

**NEW YORK STATE CONFERENCE OF BAR LEADERS ARTICLES OF
ORGANIZATION AND BYLAWS**

WHEREAS, it is desirable that a forum be established for improved and expanded communication among the various local, county, minority, ethnic, special purpose, specialty and women’s bar associations in New York State concerning matters of importance to the legal profession and the public,

NOW, THEREFORE, BE IT RESOLVED, that a New York State Conference of Bar Leaders be established as follows:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The organization shall be known as the New York State Conference of Bar Leaders (“NYSCBL”). The NYSCBL shall have its principal office at the New York State Bar Association (“NYSBA”) Headquarters, One Elk Street, Albany, New York 12207.

ARTICLE II. OBJECTIVES AND PURPOSES

The NYSCBL shall have as its objectives and purposes to provide a forum for educational and informational exchange among bar leaders and associations in New York State, including, but not limited to:

- (A) Promoting the objectives and purposes of the respective bar associations in the State of New York;
- (B) Providing a forum for the mutual exchange of ideas;
- (C) Stimulating the work of bar associations generally;
- (D) Developing a cordial relationship and spirit of unity and common understanding among the various bar associations in New York State for the benefit of the public and the profession;
- (E) Securing a closer coordination of the bar activities of the various bar associations in the State; and
- (F) Facilitating communications and coordination between the NYSBA and the various bar associations in the State.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Membership in the NYSCBL shall be open to:

- (A) Current members of the Executive Committee of the NYSBA, all past chairs of the NYSCBL, and all past presidents of the NYSBA;
- (B) All past and present presidents and officers and current members of governing bodies of all duly organized bar associations in New York State; and
- (C) All present professional staff of such bar associations.

Section 2. Participation. Nothing in these Articles of Organization and Bylaws shall be construed to bind or commit in any respect the NYSBA or any constituent association to participation in the NYSCBL or to any action or activity of the NYSCBL. The participation in the NYSCBL by any past or present president and officer and current member of a governing body, or member of a professional staff of any bar association shall be voluntary and shall not subject any such person or association to any financial or other obligation or liability except that which such person or association may voluntarily and expressly assume in writing.

ARTICLE IV. EXECUTIVE COUNCIL

Section 1. Establishment. The Executive Council shall be the governing body of the NYSCBL.

Section 2. Membership. The Executive Council shall consist of the following thirteen (13) persons:

- (A) the president-elect of the NYSBA, or the designee of the president-elect;
- (B) ten (10) persons, each of whom are current or past members of constituent bar associations on May 1 in the year of their election as defined in Article III Section of these By Laws, who are chosen taking into account the broad diversity of New York's legal communities and shall include:
 - (i) two (2) representative from each of the State's four (4) Judicial Departments;

- (ii) one representative from the Network of Bar Leaders; and
- (iii) one (1) at-large representative.
- (C) one person who shall be serving currently as the chief staff executive of an organized bar association in New York State; and
- (D) the immediate past chair of the NYSCBL.

Section 3. Terms of Office. Those members of the Executive Council described in Article IV, sections 2 (B) and (C), shall have a term of office of three years, and may not serve more than two consecutive terms in such capacity. All other members of the Executive Council shall have a term of office for one year and may not serve more than two consecutive years in such capacity. Any member of the Executive Council appointed to fill a vacancy, if thereafter elected, may serve a full term in addition to the remainder of the vacant term. All terms of office shall commence on July 1 of the year in which a representative has been elected and shall conclude on June 30 of the year in which his/her term of office expires.

Section 4. Election to the Executive Council. Election of members of the Executive Council shall be held in May of each year to fill the terms in which vacancies in office will occur on July 1 of the same year. Such election shall be conducted either by electronic ballot or at a meeting of the Executive Council.

Section 5. Vacancies. If a vacancy occurs on the Executive Council, the Chair shall appoint a replacement to serve the remainder of the unexpired term.

Section 6. Meetings. The Executive Council shall meet at least three times per year. A quorum at each meeting shall be five members. To the extent possible, any member of the Council may participate in a meeting of the Council by means of a conference telephone or similar communications equipment allowing persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person. Additionally, Executive Council members are expected to participate in at least one conference program or workshop each year.

Section 7. Absences. In the event that a member of the Executive Council has two unexcused absences per year from meetings of the Council, such member may be considered for dismissal from the Executive Council. Dismissal shall be by vote of the Executive Council at a meeting after written notice has been provided to the member who may be dismissed and an opportunity is made available for such member to be heard with respect to the reasons for such unexcused absences. Any vacancy caused by the dismissal of a member of the Executive Council shall be filled pursuant to Article IV, Section 5.

Section 8. Duties and Responsibilities. The duties and responsibilities of the Executive Council shall be consistent with the objectives and purposes of NYSCBL as set forth in Article II of these Bylaws.

ARTICLE V. OFFICERS

Section 1. Chair-Term of Office and Election.

- (A) In May of each two year cycle, the Executive Council shall choose a Chair from among its members nominated for that position by the Nominating Committee. Such election shall be conducted either by electronic ballot or at a meeting of the Executive Council.
- (B) The Chair shall serve a two-year term, commencing on July 1 following election.

Section 2. Chair-Duties and Responsibilities. The Chair shall be the chief executive officer of the NYSCBL and shall be responsible for:

- (A) establishing and implementing an agenda for the NYSCBL's annual meeting and all other activities deemed appropriate after consultation with the Executive Council;
- (B) establishing an agenda for meetings of the Executive Council;
- (C) communicating with constituent bar leaders;
- (D) apprising the NYSBA Executive Committee of the activities of NYSCBL;
- (E) appointing committees and committee chairs as deemed appropriate;
- (F) appointing members to vacancies on the Executive Council;
- (G) appointing a chair of the CED Committee; and
- (H) such other powers and duties as may be appropriate to fulfill the duties of the Chair and the purposes of the NYSCBL.

Section 3. Vice-Chair. The Executive Council shall also choose a Vice-Chair-elect for a one-year term renewable for a second one-year term.

- (A) the position of Vice-Chair shall commence with the 2009-2010 Council Year.

- (B) the Vice-Chair shall assist the Chair with the duties set forth in Section 2 of this Article, and shall serve as acting Chair in the Chair's absence.

ARTICLE VI. STANDING COMMITTEE OF EXECUTIVE DIRECTORS

Section 1. A Standing Committee of ("CED") shall be established under the auspices of the NYSCBL.

Section 2. Membership in the CED shall be open to the chief staff executives of all constituent bar associations or their designees.

Section 3. Chair. The Chair of the CED shall be appointed by the Committee for a term of two years. Such appointment shall take place in June and shall be effective on July 1 of the same year.

Section 4. Duties and Responsibilities of the Chair. The Chair of the Committee of Executive Directors shall be responsible for:

- (A) establishing and implementing the Committee's meeting agendas;
- (B) communicating with the Executive Council on issues of managerial, administrative and substantive interest to bar executives;
- (C) communicating with bar executives on the activities, programs and issues of importance to the Conference;
- (D) appointing a Vice-Chair; and
- (E) appointing subcommittees as deemed appropriate.

ARTICLE VII. MEETINGS

The annual meeting of the NYSCBL shall be held at a place and date determined by the Executive Council. Additional meetings of the NYSCBL may be scheduled at other convenient times and places as may be deemed desirable. Arrangements for meetings of the NYSCBL shall be made by the NYSBA Department of Bar Services.

ARTICLE VIII. RESOLUTIONS

The NYSCBL shall take no position as an organization on any issues and shall not adopt resolutions with respect to the same, but may make recommendations to the Executive Committee of the NYSBA.

ARTICLE IX. CONTRIBUTIONS AND FEES

Section 1. The Executive Council may request an annual voluntary contribution to the NYSCBL to cover costs, but payment of the requested voluntary contribution shall not be a condition to attendance at NYSCBL sponsored events, nor shall any contribution obligate the contributor to make any future contributions.

Section 2. The NYSCBL may charge those attending NYSCBL sponsored events a reasonable fee to cover costs.

Section 3. All funds received by the NYSCBL shall be deemed to be funds of the NYSBA, provided that the NYSCBL is included in the NYSBA budget for all purposes and further provided that the NYSBA provides sufficient funds for the activities of the NYSCBL.

ARTICLE X. NOMINATING COMMITTEE AND NOMINATIONS

Section 1. The Nominating Committee of the NYSCBL shall be selected by the Chair and shall consist of no less than three (3) and no more than five (5) members of the Executive Council as constituted on May 1 in the calendar year in which the election shall take place.

Section 2. The Nominating Committee shall submit to the Executive Council no later than May 15 of each year the names of one or more persons nominated for election to each position on the Executive Council whose term of office shall expire on June 30 of that year, which is to be filled by election in May. Nominations for Chair and Vice-Chair of the Executive Council shall be made by the Nominating Committee only from among those members of the Executive Council who are at the time of nomination completing one full year of their term as of June 30 following nomination.

Section 3. Nominations shall be made by the Nominating Committee from a list of nominees prepared after canvas of the presidents, presidents-elect and executive directors of the various bar associations in the State. In the nomination of candidates for election to the Executive Council, careful consideration shall be given to assure representation of large and small local and county bar associations, minority, ethnic, special purpose, specialty and women's bar associations in New York.

Section 4. In the event that the Nominating Committee is unable to secure a candidate to fill a Judicial Department vacancy on the Council, the Nominating Committee shall, at its discretion and with the consent of the Chair, appoint a person from outside the Judicial Department to fill the vacancy for a one year term.

ARTICLE XI. AMENDMENTS

These articles of Organization and Bylaws may be amended by a majority vote of the entire membership of the Executive Council, provided written notice of any proposed amendments is provided to each member of the Executive Council by regular mail or in electronic form not less than fifteen (15) and not more than sixty (60) days prior to the

date of such meeting. Amended Bylaws shall become effective only upon approval by the NYSBA Executive Committee.

**As Adopted by the NYSCBL Executive
Council on April 23, 2009
and approved by the NYSBA
Executive Committee on
November 6, 2009**