



Staff Memorandum

HOUSE OF DELEGATES Agenda Item #13

REQUESTED ACTION: Approval of the report and recommendations of the Special Committee on Association Structure and Operations.

The Special Committee on Association Structure and Operations was appointed in 2019 to study the Association's governance and make recommendations for improvement. Attached is a memorandum from the committee recommending that amendments to the Association's Bylaws be prepared to govern remote meetings of Association entities. The memo notes that until this year, the House of Delegates held only in-person meetings; due to the COVID-19 crisis, however, the April and June 2020 meetings have been held remotely. While it is anticipated that the House will return to in-person meetings, the experience of remote meetings has demonstrated advantages to remote participation.

If this recommendation is approved, the Bylaws Committee will be requested to prepare Bylaws amendments for subscription at the November 2020 meeting and approval at the 2021 Annual Meeting.

The report will be presented at the June 27 meeting by committee chair Glenn Lau-Kee.



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To: Members of the House of Delegates

Re: Amendments to the Bylaws regarding virtual meetings

INTRODUCTION

The Special Committee on Association Structure and Operations is empowered to study the governance of the New York State Bar Association and to make recommendations for improvement of the overall effectiveness and functioning of the organization.

The House of Delegates, the governing body of NYSBA, held in-person-only meetings from its formation in 1972 until April 2020 when the COVID-19 crisis and the importance of public health required NYSBA to take the extraordinary step of scheduling the April and June 2020 meetings of the House of Delegates as remote participation only virtual events. The continuation and uncertainty of this crisis require NYSBA to schedule meetings of the House of Delegates as virtual events for the foreseeable future.

The recommendations outlined in this report would amend the Bylaws to include reference to meetings by virtual or similar technological means of the House of Delegates, Executive Committee, and, if necessary, the Annual Meeting of the Association.

The Special Committee recognizes the importance of in-person meetings, especially the various tangible and intangible advantages of in-person gatherings of New York's bench and bar, but also acknowledges the benefits of virtual meetings, including the ability for greater participation and the associated savings in travel, staffing, and cost to the Association. These recommendations, if approved by the House of Delegates and ratified by the membership, would safeguard the adaptability, versatility, and flexibility of the Association for years to come.

RECOMMENDATIONS

The Special Committee on Association Structure and Operations recommends that the following provisions of the Bylaws be amended to allow for virtual meetings of the Association and its constituent parts. Yellow highlighted text indicates suggested language for the amended provisions.

V. HOUSE OF DELEGATES

Section 5. Meetings.

A. Upon not less than 15 days' written notice, the House of Delegates shall, **whether in person or virtually**, meet at such times and places as it shall fix, but not less than four times each year including one meeting to be held in conjunction with the Annual Meeting of the Association.

VII. EXECUTIVE COMMITTEE

Section 6. Meetings.

A. The Executive Committee shall meet, **whether in person, via teleconference, or as a virtual meeting**, including on the call of the President at times and places to be fixed by the President, a meeting immediately prior to or in conjunction with any meeting of the House of Delegates.

XI. ELECTIONS AND TERMS

A. Elections. At each Annual Meeting, **whether held in person or virtually**, there shall be elected the elected delegates of the House of Delegates. At the meeting of the House of Delegates immediately following the Annual Meeting of the Association, **whether held in person or virtually**, the House shall elect a President-Elect, all Vice-Presidents, a Secretary, a Treasurer, the members-at-large of the Executive Committee who shall be selected pursuant to the requirements of Article VII, Section 1(F), and such other officers as may be required to fill any additional offices established pursuant to Article IV.

XII. MEETINGS OF THE ASSOCIATION

Section 1. Annual Meeting.

The Association shall meet annually on such days and at such places as the House of Delegates may select. Any meeting of the Association may adjourn to any other date(s) and place(s) upon a majority vote of those present. **The Annual Meeting shall be held in person or, if necessary, as a virtual meeting.**

A. Written notice shall be given of each meeting of members, shall state the place, date and time of the meeting and **shall state whether the meeting will be held in person or virtually and**, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called and no business shall be conducted at the meeting that it not included in such notice.

Section 2. Special Meetings.

A special meeting may be called at any time by the President or the House of Delegates, or shall be called by the Secretary within 60 days after the filing with the Secretary of a written request for the calling of a special meeting. Said request shall specify the purpose of the special meeting and shall be signed by at least 1 percent of the members of the Association of whom at least twenty- five members shall reside in each judicial district. Such special meeting, **whether it be an in person meeting or a virtual meeting**, shall be held at such time and at such place as the President shall designate, and no business shall be transacted thereat other than that specified in the notice thereof.

Notice of a special meeting shall be by publication by any means of communication reasonably designed to notify all members of the Association.

XIII. MEETING BY TELEPHONIC EQUIPMENT AND VIRTUAL MEETINGS

Any committee, including but not limited to the Executive Committee, or section may, upon not less than 24 hours' written notice by mail or electronic means, conduct a meeting by means of a conference telephone, videoconference or similar communications equipment allowing all members participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. A written record of all action taken at such meetings shall be maintained.

CONCLUSION

Our committee proposes the foregoing recommendations for your consideration. We ask that these recommendations, if approved by the House, be commended to the Committee on Bylaws so that the appropriate Bylaws amendments can be drafted for consideration and subscription at the November 7, 2020 meeting of the House of Delegates. Such amendments, if subscribed to by the House, will be presented for discussion and adoption at the 2021 Annual Meeting.

Respectfully submitted,

**SPECIAL COMMITTEE ON ASSOCIATION
STRUCTURE AND OPERATIONS**

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