NEW YORK STATE BAR ASSOCIATION
OPERATING RULES OF THE SECTIONS CAUCUS

ARTICLE I
Name and Purpose

Section 1. This organization shall be known as the Sections Caucus (the "Caucus") of the New York State Bar Association (the "Association").

Section 2. The purpose of the Caucus shall be to bring together representatives of the sections of the Association to assist the sections in carrying out the purposes of the Association by:

A. Providing a forum for section delegates and section leaders to review and discuss matters that will come before the House of Delegates and, where appropriate, to develop proposals for consideration by the House of Delegates;

B. Providing a forum for section delegates and section leaders to analyze and discuss issues of common interest to the sections and, where appropriate, to develop proposals to address those issues in ways that will promote the interests of the sections and the Association;

C. Selecting nominees for position of Member-at-Large of the Executive Committee of the Association in accordance with the provisions of Section 1(A)(4) of Article VIII of the Bylaws of the Association; and

D. Taking such other actions as the section delegates and section leaders determine will best further the interests of the Association.

ARTICLE II
Membership

Section 1. The members of the Caucus shall consist of: (1) the section delegates, as defined in Section 3(F) of Article V of the Bylaws of the Association and the alternate section delegates as defined in Section 3(M) of Article V of the Bylaws of the Association; (2) the section delegates or former section delegates who serve as Members-at-Large of the Executive Committee of the Association as provided in Section 1(F)(2) of Article VII of the Bylaws of the Association (the "Section Members-at-Large"); (3) the Young Lawyers Section delegate who serves as a Member-at-Large of the Executive Committee of the Association as provided in Section 1(F)(3) of Article VII of the Bylaws of the Association (the "Young Lawyers Section Member-at-Large"); (4) any member-of the Caucus Executive Committee who does not otherwise meet the definition of a Caucus Member; and (5) two additional representatives from each section of the Association ("Section Representatives"), designated by the section and selected in such manner as may from time to time be determined by that section, each of whom shall be either a current officer of that

section or a former officer of that Section who is a current active member of its executive committee. Each such member of the Caucus shall be referred to in these Operating Rules as a Caucus Member.

ARTICLE III
Officers and Executive Committee

Section 1. The officers of the Caucus shall be a Chair, Vice-Chair and Secretary. The Chair must be a section delegate during his or her term of office. Of the Vice-Chair and Secretary, one must be a Section Delegate during his or her term of office, and the other may either be a current Caucus Member or have been a section delegate within two years prior to being elected to said office. In the event that the office of Chair becomes vacant before the end of the Chair's term in office, the office shall be filled by the Vice-Chair for the remainder of the unexpired term, unless the Vice-Chair is not a Section Delegate, in which case the Secretary shall serve as Chair for the remainder of the unexpired term. The office so vacated by the Vice-Chair or Secretary shall be filled by appointment for the remainder of his or her unexpired term. Interim service to fill an unexpired term of an officer as set forth in this Section shall not be considered for purposes of the prohibition set forth in Section 3 of this Article.

Section 2. There shall be a Caucus Executive Committee consisting of: (1) the officers of the Caucus; (2) the Section Members-at-Large and the Young Lawyers Section Member-at-Large of the Executive Committee of the Association; (3) four at-large members to the Caucus Executive Committee; and (4) the Chairs of the Caucus's Standing Committees. Of the four at-large members of the Caucus Executive Committee, at least one must be a current Section Delegate at the time of his or her service as an at-large member, at least one must be either a current Section Delegate or Section Delegate-Alternate or will have been a Section Delegate or Section Delegate-Alternate within two years prior to his or her term of service on the Executive Committee, and the other two are intended to be persons who will either be Section Representatives or Section Delegate-Alternates at the time of his or her service on the Executive Committee or will have been Section Delegates or Section Delegate-Alternates within two years prior to their term of service on the Executive Committee, or both, (each a "Non-Section Delegate") ; provided however, that if there are not a sufficient number of well qualified Non-Section Delegate candidates for the two Non-Section Delegate member at-large positions, the Caucus Nominating Committee shall have the discretion to nominate as many current Section Delegates as may be needed to fill such positions.

Section 3. All officers and all other members of the Executive Committee shall hold office for one-year terms, commencing June 1. Officers are prohibited from serving two consecutive terms in one specific office, except as set forth in Section 1 of this Article.

ARTICLE IV
Nominating Committee

Section 1. The Caucus Nominating Committee shall consist of seven members who shall include the Chair, the Vice-Chair, the Secretary, the Section Member-at-Large of the Executive Committee

of the Association whose term will not expire at the end of the current year, and three other Caucus Members selected by the Caucus (or four if no member-at-large is then serving). The Chair of the Caucus Nominating Committee shall be selected by the members of the Caucus Nominating Committee.

Section 2. While a member of the Caucus Nominating Committee is eligible for nomination for one of the offices to be filled, any member who is a candidate for an office shall be recused from the discussion and vote for that office.

Section 3.

A. The Caucus Nominating Committee shall schedule its activities so as to permit the section delegates to submit their nominees for the position of Section Member-at-Large of the Executive Committee of the Association to the Nominating Committee of the Association at least 10 days in advance of the meeting of the Nominating Committee of the Association at which the nominations are to be made. The Caucus Nominating Committee shall also arrange a meeting of the section delegates with the Nominating Committee of the Association (acting through its Chair or other designee[s]) to be held no later than 90 days before the Annual Meeting of the Association or the meeting of the House of Delegates of the Association immediately thereafter at which the offices of Section Member-at-Large of the Executive Committee of the Association are to be filled by election.

B. The Caucus Nominating Committee shall invite each section of the Association to present the name of not more than one candidate to serve as a Section Member-at-Large of the Executive Committee of the Association. As required by Section (F)(2) of Article VII of the Bylaws of the Association, candidates must have served as section delegates within three years of their selection.

C. The Caucus Nominating Committee shall distribute a written report containing its recommendations for nominees for Section Member-at-Large of the Executive Committee of the Association to the section delegates at least 20 days prior to the meeting of the section delegates at which the nominations will be considered. The Chair of the Caucus shall then schedule a meeting of the section delegates at which the recommendations contained in the report of the Caucus Nominating Committee will be considered. Within 10 days after the Caucus Nominating Committee advises the section delegates of its slate of candidates, other qualified candidates may be added to the ballot by presenting the Chair with a petition requesting the inclusion of those other candidates on the ballot endorsed by the signature of at least ten (10%) percent of the section delegates.

Section 4. The Caucus Nominating Committee shall also distribute a written report containing its recommendation for nominees for Chair, Vice-Chair, Secretary and the Members at Large of the Caucus who shall serve on the Caucus Executive Committee. The report shall be distributed at least 20 days prior to the Annual Meeting of the Caucus at which the recommendations of the Caucus Nominating Committee will be considered. Within 10 days after the Caucus Nominating

Committee advises the Caucus of its slate of candidates, other qualified candidates may be added to the ballot by presenting the Chair of the Caucus Nominating Committee with a petition requesting the inclusion of those other candidates on the ballot endorsed by the signature of at least ten (10%) percent of the Caucus Members.

Section 5.

A. The Caucus Nominating Committee shall not nominate more than one Caucus Member (or former section delegate) from any section for the offices to be filled. The Nominating Committee shall not nominate any section delegate for the office of Chair if a section delegate from the same section has served as Chair of the Caucus within the last year.

B. The Nominating Committee shall not nominate any section delegate or former section delegate as a Section Member-at-Large of the Executive Committee of the Association if a section delegate or former delegate from the same section has served as a Section Member-at-Large of the Executive Committee of the Association representing the sections within the last year, except that the Members-at-Large of the Executive Committee of the Association representing the section may serve the maximum number of consecutive terms permitted under Section 2 of Article VII of the Bylaws of the Association in effect at the time. Nothing in these Rules, however, shall preclude any section that has a member of the section serving as an officer of the Association or a member of the Executive Committee of the Association pursuant to Section 1.F.1. of Article VII of the Bylaws of the Association from also having a member of the section serve as a Section Member-at-Large of the Association representing the sections pursuant to Section 1.F.2. of Article VII the Bylaws of the Association.

ARTICLE V
Duties of the Officers and of the Executive Committee

Section 1. The Chair shall preside at all meetings of the Caucus and of the Executive Committee, serve as an *ex officio* member of all Committees, and perform such other duties as usually pertain to the office of Chair.

Section 2. The Vice-Chair shall assist in the performance of the Chair's duties when requested to do so and shall perform such other duties as usually pertain to the office of Vice-Chair. On the death, resignation or during the disability of the Chair, the Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term, except in case of the Chair's disability, and then only for so much of the term as the disability continues.

Section 3. The Secretary shall maintain all books, papers, documents and other property of the Caucus, shall keep a record of the proceedings of all meetings of the Caucus and of the Executive Committee, shall prepare and forward notices of all meetings of the Caucus and of the Executive Committee, receive correspondence, and perform such other duties as usually pertain to the office of Secretary.

Section 4. The Executive Committee shall have general supervision of the affairs and activities of the Caucus, subject to these Operating Rules and the Bylaws of the Association. The Executive Committee may adopt its own rules of procedure, including rules as to the number of its members who shall constitute a quorum, the time and place of meetings, notices of meetings to be given to its members, and rules declaring vacancies to exist in committees upon failure of elected or appointed members to attend meetings.

Section 5. The Executive Committee may fill any vacancy arising among the officers or the two non-officer members of the Executive Committee during the interim between Annual Meetings of the Caucus. Officers or non-officer members of the Executive Committee so appointed shall serve the balance of the terms in accordance with Article III.

ARTICLE VI
Committees

Section 1. The Caucus Executive Committee shall create such standing committees of the Caucus as the Executive Committee shall determine from time to time. The Chair of the Caucus may, from time to time, create such special committees as the Chair shall deem necessary to carry out the work of the Caucus. The Executive Committee shall adopt such policies, rules and guidelines for standing committees and special committees as it deems appropriate.

Section 2. The Chair of the Caucus shall appoint the Chairs and members of the standing committees and special committees. The Chairs of all of committees of the Caucus shall be Caucus Members. The Chair of the Caucus shall fill any vacancy or make additional appointments to a committee, in consultation with the Chair of that committee. The terms of office shall be one year commencing June 1.

Section 3. Committee appointments, at the request of the committee Chair, may include members of the Association who are non-Caucus Members with particular expertise or interests which will aid the committee in addressing issues before it.

Section 4. The committees, from time to time, shall refer recommendations to the Chair of the Caucus or the Executive Committee for such actions as they may deem appropriate, but shall not take action or present their views or recommendations outside the Caucus without approval by the Executive Committee.

ARTICLE VII
Meetings

Section 1. The Annual Meeting of the Caucus shall be held during the week in which the Annual Meeting of the Association is held, at a time and place designated by the Executive Committee. Other meetings may be held from time to time at such times and places as designated by the Chair or by any three members of the Executive Committee. Notices of meetings shall be sent to all Caucus Members.

Section 2. All binding action of the Caucus shall be by a majority vote of the Caucus Members present at a meeting at which Caucus Members representing at least one-third of the sections of the Association are present. All binding action of the Caucus Nominating Committee shall be by a majority vote of the members of the Caucus Nominating Committee present at a meeting at which at least five members of the Caucus Nominating Committee are present.

Section 3. Any one or more Caucus Members or members of any committee of the Caucus may participate in a meeting of the Caucus or such committee by means of a conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5. All notices and other communications from the Chair or other officer to the members of the Caucus Executive Committee or the Caucus Members may be delivered by electronic mail (e-mail), and shall be deemed to have been received by the member upon delivery to the member's current e-mail address. For this purpose, each member shall provide his or her current e-mail address to the Chair.

ARTICLE VIII
Miscellaneous Provisions

Section 1. These Operating Rules shall become effective upon approval by the Executive Committee of the Association.

Section 2. Any action taken by the Caucus must be approved by the Executive Committee of the Association before the same is given publicity as or becomes effective as the action of the Association.

Section 3. These Operating Rules shall remain in effect from year to year, but may be amended at any time by a majority vote of the Caucus Members present at a meeting at which Caucus Members from at least one-third of the sections of the Association are present, provided that no amendment shall be effective until approved by the Executive Committee of the Association.