

**NEW YORK STATE BAR ASSOCIATION  
BYLAWS OF THE ELDER LAW AND  
SPECIAL NEEDS SECTION**

**Approved as Amended by the Section Executive Committee on October 22, 2015  
Approved by NYSBA Executive Committee on November 6, 2015**

**ARTICLE I  
General**

SECTION 1. This Section shall be known as the Elder Law and Special Needs Section of the New York State Bar Association (the "Section").

SECTION 2. The purposes of the Section shall be (a) to bring together for furtherance of their mutual interests such members of the New York State Bar Association (the "Association") as are interested in the legal issues relating to the elderly and the special needs of individuals with disabilities; (b) to plan and conduct such continuing legal education programs, collect, publish and distribute such educational and professional materials and undertake such other and diverse activities authorized from time to time by the Association and the Officers and Executive Committee of the Section as shall enhance the competence and skill of lawyers engaged in the practice of law relating to the elderly and the special needs of individuals with disabilities and improve their ability to deliver the most efficient and highest quality services to their clients and thereby (c) to establish a clearing house for the Bar and the public on legal issues relating to the elderly and individuals with disabilities.

**ARTICLE II  
Membership**

SECTION 1. Any member of the New York State Bar Association shall be eligible for membership in the Section and shall be enrolled as a member of the Section upon application to the Association and payment of such annual dues as shall be determined by the Executive Committee of the Section.

SECTION 2. Law students may be non-voting members of the Section and may serve as adjunct members of Section committees to the extent that each committee Chair shall determine.

### **ARTICLE III**

#### **Executive Committee, Officers, Section Cabinet, Members at Large, Judicial District Delegates, Section Delegate(s) to House of Delegates, and Liaisons**

##### **SECTION 1. Executive Committee.**

(a) Composition of the Executive Committee. There shall be an Executive Committee of the Section consisting of the Officers of the Section as identified in Section 2 below; its Delegates to the Association's House of Delegates as provided in Section 6 below; all former Chairs of the Section; Chairs and Vice-Chairs of the Section's Committees as provided in Article VI; one member from each of the thirteen judicial districts within the State of New York (hereinafter referred to as "District Delegates") as provided in Section 5 below; such liaisons as may be appointed by the Chair as provided in Section 7 below; and three members-at-large as provided in Section 4 below.

(b) Terms of the Executive Committee. Except as provided in Sections 2(d), 4 and 5 of this Article III, all members of the Executive Committee shall hold office for one-year terms beginning June 1. No Officer shall hold the same office for more than two successive terms. No Chair of a Section Committee and no Vice-Chair of a Section Committee shall serve as such Chair or Vice Chair of the same Section Committee for more than three successive terms for each position. After serving for three successive terms in each role, no Executive Committee member shall hold the position of Chair or Vice-Chair of that Committee for at least one year, absent a majority vote of the Officers.

**SECTION 2. Officers of the Section.** The Officers of this Section shall be a Chair, Chair-Elect, Vice-Chair, Secretary, Treasurer, Immediate Past Chair, and Financial Officer. The term of all officers shall commence on June 1 of the year of election or succession and shall continue for one year as provided in Section 2(b) of this Article, with the exception of the Financial Officer. The Officers shall be responsible for the day-to-day management of the Section, facilitating and maintaining the relationship with the Association, and implementing the matters and issues approved by the Executive Committee. The Officers shall have the authority to act on behalf of and bind the Executive Committee and the Section in between meetings of the Executive Committee on all matters not otherwise delegated to the Section Cabinet.

(a) The Chair-Elect, Vice-Chair, Secretary and Treasurer shall be elected at the Section Annual Meeting which shall be held in the calendar year in which the term of any officer shall expire.

(b) The Chair-Elect shall automatically succeed to the office of Chair annually.

(c) The Chair shall automatically succeed to the position of Immediate Past Chair for the next year upon the conclusion of his/her term as Chair.

(d) The Financial Officer of the Section will be appointed by the Chair and serve at the pleasure of the Chair. It is anticipated that the Financial Officer will continue in such position for several years, giving continuing and greater experience to the interpretation of and communication with the Association. The Financial Officer shall, in all respects except the term limits contained within this Article, be considered a member of the Executive Committee of the Section.

SECTION 3. Section Cabinet. The Section Cabinet shall consist of the Officers of the Section, the Section's thirteen Judicial District Delegates, and the Section's three Members-At-Large. The Section Cabinet shall have the authority to act on behalf of and bind the Executive Committee and the Section in between special or regular meetings of the Executive Committee on matters pertaining to policy, legislation and regulations. Implementation of decisions of the Cabinet may then be delegated by the Cabinet to the Officers or a Section Committee, as appropriate. A meeting of the Section Cabinet may be called by the Chair, by a majority of the officers, or any ten members of the Executive Committee for the purposes of addressing any issue regarding the control or the affairs and activities of the Section, or for the purpose of addressing any issue suitable for the attention and action of the Section. Such Cabinet meeting may be called upon seventy-two hours' notice with the purpose of the meeting stated in the notice. Upon any convening of the Cabinet, the Chair of the Section shall invite the entire Executive Committee to comment on the issue then to be considered by the Cabinet and shall afford any member of the Executive Committee a reasonable opportunity to be heard within the time frame for which the Cabinet must act. A quorum of the Cabinet shall consist of 15 members. Members may attend the meeting in person or by telephone. The decision of the Cabinet, reached by a majority vote of the Cabinet then present at the meeting, shall be binding and shall be reported within forty-eight hours to the Executive Committee.

SECTION 4. Members-at-Large. The Members-at-Large of the Executive Committee shall serve for a term of one but not more than three years, as determined by the Nominating Committee.

SECTION 5. The District Delegates shall be divided into three classes: Class I – District Delegates elected to represent the first, third, seventh and tenth judicial districts; Class II – District Delegates elected to represent the fourth, sixth, ninth and eleventh judicial districts; and Class III - District Delegates elected to represent the second, fifth, eighth, twelfth and thirteenth judicial districts. The original District Delegates shall serve terms as follows: Class I - term ending May 31, 1992 (2016, 2019, etc.); Class II - term ending May 31, 1993 (2017, 2020, etc.); and Class III - term ending May 31, 1994 (2018, 2021, etc.). Thereafter, as the term of each Class shall expire, the District Delegates shall be replaced by election, as below

provided, for term of three years. Each District Delegate shall reside or practice law in the district represented by such District Delegate. Each District Delegate shall serve no more than two successive terms and shall not serve as an Officer or Chair of any Committee on the Executive Committee. Any District Delegate elected to complete the term of another District Delegate for one year or less shall be entitled to serve an additional two (2) successive terms. Any District Delegate elected to complete the term of another District Delegate for more than one year shall be entitled to serve one (1) additional successive term.

SECTION 6. Delegates to the Association's House of Delegates. The Section Delegate(s) to the House of Delegates of the Association shall be appointed annually by the Chair for a one-year term commencing on June 1 of the year of appointment. The Chair shall appoint as such Delegate(s) himself/herself and the Chair-Elect then serving if the Section shall be entitled to two Delegates or himself/herself if the Section shall be entitled only to one Delegate. If, in accordance with the Association's bylaws a third Delegate shall serve, the Immediate Past Chair shall serve as such Delegate. If a fourth Delegate shall serve in accordance with the bylaws of the Association, the Vice-Chair of the Section shall serve as such Delegate. Should any Delegate be unable or decline to serve, the Chair shall name a replacement. The Chair shall name an Alternate Delegate to represent the Section should any Delegate be unable to attend any meeting of the House of Delegates. The Section Delegate(s) to the House shall serve subject to such conditions as may be prescribed by the bylaws of the Association.

SECTION 7. Liaisons. There shall be such liaisons to the Section from other Association Sections and outside groups or entities as shall, from time to time, be appointed by the Officers of the Section as provided in the Rules of the Executive Committee. Such appointed liaisons may, but need not, serve in any other capacity of the Section, but shall not serve as an Officer of the Section.

#### **ARTICLE IV Nominating Committee**

SECTION 1. Not less than ninety days prior to each Annual Meeting of the Section, the Chair shall appoint a Nominating Committee consisting of five members of the Section plus the Immediate Past Chair (if there be one) who shall chair the Committee.

The Nominating Committee shall make and report to the Chair and Secretary not less than thirty days prior to the Section Annual Meeting, nominations of Section members for the offices of Chair-Elect, Vice-Chair, Secretary and Treasurer of the Section and for the District Delegates and Members-at-Large of the Executive Committee whose terms will expire in the fiscal year of the appointment of the Nominating Committee. Additional nominations may be made upon the petition of at least fifteen members of the Section filed with the Secretary at least fifteen days prior to its Annual Meeting. Nomination not so made shall not be considered or voted upon at the Annual Meeting.

**ARTICLE V**  
**Duties of the Officers and the Executive Committee**

SECTION 1. Officers.

(a) Chair: The Chair shall preside at all meetings of the Section and shall be ex officio member of all its committees. He/she shall implement such policy directives as may be presented by the Section's Executive Committee and shall submit to it from time to time such recommendations as he/she may deem appropriate in the interests of the Section. In addition, he/she shall perform such other and related duties as ordinarily are incident to his/her office.

(b) Chair-Elect: The Chair-Elect, in the absence of the Chair, shall preside at all meetings of the Section and its Executive Committee. On the death, resignation or during the disability of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term, except in the case of the Chair's disability, and then only for so much of the term as the disability continues. Upon the expiration of the term of office of the then Chair, the then Chair-Elect shall assume the duties of Chair for the term of one year. The Chair-Elect shall assist the Chair in the discharge of his/her responsibilities and shall perform such other and related duties as may be assigned to him/her by the Chair of the Section's Executive Committee and as ordinarily are incident to his/her office.

(c) Vice-Chair: The Vice-Chair shall perform Section duties as directed by the Chair.

(d) Secretary: The Secretary shall be the custodian of all books, papers, documents and other property of the Section, except money. The Secretary shall prepare the minutes of the annual and special meetings of the Section and its Executive Committee, prepare, forward and receive appropriate notices and correspondence, and maintain such other non-financial records, papers and data as may be necessary or appropriate from time to time. He/She shall serve as administrative assistant to the Chair, and the Chair-Elect and the Section Committee Chairs in the discharge of their responsibilities. In addition, he/she shall perform such other and related duties as may be assigned to him/her by the Chair or the Executive Committee as ordinarily are incident to his/her office. Immediately upon being succeeded in office, he/she shall deliver all Section records, correspondence and other property in his/her possession to his/her successor.

(e) Treasurer: The Treasurer shall be the custodian of all financial records of the Section, which shall be open at all times to the inspection of any member of

the Executive Committee, or to that of the Association's officers, Executive Committee, or financial staff. The Treasurer shall prepare the Section's annual budget. The Treasurer shall maintain liaison with appropriate fiscal officers of the Association and shall report upon the Section's finances at each meeting of the Executive Committee, at the Section's Annual Meeting and at such other times as the Chair, the Executive Committee or the President of the Association shall direct. In addition, he/she shall perform such other related duties as may be assigned to him/her by the Chair and as ordinarily are incident to his/her office. Immediately upon being succeeded in office, he/she shall deliver all Section records, correspondence and other property in his/her possession to his/her successor.

(f) Financial Officer: The Financial Officer shall be charged with reviewing the financial status of the Section and advising the Officers and Executive Committee with regard to the finances.

(g) Immediate Past Chair. The Immediate Past Chair shall serve as Co-Chair of the Section's Continuing Legal Education Committee and shall serve as a resource and guide for the then-serving Chair, and shall perform such Section duties as may be requested by the Chair.

## SECTION 2. The Executive Committee.

(a) The Executive Committee shall have general supervision and control of the affairs of the Section subject to the bylaws of the Association and the bylaws of the Section. The Executive Committee may adopt its own rules of procedure.

(b) A quorum of the Executive Committee shall consist of twelve (12) members for any meeting convened.

(c) The Executive Committee, by a majority vote of the quorum present and during the interim between the Annual Meetings of the Section, may fill vacancies in the office of Chair-Elect, Vice-Chair, Secretary and Treasurer for the balance of the unexpired term. In the event of a vacancy in the offices of Chair and Chair-Elect, the Executive Committee may, by a majority vote of the quorum present and during the interim between the Annual Meetings of the Section, fill vacancies in the office of Chair, for the balance of the unexpired term. The Chair, with the approval of the Executive Committee, shall fill any vacancy amongst District Delegates for the balance of the term being filled. Officers and Executive Committee members so elected or appointed shall serve terms in accordance with Article III. The Executive Committee may also, by a two-thirds vote of the entire Executive Committee, remove an elected member thereof. The failure of a District Delegate or Chairs of Committees to attend

three consecutive regular meetings of the Executive Committee, without excuse deemed adequate by the Chair, shall result in automatic termination of his/her position as a District Delegate or as a Chair of a Committee.

(d) The Executive Committee shall meet at least three times annually at such times and places as the Chair may designate, at least one being in conjunction with the Annual Meeting of the Section. The Executive Committee also may meet upon the call of the Chair or any fifteen members of the Executive Committee. Members of the Executive Committee shall participate and be entitled to vote at any regular or special meeting of the Executive Committee in person or by telephone or videoconferencing, if such technology is made available. Notice of all regular or special meetings of the Executive Committee shall be proscribed in the Rules of the Executive Committee as may be amended from time to time. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Executive Committee consent in writing or by electronic consent to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Executive Committee shall be filed with the minutes of the proceedings of the Executive Committee.

SECTION 3. District Delegates. The District Delegate shall serve as the liaison between the Section and local attorneys and perform such duties as may be directed by the Executive Committee consistent with the Guidelines for District Delegates as promulgated by the Executive Committee and as amended from time to time.

## **ARTICLE VI Committees**

SECTION 1. The Executive Committee of the Section shall create or eliminate such Committees and shall reflect such creation or elimination in the Rules of the Executive Committee. The Chairs and Vice-Chairs of each Committee shall be appointed by the Chair commencing with June 1 of the year of appointment subject to modification by the incoming Section Chair. The Chair of the Section may fill any vacancy in the Chair or Vice-Chair of any Committee.

SECTION 2. The Chair of the Section may from time to time create such other Committees, work groups or task forces as he or she may deem necessary or desirable and appoint Chairs and members thereof to serve as provided in the Rules of the Executive Committee. Any Committee created by the Chair shall be afforded such privileges and authorities as provided in the Rules of the Executive Committee.

SECTION 3. Any committee may make recommendations to the Section Chair or the Executive Committee for action as they may deem appropriate. No committee shall transmit its

views as those of the Section unless approved by the Executive Committee of the Section.

**ARTICLE VII**  
**Section Member Meetings**

SECTION 1. The Annual Meeting of the Section shall be held during the week in which the Annual Meeting of the Association is held and at the place where the Association Annual Meeting is held. Other Section member meetings may be held from time to time during the interim between Annual Meetings at such times and places as may be designated by the Executive Committee. The Chair, or his or her nominee, shall give advance notice to the Section membership by mail, e-mail, fax, or in an appropriate Section publication of the date, time, place and tentative agenda for Section member meetings.

SECTION 2. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

SECTION 3. All binding action of the Section shall be by majority vote of the members present.

SECTION 4. Business to be transacted at the Annual Meeting of the Section shall conform to the bylaws of the Association, the Section bylaws, and, where not otherwise specified, in accordance with Roberts Rules of Order, Revised. The Executive Committee shall adopt rules providing for procedures and events at Section Annual member meetings, Executive Committee meetings, and meetings of any committee of the Section.

**ARTICLE VIII**  
**Miscellaneous Provisions**

SECTION 1. Before any action in the name of the Association is taken, the approval of the Association shall be obtained.

SECTION 2. The Executive Committee shall fix dues for membership in the Section with the approval of the New York State Bar Association Finance Committee, and may make payment of such amount as is fixed for dues a condition precedent for membership in the Section. Section funds shall be expended only upon approval of the Section Chair or Executive Committee provided that all expenditures shall be made only in accordance with the rules of the Association's Finance Committee.

SECTION 3. These bylaws may be amended at any Section Meeting of the members of the Section by a majority vote of the members of the Section present, provided that no amendment shall be effective until approved by the Executive Committee of the Section and of the New York State Bar Association.