



# THE BYLAWS OF THE NEW YORK STATE BAR ASSOCIATION

As Amended at the Annual Meeting of the  
New York State Bar Association  
January 19, 2024



**TABLE OF CONTENTS**

Enabling Act.....5

Name .....7

Purposes .....7

Members and Affiliates .....7

Officers.....11

House of Delegates.....15

Committees .....21

Executive Committee.....24

Nominating Committee and Nominations for Office.....26

Finance, Audit and Compensation Committees.....33

Sections and Divisions of Sections.....35

Elections and Terms.....36

Meetings of the Association.....36

Remote Meetings.....38

Indemnification.....39

Cooperation with Other Bar Associations and Federations of Bar Associations .....39

Publications .....40

Amendments.....40

Appendix A: Committees of the Association.....42

Appendix B: Audit Committee Duties and Responsibilities.....44



## ENABLING ACT

### LAWS OF NEW YORK—1877

#### CHAPTER 210

“AN ACT to incorporate the New York State Bar Association.”

Passed May 2, 1877.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

**Section 1.** The members of the voluntary association, which was formed in the City of Albany, November twenty-first, eighteen hundred and seventy-six, under the name of the New York State Bar Association, of which association John K. Porter, of the first judicial district is president; and Charles W. Sanford, of the first judicial district; John J. Armstrong, of the second judicial district; Samuel Hand, of the third judicial district; Platt Potter, of the fourth judicial district; William Ruger, of the fifth judicial district; Horatio Ballard, of the sixth judicial district; James L. Angle, of the seventh judicial district, and Myron H. Peck, of the eighth judicial district, are vice-presidents, and of which the judges of the United States Courts, residing in this State, the judges of the Court of Appeals, and justices of the Supreme Court of this State are honorary members, and all persons who shall hereafter be associated with them are hereby created a body corporate, under the name of the “New York State Bar Association.” And the said association is formed to cultivate the science of jurisprudence, to promote reform in the law, to facilitate the administration of justice, to elevate the standard of integrity, honor and courtesy in the legal profession, and to cherish the spirit of brotherhood among the members thereof.

**Section 2.** Said corporation shall have power to acquire by lease or purchase, suitable buildings, library and furniture for the use of the corporation; to borrow money for such purposes and issue bonds therefore, and to secure the same by mortgage, and generally to acquire and take by purchase, gift, devise, bequest, subject to the provisions of law relating to devises and bequests by last will and testament or otherwise, and to hold, transfer and convey all or any such real and personal property as may be necessary for attaining the objects, and carrying into effect the purpose of such corporation.

**Section 3.** The constitution, bylaws, rules and regulations originally adopted by said voluntary association shall be the constitution, bylaws, rules and regulations of the corporation hereby created, which shall have power from time to time to alter, modify and change the same; and the members of the executive committee of said association shall be the first trustees of the corporation hereby created, and continue to be such trustees until others are elected in their places as prescribed by said constitution and bylaws, and the several officers and committees of said association shall be the officers and committees of the corporation hereby created with the powers and duties prescribed by said constitution and bylaws, rules and regulations, until their successors shall be similarly duly elected and installed.

**Section 4.** All property, rights and interests of the said association now held by any or either of the officers thereof, or by any person or persons for its use and benefit shall, by virtue of this act, vest in and become the property of the corporation hereby created, subject to the payment of the debts of said association, if any; all interest of any member of said association, and of the corporation hereby created, in such property, shall terminate and vest in the corporation upon his ceasing to be a member thereof.

**Section 5.** This corporation shall possess the powers and be subject to the liabilities prescribed by the third title of the eighteenth chapter of the first part of the Revised Statutes. This corporation shall deposit a copy of its charter, constitution and bylaws, and of each of its annual reports, in the State Library at Albany, and each of the libraries provided for the use of the justices of the Supreme Court in the several counties of the State. It shall be the duty of every local bar association to deposit with the New York State Bar Association, a copy of its act or certificate of incorporation, or its articles of association, and its constitution and bylaws and its annual report.

**Section 6.** This act shall take effect immediately.

## THE BYLAWS OF THE NEW YORK STATE BAR ASSOCIATION

### I. NAME

The name of this Association shall be "New York State Bar Association."

### II. PURPOSES

**Section 1.** The purposes of the Association are to cultivate the science of jurisprudence; to promote reform in the law; to facilitate the administration of justice; to elevate the standard of integrity, honor, professional skill and courtesy in the legal profession; to cherish and foster a spirit of collegiality among the members of the Association; to apply its knowledge and experience in the field of the law to promote the public good; to promote and correlate the same and similar objectives in and among the Bar organizations in the State of New York in the interest of the legal profession and of the public and to uphold and defend the Constitution of the United States and the Constitution of the State of New York.

**Section 2.** The Association holds an unwavering and longstanding commitment to diversity within its membership and leadership ranks based upon its firm belief that diversity, equity, and inclusion must be fostered within the legal community and in society at large. The Association is made stronger and more capable of implementing positive change through the law when its membership reflects the diversity of the individuals and communities served by the legal profession. Accordingly, the Association will promote and advance the full and equal participation of diverse attorneys in the profession and the Association, including diversity based on gender, race, color, ethnic origin, national origin, religion, sexual orientation, gender identity and expression, age, and disability.

### 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 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 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.

**C. Honorary Members.** Honorary members may be elected by the Association.

**D. Law Student Members.**

1. Any law student in good standing, if not otherwise eligible for membership in this Association, may become a Law Student member by written application to the Executive Director, endorsed as to the applicant's good standing as above prescribed on behalf of the applicant's law school, and by payment of the annual dues of the current year, provided that the law school is an approved law school under the Rules of the Court of Appeals. A Law Student member shall cease to be such at: (a) the end of the eighteenth month after graduation; (b) the end of the eighteenth month after the end of service in the Armed Forces of the United States or in any statutory substitute for such service, provided that the individual shall be eligible to continue as a Law Student member if the individual again becomes a law student and meets all qualifications for becoming a Law Student member; (c) such time as the individual becomes eligible for membership in the Association as an Active or Associate member; or (d) such time as the law student ceases to be enrolled in good standing in an approved law school and does not continue to qualify as a Law Student member under (a) or (b) above. A Law Student member shall be exempt from dues while in service of the Armed Forces of the United States or in any statutory substitute for such service.

2. A Law Student member shall have all the powers and privileges of an Active member of the Association except those of voting, being an officer of the Association, serving as a member of the Executive Committee or House of Delegates, or serving as Chair of a Section or Committee.



3. A Law Student member may become an Active or Associate member of the Association, as the case may be, without further application upon notice to the Association of admission to the bar of any state, territory or possession of the United States or another country within nine months after graduation from law school (exclusive of time spent in the Armed Forces of the United States or in any statutory substitute for such service) accompanied by payment of the annual dues for the current year.

**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 3 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 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 their membership and on each subsequent anniversary of their membership in the Association. The Finance Committee shall have the power 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 4. Assessments.** The House of Delegates shall have the power to levy assessments in such annual amount and for such number of years as it shall determine on all classes of members alike, or in different amounts or proportions for different classes of members. All such assessments shall become payable at such time during the year as the House of Delegates may determine upon at least thirty days' notice to the members. The House of Delegates upon recommendation of the Executive Committee and the Finance Committee shall have the power to prorate the assessment for the current year of those who become members during the year; to suspend the accrual and payment of the assessment 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 assessment of any member or former member of the Association that may be in arrears or may thereafter become payable, or both.

**Section 5. Restriction of Membership.** No person who advocates the overthrow of the government of the United States, or of any state, territory, or possession thereof, or of any political subdivision therein, by force or other illegal means, shall be a member of the Association.

**Section 6. Termination of Membership.**

**A.** If any member fails to pay 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.

B. If any member fails to pay any assessment within the period designated by the Association for the period of such assessment, it shall be the duty of the Treasurer to send a notice to the member stating that unless said assessment is paid, the member shall cease to be a member of the Association. If the assessment is not paid by the member within 30 days of the date of the Treasurer's notice, the member's membership shall thereupon terminate.

C. The House of Delegates may suspend or expel any member for misconduct in the member's relations to the Association, or to the profession, upon the recommendation of the Committee on Professional Discipline after a hearing held by that committee upon reasonable notice to such member to appear and present a defense. Any member suspended or expelled from membership under the terms of this paragraph may be reinstated as a member only by vote of the House of Delegates.

D. Any member shall automatically be removed from membership in the event of a final court order of disbarment or suspension of the member from the practice of law in New York State. Any member suspended or expelled from membership under terms of this paragraph may not be reinstated to any class of membership until the end of such suspension or upon their readmission to practice law in New York.

E. Any member may resign from membership in the Association by submitting a resignation in writing to the Executive Director or Secretary of the Association, without any adjustment of dues. The resignation shall be effective upon receipt by the Executive Director or Secretary.

F. All interest in the property of the Association of persons ceasing to be members by expulsion, resignation or otherwise shall thereupon vest absolutely in the Association.

#### **IV. OFFICERS**

The officers of the Association shall be a President, a President-Elect, a Vice-President for each judicial district with the exception of the First Judicial District which shall have two Vice-Presidents, a Secretary, a Treasurer and such additional offices as may be established from time to time by the House of Delegates. A nominee for President-Elect of the Association must be a member of the House of Delegates or have served as a member of the House of Delegates within five years preceding the time of such nomination. All officers of the Association shall be active members of the Association.

##### **Section 1. President.**

A. The President shall be the chief executive officer of the Association.

B. The President shall preside at all meetings of the Executive Committee and of the Association and, in the absence of the President-Elect, shall preside at meetings of the House of Delegates.

C. The President is authorized to represent this Association in any effort not inconsistent with these Bylaws to bring about closer cooperation between this Association and the American Bar Association and other bar associations, and for that purpose to appoint any committees that may be deemed desirable for such general purpose.

D. Except as otherwise provided in these Bylaws, the President shall be an ex officio member of all committees without the power to vote unless already a member of such committee.

### **Section 2. President-Elect.**

A. The President-Elect shall chair the House of Delegates.

B. The President-Elect shall assist the President in meeting with representatives of local bar associations and in overseeing the effective functioning of sections and committees. The President-Elect shall also perform such other duties as shall be assigned by the President or by the House of Delegates.

C. Except as otherwise provided in these Bylaws, the President-Elect shall be an ex officio member of all standing committees and special committees without the power to vote unless already a member of such committee.

D. The President-Elect shall automatically become President on June 1<sup>st</sup> of the year following the year of election.

### **Section 3. Vice-Presidents.**

A. There shall be one Vice-President from each judicial district with the exception of the First Judicial District which shall have two Vice-Presidents.

B. It shall be the duty of the Vice-Presidents to promote cooperation between this Association and the local associations in their respective judicial districts and with any federation embracing all or part of their districts; and by visitation or otherwise to stimulate activities therein in harmony with the current work of this Association. The elected members of the House of Delegates for each judicial district shall collaborate

with the Vice-Presidents under their direction in promoting cooperation with such local associations or federations.

C. The Vice-Presidents of the Association shall be responsible for the maintenance of good relationships between the Association and the members of the bar residing or practicing in their respective judicial districts and shall represent the President within their respective districts during the President's absence therefrom. Each such Vice-President shall visit the various local bar associations within the judicial district and federations of such bar associations on frequent appropriate occasions, shall arrange meetings for the President with representatives of such local bar associations within the Vice-President's judicial district, and shall perform such other acts within the judicial district on behalf of the President as the President shall specifically require.

D. In the absence of the President and the President-Elect from a meeting of the Association, House of Delegates or Executive Committee, the Vice-President with seniority of membership shall preside at such meeting during such absence. In the absence of the President and the President-Elect and all Vice-Presidents, the senior member of the House of Delegates shall preside over meetings of the House; the senior member of the Executive Committee shall preside over meetings of the Committee and the senior member of the Association shall preside over meetings of the Association. For the purposes of this paragraph "senior member" shall mean the member with the greatest number of years of membership in the Association.

**Section 4. Secretary.** It shall be the duty of the Secretary to:

A. Keep a record of the proceedings of the Association, and of such other matters as may be directed by the Association to be placed on its files or record;

B. Keep an accurate roll of officers and members;

C. Notify officers and members of committees of their election or appointment;

D. Issue notices of all meetings, with a brief note in case of special meetings of the object for which they are called;

E. Furnish the Treasurer with the names of persons who have become members;

F. Keep the seal of the Association;

G. Maintain a list of the Association's standing committees, special committees and sections together with the statement of their powers and duties as such powers and

duties may, from time to time, be amended by resolution of the House of Delegates or in such other manner as may be permitted herein;

H. Maintain such membership records and information as may be directed by the House of Delegates or the Executive Committee.

**Section 5. Treasurer.** It shall be the duty of the Treasurer to:

A. Collect, and under direction of the House of Delegates, disburse the funds of the Association;

B. Keep regular accounts in books of the Association, which accounts shall be open to inspection by any member of the Executive Committee;

C. Report, in writing, at each stated meeting of the Association, and to the House of Delegates as and when required by them, the financial condition of the Association. The Treasurer's annual report for the fiscal year shall be presented at a stated meeting of the House of Delegates occurring within six months of the close of that fiscal year, and shall exhibit an audited statement of receipts and expenditures, of outstanding obligations and appropriations, and also an estimate of resources and expenditures for the ensuing year. The Treasurer's accounts shall at all times be subject to examination and audit by the House of Delegates and by the Association, or by a special committee appointed for that purpose;

D. Make available, upon the written request of any member of the Association, a copy of the Treasurer's annual report.

**Section 6. Additional Officers.** The House of Delegates may establish such offices as it shall from time to time determine, and may appoint the initial occupant of each such office. Successors shall be elected annually by the House of Delegates as set forth in Article XI. The terms of office of such officers and their powers and duties, which shall be consistent with the powers and duties of any elected officers they are to assist, shall be set forth in the appointing resolution.

**Section 7. Death, Disability or Resignation.** In the event of the death, resignation or total disability of the President, the President-Elect shall automatically succeed to the office of President for the unexpired term and the term next following. In the event of the death, resignation or total disability of the President-Elect, or in the event the President-Elect succeeds to the presidency as provided in this section, the President shall serve as Acting Chair of the House of Delegates until the vacancy in the office of President-Elect shall be filled by election of the House of Delegates following

nomination of a candidate by the Nominating Committee. In advance of making such nomination, the Nominating Committee shall give appropriate notice of the vacancy and of the House of Delegates meeting at which the election is to be held. The Nominating Committee shall file its report of a nominee with the Secretary at least 30 days in advance of the House of Delegates meeting at which the election is to be held, and the report shall be open to inspection by any member of the Association. Any 50 members of the Association may also nominate candidates for President-Elect by filing a petition signed by such members with the Secretary not later than ten days before the meeting at which the election is to take place. Nominations not made by the Nominating Committee or the membership in the manner prescribed shall not be considered or voted upon. The determination of total disability of the President or President-Elect shall be made by the House of Delegates and its decision thereon shall be final. Except as provided in Article V, Section 3(L), a vacancy in any other office shall be filled by appointment of the House of Delegates.

## **V. HOUSE OF DELEGATES**

**Section 1. Duties.** The members of the House of Delegates shall be the Trustees of the Association, and shall have the duty, power and authority to:

**A.** Control and manage the business and affairs of the Association and to determine the policy of the Association subject to referendum pursuant to the provisions of section 2 of this Article;

**B.** Supervise, direct and control the officers, Executive Committee, sections, committees, and, through the Executive Committee, employees of the Association;

**C.** Exercise all the powers necessary or incidental to the control and administration of the business and offices of the Association and to the determination of its policies and recommendations.

**Section 2. Policy Referendum.** The House of Delegates may, at any time, by a two-thirds vote of its entire membership, refer and submit to the members of the Association defined questions affecting the policy or actions of the Association which, in the opinion of the House of Delegates, are of significant and practical consequence to the legal profession and the public. The result of a referendum, when duly ascertained by such a vote, shall be binding on the House of Delegates and shall control the action of the Association, its officers, sections, committees and employees.

**Section 3. Composition.** The House of Delegates shall be composed of:

**A.** The officers of the Association;

B. The members-at-large of the Executive Committee;

C. Three members of the Association from each judicial district to be elected by the Association after nomination in the manner provided for herein, to be known as elected delegates;

D. The past presidents of the Association;

E. Any member of the Association who is serving or has served as President of the American Bar Association;

F. Representatives from each of the sections of the Association to be known as section delegates.

1. These delegates who may, but need not be officers of their respective sections, shall be designated as follows:

Young Lawyers Section	4 delegates
Judicial Section	2 delegates
3,501 or more members	4 delegates
2,001 to 3,500 members	3 delegates
1,501 to 2,000 members	2 delegates
1,500 or fewer members	1 delegate

2. The section delegates shall be selected according to procedures established by their sections.

3. For the purpose of determining the number of delegates to which sections are entitled, December 31 of the year preceding the year of selection shall be the date as of which the number of members of the sections shall be fixed.

G. Delegates from county or such other duly constituted bar associations as the House of Delegates may designate (hereinafter referred to as county bar associations). These delegates shall be known as bar association delegates and shall be designated on the following basis:

1. One delegate from each county bar association having 100 or more members but less than 300 members of the New York State Bar Association in its county, the delegate to be designated by the governing body of such association.



2. Two delegates from each county bar association having 300 or more members but less than 1,000 members of the New York State Bar Association in its county, the delegates to be designated by the governing body of such association.

3. From each county bar association having 1,000 or more members of the New York State Bar Association in its county, three delegates for the first 1,000 members, plus one delegate for each additional 1,000 members, or major fraction thereof; such delegates to be designated by the governing body of such association.

4. The Association of the Bar of the City of New York shall be entitled to the same number of delegates as the New York County Lawyers' Association.

5. In each judicial district in which there are two or more county bar associations in counties having less than 100 members each of the New York State Bar Association, one or more delegates shall be designated to represent such county bar associations as a group by the governing bodies of such county bar associations in a manner to be specified by the House of Delegates. The number of delegates designated shall be based upon the aggregate number of New York State Bar Association members in said counties, as follows:

50-299 members	1 delegate
300-999 members	2 delegates
1,000 or more members	3 delegates for the first 1,000 members, plus one delegate for each additional 1,000 members or major fraction thereof.

6. The terms "in its county" and "in said counties" as used in subparagraphs 1 through 5 of this paragraph E shall be interpreted and applied on the basis of the mailing address for each member as it appears on the official mailing list maintained in the office of the New York State Bar Association.

7. For the purpose of determining the number of delegates to which county and other bar associations are entitled, December 31 of the year preceding the year of selection shall be the date as of which the number of members of county and other bar associations shall be fixed.

H. Twelve delegates to be appointed by the President then in office from a range of Racial and Ethnic Minority Groups identified by the National Association for Law

Placement.<sup>1</sup> At least two and no more than four of such delegates shall be appointed from each Judicial Department, and all appointments shall be subject to confirmation by the Executive Committee.

I. Two delegates to be appointed by the President then in office from those members identified as Active members as set forth in Article III, Section 1(A) of these Bylaws who neither work nor reside in New York State, subject to confirmation by the Executive Committee.

J. The delegates representing the New York State Bar Association in the American Bar Association House of Delegates, and the American Bar Association State Delegate from New York and the New York State representative on the American Bar Association Board of Governors provided they are members of the New York State Bar Association.

K. Each member of the House of Delegates must be a member of the New York State Bar Association in good standing.

**L. Vacancies.**

1. Any vacancy among the elected delegates shall be filled by majority vote of the elected delegates upon nomination by the Vice-Presidents and remaining elected delegates from the district in which the vacancy exists. Any vacancy among the section delegates or the bar association delegates shall be filled by the section or bar association or group of bar associations whose representative has created the vacancy.

2. In case of the death, resignation or total disability of the President-Elect of the Association, the House shall fill the vacancy for the remainder of the term by a vote of a majority of the members of the House present at a meeting. Notice that such an election will be held shall be mailed by the Secretary of the Association to each delegate not less than 14 days before the date fixed for the meeting.

3. A vacancy in the office of Vice-President shall be filled on an interim basis by the members of the Nominating Committee from that judicial district. In selecting an interim designee, the district members on the Nominating Committee shall actively solicit and consult with the delegates to the House of Delegates from that district. Such

---

<sup>1</sup> Following NALP's definition of "lawyers of color," Racial and Ethnic Minority Groups include Asian, Black or African American, Latinx, Native American or Alaska Native, Native Hawaiian or other Pacific Islander, and multiracial lawyers. See, NALP 2021 Report on Diversity in U.S. Law Firms available at <https://www.nalp.org/reportondiversity> (last accessed on October 27, 2022).

consultation shall be accomplished by a meeting of the delegates from the district, in person to the extent practicable, or by telephonic equipment if necessary. The interim designee so selected shall be subject to confirmation by majority vote of the House of Delegates at the next meeting to fill the remainder of the term.

4. Vacancies among the offices of Secretary, Treasurer, or member-at-large of the Executive Committee shall be filled on an interim basis by majority vote of the members of the Executive Committee at a meeting, subject to confirmation by majority vote of the House of Delegates at the next meeting to fill the remainder of the term.

### **M. Alternate Delegates.**

1. Each section or bar association represented in the House of Delegates may designate an alternate to serve during the absence of any of its delegates at a meeting of the House, except that those bar associations entitled to six or more delegates may designate a total of two alternates. Such alternates shall be selected at the same time as the regularly designated delegates.

2. When substituting for a regularly designated delegate, an alternate shall assume all obligations and privileges of a regularly designated delegate. Notice of this substitution shall be given to the Secretary by the regular delegate who is unable to attend or by the Vice-President or any other House of Delegates member from the absentee's district or any officer of a section. In the absence or unavailability of the Secretary, such notice shall be given to the President or the President-Elect. Notice shall be given at least 24 hours in advance of the meeting which the alternate will be attending, although this requirement may be waived by the President or President-Elect for good cause.

3. The alternate delegate's service is limited to that meeting of the House for which notice of substitution has been given and is not considered a lapse in service for the regularly designated delegate.

4. A section or bar association may designate an individual as an alternate without limit as to the number of consecutive terms that may be served in that capacity, except that an individual completing four consecutive years as a regularly designated delegate shall not be eligible for designation as an alternate in the ensuing year. The alternate must be eligible to serve as a member of the House.

### **Section 4. Terms.**

A. Past presidents of the Association and current or past presidents of the American Bar Association who remain members of the Association shall serve as delegates for life. The President, President-Elect, Secretary and Treasurer shall serve as delegates during their terms of office.

B. The term of office of all other delegates shall be one year unless otherwise specified in these Bylaws.

C. Except for past presidents of the Association or American Bar Association, members of the Executive Committee, the delegates representing the New York State Bar Association in the American Bar Association House of Delegates, the American Bar Association State Delegate from New York and the New York State representative on the American Bar Association Board of Governors, delegates may serve no more than four consecutive terms in any combination of delegate capacities. Membership on the Executive Committee or service as an alternate delegate will not be included in the computation of this four year limitation. Service on the Executive Committee occurring without break between terms as a regularly designated delegate will be treated as a non-interruption of service as a delegate. In the instance of an alternate delegate, attendance during any term at two or more House of Delegates meetings for which notice of substitution has been given in accordance with Section 3(M) of this article shall constitute a year of service as a delegate.

D. The term of each member of the House of Delegates shall commence on June 1<sup>st</sup> unless otherwise specified in these Bylaws.

#### **Section 5. Meetings.**

A. Upon not less than 15 days' written notice, the House of Delegates shall 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. Such meetings shall be conducted in person or as authorized by Article XIII.

B. One hundred members shall constitute a quorum for the transaction of business.

C. The President-Elect shall preside and serve as Chair of the House of Delegates.

D. Each member of the House of Delegates shall have one vote to be cast in person. Any action required or permitted to be taken by the House of Delegates may be taken without a meeting if all delegates consent in writing to the adoption of a resolution authorizing the action.

E. The House of Delegates, through its chair, shall at each stated annual meeting report a summary of its proceedings since its last annual report (except such matters as are required to be kept confidential by statute or by these Bylaws of the Association), together with any suggestions deemed suitable and appertaining to its powers, duties or business.

F. The Secretary shall promptly transmit to every member of the House of Delegates the minutes of every meeting of the House of Delegates.

## **VI. COMMITTEES**

### **Section 1. Committees.**

A. The House of Delegates by resolution adopted by majority of the entire House of Delegates may designate committees of the House of Delegates consisting of at least three or more member of the House of Delegates. Such resolutions shall define the respective powers and duties of such committees, provided that no committee shall have authority as to the following matters:

1. The submission to members of any action requiring members' approval under applicable law

2. The filling of vacancies in the House of Delegates or in any committee of the House of Delegates.

3. The fixing of compensation of the House of Delegates for serving on the House of Delegates or on any committee (if any such compensation is paid).

4. The amendment or repeal of the Bylaws, or the adoption of new Bylaws.

5. The amendment or repeal of any resolution of the House of.

6. The taking of any action which would be binding upon the Association or the House of Delegates, unless specifically authorized by law, in these Bylaws, or in the resolution establishing the committee.

B. The House of Delegates, the Executive Committee or the President may designate committees of the Association. Such committees shall not be committees of the House of Delegates, shall not exercise any of the powers of the House of Delegates or have the authority to bind the House of Delegates or the Association, and shall be advisory only. Except as otherwise provided herein, the President annually shall

appoint the members, designate the chairs and fill vacancies in committees of the Association.

C. Any committee specifically established in these Bylaws may be abolished only by amendment to these Bylaws. Any other committee may be abolished by the Executive Committee.

D. Each committee shall have the specific powers and duties set forth in these Bylaws or by resolution establishing the committee; and such general powers and duties as may be prescribed for committees generally.

E. When a committee is organized, it shall be the chair's duty to submit to its members such matters for the consideration of the committee as any member may desire, or that the chair may deem germane to the objects for which the committee was appointed.

F. Each committee may report to the House of Delegates at any time and shall so report whenever requested to do so by the President or by the Chair of the House of Delegates or by vote of the House of Delegates. A list of committees shall be maintained by the Secretary and included as Appendix A to these Bylaws.

## **Section 2. General Provisions.**

A. The resolution or announcement creating any committee shall not be entered upon the permanent records of the Association until approved as to form by the Executive Committee.

B. Anything hereinbefore to the contrary notwithstanding, members of each committee shall continue to serve until the appointment or election of successor members of the committee.

C. Except as otherwise expressly provided herein or by the resolution establishing it, one-third of the committee members will constitute a quorum of each committee.

D. Each committee will have power to adopt rules and regulations for its own governance and procedure; to declare a vacancy after three successive absences of a member; and to order and arrange for the convenient transaction of business and discharge of its duties by correspondence or through subcommittees, or otherwise. Rules and regulations adopted by a committee will be enforceable only by members of that committee and by no other person. Any rules and regulations adopted by a committee must be consistent with these Bylaws.

E. The chair of each committee will have power to call a meeting thereof on due notice (which may be by mail, electronic means, or other means as authorized by law; and the Secretary of the Association shall, by like notice, call a meeting on the request in writing of at least one-third of the committee, or of the President of the Association.

F. Under direction of each committee, the secretary thereof will keep its records and minutes, and prepare and transmit the required reports.

G. Every committee shall meet and organize promptly after appointment and shall also meet at such times and places as may be designated by the chair, by the President of the Association or by the House of Delegates.

H. No committee or officer or member thereof shall have the power to make the Association liable for any debt except upon the express authorization of the House of Delegates.

I Any committee, with the approval of the House of Delegates, may report to the Association at any time. On instructions of the House of Delegates, a report which has been made to that body or to the President shall be made to the Association at a regular or special meeting. The reports of all committees to the Association shall be in writing and, unless recommitted by a vote of the Association, shall be received of course without a motion for acceptance. All committee reports recommending or requiring any action or expression of opinion by the Association must be accompanied by an appropriate form of resolution.

J. Each committee is encouraged to establish and maintain liaison with committees of other bar associations or bar federations charged with observance and supervision of the same general topic and field of activity, for the exchange of information and opinions and, with the approval of the House of Delegates or the Executive Committee, to take action in collaboration with one or more such associations or federations.

K. Notwithstanding any other provision of the Bylaws, all committees are subject to the rules herein set forth with regard to supervision by the House of Delegates or the Executive Committee.

L. The President may appoint committee members who are not members of the Association to any committee of the Association, the membership of which is appointed by the President.

## VII. EXECUTIVE COMMITTEE

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

- A. The President of the Association;
- B. The President-Elect of the Association;
- C. The Secretary and Treasurer of the Association;
- D. All Vice-Presidents of the Association;
- E. The immediate past president of the Association;

F. 1. Eight members-at-large who shall be Active members of the Association. Not less than two of the members-at-large shall be selected from the First Judicial District. Two of the members-at-large shall be selected from Racial and Ethnic Minority Groups and may not be drawn from the same Judicial District.

2. Two members-at-large who shall have served as section delegates to the House of Delegates within three years of their selection. Initial terms shall be staggered, with one member selected to serve a two-year term and one member selected to serve a one-year term, notwithstanding the provisions of Section 2 of this article.

3. One member-at-large who shall have served as a section delegate to the House of Delegates from the Young Lawyers Section within three years of the time of selection.

4. The terms of office of each member-at-large shall be two years.

**Section 2. Terms.** A Vice-President or member-at-large of the Executive Committee may serve no more than four consecutive terms of combined service as a Vice-President and member-at-large of the Executive Committee, and members-at-large may serve no more than four consecutive terms in such capacity. This limitation shall not apply to the President, the President-Elect or the immediate Past President serving on the Executive Committee. The Secretary may serve no more than four consecutive terms and the Treasurer no more than four consecutive terms in their respective capacities.



For the purposes of calculating the number of consecutive terms permitted by this section, each two-year term of a member-at-large of the Executive Committee whose term commenced on or after June 1, 2009 shall be considered two terms.

**Section 3. Powers and Duties.** Between meetings of the House of Delegates, the Executive Committee shall manage the business, affairs and activities of the Association; and it shall study and report to the House of Delegates on all matters referred to it. The Committee shall report to the House of Delegates at each meeting thereof on the actions taken by it since the previous meeting of the House of Delegates. The Secretary of the Association shall mail to each member of the House of Delegates a copy of the minutes of each meeting of the Executive Committee.

**Section 4. General Supervision over Committees and Sections.** Notwithstanding any other provision of these Bylaws and subject to any rules established by the House of Delegates, all committees, sections and divisions of sections shall be subject to such rules as the Executive Committee may promulgate to supervise and coordinate the action and functioning of all committees (other than the Nominating Committee) and of all sections, and divisions of sections, including limitations upon the issuance of public statements by committees, sections, and divisions of sections or members thereof as may be deemed appropriate.

**Section 5. Issuance of Reports and Legislative Action.**

**A. Pending Proposals.** Each committee or section shall have power and authority, in its own name, publicly or otherwise, to support or oppose pending legislative action at the local, state or federal level. Any statement of support or in opposition to such legislation pending shall conspicuously disclose the fact that the position of the committee or section, as the case may be, is not the position of the Association until approved and adopted by the House of Delegates.

**B. Initiation of Legislative Action.** Committees and sections may publish reports and recommendations on matters within their jurisdiction. They may promote or initiate local, state or federal legislative action with the specific approval of the House of Delegates or the Executive Committee. Such action, however, is prohibited unless so approved and no action whatsoever shall be taken by any committee or section in the name of the Association without the express authority of the House of Delegates or the Executive Committee.

**C. Issuance of reports regarding legislative action.**

1. In commenting on pending legislation or seeking to initiate legislative action, as described hereinabove in subdivisions A and B, or in publishing reports on subjects within their jurisdiction on such legislation or legislative action, committees or sections may not publicly espouse positions, issue statements or release reports which are inconsistent with policy adopted by the House of Delegates or the Executive Committee. With respect to positions adopted by the Executive Committee, however, same shall be binding for six months from the date of adoption unless acted upon sooner by the House of Delegates.

2. At least five business days in advance of the intended release date, which shall be stated in the transmittal document, any prospective position, statement or report by a committee or section regarding pending or proposed legislation shall be submitted to the President solely for a determination as to whether the prospective position, statement or report is inconsistent with policy previously adopted by the House of Delegates or Executive Committee. The President may waive this notice requirement at the request of the committee or section. Authorization to release the report shall be deemed to have been given unless the President notifies the committee or section to the contrary prior to the intended release date. Any adverse determination by the President may be appealed to the Executive Committee.

### **Section 6. Meetings.**

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

B. At each meeting of the Executive Committee, a majority of the total membership of the Committee shall constitute a quorum.

C. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all of the members of the Committee consent in writing to the adoption of a resolution authorizing the action.

## **VIII. NOMINATING COMMITTEE AND NOMINATIONS FOR OFFICE**

### **Section 1. Nominating Committee.**

A. 1. The Nominating Committee shall be a committee of the Association and shall submit nominations of candidates for all offices required by Article XI to be filled by election at each Annual Meeting or at the meeting of the House of Delegates immediately following each Annual Meeting. Its report of such nominations shall be

filed with the Secretary not later than 40 days before such meetings and shall be open to inspection by any member of the Association.

2. Declaration of Candidacy. Individuals seeking the office of President-Elect shall file with the Secretary a declaration of candidacy for such office no later than September 1 of the year in which the Nominating Committee is to consider such candidacy. Any declaration not filed in accordance with this procedure shall not be considered by the Nominating Committee, except that by majority vote at any meeting, the Nominating Committee may waive this requirement.

3. In selecting nominees for Vice-President and elected delegate, the district members on the Nominating Committee shall actively solicit and consult with the delegates to the House of Delegates from their respective districts. Such consultation shall be accomplished by a meeting of the delegates from each respective district, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of Vice-President and elected delegate are to be filled by election. The district members of the Nominating Committee from each district shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominees for Vice-President and Elected Delegates as recommended by the district members from each respective district.

4. In selecting nominees for Executive Committee member-at-large referenced in Article VII, section 1(F)(2), the Nominating Committee shall actively solicit and consult with the section delegates to the House of Delegates. Such consultation shall be accomplished by a meeting of the section delegates, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of member-at-large are to be filled by election. The section delegates shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominees for member-at-large as recommended by the section delegates.

5. In selecting nominees for Executive Committee member-at-large referenced in Article VII, section 1(F)(3), the Nominating Committee shall actively solicit and consult

with the Young Lawyers Section. Such consultation shall be accomplished by a meeting of the Section's Executive Committee, in person to the extent practicable or by telephonic equipment if necessary, to be held no less than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of member-at-large are to be filled by election. The Young Lawyers Section shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominee for member-at-large as recommended by the Young Lawyers Section.

6. Election of New York State Bar Association Delegates to the American Bar Association House of Delegates. Delegates to the American Bar Association House of Delegates shall be nominated and elected pursuant to the following procedures:

(a) Ten delegates to the American Bar Association House of Delegates, or such number as the Association may be entitled to select from time to time, shall be elected, each for a term of two years commencing at the adjournment of the Annual Meeting of the American Bar Association House of Delegates. The term of such delegates shall be alternated beginning with an even numbered year, so that the terms are staggered as equally as possible, in accordance with the appropriate provisions of the American Bar Association Constitution and Bylaws. In addition, one lawyer less than thirty-five years of age at the beginning of the lawyer's term shall be elected as Young Lawyer Delegate in even-numbered years for a term of two years commencing at the adjournment of the Annual Meeting of the American Bar Association House of Delegates.

(b) Such delegates shall be elected at a meeting of the New York State Bar Association House of Delegates occurring in the calendar year during which their terms shall commence.

(c) The Nominating Committee is designated to choose all nominees to the American Bar Association House of Delegates after consultation with the Executive Committee of the Association and to choose its nominee for young lawyer delegate after additional consultation with the Executive Committee of the Young Lawyers Section of the Association. Any member of the New York State Bar Association House of Delegates, chair of the Association's sections and committees, or local bar association represented in the New

York State Bar Association House of Delegates may forward the names and relevant qualifications of suggested nominees to the Secretary of the Association by September 1 of the year preceding that in which the election is to be held.

(d) The Nominating Committee shall file its report of such nominations with the Secretary for announcement at the meeting of the New York State Bar Association House of Delegates immediately preceding that at which the election is to be held, and said report shall be open to inspection thereafter by any member of the Association. The Secretary of the Association shall report all nominations made by the Nominating Committee or by members of the Association by means of any publication of the Association sent to all members.

(e) In addition to the nominees of the Nominating Committee, one or more additional nominations may be made by petition signed by not less than fifteen members of the New York State Bar Association House of Delegates and filed with the Secretary of the Association not later than twenty-five days before the meeting at which the election is to be held.

(f) Nominations not made in accordance with the foregoing procedures shall not be considered or voted upon.

(g) At the meeting of the New York State Bar Association House of Delegates at which the election is held, the young lawyer delegate shall be voted upon separately from the other delegate positions.

(h) If a delegate is absent from a meeting, the position shall be filled by the President of the Association for that meeting.

(i) If a delegate resigns, is disqualified, or dies, the Nominating Committee shall reconvene to elect a successor for the unexpired term.

**B.** While serving on the Nominating Committee, a member shall not be eligible for nomination as President-Elect, Secretary, Treasurer, or member-at-large of the Executive Committee, provided, however, that a member of the Nominating Committee shall be eligible for nomination to the Executive Committee as a section member-at-large or a young lawyer member-at-large. A member may remove such ineligibility by resigning from the Nominating Committee in advance of the first meeting in the Association year of the Nominating Committee on which such person is serving. By

majority vote at any meeting, the Nominating Committee may waive this deadline and accept the resignation unless nominations for the office for which the member wishes to be considered were reviewed at the first meeting.

C. At its second regular meeting after the Annual Meeting of the Association, the House of Delegates shall elect a Nominating Committee consisting of members from each judicial district as provided herein. The three at-large members and alternate member-at-large shall serve ex officio as provided in these Bylaws, without election by the House.

1. District members shall be selected by the Vice-Presidents and elected delegates from such judicial district on the following basis: Two members from each judicial district for up to the first 3,000 members of the New York State Bar Association in that district with the exception of the First Judicial District, which shall have three Nominating Committee members for such first 3,000 New York State Bar Association members; and a further Nominating Committee member for each additional 3,000 members, or major fraction thereof. One of the members so selected shall be a member of the House of Delegates at the time of selection and the other members so selected must have been members of the House of Delegates within two years of the time of selection or must currently be, or within two years of the time of selection must have been, section officers or the chairs of an Association committee.

2. The Vice-Presidents and elected delegates from each district shall also select alternate members from that district who must have been members of the House of Delegates within two years of the time of selection or must currently be, or, within two years of the time of selection must have been, a section officer or the chair of an Association committee, with the number of alternates to be determined as follows: each district shall be entitled to one alternate for its initial two Nominating Committee members and a further alternate for each additional three Nominating Committee members, or major fraction thereof. Service as an alternate delegate shall not constitute membership in the House of Delegates for purposes of this section.

3. In selecting the district members and alternates, the Vice-Presidents and elected delegates shall actively solicit and consult with the delegates to the House of Delegates from their respective districts. Such consultation shall be accomplished by a meeting of the delegates from each respective district, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 30 days before the meeting of the House of Delegates at which the Nominating Committee is to be named. The Vice-Presidents from each district shall file a written report with the President of the Association at least 10 days in advance of the meeting of the House of Delegates at

which the Nominating Committee is to be named identifying their selections and summarizing the manner in which the solicitation and consultation process was conducted.

4. The foregoing formula for the designation of district members shall take effect for the Nominating Committee to be selected in 1999. The number of representatives selected in that year shall remain fixed for the ensuing four years, at which time the representative entitlements shall be recalculated pursuant to the foregoing formula, with this recalculation to be repeated thereafter at five-year intervals. For purposes of determining the number of members to which districts are entitled in those years when a calculation is to be made, December 31 of the year preceding the year of selection shall be the date as of which the number of members in districts shall be fixed.

5. The members-at-large shall be past Presidents at the time of their selection and will have completed their post presidency year on the Executive Committee by the time the next Nominating Committee convenes, and they shall serve in accordance with the following rotations:

(a) The immediate past President once removed shall be a member-at-large of the Nominating Committee.

(b) That same past President shall serve as chair of the Nominating Committee the following year.

(c) That same past President shall then again serve as a member-at-large of the Nominating Committee the year following service as chair.

(d) Following the three specified years, such past President may serve on the Nominating Committee only if otherwise elected or designated pursuant to these Bylaws, and subject to Bylaws limitations on consecutive terms of service.

6. The position of any member-at-large who is unable or unavailable to serve on the Nominating Committee for any meeting shall be filled by a past President, other than the immediate past President, designated in reverse order of past service. The foregoing provision notwithstanding, a vacancy in the position of chair shall be filled by an available past President who served most recently as chair. The past President who would be the first eligible and available to fill an at-large vacancy shall be designated as an alternate member-at-large.

D. A member of the Nominating Committee may not serve more than six consecutive terms either as a regularly designated member or alternate or in any combination of such two capacities. This paragraph shall not apply to service as a member-at-large of the Nominating Committee and such service as a member-at-large shall not be considered service on the Nominating Committee for the purpose of this paragraph.

E. Alternate members may attend all meetings of the Nominating Committee in a non-voting capacity. In the event a vacancy should arise in the position of a district member for any reason or should a district member be absent from a meeting of the Nominating Committee, an alternate member from that district shall to be designated to assume the responsibilities of that position by the chair of the Nominating Committee. Alternates for districts entitled to more than one alternate shall be prioritized at the time of selection, and shall serve, when necessary, in that order. In the event of a vacancy, the district alternate so designated shall then fill the unexpired balance of the one-year term of the member being replaced. In the event of an absence, the district alternate so designated shall replace the district member only for the meeting at which the district member is absent, unless the district member is also absent for subsequent meetings.

F. The model rules of the Nominating Committee shall remain in effect until subsequently amended. Each successive Nominating Committee shall be authorized to modify or add rules as it deems appropriate to govern its operations for that year only, with the rules to revert to the model rules format at the conclusion of that year. Any proposed permanent change to the model rules shall be authorized by vote of the House of Delegates.

G. Not later than 20 days before the first scheduled meeting of the House of Delegates after the Annual Meeting of the Association, the Nominating Committee shall file with the Secretary a written report of the members-at-large of the Nominating Committee designated by these Bylaws to serve during the following year. Notice of such designation shall be given by the Secretary to all members of the House of Delegates at the meeting.

**Section 2. Nominations by Membership.** Any 150 members of the Association with respect to any of the offices to be filled, or any 75 members residing in a judicial district with respect to the offices of Vice-President and elected delegate from that district, may also nominate candidates by filing a separate nomination for each candidate and office, signed by such members, with the Secretary not later than 25 days before the meeting at which the election is to take place.



**Section 3. Reporting by Secretary.** The Secretary shall report all nominations made by the Nominating Committee or by members to the members of the Association by means of any publication of the Association sent to all members. Nominations not made by the Nominating Committee or the membership in the manner prescribed shall not be considered or voted upon.

## **IX. FINANCE, AUDIT AND COMPENSATION COMMITTEES**

### **Section 1. Finance Committee.**

**A. Duties.** The Finance Committee shall be a committee of the Association responsible for the continuing supervision of all of the financial affairs of the Association other than those duties specifically assigned to the Audit Committee pursuant to Section 2 of this Article, and for preparing annually for submission to the House of Delegates a proposed income and expense budget.

**B. Members.** The Committee shall consist of six members of the Association appointed by the President, subject to confirmation by the Executive Committee and ratification by the House of Delegates:

(1) Commencing June 1, 2004, terms of appointment shall be staggered, with three members appointed to serve for two-year terms, and three for one-year terms. Thereafter, three members shall be appointed annually to serve for two-year terms. Members completing their terms shall be eligible for reappointment.

(2) A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office.

(3) The Association President, President-Elect, Treasurer and immediate past President shall serve as ex officio members and shall be entitled to vote in the deliberations of the Committee.

### **Section 2. Audit Committee.**

**A. Duties.** The Audit Committee shall be a committee of the Association responsible for assuring the independence of the Association's independent auditor, reviewing the Association's accounting policies and the adequacy of internal control systems, and overseeing the accuracy of the Association's financial statements and reports. The specific duties and responsibilities of the Audit Committee are set forth in Appendix B and may be amended, as appropriate, by the House of Delegates.

**B. Members.** The Audit Committee shall consist of seven members of the Association at least three of which are “independent directors” as defined under the New York Not-for-Profit Law. All committee members should be free from any relationship that would interfere with the exercise of their independent judgment on behalf of the Committee as set forth in further detail in Appendix B. They shall be appointed by the President:

(1) The members being appointed in any given year shall serve for two-year terms. All appointments shall be subject to confirmation by the Executive Committee and ratification by the House of Delegates. The Executive Committee shall determine that each appointee is free from any relationship that in its opinion would interfere with the exercise of independent judgment while serving as a member of the Audit Committee. Members completing their terms shall be eligible for reappointment.

(2) The chair of the Audit Committee shall be designated by the President subject to confirmation by the Executive Committee and ratification by the House of Delegates.

(3) The Chair shall have the authority to call an executive session meeting of the Audit Committee at which only voting members of the Committee shall be entitled to attend.

(4) A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office, subject to confirmation by the Executive Committee and ratification by the House of Delegates.

(5) The Treasurer shall serve as an ex officio member, but shall not be permitted to vote in the deliberations of the Committee. Neither the President, the President-Elect, the Secretary, nor the Chair of the Finance Committee shall be eligible to serve as members of the Committee in any capacity.

### **Section 3. Compensation Committee.**

A. Duties. The Compensation Committee shall be a committee of the House of Delegates and shall be responsible for assuring the reasonableness of the compensation of Association executives.

B. Members. The Compensation Committee shall consist of three or more members of the House of Delegates who are free from any relationship with the executives whose compensation is being reviewed. They shall be nominated by the President:

1. The members being appointed in any given year shall serve for two-year terms. All appointments shall be subject to confirmation by the Executive Committee and ratification by the House of Delegates. Members completing their terms shall be eligible for reappointment.

2. The chair of the Compensation Committee shall be designated by the President.

3. The Chair shall have the authority to call an executive session meeting of the Compensation Committee at which only voting members of the Committee shall be entitled to attend.

4. A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office subject to confirmation by the Executive Committee and ratification by the House of Delegates.

5. The Treasurer shall serve as an ex officio member, but shall not be permitted to vote in the deliberations of the Committee. No member of the executive staff of the Association shall serve as a member of the Committee.

## **X. SECTIONS AND DIVISIONS OF SECTIONS**

**Section 1. Creation and Abolition.** The House of Delegates may from time to time establish sections of the Association and divisions of sections which shall be considered committees of the Association. Sections and divisions of sections may be abolished by the House of Delegates or by the Association.

**Section 2. Bylaws.** Each duly authorized section of the Association may adopt Bylaws, not inconsistent with the Bylaws of the Association, for the regulation of its affairs and for the determination and definition of its aims and purposes and qualifications of membership therein, but such Bylaws shall become effective only upon approval by the Executive Committee.

**Section 3. Officers.** Each such section may elect a chair, vice-chair and secretary, and such other officers as its Bylaws may provide.

**Section 4. Sub-Committees.** Each such section may create sub-committees or task forces relating to particular branches of the general activities of the section.

**Section 5. Royalties.** Sections shall receive royalties from the Association in lieu of dues charged to the section's members.

## **XI. ELECTIONS AND TERMS**

**A. Elections.** At each Annual Meeting 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, 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.

**B. Terms.** The officers and elected delegates elected at such meeting shall hold their offices for a one-year term commencing on the next succeeding June 1st and the members-at-large of the Executive Committee elected at such meeting shall hold their offices for a two-year term commencing on the next succeeding June 1st.

## **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.

A. Written notice shall be given of each meeting of members, shall state the place, date and time of the meeting 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.

B. A copy of the notice of any meeting shall be given, personally, by first-class mail, by fax or by electronic mail not less than ten nor more than fifty days before the date of the meeting. If notice is provided by another class of mail, notice shall be given not less than thirty days nor more than sixty days before such date, to each member entitled to vote at such meeting. If mailed, such notice is given when deposited in the United

States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have other address, then directed to the member at such other address. If sent by fax or electronic mail, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or to such fax number or other electronic mail address as filed with the Secretary of the Association; provided, that notice shall not be deemed delivered if: (a) the Association is unable to deliver two consecutive notices to the individual by electronic mail or fax; or (b) the Association otherwise becomes aware that notice cannot be delivered to the individual by electronic mail or fax.

C. Nothing herein contained shall prevent the consideration at the Annual Meeting of any other business that may be regularly brought before it.

**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 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.

**Section 3. Quorum.** At every meeting of the Association the presence in person, as defined by Article XIII, of 100 members shall constitute a quorum. Only active members of the Association shall have the right to vote at any meeting of the Association, and no vote shall be cast by proxy.

**Section 4. Order of Business.**

A. At annual and adjourned meetings of the Association, after the appropriate opening thereof, the order of business will be:

- (1) Reading of the minutes of the preceding meeting.
- (2) Report of Nominating Committee.
- (3) Election of elected delegates to the House of Delegates.
- (4) Report of Chair of House of Delegates.
- (5) Report of Treasurer.
- (6) Report of Secretary.

- (7) Report of President.
- (8) Reports of Committees.
- (9) Special orders.
- (10) Miscellaneous business.

**B.** The President, or presiding officer, as a matter of discretion, is authorized: (1) to change the order of business at any meeting; (2) to limit the time of debate or discussion on any matter or business; and (3) to call for a vote on any matter by ballot. Robert's Rules of Order Revised shall govern the proceedings of the Association, its House of Delegates and its Executive Committee, except as otherwise provided herein.

**Section 5. Rules of Order as to Resolutions.** At meetings of the Association, precedence shall be given to resolutions proposed by any member, 20 days' notice of which, in writing, shall previously have been filed with the Secretary, and resolutions reported by any committee. All other resolutions, except parliamentary motions, shall be referred, without debate, to the Committee on Resolutions.

### **XIII. REMOTE MEETINGS**

**Section 1.** If authorized by law, the Annual Meeting and any special meeting of the Association may be conducted by means of communications technology which allows all members attending the remote meeting to have a reasonable opportunity to participate in the meeting. A written record of all action taken at such meetings shall be maintained.

**Section 2.** The House of Delegates may, upon not less than 24 hours' written notice by mail or electronic means, conduct an otherwise properly noticed meeting by means of communications technology which allows all members attending the remote meeting to have a reasonable opportunity to participate in the meeting. A written record of all action taken at such meetings shall be maintained.

**Section 3.** Any section or committee, including but not limited to the Executive Committee and excepting the Nominating Committee unless it adopts changes to its Model Rules to specifically adopt this authority, may, upon not less than 24 hours' written notice by mail or electronic means, conduct an otherwise properly noticed meeting by means of a teleconference or other communications technology which allows all members to have a reasonable opportunity to participate in the meeting. A written record of all action taken at such meetings shall be maintained.

Section 4. Whenever used in these Bylaws, participation through communications technology shall constitute presence in person at a meeting.

Section 5. Whenever a meeting is held in accordance with this article, the place of the meeting shall be deemed to be Albany, New York.

#### **XIV. INDEMNIFICATION**

To the extent permitted by law, the officers and other members of the House of Delegates, members of sections and committees of the Association, and employees of the Association, when acting as such, shall be defended, indemnified and held harmless against all cost, damage and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, or any other matter having to do with their acts or conduct in such capacity.

#### **XV. COOPERATION WITH OTHER BAR ASSOCIATIONS AND FEDERATIONS OF BAR ASSOCIATIONS**

**Section 1. Cooperation.** In order to more readily attain the objectives of its organization, this Association shall cooperate with local bar associations, other state bar associations and with judicial district or other regional federations of local bar associations, both within and without the state, in such manner as is consistent with its own and their autonomy, and shall encourage and assist, when desired, in the formation of new local bar associations and federations; and shall endeavor to maintain constant interchange of opinion and unity of effort between the Association and such local associations and federations in promoting reform in the law, facilitating the administration of justice, elevating the standards of the profession and cherishing the spirit of collegiality among the members of the Bar. A reciprocal relation and duty to the American Bar Association is also recognized.

**Section 2. Committees.** To further these purposes, the Bylaws may designate officers or authorize the appointment of committees whose duty it shall be to represent this Association in promoting such cooperation and may make provision for official representation both in the meetings and on the committees of this Association, of such local associations and federations by members of this Association in such manner and upon such condition as may be from time to time herein provided.

**Section 3. Independence of Local and County Associations.** Nothing contained herein and no action or recommendation of the Association, its House of Delegates or Executive Committee shall be construed to bind or commit in any respect any county or

local bar association or to obligate such county or local bar association to accept or carry out any policy or recommendation of the Association, its House of Delegates or its Executive Committee. The participation of any county or local bar association in the Association shall be at all times voluntary and shall not subject such county or local bar association to any financial or other obligation or liability except as it may voluntarily assume.

**Section 4. Election of New York State Bar Association Delegates to the American Bar Association House of Delegates.** The nomination and election of delegates to the American Bar Association House of Delegates shall take place in accordance with the provisions of Article VIII, section 1(A)(6) of these Bylaws.

## **XVI. PUBLICATIONS**

**Section 1. Journal.** The Journal shall be edited and published by a Board of Editors chosen by and under the direction of the Executive Committee. It shall be the responsibility of the Board of Editors to determine the format and contents of the Journal.

**Section 2. Other Publications.** All other publications authorized by the House of Delegates or the Executive Committee of the Association and not expressly provided for in these Bylaws shall be edited and published under the supervision of the Executive Committee.

## **XVII. AMENDMENTS**

These Bylaws may be amended only by a two-thirds vote of the members present at a meeting of the Association, after compliance with either of the following procedures:

(a) By written proposal subscribed by at least ten members of the Association submitted to the Secretary at least sixty days in advance of a meeting of the Association, which proposal shall then be circulated with the notice of that meeting, and with the subsequent endorsement of at least fifty members attending that meeting for which such notice was given, after which it will be submitted to the next meeting of the Association for approval; or

(b) A majority of all the members of the House of Delegates may subscribe and file proposed amendments with the Secretary followed by notice to all members of the Association from the Secretary that said amendments will be considered at the next meeting of the Association held at least sixty days later, at which meeting such amendments may then be considered.



On consideration of any proposed amendment, further revisions thereof germane to the substance of such amendments may be considered and acted upon.

**Appendix A**  
**Committees of the Association**

COMMITTEE ON ANIMALS AND THE LAW  
COMMITTEE ON ANNUAL AWARD  
COMMITTEE ON ASSOCIATION INSURANCE PROGRAMS  
SPECIAL COMMITTEE ON ASSOCIATION STRUCTURE AND GOVERNANCE  
COMMITTEE ON ATTORNEY PROFESSIONALISM  
COMMITTEE ON ATTORNEY-WELLBEING  
AUDIT COMMITTEE  
COMMITTEE ON BYLAWS  
COMMITTEE ON CHILDREN AND THE LAW  
COMMITTEE ON CIVIL PRACTICE LAW AND RULES  
COMMITTEE ON CIVIL RIGHTS  
COMMITTEE ON COMMITTEES  
COMMITTEE ON COMMUNICATIONS AND PUBLICATIONS  
COMMITTEE ON CONTINUING LEGAL EDUCATION  
COMMITTEE ON COURTS OF APPELLATE JURISDICTION  
COMMITTEE ON COURT RULES AND PRACTICE  
COMMITTEE ON DISABILITY RIGHTS  
COMMITTEE ON DIVERSITY AND INCLUSION  
EXECUTIVE COMMITTEE  
COMMITTEE ON FAMILIES AND THE LAW  
FINANCE COMMITTEE  
COMMITTEE ON IMMIGRATION REPRESENTATION  
JUDICIAL WELLNESS COMMITTEE  
COMMITTEE ON LAW PRACTICE MANAGEMENT  
COMMITTEE ON LAW, YOUTH AND CITIZENSHIP  
LAWYER ASSISTANCE COMMITTEE  
COMMITTEE ON LAWYER REFERRAL SERVICE  
COMMITTEE ON LEADERSHIP DEVELOPMENT  
COMMITTEE ON LEGAL AID  
COMMITTEE ON LEGAL EDUCATION AND ADMISSION TO THE BAR  
COMMITTEE ON LEGISLATIVE POLICY  
COMMITTEE ON MANDATED REPRESENTATION  
COMMITTEE ON MASS DISASTER RESPONSE  
COMMITTEE ON MEDIA LAW  
COMMITTEE ON MEMBERSHIP  
NOMINATING COMMITTEE  
PRESIDENT'S COMMITTEE ON ACCESS TO JUSTICE

COMMITTEE ON PROCEDURES FOR JUDICIAL DISCIPLINE  
COMMITTEE ON PROFESSIONAL DISCIPLINE  
COMMITTEE ON PROFESSIONAL ETHICS  
COMMITTEE ON RESOLUTIONS  
COMMITTEE TO REVIEW JUDICIAL NOMINATIONS  
COMMITTEE ON STANDARDS OF ATTORNEY CONDUCT  
COMMITTEE ON TECHNOLOGY AND THE LEGAL PROFESSION  
COMMITTEE ON TORT SYSTEM  
COMMITTEE ON VETERANS

## **Appendix B**

### **AUDIT COMMITTEE COMPOSITION, DUTIES AND RESPONSIBILITIES**

I. The Audit Committee shall consist solely of "Independent Members." An Independent Member is person who must satisfy all three of the following criteria:

1. The individual is not and has not been an employee of, or does not have a relative that is or was a key employee of, the Association or an affiliate of the Association in the past three years;
2. The individual and the individual's relatives have not received compensation or other payments exceeding a total of \$10,000 during the last three fiscal years of the organization from the Association or its affiliate, other than compensation for services provided in the capacity as a member of the Executive Committee or Audit Committee or reimbursement for expenses reasonably incurred as a member of the Executive Committee or Audit Committee; and
3. The individual is not an employee of, nor have a substantial financial interest in, any entity that has made a payment to (other than a charitable donation) or received payments from the Association or its affiliate for property or services in an amount, which in the last three fiscal years, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues ("Association Vendor"). The individual's relatives may not be an officer of nor have a substantial financial interest in an Association Vendor.

II. The Audit Committee shall:

1. Meet at least twice annually, and more frequently as circumstances may warrant. One of those meetings shall include, in separate executive sessions, meetings with the independent auditor, the Executive Director and such other members of the staff, as the Audit Committee determines, to discuss any matters within the scope of the Committee's duties that these individuals believe or the Committee believes should be discussed privately with the Audit Committee.
2. Assure the independence of the independent auditor and be directly responsible for the appointment, compensation and oversight of the work of the independent auditor. The Audit Committee shall also consider the periodic rotation of auditors or of auditing partners. The Audit Committee shall also discuss with the independent auditor the scope and plan of the annual audit and consider any

changes in standard accounting practices from year to year prior to the commencement of the audit.

3. Review and discuss with the independent auditor the adequacy of the Association's internal controls and management's commitment and ability to effectuate such recommendations for improvements in the internal controls as the independent auditor may recommend, and any material risks and weaknesses in internal controls identified by the independent auditor. The Audit Committee shall also discuss with management its response to the independent auditor's assessment.
4. Review with the independent auditor the coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, ~~and~~ the effective use of audit resources, and the adequacy of the Association's accounting and financial reporting processes.
5. Inquire of management and the independent auditor about significant risks or exposures and steps management has taken to minimize such risks to the Association.
6. Review the results of the annual audits, the management letter, previous recommendations to management the extent to which difficulties, if any, were encountered in the course of the audit, including any restrictions on the scope of audit inquiries or access to information, or any significant disagreements between the independent auditor and management, with the independent auditor.
7. Assure that the Association maintains a satisfactory document retention program.
8. Establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Association regarding accounting, internal account controls, or auditing matters; and (b) the confidential, anonymous submission by Association employees or others of concerns regarding questionable accounting or auditing matters.
9. Conduct or authorize investigations into any matters within the Audit Committee's scope of duties and responsibilities, and monitor the possible financial impact of legal matters that could impact the financial health of the Association.

10. Report periodically to the Executive Committee and the House of Delegates on significant activities of the Audit Committee.
11. Coordinate its activities, as may be appropriate, with the Finance Committee.
12. Obtain confirmation from management that all necessary tax filings have been made.
13. Review conflict of interest and whistleblower policies and if appropriate, make recommendations for changes to such policies. Make inquiry, if it deems appropriate, regarding any reported related-party transactions.
14. Assess the independence of all external investment advisers engaged by NYSBA, including any conflicts of interest such adviser has or may have, as required by law.
15. Make provision for such financial training as Audit Committee members may deem appropriate to assist them in the effective and knowledgeable discharge of their duties and responsibilities.
16. Review this set of duties and responsibilities annually and propose any changes that may be warranted to the House of Delegates.
17. Perform such additional functions and have such additional powers as may be necessary or appropriate for the performance of its duties and responsibilities or as may be delegated from time to time by the House of Delegates to the Audit Committee.

Appendix B approved by  
the House of Delegates  
February 1, 2008, as  
amended November 17, 2012  
further amended June 21, 2014