



# Staff Memorandum

## **ANNUAL MEETING Agenda Item #5**

**REQUESTED ACTION:** Approval of a Bylaws amendment proposed by the Committee on Bylaws.

The Committee on Bylaws has reviewed a proposal from the Nominating Committee to remove the requirement that candidates for member-at-large of the Executive Committee be "members of the House of Delegates or section or committee chairpersons" at the time of selection or within three years preceding selection and replace it with a requirement that candidates be "Active members of the Association." The attached memorandum from the committee outlines the recommended amendments. A copy of the Bylaws provision marked to show changes from the existing version is attached to the committee's report, together from a memorandum from the Nominating Committee requesting the amendment.

Under procedures established in the Bylaws, the proposed amendments were subscribed to by a majority of all members of the House of Delegates in order to be considered at this meeting.

The report will be presented at the January 18 meeting by Robert T. Schofield, IV, Chair of the Committee on Bylaws.



**COMMITTEE ON BYLAWS**

ROBERT T. SCHOFIELD, IV  
Chair  
Whiteman Osterman & Hanna LLP  
One Commerce Plaza, 19<sup>th</sup> Floor  
Albany, NY 12260  
518/487-7616  
FAX 518/487-7777  
rschofield@woh.com

October 19, 2018

**To: Members of the House of Delegates**  
**Re: Report on Proposed Bylaws Amendment**

**INTRODUCTION**

At the request of the Nominating Committee, the Bylaws Committee considered a proposal to simplify eligibility and expand the pool of candidates for member-at-large of the Executive Committee. It is our recommendation that the Bylaws be amended to remove the requirement that members-at-large must be “members of the House of Delegates or section or committee chairpersons at the time of selection, or who have served as members of the House of Delegates or section or committee chairpersons within three years preceding the time of such selection” and replace it with the requirement that members-at-large must be “Active members of the Association” as defined in Bylaws Article III, Section 3.A.

For ease of reference, our proposed amendment and rationale is set forth below. New language is indicated by underlining, and deleted language is indicated by strikethrough.

**MEMBERS-AT-LARGE OF THE EXECUTIVE COMMITTEE**

The Nominating Committee has found that few people apply each year to be members-at-large of the Executive Committee. In 2016, the Bylaws were amended to allow committee chairpersons to be eligible to apply; previously, eligibility was limited to members of the House or section chairpersons. Despite the amendment, the Nominating Committee has observed that the numbers of candidates has not appreciably increased.

In addition, it appears that members are uncertain about the requirements for becoming a member-at-large, and the Nominating Committee observed that the only requirement for Vice President, Secretary and Treasurer is that they be “Active members of the Association.” Through its regular interview and deliberation process, the Nominating Committee will be able to ensure that only well-qualified members are selected for the position.

To incorporate this change in the Bylaws, we propose the Bylaws amendments set forth below:

## VII. EXECUTIVE COMMITTEE

**Section 1. Composition.** The Executive Committee shall be a committee of the House of Delegates and shall consist of:

\* \* \*

F. 1."Eight members-at-large who shall be ~~members of the House of Delegates or section or committee chairpersons~~ Active members of the Association at the time of selection, ~~or who have served as members of the House of Delegates or section or committee chairpersons within three years preceding the time of such nomination.~~"

\* \* \*

## CONCLUSION

Our committee believes that the foregoing amendment, which we are recommending, will provide an expanded pool of candidates for consideration by the Nominating Committee as members-at-large of the Executive Committee. We commend it to you for your consideration and subscription at the November 3, 2018 meeting of the House of Delegates. If subscribed, the above amendment will be presented for discussion and adoption at the 2019 Annual Meeting.

Respectfully submitted,

COMMITTEE ON BYLAWS

Robert T. Schofield, IV, Chair  
Eileen E. Buholtz  
Michael E. Getnick  
LaMarr J. Jackson  
A. Thomas Levin  
Kathryn Grant Madigan  
Anita L. Pelletier  
Jay G. Safer  
Oliver C. Young  
Executive Committee liaison: Henry M. Greenberg  
Staff liaison: Kathleen R. Mulligan Baxter

DATE: October 12, 2018

TO: NYSBA President Michael Miller, President-elect Henry Greenberg;  
Chair of Bylaws Committee

FROM: NYSBA Nominating Committee  
David P. Miranda, Chair

RE: Proposal To Amend NYSBA Bylaws Article VII, Section 1.F.1

**Proposal:** To simplify eligibility and broaden the pool of available candidates for member-at-large of the NYSBA Executive Committee, the NYSBA Nominating Committee recommends that the NYSBA Bylaws be amended to remove the requirement that members-at-large must be “members of the House of Delegates or section or committee chairpersons at the time of selection, or who have served as members or the House of Delegates or section or committee chairpersons within three years preceding the time of such nomination” and replace it with the requirement that members-at-large must be “Active members of the Association.” (Bylaws Article VII, Section 1.F.1)

**Rationale:** NYSBA seeks to broaden the pool of members seeking leadership positions in the Association. For many years, the Nominating Committee has found that few people apply each year to become members-at-large of the Executive Committee. To attempt to remedy this situation, the Bylaws were amended in January 2016 to make committee chairpersons eligible to serve as members-at-large of the Executive Committee (previously, only members of the House of Delegates or section chairpersons were eligible). Despite efforts to publicize the expanded opportunity to become a member-at-large of the Executive Committee, the number of candidates has not increased appreciably in the three years since that amendment. Members of the Nominating Committee and others in NYSBA leadership also have continued to hear that people are uncertain about the requirements for becoming a member-at-large of the Executive Committee.

In contrast to the complicated statement of eligibility for member-at-large, the only eligibility requirement for officers (other than President-Elect) is that they be “active members of the Association.” (Bylaws Section IV) The Nominating Committee believes that the same simple eligibility requirement should apply for members-at-large as for Vice-Presidents, Secretary and Treasurer. If this amendment is adopted, the Nominating Committee would publicize this change and encourage NYSBA members to seek to become members-at-large of the Executive Committee. Through its normal interview and deliberation process, the Nominating Committee will be able to ensure that only well-qualified candidates are selected for the position.

**Proposed Language and Blacklined Version of First Sentence of Article VII, Section 1.F.1:**

**Proposed First Sentence of Article VII, Section 1.F.1:**

“Eight members-at-large who shall be Active members of the Association at the time of selection.”

**Blacklined Version Showing Changes from Current Language of First Sentence of Article VII, Section 1.F.1:**

“Eight members-at-large who shall be ~~members of the House of Delegates or section or committee chairpersons~~ Active members of the Association at the time of selection, ~~or who have served as members or the House of Delegates or section or committee chairpersons within three years preceding the time of such nomination.~~”

