NEW YORK STATE BAR ASSOCIATION
BYLAWS OF THE LABOR AND EMPLOYMENT LAW SECTION
~~(As Amended April 1, 2005)~~
(Proposed Amendments January 2012)

ARTICLE I
Name and Purpose

Section 1. The Section shall be known as the Labor and Employment Law Section of the New York State Bar Association.

Section 2. The purpose of the Section shall be to bring together for furtherance of their mutual interests those members of the New York State Bar Association as are interested in labor and employment law; to examine the possibilities of improvement and reform in labor and employment law through legislation; to disseminate information and exchange ideas relating to the development and practice of labor and employment law, both substantive and procedural; and to further the education of the Bar and the public in labor and employment law.

ARTICLE II
Membership

Section 1. Any member of the New York State Bar Association shall be eligible for membership in the Section, and shall be enrolled as a member of the Section upon application and payment of such annual dues as shall be determined by the Executive Committee of the Section.

Section 2. Members of the Section shall be classified on the membership rolls under one of the following categories, reflecting their choice of the most appropriate description of their professional activities in the labor and employment law field:

(a) representing **Union** interests;
(b) representing **Management** interests;
(c) representing **Individual Employees'** interests;
(d) as employees of a government **Agency**; or
(e) serving as a **Neutral** (arbitrator, mediator or educator).

ARTICLE III
Officers, Section Delegates and Executive Committee

Section 1. The officers of the Section shall be a Chair, a Chair-Elect, a Secretary and a Secretary-Elect. The Chair-Elect ~~and the members of the Executive Committee~~ shall be elected at the Annual Meeting of the Section. The Secretary-Elect shall be appointed by the newly elected Chair-Elect. The Chair-Elect and the Secretary-Elect, after the completion of their respective terms of office, shall automatically become the Chair and Secretary, respectively.

Section 2. There shall be an Executive Committee of the Section consisting of the officers of the Section, the Chairs of the Section's Standing Committees, the past Chairs of the Section ~~and, in addition thereto, one member from each Judicial District in the State,~~ (except that voting rights will reside only with any designated Chair emeriti and the immediate past three Section Chairs), up to four Members at Large and the Section's Delegates to the Association's House of Delegates.

Section 3. All ~~officers and all other members of the Executive Committee (other than past Chairs of the Section and the Section's Delegates to the Association's House of Delegates, and those members representing the Judicial Districts in the State) will~~ Officers shall hold office for a one-year term beginning on June 1.~~The members of the Executive Committee from the Judicial Districts in the State, one-third of whom shall be elected each year, will hold office for three-year terms beginning on June 1.~~

Standing Committee Chairs shall be appointed by the Chair in consultation with the Chair-elect and shall hold office for a two year term beginning on June 1. (Notwithstanding the foregoing, Standing Committee Chairs shall be appointed by the Chair immediately following the January 2012 Annual Meeting of the Section and the terms of those Chairs will be staggered so that a portion shall run from that appointment until May 31, 2013 and the remainder shall run until May 31, 2014, with terms thereafter running two years effective June 1.)

Members at Large shall be elected by members of the Section and shall hold office for a two-year term beginning on June 1. (Notwithstanding the foregoing, Members at Large shall be elected at the January 2012 Annual Meeting of the Section and the terms of those Members shall run from that appointment until May 31, 2014, with terms thereafter running two years effective June 1.)

~~**Section 4.** At~~ **Section 4.** Section Delegates (and Alternate) to the House of Delegates shall be elected by the Executive Committee for staggered three year terms, with the Alternate Delegate progressing to replace the Delegate whose three year term expires. Accordingly, at the Annual Meeting of the Section, the Executive Committee shall elect an Alternate Section Delegate to the House of Delegates of the New York State Bar Association. The person so elected shall serve as such for one year, beginning the following June 1. At the same Annual Meeting, the Executive Committee shall also elect the person then serving as Alternate Section Delegate to serve as Section Delegate to the House of Delegates for the three years beginning the following June 1. ~~(Notwithstanding the foregoing, at the January 2005 election, one Delegate shall be elected for a term of one year, one Delegate shall be elected for a term of two years, and the person then serving as Alternate Delegate shall be elected for a term of three years.~~

Section 5. It is the express intention of the Section that, to the greatest extent possible, composition of the Executive Committee be balanced as between labor and management representatives. Notwithstanding the foregoing, members of the Section not affiliated with labor or management interests may serve on the Executive Committee, as ~~officers~~ Officers of the Section and as ~~committee chairs~~Committee Chairs, and may participate fully in the activities of the Section. The Executive Committee shall aim to elect (and, when filling a vacancy, appoint) Alternate Delegates and Delegates to the Association's House of

Delegates in such a manner as to maintain a balance among the Section's membership categories of membership.

Section 6. It is the express intention of the Section that, to the greatest extent possible, a consensus on substantive matters coming before the Executive Committee be sought between labor and management representatives on the Committee. Reports and recommendations issued in the name of the Section or the Executive Committee must be approved by two-thirds of all Executive Committee members present and voting (members present and not voting shall be treated as absent, for the purpose of determining whether the two-thirds requirement has been met).

ARTICLE IV
Nomination of Officers and Members at Large

Section 1. Prior to each Annual Meeting of the Section, the Chair shall appoint a Nominating Committee of six members of the Section, which Committee shall make up and report the nominations to the Section for the office of Chair-Elect and for those members of the Executive Committee from the Judicial Districts in the State whose terms expire the following June 1, in appropriate years, Members at Large. If there is a vacancy in the office of Chair-Elect, the Nominating Committee shall also make and report a nomination for the office of Chair. Other nominations for these offices and positions may be made from the floor at the Annual Meeting.

Section 2. The Nominating Committee shall be composed of two labor representatives, two management representatives, and two members who are not affiliated with either labor or management.

ARTICLE V
Duties of the Officers and of the Executive Committee

Section 1. The Chair shall preside at all meetings of the Section and of the Executive Committee, and shall perform such other duties and acts as usually pertain to the office of Chair, including, in consultation with the Chair-elect, appointment of Standing and other Committee chairs.

Section 2. The Chair-Elect shall assist in the performance of the Chair's duties when requested to do so, and shall serve as acting Chair in the temporary absence of the Chair. On the death, resignation or during the disability of the Chair, the Chair-Elect, with the authorization of the Executive Committee, 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. Any vacancy in the office of Secretary-Elect shall be filled by the Chair-Elect.

Section 3. The Secretary shall be the custodian of all books, papers, documents and other property of the Section, except money, and shall keep a true record of the proceedings of all meetings of the Section, and of the Executive Committee, and shall mail notices of all meetings to the Executive Committee .

Section 4. The Secretary-Elect shall assist in the performance of the Secretary's duties when requested to do so, and shall serve as acting Secretary in the temporary absence of the Secretary. On the death, resignation or during the disability of the Secretary, the Secretary-Elect, with the authorization of the Executive Committee, shall perform the duties of the Secretary for the remainder of the Secretary's term, except in case of the Secretary's disability, and then only for so much of the term as the disability continues.

Section 5. The Executive Committee 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. It shall be responsible for the authorization of all commitments and contracts which entail the expenditure of money, and for the expenditure of all monies collected by the Section or appropriated for the use and benefit of the Section. The Executive Committee shall adopt its own rules of procedure, including rules as to the number of its members who shall constitute a quorum, the time~~ and~~ , place and manner of meetings (including telephonically, by video-conferencing, or otherwise), 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 6. The Executive Committee, during the interim between the Annual Meetings of the Section, may fill a vacancy in the office of Chair-Elect. In the event that the offices of Chair and Chair-Elect simultaneously become vacant, the Executive Committee shall appoint a new Chair and may appoint a new Chair-Elect. In the event that the offices of Secretary and Secretary-Elect simultaneously become vacant, the Chair shall appoint a new Secretary and the Chair-Elect shall appoint a new Secretary-Elect. The Executive Committee may fill any other vacancy arising in the Committee during the interim between Annual Meetings of the Section. Officers ~~and Committee members~~ so appointed shall serve the balance of a term in accordance with Article III, except that the Chair-Elect so appointed, and the Secretary-Elect so appointed or appointed under Article V, Section 2, shall thereafter become Chair and Secretary, respectively, as provided in Article III, Section 1. The Executive Committee may fill any vacancy in the position of Section delegate to the Association's House of Delegates positions, including an elected Section delegate whose term of office has not yet commenced. A Section delegate so appointed shall serve until the end of the term to which the Delegate~~'s~~ predecessor was elected.

ARTICLE VI
Committees

Section 1. The Executive Committee of the Section shall create (and may reorganize and/or eliminate) such Standing, Special or other Committees of the Section as the Executive Committee shall determine from time to time. It shall adopt policies, rules and guidelines for ~~committees~~Committees, including rules with respect to the appointment of Committee Chairs.

Section 2. The Committees shall refer recommendations to the Executive Committee for action; no action of any Committee shall be effective unless approved by the Executive Committee.

ARTICLE VII
Meetings

Section 1. The Annual Meeting of the Section shall be held during the week in which the Annual Meeting of the New York State Bar Association is held, at a time ~~and~~ , place and manner designated by the Executive Committee. Other meetings may be held from time to time at such times ~~and~~ , places and manner (including telephonically, by video-conferencing, or otherwise) as designated by the Executive Committee.

Section 2. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 3. All action of the Section shall be by a majority vote of the members present, except that the Executive Committee may authorize a vote by email or other written process, in which case a majority vote of all members voting shall be required. Any action of the Section must be approved by the New York State Bar Association before it becomes effective as, or is publicly released as, an action of the New York State Bar Association.

ARTICLE VIII
Miscellaneous Provisions

Section 1. These Bylaws became effective upon adoption by the members of the New York State Bar Association who were in attendance at the first meeting of the Section, and upon approval by the House of Delegates of the New York State Bar Association.

Section 2. The Executive Committee shall fix the dues for membership in the Section, with the approval of the Finance Committee of the New York State Bar Association, and make payment of such amount a condition for membership in the Section. After the Executive Committee fixes an amount to be charged as dues, such dues shall be payable to the Treasurer of the New York State Bar Association, to be expended only by approval of the Executive Committee of the Section.

Section 3. These Bylaws may be amended at any meeting of the Section by a majority vote of the members of the Section present, provided that no amendment shall be effective until approved by the Executive Committee of the New York State Bar Association.