



**Resolution Requesting Dissolution**

WHEREAS Part X (Sec. 1) of the NYSBA Bylaws states that Sections and divisions of sections may be created or abolished by the House of Delegates; and

WHEREAS, the Executive Committee of the Corporate Counsel Section of the New York State Bar Association has voted to dissolve and become a committee of the Business Law Section; and

WHEREAS, the Executive Committee of the Business Law Section has expressed a willingness to welcome the members of the Corporate Counsel Section and agreed to create a Corporate Counsel Committee that will continue the programs of the Corporate Counsel Section; now, therefore be it

RESOLVED, that the House of Delegates hereby abolishes the Corporate Counsel Section; and be it further

RESOLVED, that effective June 1st, 2026, the membership roll of the Corporate Counsel Section be transferred to the membership roll of the Business Law Section; and be it further

RESOLVED, that the remaining funds of the Corporate Counsel Section shall be transferred to the Business Law Section and designated as funds available to the new Corporate Counsel Committee under the Business Law Section.

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### **AGREEMENT FOR THE MERGER OF THE CORPORATE COUNSEL SECTION INTO THE BUSINESS LAW SECTION OF THE NEW YORK STATE BAR ASSOCIATION**

**Dated: March 30, 2026**

#### **WHEREAS:**

The Corporate Counsel Section was created to serve the professional needs of in-house counsel through substantive programming, policy discussion, professional development, networking, and mentorship, and has long advanced the interests of attorneys serving as corporate counsel in both public and private organizations;

The Business Law Section is committed to supporting attorneys engaged in business law practice areas, including corporate governance, securities regulation, banking, mergers and acquisitions, and other business transactions, and provides continuing legal education (CLE), commentary on legislation, and networking opportunities;

CCS and BLS share overlapping interests in serving business-oriented legal professionals, and acknowledge that combining their resources will foster broader engagement, efficiency, and innovation;

CCS and BLS desire to combine CCS into BLS, such that CCS shall become a standing committee within BLS, while maintaining and continuing the CCS's legacy of service to in-house counsel;

CCS has accumulated a surplus of funds, which the parties wish to preserve for the continued support of CCS-originated programs, as well as programs originated by the Corporate Counsel Committee of the Business Law Section to be formed pursuant to the terms of this Agreement, for in-house counsel following the merger;

**NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and promises contained herein, the parties agree as follows:**

#### **1. Merger and Reorganization**

Effective upon the completion of all necessary approvals, the Corporate Counsel Section shall be merged into and become a committee within the Business Law Section of the New York State Bar Association ("NYSBA"). From and after the Effective Date, it shall be known as the Corporate Counsel Committee of the Business Law Section.

#### **2. Continuation of Mission and Programming**

The Corporate Counsel Committee shall continue to focus on supporting and advancing the professional interests of in-house counsel. It shall retain responsibility for developing programming, publications, and other initiatives consistent with the historical mission of CCS and consistent with the Bylaws and rules of both NYSBA and BLS.

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### **3. Surplus Funds and Support for Designated Programs and Corporate Counsel Committee Activities**

The surplus funds of CCS as of the Effective Date shall be designated within the BLS budget and, until such funds are exhausted, shall be used to ensure the financial sustainability of CCS-originated programs and activities, as well as programs and activities originated by the Corporate Counsel Committee of the Business Law Section to be formed pursuant to the terms of this Agreement, including the following CCS-originated programs and activities:

- a. The Kenneth G. Standard Internship Program, which provides law students with internship opportunities with in-house legal departments, in honor of Kenneth G. Standard, the first African American President of NYSBA;
- b. The Jana Behe Fellowship, developed in conjunction with the Jana Behe Foundation, to support in-house internship and fellowship opportunities in honor of former CCS Chair Jana Behe;
- c. The Biennial Corporate Counsel Institute and the Biennial Ethics Program, alternating CLE events held in the fall of each year, specifically addressing the current needs and challenges of in-house counsel;
- d. Inside, the CCS-originated publication that provides legal insights and commentary targeting in-house legal professionals, but with topics often of broader interest to the NYSBA community.

### **4. Committee Governance and Representation**

The Corporate Counsel Committee shall initially be chaired by an individual appointed by the Chair of BLS in consultation with the outgoing CCS leadership, and the Corporate Counsel Committee Chair and other participants may designate other individuals to lead Corporate Counsel Committee programs; provided, however, that the foregoing provisions of this sentence remain subject in all respects to the provisions of the BLS Bylaws, including the requirements for nomination and election of committee chairs set forth in the BLS Bylaws. The Committee shall operate in accordance with the governance policies of BLS and may propose its own programming and budgetary needs to the BLS Executive Committee.

The BLS Bylaws shall provide that at least two (2) members of the Corporate Counsel Committee shall serve as voting members of the BLS Executive Committee, at least one (1) of whom, when selected, shall be employed as an in-house lawyer. These

## EXECUTION COPY

appointments shall be made by the BLS Chair in consultation with the Corporate Counsel Committee leadership.

### 5. Membership

All members of CCS as of the Effective Date shall become members of BLS and the Corporate Counsel Committee without interruption or through such transition as may be directed by the NYSBA leadership.

### 6. Transition and Further Assurances


The parties agree to take all reasonable steps, including updates to governance documents and coordination with NYSBA staff, necessary to implement the terms of this Agreement and ensure a smooth transition.

### 7. Approvals; Governing Authority


The officers of BLS and CCS executing this agreement are doing so subject to appropriate approvals, and each agree to take all reasonably necessary steps to secure such approval. This agreement is subject to, and shall not be effective except upon, approval by the respective Executive Committees of CCS and BLS and approval by NYSBA in accordance with the governance policies of NYSBA. Notwithstanding any provision of this Agreement to the contrary, the terms and conditions of this Agreement and the rights and obligations of the parties hereunder shall in all respects be subject to the Bylaws and rules of both NYSBA and BLS.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

FOR THE CORPORATE COUNSEL SECTION:

By:   
Name: Elizabeth J. Champnoi  
Title: Chair

FOR THE BUSINESS LAW SECTION:

By:   
Name: David Goldstein  
Title: Chair