



COMMITTEE ON BYLAWS

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

October 12, 2023

To: Members of the House of Delegates

Re: Report on Proposed Bylaws Amendments

INTRODUCTION

The stated purpose of the Committee on Bylaws is to examine and report on proposed amendments to the Bylaws of the Association and to observe the activities of the Association under the present Bylaws and, from time to time, report to the Executive Committee and the House of Delegates on such amendments as, in its opinion, will promote the efficiency of the Association.

This report proposes amendments to the Bylaws to implement the resolution of the House of Delegates on June 10, 2023, endorsing a subscription dues model and adopting the report of the Committee on Membership on that topic.

Also, during the course of this year, the Committee has studied proposed amendments to clarify (1) the order of succession with respect to who presides over meetings of the House of Delegates and Executive Committee in the absence of the President and President-elect, and (2) the manner in which service on the Executive Committee is counted towards the maximum allowed service. Finally, the Committee is in the midst of a comprehensive review the Bylaws to ensure that they conform to the requirements of the New York Not for Profit Corporations Law. The work on these projects is on-going and will likely be presented to the House as an interim report in Spring, 2024.

SUBSCRIPTION MEMBERSHIP MODEL AMENDMENTS

Proposed amendments to Article III, Sections 1 (A) and (B), 2 (A)(2), 3, and 6 (A) and Article X, Section 5.

The Association Bylaws presently refer to dues generically, leaving the issue of the nature and amount of dues to the province of the Membership Committee and House of Delegates.

At its June 10, 2023, meeting, the House of Delegates adopted a resolution and report from the Committee on Membership recommending the endorsement of a “subscription” dues model and referring the adopted Report to this Committee “so that appropriate Bylaws amendments can be drafted as necessary for consideration and subscription at the November 5, 2023 meeting of the

House. By adopting the report, the House has chosen to pursue a subscription dues model which is described as plan by which “members will pay a recurring fee at regular intervals, typically monthly[, for an annual] plan that offers certain benefits, such as access to exclusive content, CLE programming, digital publications and forms, and additional partner benefits.” The Committee on Membership’s report and resolution, as adopted by the House of Delegates, is attached as Exhibit “A” to the report.

The Committee on Bylaws accepted its charge to develop Bylaws amendments to implement this House action. After considering the issues, we have recommended several minor changes to the Bylaws to facilitate the new subscription model. It is noteworthy that the relative silence of the Bylaws on the topic of the nature and amount of dues, resulted in few proposed amendments. Those which are proposed focus on clarifying terms and reconciling them to the new model being put forth. For example, whereas the Bylaws currently speak to “applicable” dues, we are suggesting replacing that term with the term “annual” dues. Further, in the section on “Dues” (Article III, Section 3), our edits are focused on describing a dues payment schedule that more flexibly accounts for the fact that a subscription-based dues system allows members to have membership years that run from when they join, rather than a set date on the calendar. Finally, to account for that portion of the new model that alters how Sections are paid for their members participation, we proposed amending Article X, Section 5 to reflect the Sections’ receipt of “Royalties” from the Association, rather than “Dues.”

Our proposed amendments are as follows:

III. MEMBERS AND AFFILIATES

Section 1. Membership. There shall be five classes of membership in the Association: Active, Associate, Honorary, Sustaining and Law Student, and the members shall be divided among such classes according to their eligibility.

A. Active Members. Any member of the legal profession in good standing admitted to practice in the State of New York may become an Active member by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the ~~applicable~~annual dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all responsibilities of membership.

B. Associate Members. Any member of the legal profession in good standing admitted to practice in any state, territory or possession of the United States or another country but not in New York may become an Associate member by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the ~~applicable~~annual dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all of the responsibilities of membership, with the exception of being an officer of the Association, being a member of the House of Delegates or Executive Committee, or serving as a Section Chair; provided, however, that upon the request of a Section Executive Committee and with the consent of the Association Executive Committee, an Associate member may serve as a Section Chair.

* * *

E. Sustaining Membership. The House of Delegates shall have the power to establish Sustaining memberships in the Association and to fix from time to time the amount of dues therefor. Sustaining membership shall be available to such members of any class as are willing, for the support of the general work of the Association, to pay such amount as annual dues in any year, in lieu of the dues prescribed pursuant to Section 23 of this Article. A member who elects to be a Sustaining member in any year shall not be obligated thereby to continue as such in any subsequent year. Sustaining members shall have the same rights and privileges as pertain to the class of which they are a member. Subject to the provisions of this Article, the House of Delegates shall have power to make appropriate regulations as to such Sustaining membership and the collection of sustaining dues therefrom.

* * *

Section 2. Non-attorney Affiliates.

A. Any person:

1. holding a law degree but not admitted to practice in any state, territory or possession of the United States or another country who is employed by a law school approved under the rules of the Court of Appeals or who is employed by a bar association, or

2. who is not admitted to practice in any state, territory or possession of the United States or another country and is a legal assistant or paralegal, qualified by education, training or work experience, who is employed by an attorney, law office, corporation, governmental agency or other entity, and who performs specifically delegated substantive legal work for which an attorney is responsible,

may become a Non-attorney Affiliate of the Association by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the applicable annual dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all of the responsibilities as if such person were a member, except those of voting, being an officer of the Association, being a member of the House of Delegates or Executive Committee, or being Chair of a Section or Committee. Non-attorney Affiliates are not entitled to hold themselves out as members and their status as Non-attorney Affiliate does not authorize them to practice law unless they otherwise have standing to do so.

Section 3. Dues. The annual dues of all members shall be in such amounts as may be fixed and determined from time to time by the House of Delegates. All such dues shall be payable at the beginning of ~~the fiscal~~ their membership and on each subsequent anniversary of their membership in year of with the Association. ~~The House of Delegates upon recommendation of the Executive Committee and the Finance Committee shall have the power to prorate the annual dues for the current year of those who become members during the year;~~ to suspend the accrual and

payment of the dues of any member during the term of such member's service with the Armed Forces of the United States; and to waive, in whole or in part, the dues of any member or former member of the Association that may be in arrears or may thereafter become payable, or both.

* * *

Section 6. Termination of Membership.

A. If any member fails to pay ~~yearly~~annual dues within the period designated by the Association for payment of dues, it shall be the duty of the Treasurer to send a notice to the member stating that unless said dues are paid the member shall cease to be a member of the Association. If the dues are not paid by the member within 30 days of the date of the Treasurer's notice, the member's membership shall thereupon terminate.

* * *

X. SECTIONS AND DIVISIONS OF SECTIONS

* * *

Section 5. ~~Dues~~Royalties. ~~The executive committee of a section or if there be none, the members at an annual meeting of the section may, subject to the approval of the Finance Committee, fix the amount of annual dues, the payment of which shall be a condition to membership in the section.~~ Sections shall receive royalties from the Association in lieu of dues charged to the section's members.

CONCLUSION

Our committee proposes the foregoing amendments to the Association to implement the changes previously requested by the House of Delegates and the Membership Committee. We commend them to you for your consideration and subscription at the November 4, 2023, meeting of the House of Delegates. If subscribed, the above amendments will be presented for discussion and adoption at the 2024 Annual Meeting of the Association.

* * *

Respectfully submitted,

COMMITTEE ON BYLAWS

Robert T. Schofield, IV, Chair

Anita L. Pelletier, Vice Chair

Eileen E. Buholtz

David A. Goldstein

Nicole S. Green

LaMarr J. Jackson

Steven G. Leventhal

A. Thomas Levin

Joshua Charles Nathan

David M. Schrauer

Justin S. Teff

Dena J. Wurman

Oliver C. Young

Executive Committee liaison: Richard C. Lewis

Staff liaison: David P. Miranda