NEW YORK STATE BAR ASSOCIATION
BYLAWS OF THE ENVIRONMENTAL LAW SECTION
AS AMENDED APRIL 1, 2011

ARTICLE I

NAME AND PURPOSE

Section 1. Section Name: This Section shall be known as the Environmental Law Section of the New York State Bar Association.

Section 2. Purpose: The purpose of this Section shall be to bring together such members of the New York State Bar Association as are interested in environmental, land use, energy, health and safety and related issues and topics, to further the education of the legal community, the public and governmental and elected officials on legal, administrative and policy matters relating to such issues, to facilitate the making of public policy, and to provide networking opportunities between and among attorneys in private practice, government, corporations and consulting firms.

ARTICLE II

MEMBERSHIP

Section 1. Membership: Any member of the New York State Bar Association is eligible for membership in this Section and shall be enrolled as a member of the Section upon application to the New York State Bar Association and payment of the annual Section dues for such classes of membership in the Section as shall be fixed by the Section's Executive Committee and approved by the Finance Committee of the New York State Bar Association

ARTICLE III

OFFICERS, DELEGATE, ALTERNATE DELEGATE AND SECTION CABINET

Section 1. Officers: The officers of the Section shall be: Chair, Vice-Chair, Treasurer, and Secretary. Each officer must be a member of the Section. The Vice-Chair, Treasurer and Secretary shall be elected at the Annual Meeting of the Section. The Vice-Chair shall become Chair on June 1 of the calendar year immediately following that in which he or she is elected Vice-Chair.

Section 2. Officers' Terms: Each officer who is elected at an Annual Meeting shall hold office for a term beginning on June 1 of the calendar year of that Annual Meeting and shall serve until the following May 31st, or until such later date as the officer's successor has been elected and takes office. The Vice-Chair upon succeeding to the office of Chair pursuant to Section 1 of this Article shall hold office as Chair for a term beginning on June 1 and continuing until the next May 31st, or until such later date as the successor to such position takes office. Vacancies among the officers arising during their term of office may be filled, for the remainder of such term, by the Executive Committee.

Section 3. Section Delegate(s) and Alternate Delegate: A Section Delegate(s) and Alternate Section Delegate to the House of Delegates of the New York State Bar Association shall be selected or reappointed annually by the Chair, with the advice and consent of the Section Officers. The Section Delegate(s) shall be the Section's representative to, and liaison with, the House of Delegates of the New York State Bar Association. The Alternate Section Delegate shall perform the duties of the Section Delegate when the Section Delegate is unavailable to do so.

Section 4. Section Cabinet: The Section Cabinet shall consist of the Officers of the Section, the Section Delegate, and a member of the Section Council. (The Section Council member is to be designated by the Section Chair at the commencement of the Chair's term. A Section Council member may not serve two consecutive terms on the Cabinet.) The Section Cabinet shall have general supervision and control of the affairs and activities of the Section subject to these Bylaws and the Bylaws of the New York State Bar Association. The Section Cabinet shall be responsible for the authorization of all commitments and contracts which entail the expenditure of monies of the Section not otherwise provided for in the adopted annual budget of the Section to the extent such expenditure does not exceed $5000.

Section 5. Chair: The Chair shall be the Chief Executive Officer of the Section, shall preside at all meetings of the Section, the Section Cabinet and the Executive Committee, and shall perform such other duties and acts as usually pertain to this office.

Section 6. Vice-Chair: The Vice-Chair shall assist the Chair in the performance of that officer's duties when requested to do so and shall also perform such additional duties as the Chair may request. 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 the case of the Chair's disability, and then the Vice-Chair shall perform the duties of the Chair only for so much of the term as the disability continues.

Section 7. Treasurer: With respect to issues within the Treasurer's area of responsibility, the Treasurer shall be the official liaison of the Section to the staff of the NYSBA, which staff shall be the custodian of the fiscal books and records of the Section. It shall be the duty of the Treasurer to prepare the Section's Annual Budget and to maintain liaison with appropriate fiscal officers of the New York State Bar Association and the Association's Treasurer who have custody of the Section's funds. The Treasurer shall also perform such additional duties as the Chair may request. The Section Treasurer shall report upon the Section's finances at each meeting of the Executive Committee and at the Section's Annual Meeting.

Section 8. Secretary: With respect to issues within the Secretary's area of responsibility, tThe Secretary shall be the official liaison of the Section to the staff of the NYSBA**,** which staff shall be custodian of all books, papers, documents, and other property of the Section, except for the Section's money and the fiscal books and records of the Section. The Secretary shall keep and publish minutes of the proceedings of all meetings of the Section and of the Executive Committee. The Secretary shall also perform such additional duties as the Chair may request.

ARTICLE IV

NOMINATION OF OFFICERS AND MEMBERS-AT-LARGE

Section 1. Nominating Committee: Prior to each Annual Meeting of the Section, the Chair shall appoint a Nominating Committee of at least three members, but no more than five members, of the Section. The Nominating Committee shall include, at a minimum: the Secretary, a member of the Section Council, and a member of the Executive Committee who is not an Officer of the Section. The Chair shall also give consideration to appointing at least one member of the Nominating Committee who has served on a previous Nominating Committee. The Nominating Committee shall make and report nominations to the Section for the offices of Vice-Chair, Treasurer, Secretary and Members-at-Large of the Executive Committee.

Section 2. Floor Nominations: Other nominations for the offices of Vice-Chair, Treasurer, Secretary and Members-at-Large of the Executive Committee may be made from the floor of the Annual Meeting.

ARTICLE V

THE EXECUTIVE COMMITTEE

Section 1. Members: There shall be an Executive Committee of the Section which shall consist of the Officers of the Section, the Section Delegate, the Section Alternate Delegate, the Chair and Co-Chairs of the Standing Committees authorized in Article VI, Section 1 of these Bylaws, the Chair and Co-Chairs of the Task Forces authorized in Article VI, Section 3 of these Bylaws, the members of the Section Council, and at least five, but not more than twenty Members-at-Large. The Section may elect Members-at-Large at the Annual Meeting of the Section, or the Section Cabinet may elect members Members-at-Large at any time between Annual Meetings of the Section.

Section 2. Purpose and Authorities: The purpose and authorities of the Executive Committee shall be to approve the Annual Budget of the Section, to facilitate the making of Section policy, to implement the Purposes of the Section, to provide for coordination of and communication among the standing committees of the Section, to fill vacancies that may occur among the Officers of the Section, consistent with these Bylaws, to propose to the Officers and the Cabinet new programs or initiatives of the Section, to set (subject to the approval of the Finance Committee of NYSBA), the dues for membership in this Section, which shall be payable to the NYSBA, and to advise the Officers and the Cabinet on the conduct of the Section's affairs. Any action of the Executive Committee shall be authorized by a vote conducted in accordance with Article VII.

Section 3. Members-At-Large: Each Member-at-Large of the Executive Committee shall be appointed for a three year term and shall be eligible for reappointment, by vote of the Section at its Annual Meeting or by the Section Cabinet, on a year-to-year basis provided such member does not miss three or more consecutive Executive Committee meetings without just reason, as determined by the Chair.

ARTICLE VI

COMMITTEES, TASK FORCES, SECTION JOURNAL AND SECTION COUNCIL

Section 1. **Standing Committees:** There shall be such Standing Committees as may from time to time be authorized by the Executive Committee. The Chair or Co-Chairs of each Standing Committee shall be appointed by the Chair of the Section, with the advice and consent of the Section Cabinet, and shall serve at the pleasure of the Chair from the date of appointment until a successor is appointed or the position otherwise becomes vacant. The Chair of the Section may, with the advice and consent of the Section Cabinet, fill any vacancy in the chairing of any Standing Committee during the Chair's term of office. Standing Committees shall, unless otherwise determined by the Executive Committee, be permanent and can only be created, abolished or consolidated into another committee by majority vote of the Executive Committee.

Section 2. **Special and Other Ad Hoc Committees:** In addition to the Standing Committees, there shall be such Special or other Ad Hoc Committees as are deemed necessary or desirable. The Chair of the Section shall appoint the Chairs and members of the Special and Ad Hoc Committees, and may terminate such committees at any time.

Section 3. **Task Forces:** From time to time as the needs of the Section may warrant, the Chair, with the advice and consent of the Section Cabinet, or the Executive Committee by majority vote, may establish a Task Force and transfer or assign to a Task Force: (a) part or all of the operations and responsibilities of specified committees of the Section, or (b) other issues to be evaluated which are not being addressed by any Standing Committee of the Section and that are pertinent to the business of the Section. A Task Force shall consist of members appointed by the Chair. The Chair shall appoint a Chair or Co-Chairs of the Task Force from the Section's membership. The term of each Task Force shall be determined either by the Executive Committee, or by the Chair, with the advice and consent of the Section Cabinet. The Section Cabinet shall re-evaluate the need for any existing Task Force on an annual basis.

Section 4. Bylaws Revision Committee: The Chair of the Section, with the advice and consent of the Section Cabinet, shall establish a Bylaws Revision Committee at least once every five years to review the Section's Bylaws and to recommend appropriate revisions. The Bylaws Revision Committee shall consist of no less than three and no more than five members, of whom at least one shall be a member of the Section Council who shall serve as Chair of the Bylaws Revision Committee.

Section 5. Procedures Governing Standing Committees, other Special or Ad Hoc Committees and Task Forces:

a) Each Standing Committee, other Committee and Task Force shall establish its own procedures for the conduct of business.

b) Each Standing Committee, other Committee and Task Force may establish subcommittees.

c) Meetings shall be held at the call of the Chair or Co-chairs of the Standing Committees, other Committees and Task Forces on due notice and may be conducted in person, or by videoconferencing, conference call, internet chat room or similar communication means that allow all members participating in the meeting to communicate with each other at the same time.

Participation by videoconferencing, conference call, internet chat room or similar communications means shall constitute presence in person at a meeting.

d) No proxy voting is permitted in any meeting of a Standing Committees, other committee or Task Force.

e) No action may be taken, and no views may be transmitted, outside of the Committee or Task Force, without the consent of the Section Cabinet or the Executive Committee.

f) No individual shall serve as Chair or Co-chair of more than one Standing Committee, provided that a Chair or Co-Chair of a Standing Committee may, with the approval of the Section Cabinet or the Executive Committee, also serve as Chair or Co-Chair of not more than one Task Force or other special or ad hoc committee.

Section 6. Standing Committee Annual Agenda: The Chair may from time-to-time request from each Standing Committee a written agenda of its proposed activities for the subsequent one, two or three year period, and the Committee Chair or Co-chair(s) shall provide such agenda within six months of such request.

Section 7. Removal of Committee and Task Force Chairs/Co-Chairs: Chairs or Co-Chairs of Standing Committees, Task Forces, or Special and Ad hoc Committees may be removed at any time by the Chair of the Section. Absence of a Chair or Co-Chair of a Standing Committee, other Committee or Task Force from three consecutive meetings of the Executive Committee, without an excuse that is determined to be justified by the Chair of the Section, or failure of a Chair or Co-Chair to maintain membership in good standing in the New York State Bar Association and the Environmental Law Section, shall constitute an accepted resignation of that Chair or Co-Chair from his or her position.

Section 8. Membership on Committees and Task Forces: All members in good standing of the Section are eligible for membership on all Section Committees and Task Forces.

Section 9. Section Journal: The editor-in-chief of the Section Journal shall be selected by the Chair of the Section, with the advice and consent of the Section Cabinet. The editor-in-chief and the Chair of the Section shall select issue editors and/or other supporting staff to provide advice and assist the editor-in-chief in the business of the Section Journal.

Section 10. Section Council: The Section Council shall consist of all the past Chairs of the Section. Members of the Section Council shall have such other duties as are set forth in the Section Bylaws and as are assigned by the Section Cabinet or the Chair of the Section.

ARTICLE VII

MEETINGS

Section 1. Annual Meeting and Other Meetings: The Annual Meeting of the Section shall be held at a time and place designated by the Chair of the Section during the week in which the Annual Meeting of the New York State Bar Association is held. Other meetings of the Section or the Executive Committee may be held during the interim between Annual Meetings at such times and places as may be designated by the Chair of the Section. The Executive Committee, in addition to meeting during the week of the Annual Meeting, shall also meet at least once in the spring and at least once in the fall of each year. At least two weeks prior notice shall be given for meetings of the Section or the Executive Committee.

Section 2. Quorum: The members of the Section, the Section Cabinet, the Executive Committee, Standing and other Committees, and Task Forces, as the case may be, present at any meeting shall constitute a quorum for the transaction of business

Section 3. Voting and Meeting Procedures: All binding action of the Section, the Section Cabinet, the Executive Committee, any Standing Committee, Task Forces and other Committees shall be by a majority vote of the members present, in person or through electronic means such as videoconferencing, conference call, or internet chat room, or similar communication means that allow all members participating in the meeting to communicate with each other at the same time. Notwithstanding the foregoing, votes on advocacy issues may be cast by e-mail, and may require a super-majority, to the extent permitted by, and in accordance with, the Section's Advocacy Policy. Business to be transacted at the Annual Meeting and any other meetings of the Section, the Section Cabinet, the Executive Committee, any Standing Committee, Task Forces, and other Committees shall conform to the Bylaws of the New York State Bar Association, these Section Bylaws and, where not otherwise specified shall be conducted, in accordance with *Roberts Rules of Order; Revised*. The Chair, with the concurrence of the Section Cabinet, shall establish procedures governing the consideration of business at Section meetings.

ARTICLE VIII

AMENDMENTS

Section 1: Amendment of Bylaws: These Bylaws may be amended at any regularly scheduled meeting of the Executive Committee by a majority vote of the members present, provided that no amendment shall be effective until approved by the Executive Committee of the New York State Bar Association.

Date of Approval by the Executive Committee of the Environmental Law Section: January 25, 2002
Date of Approval by the Members of the Environmental Law Section: October 28, 2002
Date of Approval by the Executive Committee of the New York State Bar Association: November2, 2002

Amendment to Article V, Section 1:
Date of Approval by the Executive Committee of the Environmental Law Section: January 24, 2003
Date of Approval by the Members of the Environmental Law Section: January 24, 2003

Date of Approval by the Executive Committee of the New York State Bar Association: April 7, 2003

Amendments to Articles I, III, V, VI, VII and VIII:
Date of Approval by the Executive Committee of the Environmental Law Section: October 14, 2007
Date of Approval by the Executive Committee of the New York State Bar Association: January 31, 2008

Amndments to Articles III, IV,V:
Date of Approval by the Executive Committee of the Environmental Law Section: October 3, 2010
Date of Approval by the Executive Committee of the New York State Bar Association: November 5, 2010

Amndments to Articles V and VI:
Date of Approval by the Executive Committee of the Environmental Law Section: January 28, 2011
Date of Approval by the Executive Committee of the New York State Bar Association: : April 1, 2011