we felt a 20-month obligation would place too heavy a demand on volunteer office holders with busy legal careers.

We considered a two-term transition plan to implement this change. In the first year, the officers would serve ten months, from June 1 to the following March 31. In the second year, the officers would also serve ten months, from April 1 to the following January 31. This would enable the officers elected for the following year to serve full one-year terms commencing on February 1. However, this would result in two successive groups of officers being deprived of two months of their terms, which we felt would be unfair to those willing to give of their time and talent to lead the Association.

We settled on what we feel is the fairest alternative, specifically, a transitional schedule involving four successive 14-month terms. For example, in the first year, terms would commence June 1, 2004 and end July 31, 2005. In the second year, terms would extend from August 1, 2005 to September 30, 2006. In the third year, terms would run from October 1, 2006 to November 30, 2007. In the final year, they would begin December 1, 2007 and end January

31, 2009. Thereafter, 12-month terms would resume, beginning February 1, 2009. In connection with this process, we do not propose altering the current general schedule of identifying members of the Nominating Committee in the spring and having the committee complete its work in the fall in advance of a vote at the Annual Meeting. The committee would merely be identifying candidates who would commence serving at a later starting date until the transition process has been completed.

The terms of House members and committee chairs will need to be extended to parallel the 14-month transitional terms being served by the officers. Sections will also need to make conforming amendments to their bylaws to shift their terms of office to the Association's schedule. Sections should be left free to accomplish this in whatever transitional manner they deem appropriate, so long as they are on the same schedule as the Association at the conclusion of the transitional period.

In making this proposal to shift commencement of the Association year to February 1, we recognize the impact it will have on other aspects of our procedures, such as the designation of delegates to the House of Delegates. Currently, this occurs in the spring each year with the delegates then assuming office on June 1. With the shift to a February commencement date for the Association year, we suggest that the bars and Sections entitled to delegates to the House be asked to make their designations based on membership figures as of November 1 each year rather than December 31, as the Bylaws presently provide. This will provide reasonable opportunity for the necessary administrative processing to be completed and delegates to be in place on February 1. Until the transition period has been completed, however, we recommend that the current date of December 31 of the year preceding that in which the delegates take office continue to be used for calculation purposes. This should serve to smooth the transition process and minimize confusion.

If our recommendation to shift the term for all officers, Section and committee chairs to a February 1 commencement date is approved, the Association year for all functional purposes will now begin on that date. However, the budget year for the Association operates on a calendar year basis. For the sake of uniformity, we suggest that the Finance Committee consider shifting the fiscal year to start on February 1 after the Association has completed the transitional shift to the February 1 commencement date for the Association year. We recognize

there may be sound reasons for retaining the current calendar year approach, but the symmetry of having both the activity year and the fiscal year coincide could be of considerable assistance to Association and Section officers in budgeting for programs and other initiatives during their terms.

At various points in this subsection, and throughout the report, we have made references to Bylaws amendments that will be required to implement our proposals. We have not offered specific amending language at this juncture, as we believe it better to first obtain conceptual approval for our proposals before the actual amendments are formulated. In addition, the Committee on Bylaws will have a significant role in this process, requiring coordination and discussion at the appropriate time. Pertinent amendments can then be brought to the House of Delegates for review and subscription preparatory to consideration by the membership at an Annual Meeting.

In summary, we recommend:

- 1. The Association Bylaws should be amended so that the terms of officers, Vice-Presidents, committee chairs, elected delegates, members-at-large of the Executive Committee and members of the House of Delegates commence on February 1 each year and end on the following January 31.*
- 2. The Association Bylaws should be amended to require the bylaws of all Sections to contain a provision conforming to the Association Bylaws to fix a February 1 changeover date for Section officers. Sections should be left free to accomplish this in whatever transitional manner they deem appropriate, so long as they are on the same schedule as the Association at the conclusion of the four 14-month transitional terms that will be used to shift to the February 1 commencement date.*
- 3. With the shift to a February 1 commencement date for the Association year, bars and Sections entitled to delegates to the House of Delegates should be asked to make their designations based on membership figures as of November 1 each year rather than December 31, as the Bylaws presently prescribe. This shift should take effect at the conclusion of the four 14-month transitional terms with the current December 31 date to remain in effect until that time.*

4. The transition to the new date for commencement of terms of office should be accomplished through four transitional terms that will require all officers, Vice-Presidents, committee chairs, elected delegates, members-at-large of the Executive Committee and members of the House of Delegates to serve 14-month terms commencing June 1, 2004, August 1, 2005, October 1, 2006, and December 1, 2007.

5. For the sake of uniformity, the Finance Committee should consider the viability of shifting the fiscal year to commence on February 1 after completion of the transitional process for moving the start of the Association year for terms of office to February 1.

I. Communications.

Excellent communication at all levels is critical to the ability of the Association to function effectively through its Sections and committees and to serve its members, the legal profession and the public. Effective communication is essential if the Association is to fulfill its long-standing purposes of promoting reform in the law, facilitating the administration of justice, applying its knowledge and experience in the field of the law to promote the public good, and promoting these objectives jointly with other bar organizations in the state. Without a sound communication system, particularly in this electronic age, the Association will not be in a position to initiate timely action or respond to critical issues. The technological innovations of recent years provide excellent tools that the Association must continually adapt and refine to meet its needs. Proper communications can help make the Association a more effective force for molding policy and creating positive change in the legal system, as well as an organization that its members continue to view as a valuable resource.

In considering communications, we must view this subject from a broad perspective, as it encompasses communications between the Association and its members, between the Association and its Sections and committees, among Sections and committees, between members with common interests, and between the Association and county, local and other bar groups, as well as other entities, including the public. At all these levels, communication is a two-way affair, and cannot be successful if it flows in only a single direction. Since our assignment is directed towards governance issues, we will not enter into a general evaluation of communications, as this could lead us into far-ranging areas clearly outside our

realm. Moreover, the Association has a number of Sections and committees engaged in useful studies of communication-related initiatives, such as the use of technology, that will benefit the ability of our members to communicate more effectively and to utilize the benefits of modern technology to practice more efficiently. In a somewhat different vein, we have groups, such as our Committee on Public Relations, which are continually examining how we can deal more effectively with the media and communicate better with the public. Suffice it to say that we applaud and encourage those ongoing efforts to enhance our communications on varying levels.

We also note that in March 2002, the Association conducted a technology forum at Cornell Law School. The forum addressed a variety of issues connected with the types of communications technologies lawyers need, as well as the Association's role in helping lawyers to utilize emerging technologies. Five goals were enunciated at the technology forum, and we view them as consistent with our objective of improving communication. Those goals are:

1. NYSBA will assist every lawyer to go online by June 2004.
2. NYSBA will provide expanded resources to assist members to go online.
3. NYSBA will expand the use of technology to conduct Association business.
4. The NYSBA Web site will become the online "community for New York law practice."
5. NYSBA will expand the use of electronic networks and Internet-based solutions to provide expanded information to the public.

We note that the Association's Executive Committee reviewed these goals at its April 5, 2002 meeting and viewed with favor the efforts of the Electronic Communications Task Force and other Association groups to implement the five goals. We applaud and acknowledge this forward-thinking approach as being in the best interest of the Association and its members.

In connection with these goals, we note with regard to the third objective, dealing with the use of technology to conduct Association business, that the officers and staff are involved with efforts to provide information and material to the Executive Committee and House of Delegates via e-mail and the Association's Web site within the next year. In a related vein, this past May the Association launched a new and updated Web site with substantially increased content to provide more information to members in their areas of practice. With the increased content and substantive information it provides, we applaud the new Web site as a major step

towards improving communications and enhancing the relevance of the Web site to our members.

With the expanded Web site and electronic capabilities available to us, the Association should maximize the use of those existing communication vehicles to disseminate information to members, and to promote closer ties with and among Sections. Regular mail, fax, e-mail and online communications should all be used to provide information to members. Efforts should be made to collect e-mail and fax information from all Association members to expedite the distribution of time-critical information. Sidebar pieces should be used in the State Bar News and the State Bar Journal to apprise members of current issues coming before the Executive Committee or the House of Delegates. We should consider using listserves to permit members to comment on Executive Committee or House matters, or to permit Sections and committees to alert members regarding relevant developments in their areas of the law.

In addition, we recommend that the Association staff consider a routine procedure for communicating information about committee and Section activities to other Sections, committees and relevant entities. This dissemination of information should avoid unnecessary duplication of effort and encourage a broader dialogue concerning substantive issues. We note with favor recent staff initiatives to provide information on topical matters to Section and committee leaders via electronic mail.

The Association should consider a broader role for Executive Committee liaisons and staff to communicate information to Sections, committees and to county and local bars. Expansion of the Executive Committee would create a larger pool for liaison assignments so individual Executive Committee members would have fewer groups assigned to them. Thus, they could spend more time facilitating communication with those Sections, committees, and the county and local bar associations. Similarly, a restructuring of staff liaison assignments was recently implemented to improve communication between and among Sections, committees, the House of Delegates and the Executive Committee.

On a related point, the Association each spring conducts a Section Leadership Conference at which current and incoming Section leaders meet with officers and staff to discuss a wide variety of topics including governance, finance, Section meetings, and otherwise to

coordinate on matters of common interest. We endorse this annual session as a worthwhile means for communicating essential information between the Association and the Sections and among the Sections themselves. We encourage its continuation and suggest that the officers consider the possibility of “mini sessions,” or perhaps telephone conferences, to engage Section leaders on an ongoing basis. The Conference could also provide an opportunity for the Committee on Leadership Development to heighten awareness concerning leadership opportunities in the Association as well as the mentoring assistance it can provide. The institutionalizing of such efforts cannot help but improve communications.

We also note that the initiatives discussed earlier in this report with respect to diversity will require thoughtful communications strategies if we are to reach the appropriate groups and engage them in the work of the Association. If our outreach efforts are poorly conceived or implemented, we cannot hope to succeed in achieving greater diversity in our organization.

In summary, we recommend:

- 1. The Association should strive to improve all facets of its communications, particularly: (a) between the Association and its Sections and committees; (b) among those groups; (c) between the Association and its members; and (d) between the Association and county, local and other bar groups.*
- 2. The Association should support and seek to implement the five goals, as follows, emanating from the March 2002 technology forum:*
 - a) NYSBA will assist every lawyer to go online by June 2004.*
 - b) NYSBA will provide expanded resources to assist members to go online.*
 - c) NYSBA will expand the use of technology to conduct Association business.*
 - d) The NYSBA Web site will become the online “community for New York law practice.”*
 - e) NYSBA will expand the use of electronic networks and Internet-based solutions to provide expanded information to the public.*
- 3. The Association should continually consider ways to expand or improve its Web site to ensure its ongoing relevance to members, particularly in practice-related areas.*

4. The Association should maximize the use of existing and future communications vehicles to disseminate information to members and to promote closer ties with and among the Sections and committees.

5. The Association should make efforts to collect e-mail and fax information from all its members to expedite the distribution of time-critical information.

6. Sidebar pieces should be placed in the State Bar News and the State Bar Journal to apprise members of current issues coming before the Executive Committee or the House of Delegates.

7. The Association should encourage the use of listserves to permit members to comment on Executive Committee or House matters, or to permit Sections and committees to alert members regarding relevant developments in their areas of the law.

8. The Association should consider a broader role for Executive Committee liaisons and staff to communicate information to Sections and to county and local bar associations.

9. The Association should retain its annual Section Leadership Conference and consider how variant formats or more frequent meetings could enhance communication with and among the Sections.

J. Other Matters.

There are several other items that the Committee was encouraged to review under its stated purpose. We considered these issues but, other than the final item suggesting that we add two of our ABA representatives to the House of Delegates, recommend that the Association not take action now in those areas. For the sake of a complete record, we set these matters out and our reasons for not pursuing them further.

1. Coordination of pro bono legal service at the Executive Committee level. We were asked to consider the desirability of providing coordination at the Executive Committee level for the Association's pro bono activities and its efforts to encourage members to provide voluntary pro bono legal assistance to those in need. We felt, however, that it would be counterproductive to ask already busy members of the Executive Committee to assume a greater role in this area. Our sense was that potentially this could lead to uneven efforts and an unsatisfactory result. Rather, we felt that the goal of enhancing coordination should remain with the President's Committee on Access to Justice (whose co-chair is always the President-Elect), perhaps adding members to that group, if deemed necessary. To this point in time, that group has done an admirable job, and we saw no need for making a change. That committee is able to make regular reports to the Executive Committee regarding its efforts or any problems that may be encountered. In this manner, the Executive Committee can discharge an overall supervisory function with the President's Committee on Access to Justice undertaking the necessary coordinating actions to promote pro bono both within the Association and in concert with other organizations.

2. The matter of having a separate Finance Committee. Our charge asked us to review whether the Association should continue to have an independent Finance Committee as opposed to other structures, such as a finance subcommittee of the Executive Committee. In response to this request, we reviewed the current composition and function of the Finance Committee as set forth in the Bylaws as well as the manner in which it has operated historically. We note that by virtue of Bylaws requirements, four of the committee's eight members are also members of the Executive Committee (President, President-Elect, Treasurer and immediate past President), while the remaining four are appointed by the President. Given the significant presence of Executive Committee members on the Finance Committee, we believe that the current structure already provides for reasonable knowledge of the policy aspects of matters being presented to the Finance Committee. We also believe it is preferable to have a separate Finance Committee rather than a finance subcommittee of the Executive Committee to promote a healthy system of checks and balances between the two committees. It was our sense that it is best to retain an independent Finance Committee as presently constituted.

3. The matter of forming a Committee on the Scope and Correlation of Work of the Association. Our stated purpose suggested that we examine the desirability of forming a

Committee on the Scope and Correlation of Work of the Association. In furtherance of this request, we reviewed the nature and function of the American Bar Association's Committee on Scope and Correlation of Work. Based on our evaluation, we question the need for a similar body in the Association. Our current system provides an opportunity for reviewing the work of committees each year in the context of appointing or reappointing chairs. This approach has worked well in terms of determining when a committee should sunset or whether clearer definition should be given to its purpose. Adding a new committee under this scenario is not something we view as productive. We also believe that, as discussed in the previous section of this report, enhanced communication, particularly with and among Sections and committees with regard to subjects or reports of mutual interest, will minimize the potential for duplicative efforts.

4. Two-year term for the President. Our charge invited us to consider other governance structures that might benefit the Association. One option we reviewed was whether to extend the term of the President to two years, as is the case with some other associations. While such an approach, on the one hand, would give the President a longer period in which to implement plans and programs, on the other, it would halve the opportunities for individuals to serve in this capacity. Moreover, the extended term could deter solo and small firm practitioners from seeking the office, given the special constraints on their time due to the nature of their practice setting. We also note that under our present system, coordination between the President and the President-Elect keeps major projects intact from term to term. Thus, on balance, we were persuaded that a change in term length would not be beneficial and recommend that we retain the current one-year term.

5. House of Delegates seat for Chair of New York delegation to the ABA House of Delegates and the New York representative on the ABA Board of Governors. In order to maintain a strong tie between the state bar and the governance structure of the American Bar Association, many state bars include as part of their constitution and bylaws a provision that the Chair of the state delegation to the ABA House of Delegates (also known as the ABA State Delegate from that jurisdiction), if a member of the state bar, shall have a seat on the state bar Executive Committee, Board of Governors or House of Delegates in order to facilitate communication between the two groups. In the case of New York, we believe that adding a seat to our Association's House of Delegates would accomplish this purpose and would give NYSBA leaders improved access to information about ABA activities, elections and programs on

important substantive issues. For similar purposes, we believe that a seat in our Association's House of Delegates should be given to the New York State representative on the ABA's Board of Governors. To sit in the NYSBA's House of Delegates, both individuals would need to be members of this Association. We recommend that these small, but useful, additions be made at this time.

In summary, we recommend:

The Association should add two seats to the House of Delegates for the Chair of the New York delegation to the ABA House of Delegates (also designated as the ABA State Delegate from New York) and the New York representative on the ABA's Board of Governors, with both individuals to also be members of the NYSBA.

CONCLUSION

After a detailed review of the major facets of the Association's governance, we have found our basic structure and procedures to be fundamentally sound. We do not see a need for any revolutionary change to our Association's governance process, which is a tribute to those who implemented the current system some 30 years ago, and to those who have administered it faithfully and conscientiously in the ensuing years. We have, however, noted several areas where we believe the Association could benefit from change. We offer those suggested changes, as described in the body of our report, for consideration in the spirit of making the Association better, stronger, more inclusive and, ultimately, more responsive to the needs of our members.

RECOMMENDATIONS

For the convenience of our readers, we are restating all our recommendations, as discussed in the various sections of the report, in a single grouping. This will allow the reader to easily see the interconnection among the recommendations and the manner in which they are intended to function collectively to improve our governance process.

A. Executive Committee

1. The total membership of the Executive Committee should be increased from 24 to 30 through the addition of two Vice-Presidents (for a total of 15) and four members-at-large (for a total of ten).

2. *The two additional Vice-Presidents should be allocated one each to the first and tenth districts, so that three of the 15 shall be selected from the first district and two from the tenth.*

3. *The selection of the ten members-at-large should be as follows:*

a) *Eight members-at-large to be selected by the Nominating Committee each year, with at least four to come from the first district with one of them required to be a current or former Section chair, and a further two to be current or former Section chairs. While one member-at-large must be both from the first district and a Section chair, any other individual selected may also fulfill both requirements simultaneously. Current or recent service as a House of Delegates member would be retained as a criterion. Also, in making its selections, the Nominating Committee should give due consideration to maintaining a reasonable geographic balance.*

b) *Two members-at-large to be appointed by the President from a pool of persons recommended by the Committee on Leadership Development in consultation with the Committee on Diversity. The President would be encouraged to use these two appointments to promote gender, racial and ethnic diversity on the Executive Committee. After reviewing the proposed pool, the President would be empowered to ask the Committee on Leadership Development for additional recommendations.*

4. *The maximum number of consecutive terms that a Vice-President may serve should be reduced from six to four.*

5. *Members-at-large should be allowed to serve up to four consecutive terms instead of the current three.*

6. *Individuals should be permitted to serve no more than four consecutive terms in the combined capacities of Vice-President and member-at-large instead of the present six.*

7. *The maximum number of consecutive terms that a Treasurer may serve in that capacity should be reduced from six to four.*

8. *The new, shorter term limits should apply only to newly-elected members of the Executive Committee. Incumbents in office at the time implementing Bylaws amendments take effect should be permitted to serve up to the current limit of six consecutive years.*

B. Committee on Leadership Development

1. *The Association should establish a standing Committee on Leadership Development, consisting of 12 members who will serve staggered three-year terms, with no member to serve more than two consecutive terms. The immediate past President shall chair the group and the President-Elect shall be a member. The remaining ten members shall be appointed by the President, with the goals of the committee in mind, from the following groups: (a) three members from a pool consisting of persons who have served as President during the past seven years; and (b) seven members from a pool consisting of current and former members of the Executive Committee and current and former Section and committee chairs. Each year the President shall appoint three or four members of the committee, with one being drawn from the pool of past presidents and either two or three, depending on the year, from the pool of current and former members of the Executive Committee and current and former Section and committee chairs. The committee should also have assigned to it a staff liaison who is knowledgeable concerning the work of the Sections and committees and their leaders.*

2. *The responsibilities of the Committee on Leadership Development shall be to:*

- (a) identify, encourage and mentor future leaders of the Association;*
- (b) make recommendations to the President of a pool of persons from whom the President shall make appointments to the Executive Committee and the Nominating Committee;*
- (c) make recommendations to the Nominating Committee for nominations to the Executive Committee;*
- (d) serve as a resource to help the President identify potential members of other committees and task forces; and*
- (e) further the goals of: (i) greater diversity among the leaders of the Association; and (ii) greater representation of former Section leaders among the leadership of the Association.*

C. *Diversity*

1. *The Association should adopt a diversity policy as follows:*

The New York State Bar Association is committed to fostering diversity in its membership, officers, staff, House of Delegates, Executive Committee, Sections and committees and their respective leaders. Diversity is an inclusive concept,

encompassing gender, race, color, ethnic origin, religion, sexual orientation, age and disability.

We are a richer and more effective Association because of our diversity, as it increases our Association's strengths, capabilities and adaptability. Through increased diversity, our organization can more effectively address societal and member needs with the varied perspectives, experiences, knowledge, information and understanding inherent in a diverse membership.

- 2. The Secretary should be designated as Diversity Chair for the Association. The responsibilities of the Diversity Chair (set forth in full in Appendix C) include working with the House of Delegates, Executive Committee, Sections and committees, staff, the Committee on Membership and a new Committee on Diversity to achieve the goals enunciated in the Diversity Policy. The Diversity Chair should be charged with measuring the progress of diversity initiatives that are undertaken, and reporting that information at least annually to the Association's officers and members. The Diversity Chair would also head the new Committee on Diversity, and work with the Sections and committees to encourage and assist them in committing to the diversity effort. The Diversity Chair shall also make presentations to Sections leadership to encourage participation by the Sections in the implementation of the Association's diversity policy, including the establishment of a diversity policy for each Section that is consistent with that of the Association, and the designation of a Diversity Chair for each Section.*
- 3. The Association should establish a standing Committee on Diversity consisting of 15 members of the Association to be drawn from, among other sources, the ranks of current and former NYSBA officers, Section officers and committee chairs, as well as officers from various minority and women's bar groups and the New York State Conference of Bar Leaders. Under the leadership of the Diversity Chair, the Committee on Diversity will be charged with focusing on the development and implementation of diversity initiatives for the Association.*

D. Minority representation in the House of Delegates

1. *Twelve additional members of the House of Delegates should be appointed each year by the President from the racial and ethnic traditionally under-represented minority groups identified by the National Association of Law Placement. Those groups are: (a) Hispanic/Latino; (b) Black/African American; (c) Asian/Pacific Islander; and (d) Native American/Alaskan. The number of additional minority members should be adjusted every three years to take into account changes in the percentage of minority students at United States law schools as computed by the National Association of Law Placement.*
2. *To assist the President in making the appointments, the Committee on Diversity will make recommendations of qualified persons to the President.*
3. *The President should be required, to the extent feasible, to make appointments that are geographically diverse.*

E. Nominating Committee

1. *The composition of the Nominating Committee and the formula for awarding district representatives should be modified as set forth on the chart presented in Appendix D.*
2. *Adoption of these modifications will result in a 46 member Nominating Committee, with representatives allocated as follows:*
 - a) *each district will receive two members for up to the first 4,000 NYSBA resident members in the district, except the first district which shall have three, and one more member for each additional 1,550 members, or major fraction thereof.*
 - b) *two at-large members to be selected by the Nominating Committee with one of those members to be designated as chair for the ensuing Association year;*
 - c) *two members to be appointed by the President in furtherance of achieving diversity; and*
 - d) *two Section members, drawn from the ranks of current or recent Section officers within the past two years, to be appointed by the President taking into*

consideration recommendations by the Committee on Leadership Development and the sections themselves.

3. *To mitigate against undue politicization and to better assure that the Association is given the best qualified candidates for higher office, we urge adherence to paragraph 5 of the Model Rules of the Nominating Committee wherein members of that committee are discouraged from committing to a particular candidate in advance of the meeting at which the slate of nominees is selected.*

F. Section representation in the House of Delegates

The formula for allocating Section delegates to the House of Delegates should be modified to award delegates as follows: for 1500 or fewer members, Sections would receive one delegate; for 1501 to 2000 members, they would receive two delegates; for 2001 to 3500 members, they would receive three delegates; and for 3500 or more members, they would receive four delegates. The Young Lawyers Section would retain its current allocation of four delegates.

G. Meetings of the House of Delegates and Executive Committee

1. *Consideration should be given to increasing the number of meetings of the Executive Committee each year from four to five, with the additional meeting to be held in the interval between the traditional June and November meetings of the House of Delegates.*

2. *Consideration should be given to rotating the proposed fifth meeting of the Executive Committee among various regions of the state to enhance the Association's visibility and to promote better communication and other interaction with the local bar associations in those areas.*

H. Terms of Association officers

1. *The Association Bylaws should be amended so that the terms of officers, Vice-Presidents, committee chairs, elected delegates, members-at-large of the Executive*

Committee and members of the House of Delegates commence on February 1 each year and end on the following January 31.

2. The Association Bylaws should be amended to require the bylaws of all Sections to contain a provision conforming to the Association Bylaws to fix a February 1 changeover date for Section officers. Sections should be left free to accomplish this in whatever transitional manner they deem appropriate, so long as they are on the same schedule as the Association at the conclusion of the four 14-month transitional terms that will be used to shift to the February 1 commencement date.

3. With the shift to a February 1 commencement date for the Association year, bars and Sections entitled to delegates to the House of Delegates should be asked to make their designations based on membership figures as of November 1 each year rather than December 31, as the Bylaws presently prescribe. This shift should take effect at the conclusion of the four 14-month transitional terms, with the current December 31 date to remain in effect until that time.

4. The transition to the new date for commencement of terms of office should be accomplished through four transitional terms that will require all officers, Vice-Presidents, committee chairs, elected delegates, members-at-large of the Executive Committee and members of the House of Delegates to serve 14-month terms commencing June 1, 2004, August 1, 2005, October 1, 2006, and December 1, 2007.

5. For the sake of uniformity, the Finance Committee should consider the viability of shifting the fiscal year to commence on February 1 after completion of the transitional process for moving the start of the Association year for terms of office to February 1.

I. Communications

1. The Association should strive to improve all facets of its communications, particularly (a) between the Association and its Sections and committees; (b) among those groups; (c) between the Association and its members; and (d) between the Association and county, local and other bar groups.

2. The Association should support and seek to implement the five goals, as follows, emanating from the March 2002 technology forum:

- a) NYSBA will assist every lawyer to go online by June 2004.*
- b) NYSBA will provide expanded resources to assist members to go online.*
- c) NYSBA will expand the use of technology to conduct Association business.*
- d) The NYSBA Web site will become the online “community for New York law practice.”*
- e) NYSBA will expand the use of electronic networks and Internet-based solutions to provide expanded information to the public.*

3. The Association should continually consider ways to expand or improve its Web site to ensure its ongoing relevance to members, particularly in practice-related areas.

4. The Association should maximize the use of existing and future communications vehicles to disseminate information to members and to promote closer ties with and among the Sections and committees.

5. The Association should make efforts to collect e-mail and fax information from all its members to expedite the distribution of time-critical information.

6. Sidebar pieces should be placed in the State Bar News and the State Bar Journal to apprise members of current issues coming before the Executive Committee or the House of Delegates.

7. The Association should encourage the use of listserves to permit members to comment on Executive Committee or House matters, or to permit Sections and committees to alert members regarding relevant developments in their areas of the law.

8. The Association should consider a broader role for Executive Committee liaisons and staff to communicate information to Sections and to county and local bar associations.

9. The Association should retain its annual Section Leadership Conference and consider how variant formats or more frequent meetings could enhance communication with and among the Sections.

J. Other Matters

The Association should add two seats to the House of Delegates for the Chair of the New York delegation to the ABA House of Delegates (also designated as the ABA State Delegate from New York) and the New York representative on the ABA's Board of Governors, with both individuals to also be members of the NYSBA.

**Respectfully submitted,
Special Committee on Association Governance**

Dennis R. Baldwin, Chair
Susan R. Bernis
Cristine Cioffi
Louis B. Cristo
Charles E. Heming
Stephen D. Hoffman
John R. Horan
Seymour W. James, Jr.
Steven C. Krane

Bernice K. Leber
Sharon M. Porcellio
Gail S. Port
M. Catherine Richardson
Jon N. Santemma
James R. Silkenat
Kenneth G. Standard
Lorraine Power Tharp

Executive Committee Liaison:
Michael E. Getnick

Staff Liaisons:
Patricia K. Bucklin
John A. Williamson

STATED PURPOSE
SPECIAL COMMITTEE ON ASSOCIATION GOVERNANCE

The Special Committee is empowered to study any and all aspects of New York State Bar Association governance and to make appropriate recommendations for improving the overall effectiveness and functioning of the organization, as well as the efficiency, interaction and operation of its constituent parts.

Among the issues that may be considered by the Special Committee, in its discretion, are the following:

1. The interrelationship between the House of Delegates and the Executive Committee, *e.g.*, the balance of power between the two bodies and the extent to which each should have the power to determine Association policy.
2. The interrelationship between the Sections and the Association as a whole, including:
 - a. The extent to which the Sections should be subject to direct oversight by other bodies within the Association, *e.g.*, in terms of public statements, activities, officer selection, budgetary issues.
 - b. The extent to which communication among the Sections and among the Sections and the Association as a whole could be improved by the creation of a Council of Section Chairs (or Leaders) or similar body, with a direct linkage between the Council and the Executive Committee, *e.g.*, by having the Chair of the Council sit as a member *ex officio* of the Executive Committee or by expanding the Executive Committee to include designated Section leaders as members.
 - c. Whether Sections should have a uniform officer structure (including titles and terms of office) and uniform dates for officer changeovers and fiscal years.
3. The desirability of having a separate and independent Finance Committee as opposed to other structures, such as a Finance Subcommittee of the Executive Committee.
4. The need or desirability of a fifth meeting of the Executive Committee (and perhaps House) during September of each year.
5. The desirability of forming a Committee on the Scope and Correlation of Work of the Association.
6. Whether the bylaws should be amended to require that President be selected from a specified geographic area each year, in a rotation to be determined, subject to certain conditions and exceptions.

7. To help increase diversity within the Association by considering, among other initiatives, such as:
 - a. Inviting minority and women's bar associations of significant size within New York State to join the House of Delegates and participate fully in House meetings.
 - b. Expanding the Executive Committee to include designated at-large seats for women and minority members.
8. The desirability of providing coordination at the Executive Committee level to promote voluntary pro bono service by members of the Association.
9. Whether a governance structure entirely different from that currently in place should be adopted.

APPENDIX A

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ATTORNEY STATISTICS AS OF JANUARY 1, 2003

COUNTY	TOTAL ATTORNEYS	NYSBA MEMBERSHIP
Albany	3,913	2,058
Allegany	51	21
Bronx	2,481	743
Broome	662	364
Cattaraugus	109	61
Cayuga	122	67
Chautauqua	237	135
Chemung	203	120
Chenango	67	43
Clinton	121	68
Columbia	202	120
Cortland	74	42
Delaware	77	44
Dutchess	917	515
Erie	4,620	2,227
Essex	85	42
Franklin	72	44
Fulton	78	52
Genesee	87	56
Greene	117	65
Hamilton	10	5
Herkimer	81	36
Jefferson	184	104
Kings	8,422	2,581
Lewis	23	15
Livingston	82	49
Madison	124	69
Monroe	3,185	1,425
Montgomery	99	59
Nassau	13,534	5,653
New York	64,027	21,276
Niagara	389	167
Oneida	577	342
Onondaga	2,537	1,385
Ontario	206	100
Orange	974	528
Orleans	32	21
Oswego	126	66
Otsego	109	72
Putnam	369	183
Queens	6,281	2,122
Rensselaer	518	248
Richmond	1,529	607
Rockland	1,597	714

APPENDIX B
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St. Lawrence	123	64
Saratoga	606	341
Schenectady	578	330
Schoharie	57	35
Schuyler	25	13
Seneca	40	23
Steuben	144	81
Suffolk	6,393	2,600
Sullivan	224	110
Tioga	62	28
Tompkins	460	216
Ulster	455	259
Warren	230	133
Washington	77	44
Wayne	105	59
Westchester	9,858	4,318
Wyoming	53	30
Yates	25	14
TOTAL:	138,825	53,412

Please note that the number of attorneys in a county bar may exceed the OCA registration figure, as attorneys from a neighboring county may also be members of another county bar. These figures do not reflect out-of-state attorneys registered in New York.

**Distribution of NYSBA Members By District
As of January 1, 2003**

DISTRICT	NYSBA MEMBERSHIP
First	21,276
Second	3,188
Third	2,895
Fourth	1,182
Fifth	1,948
Sixth	1,011
Seventh	1,818
Eighth	2,718
Ninth	6,258
Tenth	8,253
Eleventh	2,122
Twelfth	743
TOTAL:	53,412

**Distribution of NYSBA Members by Department
As of January 1, 2003**

DEPARTMENT	NYSBA MEMBERSHIP
First	22,019
Second	19,821
Third	5,088
Fourth	6,484
TOTAL:	53,412

APPENDIX B

**JOB DESCRIPTION FOR
ASSOCIATION
DIVERSITY CHAIR**

To work with the NYSBA Committee on Diversity, House of Delegates, Executive Committee, Sections, Committees, Membership and staff to achieve the goals set forth in the Association Diversity Policy through development and implementation of a Diversity Plan, including:

- Measuring the progress of diversity initiatives undertaken. Those measurement efforts shall include working with the Association Sections and committees, through persons designated by the Sections and committees, to gather statistical information on an annual basis.
- Reporting that measurement information to Association officers/members on at least an annual basis.
- Chairing a standing Committee on Diversity comprised of 15 members of the Association appointed from the ranks, among others, of current and former Association officers, Section officers and committee chairs as well as officers from various minority and women's bar groups and the New York State Conference of Bar Leaders.
- Making presentations to Section leadership to discuss the need for diversity and how each Section should designate a Diversity Chair and implement a Diversity Plan.
- Otherwise, working with the Sections and committees to encourage and assist them in committing to the diversity effort.

APPENDIX C

NYSBA Nominating Committee

Current: 37 members (34 district representatives; 3 at-large members)

Members of Nominating Committee					
District	NYSBA Members	Percentage of Total	District Members of Nom. Comm.	Percentage of Dist. Reps.	Percentage of total incl. at-large
1	21,276	39.83%	9	26.47%	24.32%
2	3,188	5.97%	2	5.88%	5.41%
3	2,895	5.42%	2	5.88%	5.41%
4	1,182	2.21%	2	5.88%	5.41%
5	1,948	3.65%	2	5.88%	5.41%
6	1,011	1.89%	2	5.88%	5.41%
7	1,818	3.40%	2	5.88%	5.41%
8	2,718	5.09%	2	5.88%	5.41%
9	6,258	11.72%	3	8.82%	8.11%
10	8,253	15.45%	4	11.76%	10.81%
11	2,122	3.97%	2	5.88%	5.41%
12	743	1.39%	2	5.88%	5.41%
Totals	53,412	100.00%	34	100.00%	
		Additional Members:			
		At Large	3		8.11%
		Total:	37		100.00%

Formula for selecting district representatives: 2 per district for up to first 3,000 NYSBA members (except first district which has 3), plus a further member for each additional 3,000 NYSBA members or major fraction thereof.

NYSBA Nominating Committee

**Proposed: 46 members (40 district representatives; 2 at-large members;
2 presidential appointees for diversity; 2 presidential appointees from sections)**

District	NYSBA Members	Percentage of Total	Allocation of Nominating Committee Members for First 4,000 State Bar Members in District	1 Additional Member for each 1,550 Additional Members or Major Fraction Thereof	Total Nominating Committee Members	Percentage of District Members	Percentage of Total Including Six Additional Members
1	21,276	39.83%	3	11	14	35.00%	30.43%
2	3,188	5.97%	2	0	2	5.00%	4.35%
3	2,895	5.42%	2	0	2	5.00%	4.35%
4	1,182	2.21%	2	0	2	5.00%	4.35%
5	1,948	3.65%	2	0	2	5.00%	4.35%
6	1,011	1.89%	2	0	2	5.00%	4.35%
7	1,818	3.40%	2	0	2	5.00%	4.35%
8	2,718	5.09%	2	0	2	5.00%	4.35%
9	6,258	11.72%	2	1	3	7.50%	6.52%
10	8,253	15.45%	2	3	5	12.50%	10.87%
11	2,122	3.97%	2	0	2	5.00%	4.35%
12	743	1.39%	2	0	2	5.00%	4.35%
Totals	53,412	100.00%	25	15	40	100.00%	
Additional Members:							
			At-Large	2			4.35%
			Presidential diversity appointees:	2			4.35%
			Presidential section appointees:	2			4.35%
			Total Additional:	6			
					TOTAL: 46		100.00%

Formula for selecting district representatives: 2 per district for up to first 4,000 NYSBA members (except first district which has 3), plus a further member for each additional 1,550 NYSBA members or major fraction thereof.

APPENDIX D